



RULES OF THE ITALIAN CHAMBER OF COMMERCE AND INDUSTRY IN AUSTRALIA INCORPORATED

PART I: INTRODUCTION:

1. Name:

The name of the incorporated Association is The Italian Chamber of Commerce and Industry in Australia Incorporated, referred to herein as "the Chamber".

2. Registered Office:

The registered office of the Chamber shall be in Sydney in the State of New South Wales in such premises as the Board may from time to time determine, PROVIDED ALWAYS THAT delegation offices in other parts of the metropolitan or country areas or other states of Australia may be opened at the discretion of the Board.

3. Definitions:

(1) In these Rules, unless the contrary appears:

"**the Act**" means the Associations Incorporations Act (NSW) 1984 (as amended).

"**the Chamber**" means the Italian Chamber of Commerce and Industry in Australia Incorporated.

"**the Board**" means the governing body of the Chamber established in accordance with clause 29.

"**the Commission**" shall mean the Business and Consumer Affairs Commission of New South Wales.

"**the Executive**" means the Chairman, Deputy Chairman, Treasurer and Chief Executive Officer.

"**Member**" means a member of the Chamber.

"**Model Rules**" means the Model Rules (if any) for the Incorporation of Associations published from time to time by the New South Wales Office of Fair Trading (or its successor) pursuant to the Regulations.

"**the Regulations**" means the Associations Incorporations Regulations (NSW) 1985 (as amended).

(2) In these Rules:

(a) Reference to a function includes a reference to a power, authority and duty;

- (b) Reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;
- (c) The provisions of the interpretation Act, 1987, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act; and
- (d) Words importing the masculine gender shall, where the context so admits, include the feminine gender and vice versa.
- (e) A reference to a person includes a reference to a firm, corporation or other body corporate or unincorporated.

PART II: OBJECTIVES AND POWERS:

4. Objectives:

- 4.1 The institution called "Camera di Commercio e Industria Italiana in Australia" and in English "The Italian Chamber of Commerce and Industry in Australia" was established in accordance with the Italian decrees of 13th October, 1918, No. 1573, 20th February, 1919, No. 273 and 1st July, 1970, No. 518 relating to the organisation of the Italian Chambers of Commerce overseas.
- 4.2 The objectives of the Chamber are:
 - (1) The development in every possible way of the economic and trade relations between Italy and Australia.
 - (2) The protection of parties interested in the exchange of goods and services between Italy and Australia.
 - (3) The development of all activities aimed at promoting trade exchanges separate from any consideration of a political nature.
 - (4) To circulate useful news and trade information through periodical publications and other means.
 - (5) To co-operate with the Italian and Australian Government authorities (Commonwealth, State and local) and in particular with the Italian Ministry of Foreign Affairs, the Ministry of Productive Activities (or any Ministry relevant to the business of the Italian Chambers of Commerce), the Italian Tourism Bureau (ENIT), the Italian Institute of Culture (I.I.C.) and the Italian Trade Commission (ICE).
 - (6) To act as an autonomous and independent body within the Commonwealth of Australia with a view to co-operating with any other Italian Chamber of Commerce within Australia where the Board considers such co-operation meets with the objects of the Chamber and is in the interests of its Members.
 - (7) To affiliate with, and to elect nominees to, other bodies with similar objects and interests.
 - (8) To do all such other things as may be incidental to the attainment of the Chamber's objectives.
 - (9) To promote and develop relationships in local international trade and commerce for the benefit of the Chamber or its members.

5. Powers:

The Chamber shall have powers to do the following things as incidental to its objects:

- (1) to sell, let or lease, mortgage, grant rights over or otherwise dispose of or turn to account all or any of its property.
- (2) to borrow or raise money or secure advances and for that purpose to grant security over its assets and undertakings as the Board shall determine and to pay interest on any borrowings upon such terms, conditions and provisos as may be thought fit.
- (3) to invest any funds not immediately required for its purposes in investments authorised by law for investment of trust funds.
- (4) generally to deal with its assets in such manner and to do all such other things as may appear to be incidental or conducive in attainment of its objects or any of them PROVIDED ALWAYS THAT none of its activities shall be undertaken with the object to earn profits to be shared among any or all of its Members.
- (5) such powers conferred by Section 17 of the Act, including all of the rights, powers and privileges of a natural person, not otherwise modified and excluded by the powers hereinbefore expressed.

