

The Chamber of Minerals & Energy of WA

Constitution & Operating Procedures

Last modified April 2021



NAME

1. The name of the Association is "The Chamber of Minerals and Energy of Western Australia Inc".

OBJECTS

2. The objects for which the Chamber is established are all or any of the following:
 - a. To consider and formulate policies on all or any matters relating to the Resources and Energy Sector in Western Australia.
 - b. To represent the Resources and Energy Sector in Western Australia and the members of the Chamber in all or any matters relating to the Resources and Energy Sector.
 - c. To promote public discussion on and to act as spokesman for the Resources and Energy Sector in Western Australia and the members of the Chamber on all or any matters relating to the Mining and Minerals Industry.
 - d. To promote or oppose any legislative measures and make representations to Governments, Ministers of State and any administrative bodies, State or Federal, on all or any matters relating to the Resources and Energy Sector.
 - e. To take all or any steps to educate and inform the public or any specific sections thereof on the importance of the Resources and Energy Sector to the State of Western Australia and the Commonwealth of Australia and to promote the public image of the Mining and Minerals Industry.
 - f. To collect statistics and other information on the Resources and Energy Sector in Western Australia.
 - g. To establish such branch offices of the Chamber as may, from time to time, be deemed advisable.
 - h. To establish and administer scholarships and prizes, to establish and maintain libraries and to establish and maintain museums.
 - i. To promote and develop commercial, technical and other education in co-operation with any other association, college or university.
 - j. To amalgamate, co-operate or affiliate with any association, society or other body having objects wholly or partly similar to those of the Chamber.
 - k. To make gifts for any purposes.
 - l. To establish, from time to time, such superannuation or other like funds for the benefit of employees of the Chamber and to appoint trustees and/or managers in respect of any such funds.
 - m. To do all such other things including the making of regulations as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Chamber.
 - n. To do, or to procure to be done, such other things which are auxiliary or conducive to the interests of the members of the Chamber which relate to the Resources and Energy Sector in Western Australia, or which are auxiliary or conducive to any other object of the Chamber.

POWERS OF CHAMBER

3. In carrying out its objectives the Chamber, through the powers vested in the Executive Council and/or the Advisory Board, may do all or any of the following:
 - a. Purchase, take on, lease or in exchange, hire and otherwise acquire any real and personal property and any rights or privileges which the Chamber may think necessary or convenient for the purposes of the Chamber and in particular any land, buildings, easements, machinery and plant;
 - b. Sell, improve, develop, exchange, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Chamber;
Borrow or raise money in such manner as the Chamber may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Chamber in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Chamber's property (both present and future) and to purchase, redeem and pay off such securities;
 - c. Invest and deal with the money of the Chamber in such manner as may, from time to time, be determined;
 - d. Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments;
 - e. Make regulations governing the conduct of meetings of the Chamber and the operations of the Chamber.
4.
 - a. The income and property of the Chamber shall be applied solely towards the promotion of the objects of the Chamber and, subject to sub-clause 4(b) hereof, no portion thereof shall be paid or transferred directly or indirectly to members of the Chamber.
 - b. Nothing in sub-clause 4(a) hereof shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Chamber, or to any member of the Chamber, in return for services actually rendered to the Chamber, nor prevent the payment of interest on money lent and rent for premises leased by any member to the Chamber, but no Executive Councillor shall be appointed to any salaried office and no remuneration or other benefit in money or monies worth shall be given by the Chamber to any Executive Councillor except repayment of out-of-pocket expenses and interest or rent as aforesaid.

INTERPRETATION

5. (a) In this Constitution the following shall have the meanings respectively assigned to them unless there be something in the subject or context inconsistent therewith:
- i. "Advisory Board" means the committee consisting of the President, Vice Presidents and Advisory Board Members, which shall exercise the powers expressly conferred upon the Advisory Board by the Governance Charter, as well as those vested in the Executive Council which have been delegated to the Advisory Board by the Executive Council.
 - ii. "Associations Act" means the Associations Incorporation Act 2015 (WA) as amended from time to time.
 - iii. "Associate member" means a person, firm or corporation admitted as an Associate member under clause 9.
 - iv. "Chamber" means The Chamber of Minerals and Energy of Western Australia Inc.
 - v. "Commissioner" means the person for the time being designated under section 153 of the Associations Act.
 - vi. "Constitution" means this constitution as altered or added to from time to time.
 - vii. "Employee" means an employee of an Ordinary member for the purpose of calculating the total number of employees of that Ordinary member (including the employees of contractors to that Ordinary member) so as to determine an Ordinary member's representative entitlement under clause 24.
 - viii. "Executive Council" means the Executive Council of the Chamber consisting of the Executive Councillors elected annually at the Annual General Meeting.
 - ix. "Executive Councillor" means each of the members of the Executive Council and includes an alternative Executive Councillor duly acting as such.
 - x. "Financial Year" means the 12 months ending on 31 December and commencing on 1 January each year, or as otherwise determined by the Executive Council in accordance with clause 93.
 - xi. "General Meeting" means a general meeting whether annual or otherwise including any adjournment thereof.
 - xii. "Governance Charter" means the corporate governance charter adopted, altered or added to from time to time, by the Executive Council.
 - xiii. "Grievance Procedure" means the procedure set out in clauses 100 – 107.
 - xiv. "Head Office" means the head office, from time to time, of the Chamber.
 - xv. "Life member" means a person appointed as a Life member by the Executive Council under clause 10."
 - xvi. "Meeting" means, as the case requires, either a General Meeting or an Annual General Meeting.
 - xvii. "Member" means a member of the Chamber (whether an Ordinary member, an Associate member or a Life member) and, where appropriate, includes a representative of the member.
 - xviii. "Month" means a calendar month.
 - xix. "Ordinary member" means a person, firm or corporation admitted as an Ordinary member under clause 8.
 - xx. "Regional Council" means any Regional Council appointed from time to time by the Executive Council pursuant to clause 82 hereof.

