

CODE OF CONDUCT

BERMAGUI AREA CHAMBER OF COMMERCE & TOURISM INC

1. INTRODUCTION

This Code forms part of the general obligation imposed by BACCT on members and persons participating in the decision making process of the chamber to act honestly and to exercise a reasonable degree of care and diligence in carrying out their functions. This Code of Conduct describes the minimum standard of behaviour that is to be adhered to by members, the executive or it's sub committees.

2. THE PURPOSE OF THE CODE

To assist persons participating in the decision making process to:

- Meet their duty to act honestly and exercise a reasonable degree of care and diligence
- Provide a means of identifying and resolving situations which involve conflict of interest or improper use of their position/role; and
- Act in a way that enhances public confidence in the BACCT.

3. GUIDE TO ETHICAL DECISION MAKING

To assist in fostering a climate of ethical awareness, conduct and decision-making of members, executive or sub-committee members may find it useful to refer to or consider, either by themselves or in consultation with others such as their peers or the chairperson, the following points:

1. Is the decision or conduct lawful?
2. Is the decision or conduct consistent with chamber policy and in line with their objectives and this code of conduct?
3. What will the outcome be for the representative; the chamber; and other parties?
4. Do these outcomes raise a conflict of pecuniary interest or lead to private gain at public expense?
5. Can the decision or conduct be justified in terms of the public interest and would it withstand public scrutiny?

4 BEHAVIOUR AT MEETINGS

A member should:

- Show respect at all times to fellow members or any other members of the community who may be attending or observing meetings, functions or activities;
- Provide advice based only on fact and be truthful in all involvement with the chamber; and
- Not be under the influence of alcohol or drugs while attending a meeting, function or activity while acting in their capacity as a member of the chamber.

5 OTHER RESPONSIBILITIES OF MEMBERS

Members must:

- Act in accordance with the law;
- Act reasonably, justly, honestly and in a non-discriminatory manner;
- Ensure all members of the community and others participating in the activities of the chamber are treated equitably and with respect;
- Deal with ALL issues and situations in a like manner, treating each matter on its merit;
- Take all relevant information into consideration and **MUST NOT** take any irrelevant information or opinion into consideration;
- Ensure information upon which decisions or actions are based on are factually correct

- and that ALL necessary information has been obtained;
- Refrain from any form of conduct which may cause any reasonable person unwarranted offence or embarrassment or give rise to the reasonable suspicion or appearance of improper conduct or biased performance; and
 - Not act for an improper or ulterior purpose or on irrelevant grounds.

6. BRIBES, GIFTS, BENEFITS

Members must never demand or request any gift or benefit, for themselves, for anyone else, or the chamber in connection with any position they hold.

7. CONFLICT OF INTEREST

Conflicts of interest exist when it is likely that a person could be influenced or could be perceived to be influenced by a personal interest in carrying out their public duty. Conflicts of interest that lead to biased decision-making may constitute corrupt conduct.

It is essential that members of the public when dealing with the Bermagui Area Chamber of Commerce & Tourism can be confident that when making decisions staff, executive committee members, sub-committees, and those persons participating in any decision making process are free of any conflicts of interest.

If any conflict exists between personal interests and those of the member or representative it must always be resolved to the satisfaction of the chamber.

The member or representative must avoid and appropriately resolve any conflict or incompatibility between his or her private or personal interest and the impartial performance of his or her responsibilities.

7.1 When is there a conflict of interest?

Conflicts of interest can be two types:

A. Pecuniary interest

This is an interest where there is a possibility of a reasonable financial gain or loss to the member or representative, or to another person with whom the member or representative is associated. This would include spouse, de facto partner or a relative.

B Non-Pecuniary interest

This is a private or personal interest, which may exist and does not relate to financial interest. Examples include a friendship, neighbours, family relationship, political, business and other relationships.

Perceptions of conflicts of interest may be as important as actual conflicts of interest. Therefore even if the person does not consider that a conflict exists it is important to consider how a reasonable person would view the situation. In many cases only the member or representative will be aware of the potential conflict. Therefore the onus is on the member or representative to notify the chairperson of any possible conflict of interest.

7.2 How should a conflict of interest be dealt with?

If the interest is pecuniary the member or representative may participate in discussions but **MAY NOT** vote on the matter.

If the interest is non-pecuniary the member or representative may participate in discussions and **MAY** vote, depending on the nature of the non-pecuniary interest.

Where there is a conflict of interest where a reasonable person could perceive a conflict of interest, it should be noted in the minutes of a committee meeting with a statement regarding whether that person or persons took part in the discussion and/or voting.