PART III: MEMBERSHIP:

6. Membership Qualifications:

Any Italian, Australian or foreign natural person, corporation, government or semi-government entity or association, is eligible to be a Member subject always to a proper nomination being accepted by the Board PROVIDED ALWAYS THAT a nominee for membership shall not be accepted as a Member unless the nominee is a business or professional person or government or semi-government representative, who either owns or operates a business or practices a profession or who is a manager, executive or representative in a commercial, industrial, manufacturing trade, industry, government or semi-government or professional organisation or who as an individual, is interested in promoting and furthering professional or commercial exchanges between Italy and Australia and PROVIDED FURTHER THAT the applicant is in the opinion of the Board of good standing and reputation.

7. Nomination for Membership:

7.1 Nomination of a person for membership of the Chamber shall:

- (1) be made by a Member of the Chamber in writing in the form set out in Appendix 1 to these Rules or such other form as the Board may approve from time to time; and
- (2) be lodged with the Chief Executive Officer of the Chamber.

7.2 As soon as practicable after receiving a nomination for membership the Chief Executive Officer shall refer the nomination to the Board which shall determine whether to approve or to reject the nomination.

7.3 Where the Board determines to approve a nomination for membership the Chief Executive Officer shall as soon as practicable after determination, notify the nominee of that approval and request the nominee to pay within the period of twenty- eight (28) days after receipt by the nominee of the notification the sum payable under these Rules by a Member as an entrance fee and annual subscription.

7.4 The Chief Executive Officer shall, on payment by the nominee of the amounts referred to in sub-rule 7.3 within the period referred to in that sub-rule, enter the nominee's name in the register of Members and, upon the name being so entered, the nominee becomes a Member of the Chamber.

8. Cessation of Membership:

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

- (1) (being a natural person) the Member dies or becomes of unsound mind;
- (2) the Member resigns that membership in accordance with Rule 10;
- (3) the Member is removed from membership of the Chamber by resolution of the Board in accordance with Rule 14; or
- (4) the Member becomes unfinancial and the Board resolves to determine his membership in accordance with Rule 15.

9. Membership Entitlements Not Transferrable:

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

- (1) is not capable of being transferred or transmitted to another person; and
- (2) terminates upon cessation of membership.

10. Resignation of Membership:

- 10.1 A Member of the Chamber is not entitled to resign that membership except in accordance with this Rule.
- 10.2 A Member of the Chamber who has paid all amounts payable by the Member to the Chamber in respect of the Member's membership may resign from membership of the Chamber by first giving notice (being not less than one (1) month or not less than such other period as the Board may determine) in writing to the Chief Executive Officer of the Member's intention to resign and, upon the expiration of the period of notice, the Member ceases to be a Member.
- 10.3 Where a Member of the Chamber ceases to be a Member pursuant to sub-rule 10.2, and in every other case where a Member ceases to hold membership, the Chief Executive Officer shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.
- 10.4 Where a Member of the Chamber ceases to be a Member pursuant to this Rule he shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Chamber.

11. Register of Members:

- 11.1 The Chief Executive Officer of the Chamber shall establish and maintain a register of Members of the Chamber specifying the name and address of each Member of the Chamber together with the date on which the person became a Member.
- 11.2 The register of Members shall be kept at the principal place of administration of the Chamber and shall be open for inspection by any Member of the Chamber at any reasonable hour at the discretion of the Chief Executive Officer and subject to such fee (if any) as the Board may determine from time to time.

12. Fees, Subscriptions, Etc.:

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

13. Members' Liabilities:

The liability of a Member, Honorary Member and Life Member of this Chamber 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. Disciplining of Members:

14.1 Where the Board is of the opinion that a Member of the Chamber:

- (1) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
- (2) has persistently and wilfully acted in a manner prejudicial to the interests of the Chamber, the Board may, by resolution:
 - (a) expel the Member from the Chamber; or
 - (b) suspend the Member from membership of the Chamber for a specified period;

PROVIDED ALWAYS THAT, in passing any such resolution the Board shall act bona fide and in accordance with the rules of natural justice. The Board's obligations in this regard will be deemed to be fully discharged if it follows procedures for expulsion of Members (if any) specified in the Model Rules.

14.2 A Member may appeal to the Chamber in general meeting against a resolution of the Board expelling or suspending such Member from membership of the Chamber within seven (7) days after notice of the resolution is served on the Member in accordance with the procedures (if any) specified for appeal in the Model Rules.