- xxi. "Resources and Energy Sector" means all activities involving the mining, quarrying, treatment and processing of minerals and/or petroleum and the generation and/or distribution of energy and, without affecting the generality of the foregoing, includes the exploration for minerals and/ or petroleum and the provision of consultative or contracting services to any person involved in any of the foregoing.
 - xxii. "Seal" means the common seal from time to time of the Chamber.
 - xxiii. "Secretary" means the Chief Executive Officer, from time to time, appointed by the Executive Council pursuant to clause 91 hereof.
 - xxiv. "Special Resolution" means a resolution when it has been passed by a majority of not less than three fourths of such members who, being entitled to do so, vote at a Meeting of which not less than twenty-one days' notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - xxv. "Writing" and "Written" includes printing, typing, lithography and other modes of reproducing words in a visible form.
 - xxvi. "Year" means calendar year.
 - xxvii. "Representative" means each representative of an Ordinary member, from time to time, appointed pursuant to Clause 24.
- a. Words importing the singular include the plural and vice versa.
 - b. Words importing the masculine gender include the feminine and neuter genders.
 - c. Words importing persons include corporations.
 - d. The headings shall not affect the construction of this Constitution.

MEMBERS

6. The Chamber shall have the following classes of members:
 - a. Ordinary members
 - b. Associate members
 - c. Life members
7. All persons, firms or corporations desiring to become Ordinary members or Associate members shall lodge an application with the Secretary on the form, from time to time, prescribed by the Executive Council.
8. Those persons entitled to become Ordinary members shall be persons, firms or corporations interested in the objects of the Chamber and directly involved in the Resources and Energy Sector in:
 - a. Production;
 - b. Exploration;
 - c. Contracting;
 - d. Oil, Gas, Production and Processing and Energy Utility; or
 - e. Project Development.
9. Associate members shall be:
 - a. Industry Associates;
 - b. Service Associates; or
 - c. Small Business Associates

being those persons, firms or corporations, who in the opinion of the Executive Council, have a connection with the Resources and Energy Sector but not a sufficient connection to become Ordinary members.
10. Life members shall be individuals who have, in the opinion of the Executive Council, rendered outstanding service to the Chamber and the Western Australian resources sector.
11. Applications to become Ordinary members or Associate members shall be brought before the Executive Council at the next meeting or next convenient meeting after they are lodged with the Secretary and the election of such person, firm or corporation to membership shall be decided by a majority of those Executive Councillors present.

REGISTER OF MEMBERS

12. The Secretary, or another person authorised by the Executive Council, is responsible for the requirements imposed on the Chamber under section 53 of the Associations Act to maintain the register of members and record in that register any change in the membership of the Chamber.
13. In addition to the matters referred to in section 53(2) of the Associations Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
14. The register of members must be kept at the Chamber's place of business, or at another place determined by the Advisory Board.
15. A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
16. If:
 - a. A member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Associations Act; or
 - b. A member makes a written request under section 56(1) of the Associations Act to be provided with a copy of the register of members,

the Advisory Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Chamber.

RIGHTS AND PRIVILEGES OF MEMBERS

17. (a) Ordinary members of the Chamber shall have all the rights and privileges of membership including:
 - i. The right to attend and vote at all General meetings of the Chamber;
 - ii. The right to nominate for and participate in the election of the Executive Council;
 - iii. The right to requisition a General meeting of the Chamber in accordance with clause 33; and
 - iv. The right to appoint a representative in accordance with clause 24.
- (b) Industry and Service Associates may:
 - i. Attend but not vote at General meetings of the Chamber; and
 - ii. When invited, be a member of a committee appointed by the Executive Council or a Regional Council under clause 83.
- (c) Small Business Associates may:
 - i. Attend but not vote at General meetings of the Chamber.

SUBSCRIPTIONS

18. (a) The annual subscription payable by members shall be such amount or amounts as shall be determined by the Executive Council, from time to time, and in making such determination different rates may be prescribed for different classes of members or on such other basis or differentiation as the Executive Council may decide.
(b) The annual subscription payable by each member shall, when determined by the Executive Council, be advised to such member by the Secretary and shall be due and payable by such member on or before the thirty-first day of March in each year or such other date as the Executive Council may, from time to time, determine.
19. On the election of a member the Executive Council shall assess the amount of the subscription payable by the member for the unexpired portion of the then current financial year and the said subscription shall be paid by the member within one month from the date of his election.
20. The Executive Council may in its absolute discretion remit the whole or any part of the subscription payable by a member in any year.