Note: The onus is on the INDIVIDUAL to determine if a conflict exists NOT the chairperson or any other person. Persons must declare their interest orally at the meeting and such should be recorded in the minutes.

8 USE OF RESOURCES

A member or representative must:

- Use resources effectively and economically and only for the business of the chamber; and
- Not use resources, under any circumstances, in relation to a second job, other business, for personal financial gain, or lent to others.

9 USE OF INFORMATION

A member or representative must:

- Conduct themselves in a manner which allows all members of the community involved with the chamber to be fully and accurately informed on issues involving the chamber;
- NOT disclose official information or documents acquired as a consequence of membership of the chamber, other than is required by law or when the member has been given the authority to do so;
- NOT use any information, which has been specifically supplied under the heading of 'confidential' that might be acquired by the member, to pursue a vested interest or gain a personal benefit;
- NOT divulge or communicate any personal information, or information which has been specifically supplied under the heading 'confidential', to anyone other than another member, prior to the matter being made 'non-confidential' at a chamber meeting.

10 ACCESS TO INFORMATION

Members have a right to information that is necessary for exercising their duties on behalf of the chamber.

11 WHAT ARE THE LEGITIMATE EXPECTATIONS IF THIS CODE IS OBSERVED?

Any member or representative that honestly and faithfully observes all the requirements of this Code is entitled to expect the support of the Bermagui Area Chamber of Commerce & Tourism Inc.

12 REPORTING IMPROPER CONDUCT

Any member of a committee who knows or has good reason to suspect improper or unfair conduct by any member should immediately report such conduct to the chairperson.

13 BREACHES OF THIS CODE

Sanctions may be applied if this code is breached. Depending on the nature of the breach the sanctions may include:

- The member be asked to explain particular actions in writing;
- Formal counselling by the president or nominated person of the chamber to the member; and/or
- Removal of the member from the chamber or any of its committees.

BERMAGUI AREA CHAMBER OF COMMERCE AND TOURISM INC

-CONSTITUTION AND RULES -

1. NAME: Bermagui Area Chamber Of Commerce And Tourism Incorporated. BACCT or Chamber in this document means the Bermagui Area Chamber of Commerce and Tourism Inc.
2. OBJECTS: The purpose of the Chamber shall be:
 - 2.1. To work toward making and keeping Bermagui and Area a prosperous and progressive region..
 - 2.2. To protect and promote the interests of local businesses through a united voice.
 - 2.3. To assist and encourage members to achieve the highest possible standards.
 - 2.4. To promote Bermagui and Area as a preferred holiday destination.
 - 2.5. To establish lines of communication with and to work in close cooperation with all tiers of Government to achieve the result that Bermagui and Area has the reputation of a solid community.
 - 2.6. To provide a forum between members for discussion and social contact with other members of the community.
3. MEMBERSHIP
 - 3.1. Subject to these rules the members of the Chamber prior to incorporation shall be members of the incorporated body together with such other people as the executive committee admits to membership
 - 3.2. Any district business is entitled to be nominated for membership of the Chamber.
 - 3.3. Application of a business for membership of the Chamber
 - 3.3.1. Must be made on the Application for Membership form.
 - 3.3.2. Must be lodged with the Secretary of the Chamber.
 - 3.4. Every application for new membership shall be dealt with at the next regular or special meeting after having been moved and seconded or approved by a majority of members present, shall be entitled to be entered in the Register of Membership of the Chamber.
 - 3.5. Members shall pay a fee as determined annually by the Chamber. Pro rata membership fees may be applicable to new members in the second half of the financial year as determined by the Executive.

- 3.6. All members whose subscriptions are unpaid within 3 months of the Annual General Meeting will cease to be members.
- 3.7. Membership rights shall cease upon death, resignation, suspension, expulsion or failure to pay membership fees as in 3.5.
- 3.8. The Chamber shall have the right to suspend any member by virtue of a majority of three fourths of the votes given at a executive meeting called for that purpose provided procedures outlined in Section 5 have been followed.
- 3.9. A register of Membership shall be kept by the Public Officer, showing the name, address and date of commencement of membership of each member. Provision for noting the cessation of membership shall also be contained in the Register. The register shall be available to any member for scrutiny at any reasonable time.
- 3.10. Honorary Membership may be bestowed on any member who has given long and meritorious service to the Chamber by election of a majority of the members of an annual general meeting. Any two (2) members may nominate an individual as an Honorary Member.
- 3.10.1. Honorary Members shall enjoy all the rights and prejudices of membership without payment of any subscription or levies.
- 3.10.2. Honorary Members shall not be eligible for appointment as office bearers and there shall not be more than one (1) Honorary Life Member elected in any one year nor shall there be more than three (3) Honorary Life Members at any one time.
- 3.11. The financial year of the Chamber shall run from July 1 to June 30.