15. Unfinancial Members and Rejected Applications:

No candidate who has been refused admission to the Chamber or at the discretion of the Board any Member who has been unfinancial for more than three (3) months from the date of renewal of membership shall be permitted to enjoy the privileges of membership. The Chief Executive Officer shall inform any defaulting Member of cancellation of his membership and remove his name from the register of Members and shall keep a list of names of any of the Members expelled from the Chamber together with the names of applicants who have been refused membership, PROVIDED ALWAYS THAT the subscriptions paid by rejected applicants shall be returned to them together with notification of their rejection by the Board.

16. Classes of Membership:

- 16.1 The Members of the Chamber will be firms or individuals whose applications are approved by the Board. There are three categories of Members namely:
- Supporting (firms or individuals);
 - Corporate (firms);
 - Individual.

16.2 These categories may be subdivided into Overseas Members (being those Members who reside outside Australia) and Interstate Members (being those Members who reside in a state or territory of Australia other than New South Wales).

16.3 In addition to the Members of the Chamber, there shall be 2 further classes of membership:

- (a) Honorary Membership; and
- (b) Life Membership.

17A. Honorary Members:

- (1) An Honorary Member must be proposed in writing for such Honorary Membership by a Member of the Chamber and such proposal must be approved by any two (2) members of the Board.
- (2) The proposal for Honorary Membership shall be considered at a Board meeting and if a simple majority of the members of the Board present and voting are in favour of the proposal the Honorary Membership shall be granted.
- (3) Any Honorary Member shall be entitled to all of the rights of Honorary Membership.
- (4) Honorary Members shall be entitled to full membership but shall have no right to vote. Any Honorary member shall not be required to pay any subscription.

17B. Life Members:

- (1) A Life Member must be proposed in writing for such Life Membership by a Member of the Chamber and such proposal must be approved by any two (2) Members of the Board.
- (2) The proposal for Life Membership shall be considered at a Board meeting and if a simple majority of the Members of the Board present and voting are in favour of the proposal the Life Membership shall be granted.
- (3) Any Life Member shall be entitled to all of the rights of Life Membership.
- (4) Life Members shall be entitled to full membership and shall have the right to vote. A Life Member shall not be required to pay any subscription.

18. Corporate Members:

- 18.1 Any applicant, which is a firm or corporate body and is nominated for ordinary Membership in accordance with Rule 7 herein and is duly accepted shall be known as a Corporate Member.
- 18.2 All Corporate Members shall by notice in writing to the Chief Executive Officer 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 notice in writing to the Chief Executive Officer whenever considered necessary without incurring the liability of an additional subscription.

PART IV: GENERAL MEETINGS:

19. Annual General Meetings:

With the exception of the first Annual General Meeting of the Chamber, the Chamber shall, at least once in each calendar year and within the period of four (4) months after the expiration of each financial year of the Chamber, convene an Annual General Meeting of its Members.

20. Business of Annual General Meetings:

20.1 The Annual General Meeting of the Chamber shall, subject to the Act and the previous Rule, be convened on such date and at such place and time as the Board thinks fit.

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

- (1) Reading of the Notice of Meeting;
- (2) Adoption of Minutes of previous meeting;
- (3) Presentation of Report by the Chairman;
- (4) Presentation of Report by Chief Executive Officer;
- (5) Presentation of the Financial Report;
- (6) Appointment of Honorary Auditors;
- (7) Appointment of Honorary Solicitors;
- (8) Election of Members of the Board;
- (9) Matters for discussion on items appearing on the agenda.

20.3 An Annual General Meeting shall be specified as such in the notice convening it.

21. Special General Meetings:

21.1 The Board may, whenever it thinks fit, convene a special general meeting of the Chamber.

21.2 The Board shall, on the requisition in writing of not less than twenty per cent (20%) of the total number of Members, convene a special general meeting of the Chamber.

21.3 A requisition of Members for a special general meeting:

- (1) Shall state the purpose or purposes of the meeting.
- (2) Shall be signed by the Members making the requisition.
- (3) Shall be lodged with the Chief Executive Officer.

(4) May consist of several documents in a similar form, each signed by one (1) or more of the Members making the requisition.

21.4 If the Board fails to convene a special general meeting to be held within one (1) month after the date on which a requisition of Members for the meeting is lodged with the Chief Executive Officer, any one (1) or more of the Members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.

21.5 A special general meeting convened by a Member or Members as referred to in sub-rule 21.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Chamber for any expense so incurred.

22. Notice:

22.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Chamber, the Chief Executive Officer shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

22.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Chamber, the Chief Executive Officer shall, at least twenty one (21) clear days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in sub-rule 22.1 specifying, in addition to the matters required under sub-rule 22.1, the intention to propose the resolution as a special resolution.

22.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to sub-rule 20.2.