LEVIES

21. The Executive Council may, from time to time, make such levies upon the members as it shall think fit. Such levies shall be due and payable at the time and in the manner appointed by the Executive Council and shall be recoverable as a debt due and owing to the Chamber.

CESSATION OF MEMBERSHIP

22. A Member shall cease to be a member of the Chamber:
 - (a) If being an Ordinary or Associate member:
 - i. Their subscription shall remain unpaid for a period of three (3) months after it becomes due and the Executive Council, after notice of the default has been sent to the member and such default is not remedied within fourteen (14) days, resolves that they cease to be a member provided that the Executive Council may, at its discretion, reinstate such member upon such terms as it thinks fit;
 - ii. If in the opinion of the Executive Council the member ceases to hold the appropriate qualification for membership and the Executive Council resolves that they cease to be a member of the Chamber;
 - (b) If the member resigns by giving one month's notice in writing to the Secretary;
 - (c) If they do any act or thing which in the opinion of the Executive Council renders them unfit to remain a member of the Chamber or is likely to bring discredit on the Chamber, and the Chamber on the recommendation of the Executive Council resolves in General Meeting that the member be expelled from the Chamber.
23. If a member ceases to be a member of the Chamber such member shall remain liable to the Chamber in respect of all amounts owing to the Chamber at the date of such cessation.

REPRESENTATIVES OF ORDINARY MEMBERS

24. (a) Any Ordinary member may, by giving notice to the Secretary in writing, appoint one representative to the Chamber;
(b) An Ordinary member may be entitled to appoint additional representatives to the Chamber;
(c) The method of calculating the number of additional representatives an Ordinary member can appoint to the Chamber shall be determined from time to time by the Executive Council;
(d) No Ordinary member shall be entitled to appoint more than five representatives at any one time.
25. The representative of an Ordinary member shall be entitled to exercise all the rights and privileges of membership of that member to the exclusion of that member.
26. If an Ordinary member is a natural person he shall be deemed to be one of his representatives.
27. An Ordinary member may revoke the appointment of all or any of their representatives at any time by giving notice in writing to the Secretary.
28. A representative nominated hereunder by an Ordinary member shall ipso facto cease to be a representative if such Ordinary member ceases to be such pursuant to clause 22 hereof. A representative nominated hereunder by an Ordinary member may also cease to be a representative if the number of representatives the Ordinary member is entitled to appoint under clause 24 is reduced.

ANNUAL GENERAL MEETING

29. The Chamber shall hold a General Meeting to be known as the Annual General Meeting between the 1st day of February and the 30th day of April in each year.
30. The business of an Annual General Meeting shall be to receive and consider the balance sheet, the revenue and expenditure account, the reports of the Executive Council and of the auditors, to elect Executive Councillors and to transact any other business of which due notice is given pursuant to clauses 34 and 35.
31. At the Annual General Meeting the Ordinary members of the Chamber shall elect from amongst the Executive Councillors, a President and such number of Vice-Presidents as shall be determined by the Executive Council, who shall respectively hold office until the next Annual General Meeting.

GENERAL MEETINGS

32. The Executive Council may, whenever it thinks fit, convene General Meetings of the Chamber at such times and places as it thinks fit.
33. (a) The Executive Council shall, on the requisition of 10% of the total Ordinary members, convene a General Meeting of the Chamber to be held as soon as practicable but, in any case, not later than two (2) months after the receipt by the Executive Council of the requisition.
(b) The requisition shall state the objects of the General Meeting and shall be signed by the requisitionists and shall be lodged with the Secretary and may consist of several documents in like form each signed by one or more requisitionists.
(c) If the Executive Council does not within one month after the date of the deposit of the requisition proceed to call a General Meeting, the requisitionists or a majority of them, may themselves in the same manner as nearly as possible as that in which General Meetings are to be convened by the Executive Council, convene a General Meeting, but any meeting so convened shall not be held after the expiration of three (3) months from the date of the deposit of the requisition.
34. (a) Fourteen (14) days' notice of a General Meeting including the Annual General Meeting specifying the place, day and hour of the Meeting and the general nature of the business shall be given to all members.
(b) Twenty-one (21) days' notice of a Meeting at which a Special Resolution is to be considered specifying the place, day and hour of the meeting and of the Notice of motion of the Special Resolution to be considered shall be given to all members.
35. Members wishing to bring before the members of the Chamber in General Meeting any business not shown on the notice shall, in all cases, give notice of such business to the Secretary in writing at least two (2) working days before the time appointed for the Meeting.
36. The non-receipt of a notice by, or the accidental omission to give a notice to any of the members of any Meeting shall not invalidate any resolutions passed at any such Meeting.
37. A notice or other document that is to be given to a member under this Constitution is taken not to have been given to the member unless it is in writing and:
 - (a) Delivered by hand to the recorded address of the member; or
 - (b) Sent by prepaid post to the recorded postal address of the member; or
 - (c) Sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