4. MEMBERS LIABILITY

- 4.1. The members of the Chamber shall have no liability to contribute towards the payment of debts and liabilities of the Chamber, or the costs, charges, and expenses of the winding up of the Chamber, except to the amount of any unpaid membership fee.

5. DISCIPLINING OF MEMBERS

- 5.1. The procedure for disciplining members shall be determined by the Executive Committee. Any applicant who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next general meeting of the Chamber.
- 5.2. Removal of Committee Member – The Chamber at a general meeting may by resolution remove any member of the committee 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.
- 5.3. Removal of Member – The Chamber at a general meeting may by resolution remove any member before the expiration of the membership without refund of fees paid.
- 5.4. If a member to whom a proposed resolution referred to in Clause 5.2 and 5.3 relates, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Chamber, the secretary or president may send a copy of the representations to each member of the Chamber or, if the representations are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

5.5. A member ceases to be a member of the Chamber if the member dies, or resigns members, or is expelled from the Chamber.

6. REGULAR AND SPECIAL MEETINGS:

6.1. Meetings of members shall be held at such times and places as shall be directed by the executive committee from time to time but must not exceed 2 months between meetings.

6.2. The executive committee shall, on the requisition of not less than 5% of the total numbers of members, convene a special general meeting of the Chamber.

6.3. A requisition of members for a special general meeting:

6.3.1. Shall state the purpose or purposes of the meeting.

6.3.2. Shall be signed by the members making the requisitions

6.3.3. Shall be lodged with the secretary, and

6.3.4. May consist of several documents in a similar form, each signed by one or more of the members making the requisition

6.4. If the executive committee fails to convene a special general meeting to be held within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special meeting to be held not more than three months after that date

6.5. A special general meeting convened by a member or members as referred to in Clause 6.4 shall be convened in a manner as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee.

7. ANNUAL GENERAL MEETINGS:

7.1. The Chamber shall, at least once in each calendar year and within a period of three months after the expiration of each financial year of the Chamber, convene an Annual General Meeting of its members

7.2. In addition to any other business which may be conducted at an Annual General Meeting, the business of an Annual General Meeting shall be:

7.2.1. To confirm the Minutes of the last preceding Annual General Meeting and any Special General Meeting held since that meeting

7.2.2. To receive Committee Reports upon the activities of the Chamber during the last preceding financial year.

7.2.3. To receive and consider the Treasurer's Financial Statements for the year ended 30th June preceding.

7.2.4. Consider and if necessary take action with reference to any business or motion of which due notice may have been given or which the majority of those present may determine to entertain, not being inconsistent with the Rules of the Chamber.

7.2.5. Notice of any business or motion to be discussed at the Annual General Meeting shall be considered due if it be sent to the Secretary fourteen days at least

before the date on which the Annual General Meeting shall be called.

7.2.6. To elect a President, Vice President, Secretary and Treasurer who shall become the Executive Committee.

7.2.7. To appoint a Public Officer

7.2.8. To receive and consider the statement which is required to be submitted under Section 26(6) of the Act.

7.2.9. An Annual General Meeting must be specified as such notice convening it.

8. DUTIES.

8.1. The duties of the various officers of the Chamber and sub-committees of the Chamber shall be as follows:

8.1.1. The President - shall preside at all meetings of the Chamber and the Executive Committee and shall have a deliberate and a casting vote. In the absence of the President, the Vice President shall preside and have the same vote. In the absence of the Vice-President, the meeting shall elect a Chairman from the members present. Arrange with the Secretary the business for consideration of the Chamber; give notice of all General and Special Meetings and assist with all matters connected with the affairs of the Chamber and do such other work as from time to time may be directed by the Chamber.

8.1.2. The Vice President - shall act in the position of President in his/her absence.

8.1.3. The Secretary - shall keep the records and Minutes of the Chamber (unless a minute secretary be appointed); receive and answer all correspondence, arrange with the President the business for consideration of the Chamber; give notice of all General and Special Meetings and assist with all matters connected with the affairs of the Chamber and do such other work as from time to time may be directed by the Chamber.

8.1.4. The Treasurer - shall keep the books of account of the Chamber, collect all monies of the Chamber and lodge same, in the name of the Bermagui Area Chamber of Commerce & Tourism Incorporated in such a bank or building society as the Chamber may from time to time direct; prepare and bring forward before each meeting a financial statement and prepare and bring before the Annual General Meeting a Financial Statement together with Balance Sheet.