22.4 A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Chief Executive Officer who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

22.5 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail or by facsimile to the Member's last known address.

22.6 The accidental omission to give a notice of meeting to any Member or to any other person entitled to receive a notice shall not invalidate the proceedings at any meeting.

23. Procedure:

23.1 No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item,

23.2 At all meetings of the Chamber, twenty (20) Members shall constitute a quorum.

23.3 If, at the appointed time for the commencement of a general meeting, a quorum is not present, the meeting may be:

- (1) Adjourned to the same place one half hour later than the time originally advertised when the meeting shall take place whatever the number of Members present.
- (2) Adjourned to a time and place to be agreed on PROVIDED ALWAYS THAT any decision relating to this sub-rule and sub-rule 23.3(1) shall be made by the Members present at the meeting passing the resolution put before them for consideration at the general meeting.

24. Presiding Member:

- 24.1 The Chairman or, in the Chairman's absence, the Deputy Chairman shall preside as chairperson at each general meeting of the Chamber.
- 24.2 If the Chairman and Deputy Chairman are absent from a general meeting or unwilling to act, the Members present shall elect one of their number to preside as chairperson at the meeting.

25. Making of Decisions:

- 25.1 A question arising at a general meeting shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Chamber, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
 - 25.2.1 At a general meeting of the Chamber, a poll may be demanded by the chairperson or by not less than three (3) Members present at the meeting.
- 25.3 Where a poll is demanded at a general meeting, the poll shall be taken:
 - (1) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment.
 - (2) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be determined to be the resolution of the meeting on that matter.

26. Special Resolution:

A resolution of the Chamber is a special resolution if:

- (1) It is passed by a majority which comprises not less than three quarters of such Members of the Chamber as, being entitled under these Rules so to do, vote in person at a general meeting of which not less than twenty one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.
- (2) Where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in sub-rule 26(1), the resolution is passed in a manner specified by the Commission.

27. Voting:

- 27.1 Upon any question arising at a general meeting of the Chamber a Member has one (1) vote only.

- 27.2 All votes at a general meeting of the Chamber shall be given personally.
- 27.3 In the case of an equality of votes on a question at a general meeting, the question shall be resubmitted for voting. The chairperson of the meeting shall not be entitled to exercise a second or casting vote.
- 27.4 Any Member shall not be entitled to vote at any general meeting of the Chamber unless that Member has been a member of the Chamber for a period of no less than six (6) months immediately preceding that Meeting, and that Member shall have paid all membership fees.
- 28. Appointment of Proxies:**
- 28.1 Subject to sub-rule (2) all votes shall be given personally and no Member shall be entitled to appoint a proxy.
- 28.2 Each Board member shall be entitled to appoint another Board member as his/her proxy in respect of votes to be cast at the Board meeting referred to in Rule 31.9 by notice given to the Chief Executive Officer not later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.

PART V: THE BOARD:

29. Powers of the Board:

- 29.1 The affairs of the Chamber shall be managed and controlled exclusively by a Board which, subject to the Act, the Regulations and these Rules and to any resolution passed by the Chamber in general meeting:
- (1) Shall control and manage the affairs of the Chamber.
 - (2) May exercise all such functions as may be exercised by the Chamber other than those functions that are required by these Rules to be exercised by a general meeting of Members or the Chamber.
 - (3) Has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Chamber.
- 29.2 There shall be a body of the Chamber known as the Executive.
- 29.3 The Executive shall consist of the Chairman, the Deputy-Chairman, the Treasurer and the Chief Executive Officer of the Chamber.
- 29.4 The Executive is to act as a consultative body for the Chief Executive Officer, and may meet from time to time.
- 29.5 If meetings of the Executive are held, the Chief Executive Officer will arrange for the following:
- (a) keep minutes of such meetings; and
 - (b) provide copies of the minutes to the members of the Board.

- 29.6. The Executive is not empowered to:
- (a) make any decision or take any action which is binding on either the Board or the Chamber;
 - (b) bind the Chamber in any way, either contractually or otherwise, with any external entity;
 - (c) hold itself out as having any power to make any decision or take any action which is binding on either the Board or the Chamber, or to bind the Chamber in any way.
- 29.7 The Board shall be entitled to set up an Advisory Council with no powers whatsoever other than to advise the Board at the specific request of the Board. The Advisory Council shall consist of between two (2) and ten (10) prominent Italian, Italian/Australian or Australian persons who are well known business people, politicians or personalities in Australia.