VOTING - ANNUAL GENERAL MEETINGS & GENERAL MEETINGS

38. (a) At any meeting of the members of the Chamber each Ordinary member shall have such number of votes as is equal to his number of representatives. Each Ordinary member entitled to more than one vote may direct the number of votes each of their representatives is to exercise not exceeding the number of votes such Ordinary member is entitled to but each representative of such Ordinary member shall be given at least one vote.
(b) Associate members and Life members shall be entitled to attend General Meetings of members of the Chamber and to take part in the discussions thereat. A Life member shall not have a vote by reason of their life membership and Associate members shall not be entitled to a vote.
39. At any Meeting, unless a poll be demanded as hereinafter provided, every resolution shall be decided by a show of hands and, in case there be an equality of votes, the Chair at such Meeting shall be entitled to a casting vote in addition to the vote to which they may be entitled as a member.
40. A declaration by the Chair that a resolution has been carried or carried by a sufficient majority or lost, as the case may be, and an entry to that effect in the minute book of the Chamber shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against such resolution.
41. If at any Meeting a poll be demanded by notice in writing signed by at least five (5) members present in person or by proxy and entitled to vote (which notice shall be delivered during the Meeting to the Chair), the poll shall be taken at such time and in such manner as the Chair shall direct and, in such case, every member present at the taking of the poll - either personally or by proxy - shall have the number of votes to which they may be entitled as hereinbefore provided and, in case at any such poll there shall be an equality of votes, the Chair of the Meeting at which such poll shall be taken shall be entitled to a casting vote in addition to any votes to which they may be entitled as a member or proxy.
42. No poll shall be demanded on the election of a Chair of a meeting or on any question of adjournment.
43. A member whose annual subscription to the Chamber remains unpaid three months after the due date shall not be entitled to be present, either personally or by representative or proxy, at any Meeting of the Chamber and if the member is an Ordinary member shall not be entitled to vote thereat personally or by representative or proxy.
44. An Ordinary member or representative of any Ordinary member entitled to attend and vote at a Meeting may appoint another person as their proxy to attend and vote instead of such member at such Meeting and a proxy appointed to attend and vote instead of an Ordinary member or representative of an Ordinary member shall have the same right as such member to speak and vote at the Meeting. A proxy need not be a member or representative of a member.
45. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised and shall, as nearly as the circumstances shall admit, be in the form or to the effect following:

The Chamber of Minerals and Energy of Western Australia Inc

I _____ of _____

being a member/representative of a member of The Chamber of Minerals and Energy of Western Australia Inc, hereby appoint _____ of _____

as my proxy to vote for me and on my behalf at the General Meeting of the Chamber to be held on the _____ day of _____ and at any adjournment thereof.

As witness my hand this _____ day of _____

Signed by the said _____ in the presence of _____

The instrument appointing a proxy and the power of attorney or other authority, if any, under which such instrument is signed or a certified copy of that power or authority shall be lodged with the Secretary not less than two (2) working days before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid.

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Secretary before the commencement of the Meeting or adjourned Meeting at which the instrument is used.

PROCEEDINGS AT MEETINGS OF MEMBERS

46. The President of the Chamber shall be entitled to take the Chair at every Meeting or if there be no President or if at any Meeting they shall not be present at the time appointed for holding the Meeting or being present shall be unwilling to act as Chair of the Meeting, one of the Vice Presidents shall be entitled to take the Chair or if there be no Vice President or if at any Meeting one shall not be present at the time for holding the Meeting or being present shall be unwilling to act as Chair of the Meeting, the Ordinary members present may choose another Executive Councillor to take the Chair or if no Executive Councillor is present or if all the Executive Councillors present decline to take the Chair then the Ordinary members present may choose one of their number to be Chair of the Meeting.
47. The quorum for a Meeting shall be ten (10) members or representatives present in person who collectively represent ten (10) Ordinary members. No business shall be transacted at any Meeting except the adjournment of the Meeting unless the requisite quorum be present at the commencement of the Meeting.
48. If within thirty (30) minutes from the time appointed for the Meeting a quorum is not present the Meeting, if convened upon a requisition of members, shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned Meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the Meeting, the members present shall be a quorum or if no members are present the meeting shall be dissolved.
49. The Chair of the Meeting may, with the consent of the Meeting, adjourn the same, from time to time and place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for fourteen (14) days or more notice of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

THE EXECUTIVE COUNCILMEMBERS

50. (a) The Executive Council shall, from time to time, comprise such number of Executive Councillors as the Executive Council shall resolve provided that such number shall not be less than ten (10) at any time.
(b) An Executive Councillor shall be an Ordinary member or representative of an Ordinary member
51. All Executive Councillors shall retire from office at each Annual General Meeting but shall be eligible for re-election. The retiring Executive Councillors shall hold office until the dissolution or adjournment of the Annual General Meeting at which their successors are declared elected.
52. If at any General Meeting at which an election of Executive Councillors ought to take place, the places of the retiring Executive Councillors are not filled up the retiring Executive Councillors or such of them as have not had their places filled up shall, if willing, continue in office until the Annual General Meeting in the next year and so on from year to year until their places are filled up unless it shall be determined at such General Meeting to reduce the number of Executive Councillors.