8.1.5. The Public Officer – the common seal of the Chamber must be kept in the custody of the Public Officer. Lodge all necessary returns.

8.1.6. The Executive Committee - shall meet as determined by the President from time to time, oral or written notice of a meeting of the committee shall be given by the Secretary to each member at least 40 hours (or such period as may be agreed upon by members of the committee) before the time appointed for the meeting and shall have the power to co-opt.

8.2. Vacation of Office - The office of a member of the Executive Committee shall become vacant if the Member:

a) Dies

b) Ceases to be a member of the Chamber

c) Is absent without the consent of the Executive Committee from all meetings of the Chamber held during a three month period.

d) Resigns office by notice in writing given to the secretary

e) Becomes insolvent under the meaning of the Companies (NSW) code or.

f) Becomes of unsound mind or a person or estate is liable to be dealt with in any way under the Law relating to mental health.

8.2.1. In the event of a vacancy occurring in the membership of the committee, the committee may appoint a member of the Chamber to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

9. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

9.1. The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Chamber as the committee thinks fit) the exercise of such functions of the committee as are specified in the instrument, other than;

9.1.1. This power of delegation; and

9.1.2. A function which is a duty imposed on the committee by the Act or by any other law.

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

9.3. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.

9.4. The committee may, by instrument in writing, revoke wholly in part any delegation under this rule.

9.5. A sub-committee may meet and adjourn as necessary.

10. FUNDS

10.1. Source

10.1.1. The funds of the Chamber shall be derived from membership fees, donations, government grants and local government grants and subject to any resolution passed by the Chamber, such other sources as the Chamber determines.

10.1.2. All money received shall be deposited as soon as practicable to the credit of the Chambers bank account. The Chamber may allow sub-committees to hold separate bank accounts.

10.1.3. The Chamber shall, as soon as practicable after receiving any money, issue an appropriate receipt.

10.2. Management

10.2.1. Subject to any resolution passed by the Chamber, the funds of the Chamber shall be used in pursuance of the Objects of the Chamber in a manner as the Chamber determines.

10.2.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the executive committee or

employees of the Chamber, being members or employees authorised to do so by the executive committee.

10.3.No member shall receive remuneration or other benefit in money or monies worth or appointed to any office of the Chamber paid by fees, remuneration or monies worth, except for repayment for out of pocket expenses as predetermined by the executive committee, interest at a rate for the time being charged by bankers in Sydney NSW for money lent to the Chamber and reasonable rent for premises lent to the Chamber.

11. GENERAL

11.1.Every financial member shall have one vote. Voting by proxy shall not be permitted. Where the financial member is a business entity, one person shall be entitled to one vote. Notice of such nomination shall be duly given prior to the commencement of any voting.

11.2.A quorum shall not consist of more than one voting representative from each member personally present and shall be as follows:

- a) At any general meeting - 7 members
- b) At any executive meeting - 3 officers
- c) At any sub-committee meeting - one more than half of the members of such sub-committee.

11.3.In the event of a quorum not being formed within thirty minutes of the hour for which any meeting shall have been called it shall be in the power of the members then present to adjourn such meeting for any period not exceeding 7 days and then for an indefinite period if no quorum present on the second occasion.

11.4.All meetings of the Chamber shall be conducted according to the Standing Orders of the Commonwealth Parliament for the time being.

11.5.No business prospectus, visiting card, advertisement or note heading of a members of the Chamber shall bear the title of the Chamber or a reference to the fact that he/she is a member thereof. No member of the Chamber shall describe him/herself as such or as holding any office or position in connection with the Chamber or its sub-committees upon any printed or published document which does not deal with matter directly concerning the Chamber or its sub-committee.

11.6.At all meetings, all questions (other than the election of officers) shall be decided by a show of hands, unless a ballot shall be demanded by any three members present. Should any decision by ballot be required two scrutineers shall be appointed by the meeting.

11.7.The Statement of Objects and these Rules may be altered, rescinded or added to only by special resolution of the Chamber at an Annual General Meeting or a Special General Meeting, the notice for which resolution having been notified with the call to such meeting.

11.8.The records, books and other documents of the Chamber shall be open to inspection, free of charge, by any member of the Chamber at any reasonable hour.

12. DISSOLUTION

12.1.The Chamber shall be dissolved in the event of membership of less than five members or the vote of a three fourths majority of members present at a Special General Meeting convened to consider such question.

12.2.Upon a resolution being passed in accordance with 11.1 of this rule, all assets and funds shall, after payment of all expenses and liabilities, be handed over to local non-profit community groups in Bermagui.

12.3.The written records shall remain with the Secretary at the time of Dissolution.