30. Constitution and Membership:

- 30.1 Subject in the case of the first members of the Board to Section 21 of the Act, the Board shall consist of 13 members, each of whom shall be elected immediately following the Annual General Meeting of the Chamber pursuant to Rule 31.
- 30.2 The office bearers of the Chamber who, together with the Chief Executive Officer, comprise the Executive shall be:
- (1) the Chairman;
 - (2) the Deputy Chairman; and
 - (3) the Treasurer.
- 30.3
- (1) With the exception of the Chairman, the Deputy-Chairman and the Treasurer, one quarter of the members of the Board shall retire immediately prior to the Annual General Meeting in each year, according to seniority of membership, so that the most senior members by service are required to retire. The Board shall be renewed each year by one quarter, according to seniority. In the event of equality of seniority, reappointment will take place by agreement amongst the members of the Board, or by ballot. No Board member excluding the Chairman, Deputy Chairman and Treasurer, who has served for four (4) consecutive years shall be eligible for re-election to the Board before twelve (12) months after the expiry of his previous term of office.
 - (2) Each Member of the Board is required to attend all Board Meeting unless proper reasons for non-attendance are given and accepted by the Board. No more than three (3) absences between consecutive Annual General Meetings will be permitted without a proper reason. If a Board Member misses more than three (3) meetings without a proper reason he or she will be automatically dismissed as a Board Member.
 - (3) The Chairman shall hold office as Chairman, and as a member of the Board, for a period of three (3) years, commencing upon his election, and ceasing immediately prior to the Annual General Meeting, which occurs in the year three (3) years after his election as Chairman.

- (4) The Chairman shall be eligible to stand for re-election as Chairman at any time for a further period of three (3) years. At the completion of two (2) terms of three (3) years as Chairman, the Chairman cannot seek re-appointment as Chairman, but may seek re-election to the Board after a period of two (2) years following the conclusion of holding the position of Chairman.
 - (5) The Chairman may be removed by a vote of no less than two-thirds of the members of the Board. The Chairman shall not be eligible to vote. Within seven (7) days of his/her removal the Board shall meet to elect a new Chairman.
- 30.4 The Board may appoint a Member to fill a casual vacancy and such Board member shall hold office until the next Annual General Meeting of the Chamber and shall be eligible for re-appointment, subject to nomination in accordance with Rule 31.1.
- 30.5 A retiring Board member shall be eligible to stand for re-election subject to nomination in accordance with Rule 31.1.
- 30.6 The Deputy Chairman shall be eligible to stand for re-election as Deputy Chairman at any time for a period of three (3) years. At the completion of two (2) terms of three (3) years as Deputy Chairman, the Deputy Chairman cannot seek re-appointment as Deputy Chairman. However, the Deputy Chairman is entitled to seek election or re-election as Chairman only.
- 30.7 The Treasurer shall be eligible to stand for re-election as Treasurer at any time for a period of three (3) years. At the completion of two (2) terms of three (3) years as Treasurer, the Treasurer cannot seek re-appointment as Treasurer. However, the Treasurer is entitled to seek election or re-election as Chairman only.
- 30.8 Of the members of the Board:
- (a) one shall be appointed Chairman;
 - (b) another shall be appointed Deputy Chairman; and
 - (c) another shall be appointed Treasurer;
- in accordance with clause 30.7.
- 30.9 The Chief Executive Officer shall call a meeting of the members of the Board to be convened within seven (7) days of each Annual General Meeting for the purpose of election by the Board members of:
- (a) a Chairman, but only should there be a vacancy in the office of the Chairman;
 - (b) a Deputy Chairman; but only should there be a vacancy in the office of the Deputy Chairman; and
 - (c) a Treasurer; but only should there be a vacancy in the office of the Treasurer.
- 30.10 The Chairman shall not hold the office of Chairman or Deputy Chairman or Board Member for a period of two (2) years following his/her retirement or removal.

30.11 At the meeting convened by the Chief Executive Officer within seven (7) days of the election of Board members at the Annual General Meeting, the Board shall elect:

- (a) one of its members as Chairman, but only should there be a vacancy in the office of the Chairman;
- (b) another of its members as Deputy Chairman; and
- (c) another of its members as Treasurer.

30.12 The election of office bearers shall be conducted by ballot chaired by the Chief Executive Officer.

31. Election of Board Members:

31.1 Subject to sub-rule 30.4, nominations of all persons seeking election to the Board shall be:

- (1) made in writing, signed by two Members of the Chamber and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (2) delivered to the Chief Executive Officer of the Chamber not less than seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

31.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

31.3 If insufficient further nominations are received any vacant positions remaining on the Board shall be deemed to be casual vacancies.