53. The Secretary shall give notice to all members at least twenty eight (28) days prior to the date of each Annual General Meeting that all nominations of members to be proposed as candidates for the office of Executive Councillor (including retiring Executive Councillors) must be lodged with the Secretary at least fourteen (14) days prior to the date of the relevant Annual General Meeting.

The Secretary shall, if the number of candidates exceeds the number of vacancies, cause balloting lists to be printed containing in alphabetical order all the names thus obtained, indicating, if such be the case, which of such candidates are retiring Executive Councillors. The Secretary shall post a copy of such list to each Ordinary member at least seven (7) days before the date fixed for the Annual General Meeting. Every member voting shall vote for as many candidates as there are vacancies to be filled and no more or less. The candidates, up to the number of vacancies, who shall receive most votes shall be declared elected and, in the case of two or more candidates receiving an equal number of votes, the President shall have a second or casting vote. Every member voting shall strike out the names of the candidates on the said balloting list for whom they do not vote.

The voting paper shall be placed in an envelope marked "Voting Paper" which shall be sealed and enclosed in an envelope which shall then be returned to the Secretary so as to reach them on or before the day fixed for the Annual General Meeting.

54. The President shall, on or before the day of the Annual General Meeting in every year, appoint one or more member not being candidates, to act as Scrutineers. The report of the Scrutineers as to the result of any election shall be final and conclusive.
55. The Secretary shall, on the day fixed for the Annual General Meeting, hand unopened all the said envelopes marked "Voting Paper" received by them from members to the Scrutineers who shall count the votes and hand their report as to the result of the election to the President before the Annual General Meeting.
56. The Report of the Scrutineers shall be read by the President at the Annual General Meeting and they shall thereupon declare the names of the members elected.
57. Where the number of nominations received is equal to or less than the number of vacancies, the Secretary shall advise the President who shall declare the nominees elected.
58. The office of Executive Councillor shall be vacated if the holder:
- a. Becomes bankrupt or suspends payment or liquidates by arrangement or compounds with or assigns their estate for the benefit of his creditors;
 - b. Is found lunatic or becomes of unsound mind;
 - c. Ceases to be an Ordinary member or representative of an Ordinary member;
 - d. Resigns office by notice in writing to the Secretary;
 - e. Or their Alternate are absent from four (4) consecutive Executive Council meetings, without obtaining leave from the Executive Council;
 - f. Is required to resign by Special Resolution passed at a Meeting of members;
 - g. Dies.

59. Notwithstanding the provisions of clause 58 hereof in the event that any of the occurrences referred to in sub-clauses (a), (b), (c), (d) or (g) thereof occur between the date upon which the Secretary shall post a copy of a balloting list to each member pursuant to clause 53 hereof and the date upon which the relevant ballot is conducted then:
- a. Such occurrence shall entitle the member of whom such Executive Councillor was its representative to nominate an alternative representative to act as an Executive Councillor pending the conduct and outcome of the relevant ballot;
 - b. All ballot papers shall be read and construed as if the name of such alternative representative appeared thereon in lieu of their predecessor; and
 - c. Any member voting upon such ballot shall, prior to the conduct thereof, be entitled to request the Secretary to provide them with a fresh ballot paper whereon shall appear the name of such alternative representative and to complete such fresh ballot paper and replace their original ballot paper with the same.
60. If any casual vacancy should occur in the offices of President, Vice-President, Advisory Board Member or Executive Councillor such vacancy may be filled by the Executive Council and such appointment shall be made at a meeting provided fourteen (14) clear days' notice in writing shall have been given to each member of the intention to fill the casual vacancy at the meeting provided that it shall not be necessary to fill any such vacancy in the office of Vice President or the Executive Council so long as the number of Executive Councillors remaining be more than ten (10).

ALTERNATE MEMBERS OF THE EXECUTIVE COUNCIL

61. (a) Each Executive Councillor may, from time to time, by writing under their hand appoint any person approved by the Executive Council to act as an alternate Executive Councillor in their place whenever by absence or illness or otherwise they shall be unable to act.
- (b) In the event of the alternate Executive Councillor being unable to be present at a meeting of the Executive Council the Executive Councillor may either in writing or by verbally advising the Secretary appoint a representative to attend in their stead and such representative shall be their alternate for that meeting.
62. The following provisions shall apply to each alternate Executive Councillor:
- (a) They may be removed or suspended from office by written notice, letter, electronic transfer or other form of visible communication to the Secretary from the Executive Councillor by whom they were appointed;
 - (b) They shall be entitled to vote at meetings of the Executive Council if the Executive Councillor by whom they were was appointed is not present;
 - (c) They shall be entitled to exercise all the powers (except the power to appoint an alternate Executive Councillor) and perform all the duties of an Executive Councillor in so far as the Executive Councillor by whom they were appointed has not exercised or performed them;
 - (d) They shall be an Ordinary member or representative of an Ordinary member and shall ipso facto vacate office if they cease to be an Ordinary member or representative of an Ordinary member;
 - (e) They shall ipso facto vacate office if the Executive Councillor by whom they were appointed vacates office;
 - (f) They shall, whilst acting as an Executive Councillor, be responsible to the Chamber for his own acts and defaults and shall not be deemed to be the agent of the Executive Councillor by whom they were appointed.

PROCEEDINGS OF THE EXECUTIVE COUNCIL

63. At the first meeting of the Executive Council following the Annual General Meeting, the members of the Executive Council shall elect from amongst themselves, such number of Advisory Board Members as shall be determined by the Executive Council in accordance with clause 72(c) of this Constitution. The Advisory Board Members so elected shall hold office until the first meeting of the Executive Council following the next Annual General Meeting. The Executive Council may stipulate that one or more of the Advisory Board Members is to be elected from amongst Executive Councillors from a particular sector or sectors of the Chamber.
64. The Executive Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
65. The quorum for a meeting of the Executive Council shall be ten (10) Executive Councillors present in person or by alternate.
66. The President or any one of the Vice Presidents may at any time direct the Secretary to convene a meeting of the Executive Council.
67. The President or in their absence one of the Vice Presidents shall be entitled to take the chair at every meeting of the Executive Council or if there be no President or Vice President present at the time appointed for holding such meeting, the Executive Councillors present shall choose one of their number to be Chair of such meeting.
68. Questions arising at meetings of the Executive Council shall be decided by a majority of votes and in the case of an equality of votes the Chair shall have a second or casting vote.
69. A meeting of the Executive Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Executive Council generally or under this Constitution.
70. All acts done at any meetings of the Executive Council or by any person acting as an Executive Councillor shall, notwithstanding that it shall afterwards be discovered that there is some defect in the appointment of the Executive Councillor or any one of the Executive Councillors or that they or any one of them were disqualified, be as valid as if every such person had been duly appointed and was qualified and continued to be an Executive Councillor.

POWERS OF THE EXECUTIVE COUNCIL

71. The management and control of the business and affairs of the Chamber shall be vested in the Executive Council which (in addition to the powers and authorities expressly conferred upon it by this Constitution and the Governance Charter) may exercise all such powers and do all such acts and things as are within the scope of this Constitution and the Governance Charter and are not hereby expressly directed or required to be exercised or done by the Chamber in General Meeting but subject, nevertheless, to this Constitution, the Governance Charter and to any regulations from time to time made by the Chamber in General Meeting provided that no regulation shall invalidate any prior act of the Executive Council which would have been valid if such regulation had not been made. The Executive Council may from time to time delegate to the Advisory Board such of its powers as it considers appropriate to enable the efficient management of the Chamber.

THE ADVISORY BOARD

72. The Advisory Board shall comprise:
- (a) The President;
 - (b) Such number of Vice Presidents as determined by the Executive Council under clause 31; and
 - (c) Such number of additional Advisory Board Members as determined by the Executive Council, provided that such number of Advisory Board Members shall not be less than five (5) and more than ten (10) in total at any time. Unless circumstances require and by exception only, additional Advisory Board Members in excess of ten (10) may be considered..
73. The Advisory Board Members are elected at the first meeting of the Executive Council following the Annual General Meeting in accordance with clause 63 and remain members of the Advisory Board until the first meeting of the Executive Council following the next Annual General Meeting.

PROCEEDINGS OF THE ADVISORY BOARD

74. The Advisory Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit. The Advisory Board may invite such staff of the Chamber to its meetings as it thinks necessary. The staff of the Chamber shall provide advice and assistance to the Advisory Board but shall not otherwise participate in the meetings of the Advisory Board.
75. The quorum for a meeting of the Advisory Board shall be half plus one of its members present in person.
76. The President or any one of the Vice Presidents may at a time direct the Secretary to convene a meeting of the Advisory Board.
77. The President shall be entitled to take the chair at every meeting of the Advisory Board. If the President is not present at the time appointed for holding a meeting of the Advisory Board, the Vice Presidents present shall choose one of their number to be Chair of such meeting.
78. Questions arising at meetings of the Advisory Board shall be decided by a majority of votes and in the case of an equality of votes the Chair shall have a second or casting vote.
79. A meeting of the Advisory Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions delegated to it by the Executive Council.
80. All acts done at any meetings of the Advisory Board shall, notwithstanding that it shall afterwards be discovered that there is some defect in the appointment of any of the members of the Advisory Board or that they or any one of them were disqualified, be as valid as if every such person has been duly appointed and was qualified and continued to be a member of the Advisory Board.

POWERS OF THE ADVISORY BOARD

81. The Advisory Board shall have such of those powers expressly conferred upon it by the Governance Charter, as well as those vested in the Executive Council which have been delegated to it by the Executive Council.