31.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

31.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

31.6 The Board shall be elected by a ballot at the Annual General Meeting and the Board shall appoint a returning officer and two (2) scrutineers who shall not be members of the Board and who may be Members of the Chamber or invited attending the meeting for the purpose of acting as scrutineers.

31.7 On election day a ballot paper shall be made available to all Members of the Chamber who shall be present at the Annual General Meeting when the election of members to the Board shall take place or at any other special meeting convened for that purpose.

31.8 Counting of votes shall be commenced immediately after all Members present at the meeting shall have completed the ballot paper. The meeting shall be adjourned whilst votes are being counted and shall be reconvened as soon as the returning officer requests the reconvening of the meeting having advised that the counting has been completed. As soon as the results of the election have been announced all previous office bearers shall resign.

- 31.9 The Board will hold its first meeting within one week after the Annual General Meeting and the Board will immediately proceed to elect a Chairman, Vice Chairman and a Treasurer from its members voting either personally or by proxy.
- 31.10 The Board shall remain in office until the next Annual General Meeting or until a special general meeting shall have been convened for the purpose of re-electing a new Board and such Board has been elected.
- 31.11 The Executive Board shall carry on those functions and business of the Chamber as are delegated to it by the Board.

32. The Chief Executive Officer:

- 32.1 The Board may engage the services of any person *or Corporation* (not being a Member) to manage or administer the business and affairs of the Chamber, whose title shall be "Chief Executive" or such other name as the Board of the Chamber may determine from time to time.
- 32.2 The appointment of a Chief Executive may be for such period at such remuneration and on such conditions as the Board thinks fit.
- 32.3 The Chief Executive Officer shall be appointed by the Board subject to the approval of the Italian Ministry of Foreign Affairs and the Ministry of Productive Activities (or any Ministry relevant to the business of the Italian Chambers of Commerce) through the Italian Embassy in Australia.
- 32.4 The Chief Executive Officer of the Chamber shall, as soon as practicable after being appointed as Chief Executive Officer, lodge written notice with the Chamber of his or her address.
- 32.5 It is the duty of the Chief Executive Officer to keep minutes of:
- (1) all appointments of office bearers and members of the Board;
 - (2) the names of members of the Board present at a Board meeting or a general meeting; and
 - (3) all proceedings at Board meetings and general meetings.
- 32.6 The Chief Executive Officer is further required to manage the general administration of the Chamber and shall be the Public Officer.
- 32.7 Minutes of proceedings at a meeting shall be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting.

33. Treasurer:

It is the duty of the Treasurer of the Chamber to ensure that:

- (1) all financial records are kept including balance sheets, profit and loss statements, and income and expenditure statements;
- (2) an annual budget for approval by the Board is prepared in conjunction with the Chief Executive Officer;
- (3) at each meeting of the Board, present progressive financial statements including a budget variance report;

- (4) record all receipts and payments;
- (5) cause to be prepared, circulated, and placed before the Members in general meeting, such reports and statements as reflect the financial position of the Chamber;
- (6) have custody of the books, records and securities of the Chamber, other than the minute books and the register of members, for which the Chief Executive Officer is responsible.

34. Casual Vacancies:

For the purpose of these Rules, a casual vacancy in the office of a member of the Board occurs if the member:

- (1) dies;
- (2) ceases to be a Member or the duly appointed representative of a Corporate Member;
- (3) becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
- (4) resigns office by notice in writing given to the Chief Executive Officer;
- (5) is removed from office under Rule 35;
- (6) becomes of unsound mind or person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (7) is absent without the leave of the Board first given from three (3) consecutive meetings of the Board.
- (8) is unwilling or fails to sign a personal guarantee for any reason whatsoever in favour of the Chamber's financiers or bankers pursuant to the requirements of paragraph 47.2 of these rules.

35. Removal of Board Member:

35.1 The Chamber in a general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

36. Meetings and Quorum:

36.1 The Board shall meet at regular intervals at such place and time as the Board may determine.

36.2 Additional meetings of the Board may be convened by the Chairman or by any member of the Board.

36.3 Oral or written notice of a meeting of the Board shall be given by the Chief Executive Officer to each member of the Board at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.

Notice of a meeting given under sub-rule 36.3 shall specify the general nature of the business to be transacted at the meeting.

Any five (5) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

36.4 No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned.

36.5 At a meeting of the Board:

(1) The Chairman, or in the Chairman's absence, a Deputy Chairman, shall preside.

(2) If the Chairman or the Deputy Chairman are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting shall preside.