REGIONAL COUNCILS AND COMMITTEES

82. The Executive Council may, from time to time, appoint such Regional Councils of the members of the Chamber to consider and to deal with such portion of the general business of the members of the Chamber in the Region as the Executive Council may, from time to time, determine and shall have power to associate with a Regional Council of its members any member or members of the Chamber who shall have full privilege to act and vote on such Councils provided that where Industry and Service Associate members are represented on a Regional Council such category of membership shall comprise of not more than five percent of total membership of the Regional Council.
83. The Executive Council and each Regional Council may, from time to time, appoint such committees of its members or of members of the Chamber or of a Region to consider and to deal with any portion of the general business of the Chamber or of the Executive Council or of the Regional Council or with any special or other business and shall have power to associate with such committees of its members, any member, or members of the Chamber who shall have full privilege to act and vote on such committee's provided that where Industry and Service Associate members are represented on a committee such category of membership shall comprise not more than five percent of total membership of that committee.
84. The Executive Council and each Regional Council may delegate and grant to any such committees such duties and powers as they may think fit.
85. The Executive Council may draw up a set of rules to be observed by the Regional Councils and the Executive Council or a Regional Council may draw up a set of rules or by-laws to be observed by any committee appointed by the Executive Council or by the Regional Council.
86. The Executive Council may revoke the appointment of a Regional Council or of a committee or may alter or amend the duties and powers of any Regional Council or committee.
87. A Regional Council may revoke the appointment of a committee appointed by such Regional Council or may alter or amend the duties and powers of any committee so appointed by such Regional Council.
88. (a) At the first meeting of a Regional Council or of a committee following the Annual General Meeting of the Chamber each year the then Chair of the Regional Council or of the committee shall retire and the Regional Council or committee shall elect a Chair from amongst its members. The retiring Chair shall be eligible for re-election. Where such Chair is not present at the time appointed for holding a meeting the members present shall choose one of their number to be Chair of such meeting.
(b) All acts done at any meeting of a Regional Council or by a committee shall, notwithstanding that it shall afterwards be discovered that there is some defect in the appointment of the regional councillor or the committee or persons acting as regional councillors or as a member of a committee, be as valid as if every person had been duly appointed and was qualified and continued to be a regional councillor or a member of a committee.
89. A committee whether appointed by the Executive Council or a Regional Council may, subject to any directions of the Executive Council or of the Regional Council or subject to any rules in force regulate its own proceedings, fix the quorum and meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the committee members present and in the case of an equality of votes the Chair shall have a second or casting vote.
90. Non-members of the Chamber may, with the consent of the Executive Council, be associated with any such committee of the Executive Council or of a Regional Council or of the Chamber but shall not be entitled to a vote.

STAFF

91. The Executive Council may appoint, remunerate and dismiss the Chief Executive Officer and such other senior officers at the level of Director as it shall, from time to time, deem necessary and may delegate to any one or more of them such powers as it shall think fit. Such senior officers shall be full-time employees of the Chamber. The Chief Executive Officer shall appoint, remunerate and dismiss all other employees as the Chief Executive Officer shall, from time to time deem necessary.
92. The Chief Executive Officer shall be the Secretary of the Chamber. The duties of the Secretary include the duty to see that the rules of the Chamber are conformed to; to have the custody of all books, papers and documents and to produce the same when requested by the President or any Vice President or by order of the Executive Council, not permitting their removal except by special authority of the Executive Council. They shall also keep all minute books, accounts, etc., also a list of members and subscriptions paid and unpaid; make the necessary arrangements for meetings on receiving proper instructions; collect all subscriptions and pay them into the bank to the credit of the Chamber; take charge of and protect all property belonging to or committed to the care of the Chamber and transact any business requiring their attention; and carry out all orders and directions of the Executive Council.

ACCOUNTS

93.
 - (a) The Executive Council shall cause to be kept such accounting and other records as will sufficiently explain the transactions and financial position of the Chamber and enable true and fair revenue and expenditure accounts and a balance sheet and any documents required to be attached thereto to be prepared, from time to time, and shall cause such records to be kept in such manner as to enable them to be conveniently and properly audited. The books of account shall be kept at the Head Office or at such place or places as the Executive Council thinks fit.
 - (b) The financial year of the Chamber shall end on the 31st day of December in each year provided that the Executive Council may, from time to time, determine that such other period of twelve (12) months shall be the financial year.
 - (c) The Executive Council shall appoint a firm of public accountants as auditors and shall have the power to dismiss such auditors and to fill any vacancy in the office of auditor.
94. At the Annual General Meeting in each year the Executive Council shall lay before the Chamber an audited revenue and expenditure account and balance sheet in respect of the last completed financial year of the Chamber.

SEAL

95. (a) The President and the Vice Presidents shall, for the period for which they shall have been elected, act as sealholders of the Chamber.
- (b) Every instrument to which the seal is affixed shall be signed by at least one of the sealholders and every such instrument shall be countersigned by the Secretary or by some other person authorised by the Executive Council for that purpose.
- (c) A separate book shall be kept to be called the Register of the Seal in which, previous to affixing the Seal to any deed or other document, there shall be entered a short title and description of the same.

NOTICES

96. A notice may be served by the Chamber upon any member, either personally or by electronic transfer or by sending it through the post in a prepaid envelope or wrapper addressed to such member at their registered address.
97. Each member shall, from time to time, notify the Chamber of an address in Western Australia which shall be deemed their registered address for the purpose of clause 98 hereof.
98. Any notice sent by post shall be deemed to have been served at the expiration of forty-eight (48) hours after the envelope or wrapper containing the same is posted and, in proving such service, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted. Any notice sent by electronic transfer shall be deemed to have been received on the day the electronic transfer was despatched.
99. A notice may be served on the Chamber or the Secretary by delivering it by electronic transfer or posting it by prepaid post to the Head Office.

RESOLVING DISPUTES

100. Party to a dispute includes a person:
 - (a) Who is a party to the dispute; and
 - (b) Who ceases to be a member within six months before the dispute has come to the attention of each party to the dispute.
101. The Grievance Procedure applies to disputes:
 - (a) Between members; or
 - (b) Between one or more members and the Chamber.
102. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
103. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 102, any party to the dispute may start the Grievance Procedure by giving written notice to the Secretary of:
 - (a) The parties to the dispute; and
 - (b) The matters that are the subject of the dispute.
104. Within 28 days after the Secretary is given the notice, an Advisory Board must be convened to consider and determine the dispute.
105. The Secretary must give each party to the dispute written notice of the Advisory Board meeting at which the dispute is to be considered and determined at least seven days before the meeting is held.
106. The notice given to each party to the dispute must state:
 - (a) When and where the Advisory Board meeting is to be held; and
 - (b) That the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
107. If:
 - (a) The dispute is between one or more members and the Chamber; and
 - (b) Any party to the dispute gives written notice to the Secretary stating that the party:
 - (i) Does not agree to the dispute being determined by the Advisory Board; and
 - (ii) Requests the appointment of a mediator,the Advisory Board must not determine the dispute, and the matter must be referred to mediation in accordance with clause 108.
108. A mediator must be appointed by agreement between the parties to the dispute or, failing agreement, will be appointed by the Secretary.
109. A person appointed as a mediator by the Secretary must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.

AMENDMENT OF CONSTITUTION

110. (a) This Constitution shall not be amended save by Special Resolution passed at a General Meeting of the Chamber called for the purpose, of which twenty-one (21) days' notice must be duly given specifying the intention to propose such resolution.
- (b) Upon any such amendment being made as aforesaid the Secretary shall lodge with the Commissioner, notice of the special resolution setting out particulars of the amendment together with a certificate given by an Executive Councillor certifying that the resolution was duly passed as a Special Resolution and that the Constitution of the Chamber, as so amended, conforms to the requirements of the Associations Act. Any such amendment shall on and from the date of lodgement of the said notice with the said Commissioner be as valid as if originally contained herein.

WINDING UP OR DISSOLUTION

111. If upon the winding up of the association there remains after satisfaction of all its debts and liabilities any property whatsoever; the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred:
- (a) To another association or associations incorporated under the Associations Act which has similar objects; or
 - (b) For charitable purposes which association or purposes, as the case requires, shall be determined by resolution of its members.

APPENDIX

OPERATING PROCEDURES

The following procedures have been laid down by Executive Council for the operation of Councils and Committees, the establishment of Working Groups and representation of the Chamber on external bodies.

EXECUTIVE COUNCIL

A minimum of two meetings are to be conducted throughout the year (months not to be identified to allow for flexibility).

ADVISORY BOARD

A minimum of one meeting each quarter is to be conducted throughout the year (months not to be identified to allow for flexibility).

STANDING COMMITTEES

- Frequency of meetings of Standing Committees to be determined by members but not less than three meetings per year.
- Membership to be by nomination or invitation.
- Membership and office bearers to be ratified annually by Executive Council at its first meeting following the Annual General Meeting and at the time when new members are nominated.
- Chair of Standing Committees to be members of Executive Council wherever possible and to be responsible for presenting Committee recommendations to Executive Council.
- Standing Committees to develop and agree on a formal description of their respective role and objectives for endorsement by Executive Council.

REGIONAL COUNCILS

- Membership and office bearers to be ratified annually by Executive Council at its first meeting following the Annual General Meeting and at the time when new members are nominated.
- Where possible, Chair of Regional Councils to be members of Executive Council. In lieu, Chair of Regional Councils to be invited to attend meetings of Executive Council as ex-officio members and to present Regional Council recommendations to Executive Council.
- Regional Councils to be encouraged to make recommendations on policy issues for consideration by Executive Council.

WORKING GROUPS

- Membership to be endorsed by Executive Council.

REPRESENTATION ON EXTERNAL BODIES

- Appointments to be ratified by Executive Council.
- Representatives to report on a regular basis at least annually to Executive Council



Perth Office

Level 10, 2 Mill Street
Perth WA 6000

Tel: (+61 8) 9220 8500

Email: chamber@cmewa.com

Facebook: facebook.com/chamberofmineralsandenergywa

LinkedIn: linkedin.com/company/cmewa

Twitter: twitter.com/cmewa

Instagram: instagram.com/cmewa

Kalgoorlie Office

115 Egan Street
Kalgoorlie WA 6430