36.6 A member of the Board having a pecuniary interest in a contract with the Chamber must disclose that interest to the Board as required by the Act and shall not vote with respect to that contract.

37. Delegation by Board to Subcommittee:

37.1 The Board may, by instrument in writing, delegate to one (1) or more subcommittees (consisting of such Member or Members of the Chamber as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:

(1) This power of delegation.

(2) A function, which is a duty, imposed on the Board by the Act or by any other law.

(3) Expenditure of funds of the Chamber without the prior approval of the Board.

37.2 The function, the exercise of which has been delegated to a subcommittee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation and the subcommittee shall report regularly to the Board.

37.3 A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

37.4 Notwithstanding any delegation under this Rule, the Board may continue to exercise any function delegated.

37.5 The Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

37.6 A subcommittee may meet and adjourn as it thinks proper.

38. Voting and Decisions:

- 38.1 Questions arising at a meeting of the Board or of any subcommittee appointed by the Board shall be determined by a majority of the votes of members of the Board or subcommittee present at the meeting.
- 38.2 Each member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 38.3 Subject to sub-rule 36.5 the Board may act notwithstanding any vacancy on the Board.
- 38.4 Any act or thing done or suffered, or purporting to have been done or suffered by the Board or by a subcommittee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or subcommittee.

PART VI: GENERAL:

39. Auditors:

The Auditors shall be appointed by the Annual General Meeting provided that where the auditors resign or change (as a result of merger or otherwise) during the course of a year, the Board shall have the right to appoint new auditors subject to confirmation of such appointment by members at the next Annual General Meeting. The Auditors shall be qualified accountants being accredited members of The Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants. Once every year the accounts of the Chamber shall be examined and the correctness thereof ascertained. An income and expenditure account and a balance sheet shall be drawn up and submitted to the Board with a written report for subsequent presentation to the Annual General Meeting of the Chamber.

40. Honorary Board Members:

The Ambassador for Italy in Australia shall be ex officio Honorary Member of the Chamber and of the Board. The Chamber may also appoint as Honorary Members and Honorary Board members the Consul General for Italy in New South Wales, the Commercial Attachee of the Consulate of New South Wales and the Trade Commissioner of Australia shall be invited to attend all meetings of the various organs of the Chamber. The Board may appoint Honorary Board members from the Chamber's membership. There shall be no more than one such Honorary Board member whose appointment shall come up for reconsideration by the Board after the Annual General Meeting. At Board meetings he shall have a consultative but not a deliberative vote.

41. Report:

The Chamber shall forward to the Ministry of Productive Activities (or any Ministry relevant to the business of the Italian Chambers of Commerce) through the Italian Embassy and Assocamerestero as required by Article 9 of the Italian Law 518/70:

1. The Italian Chamber of Commerce Budget of 31 January each year and all the relative documents as requested by the Circular Memo issued by the Ministry of

Productive Activities (or any Ministry relevant to the business of the Italian Chambers of Commerce) that year;

2. The Chairman's Report and the Audited Financial of the previous year and all those documents as requested by the Circular Memo issued by the Ministry of Productive Activities (or any Ministry relevant to the business of the Italian Chambers of Commerce) that year;

42. Property of the Chamber:

42.1 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.

42.2 The Board 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 Board may determine.

43. Incomes and Expenditure:

The income and property of the Chamber shall be applied solely to the promotion of any of its objects and no portion thereof shall be transferred directly or indirectly by way of dividends bonus commission allowance or otherwise howsoever to any Member PROVIDED ALWAYS THAT nothing herein contained shall prevent the payment in good faith of remuneration to any servant of the Chamber or to any Member thereof in return for goods supplied or services rendered to the Chamber.

Such members of the Board as may concur in or authorise any payment or transfer in contravention of this Rule shall be jointly and severally liable to indemnify the Chamber in respect thereof.

44. Management of Funds and Bank Accounts:

All moneys received by and funds of the Chamber shall be deposited to its credit on current account with such bank as the Board shall from time to time determine. All payments out of such account shall be first authorised by an office bearer and effected by cheque signed by two (2) Board members so authorised or alternatively by one of the authorised Board members and the Chief Executive Officer General so authorised. Accounts shall be presented periodically to the Board for ratification and/or approval.

45. Rules:

45.1 Subject to approval of the Ministry of Productive Activities (or any Ministry relevant to the business of the Italian Chambers of Commerce) through the Italian Embassy and approval by a special resolution of Members of the Chamber these Rules and the Statement of Objects may be altered (including an alteration of name), or be rescinded and replaced by substituted Rules, or additional rules be made. Any such alteration, rescission, replacement or addition to the Rules shall be registered with the Commission as required by the Act.

45.2 The registered Rules shall bind the Chamber and every Member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

46. The Seal:

- 46.1 The Chamber shall have a common seal upon which its corporate name shall appear in legible characters.
- 46.2 The seal shall not be used without the express authorisation of the Board and every use of the seal shall be recorded in the minute book of the Chamber. The affixing of the seal shall be witnessed by the Chairman and a Board member.
- 46.3 The seal shall be kept in the custody of the Chief Executive Officer or such other person as the Board may from time to time decide

47. Funds:

- 47.1 The funds of the Chamber shall be derived from entrance fees and annual subscriptions of Members, donations and such other sources as the Board determines.
- 47.2 If required by the majority of the Board voting at a duly convened Board meeting, all members of the Board shall sign a personal guarantee in favour of the Chamber's financiers or bankers for the purpose of securing to the financier or banker all facilities made available to the Chamber to meet the day to day costs and expenses of the operation of the Chamber, or alternatively to sign an indemnity in favour of any Member of the Board who has personally guaranteed the Chamber's financiers or bankers PROVIDED that the extent of the personal guarantee or indemnity shall be limited to that proportion which the number of members of the Board bears to the total facility by the financier or banker to the Chamber from time to time.

48. Branches:

- 48.1 The headquarters of the Chamber shall be in Sydney. Autonomous branches may be established or dissolved in other Australian cities, following the advice of the Italian Embassy in Australia, through decisions of the Board who will determine the territorial jurisdiction of the branch.
- 48.2 The bodies of the branches shall be the following:
 - (a) The Members' Assembly, consisting of the chamber resident in the State where the branch has been established.
 - (b) The Board consisting of six members who will be elected annually by the Assembly.
 - (c) The Chairman, a Deputy Chairman and a Treasurer, who will be elected from the Board and who will have control of the branch's funds.
 - (d) The Chief Executive Officer, who will act as administrator of the branch and who will organise the Chamber's activities. His appointment must be approved by the Italian Embassy in Australia.

The Board shall be renewed each year by one third, according to seniority. In the event of equality of seniority, reappointment will take place by agreement amongst the members of the Board, or by ballot. No member who has served for four (4) consecutive years as Chairman, Deputy Chairman or Member of the Board shall be eligible for re-election to the Board before twelve (12) months after the expiry of his previous term of office.

The Branch Treasurer will be responsible for keeping the branch's accounts and having them audited and he will report at the Branch Members' Assembly to be held by 30th April each year.

48.3 The branches shall forward to the Ministry of Productive Activities (or any Ministry relevant to the business of the Italian Chambers of Commerce), through the Italian Embassy and within thirty days from their approval:

- (1) The Italian Chamber of Commerce Budget of 31 January each year and all the relative documents as requested by the Circular Memo issued by the Ministry of Productive Activities that year;
- (2) The Chairman's Report and the Audited Financial of the previous year and all those documents as requested by the Circular Memo issued by the Ministry of Productive Activities that year (or any Ministry relevant to the business of the Italian Chambers of Commerce);

Copy of same shall be sent to the Italian Chamber of Commerce and Industry in Australia.

48.4. The activities of the branches must follow the same aims as those of the Chamber without contrasting with or conflicting with same. In this respect consideration will be given to the guidelines laid down by the Executive of the Chamber.

49. Inspection of documents:

Any book and record of the society may be inspected by any office bearer or member, upon giving reasonable notice to the office bearer responsible for the custody of any such book and record, and upon payment of such reasonable inspection fee as the Chief Executive Officer may determine appropriate.

50. Resolution of Internal Disputes:

- (1) Disputes between members (in their capacity as members) of the Chamber, and disputes between members and the Chamber, are to be referred to a community justice centre for mediation in accordance with *the Community Justice Centres Act 1983* (NSW).
- (2) At least seven (7) days before a mediation session is to commence, the parties are to exchange statement of the issues that are in dispute between them and supply copies to the mediator.

APPENDIX 1
(RULE 7.1)

APPLICATION FOR MEMBERSHIP

Date

The Chief Executive Officer
ITALIAN CHAMBER OF COMMERCE
AND INDUSTRY IN AUSTRALIA INC.
Ground Floor
140 William Street
East Sydney, NSW, 2000

I/We hereby make application for Membership of the above Chamber as Member and enclose a cheque
for \$
being one/half year's subscription in advance to 31/12/

Name and Surname:

Firm:

Address:

Telephone:

Facsimile: