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**ASSOCIATIONS INCORPORATION REFORM ACT 2012**

**JAPANESE CHAMBER OF COMMERCE AND INDUSTRY, MELBOURNE INC.**

**RULES**

- 1.1 The name of the incorporated association is **Japanese Chamber of Commerce and Industry, Melbourne Inc.** (in these Rules called the “Chamber”).
- 1.2 The purposes of the Chamber are to advance the robust development of economic activities and promote and strengthen business and investment ties between Australia and Japan.
2. The rules contained in Schedule 4 to the regulations shall not apply to the Chamber but instead the following shall be the Rules governing the Chamber.

**MEMBERSHIP**

- 3.1 Membership of the Chamber shall consist of:
  - (a) Ordinary Members; and
  - (b) Associate Members;

who are corporations or representative offices that carry on commercial activities in the State of Victoria and other geographic location which the Board may determine from time to time.

All activities of the Chamber will be conducted in Japanese.

- 3.2 Ordinary Members shall comprise of corporations and representative offices who, in accordance with these Rules, endorse the purpose of the Chamber and express a willingness to contribute to its development through proactive involvement in its operations. Ordinary Members have a right to stand for election and a right to vote.
- 3.3 Associate Members shall comprise of corporations and representative offices who, in accordance with these Rules, endorse the purpose of the Chamber, express an intention to contribute to its development,

and wish to become an Associate Member. Such Associate Members do not have a right to stand for election, nor a right to vote, but may have other rights as determined by the Board.

- 3.4 A member of the Chamber who is entitled to vote has the right:
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting.
4. Every application for membership of the Chamber must be in writing in such form as the Board may prescribe or accept from time to time, accompanied by a reference letter from one or more members of the Board and must be lodged with the Board.
5. Upon an application being lodged with the Board, the Board shall determine whether to approve or reject the application.

#### **Withdrawal of Membership**

6. Any Member may withdraw its membership of the Chamber by giving 90 days' written notice of withdrawal stating the reasons for withdrawal.

#### **Expulsion**

- 7.1 The Chamber in general meeting may expel any Member where the Member (or any nominated representative of that Member):
- (a) dishonours the Chamber in any way;
  - (b) disrupts the operation of the Chamber in any way; or
  - (c) fails to pay membership fees or carry out any other obligation under these Rules.

7.2 These Rules do not provide any procedure for the disciplining of members, or mechanism for appeals or appearances by members in respect of disciplinary action taken against them. Disputes that may arise under Rule 7.1 may be resolved through the procedure provided for under Rule 8.

### **Disputes and mediation**

8.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:

- (a) a Member and another Member; or
- (b) a Member and the Chamber.

8.2 The parties to the dispute must meet and discuss the matter in dispute and use their best endeavours to resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

8.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

8.4 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
  - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board of the Chamber; or
  - (ii) in the case of a dispute between a Member and the Chamber, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

8.5 The mediator must be unbiased in favour of or against any party, and cannot be an employee or a representative of a Member who is a party to the dispute.

8.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

8.7 In conducting the mediation, the mediator must provide the parties to the mediation process the opportunity to be heard, disclose any documents that the parties wish to submit, and make the best efforts to achieve a fair mediation process.

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

### **Register of Members**

9. The Secretary shall keep and maintain a register of Members which shall record the full name and address of each Member, their class of membership, the date on which they became a member and such other particulars as may be prescribed by the Board or required under the Act.. The register shall be available for inspection by Members.

## **DIVISIONS**

- 10.1 The Chamber shall have divisions as necessary in order to promote the purposes of the Chamber and to promote research, expert studies, the collection of information and mutual contact between each division.
- 10.2 The establishment of any new division, the abolition of any division and operational matters of the divisions shall be determined by the Board.
- 10.3 There shall be a Chairman and Vice-Chairman for each division, each of whom shall be appointed by the President with the prior approval of the Board. The term of office shall be for a period of one year. The Chairman and Vice-Chairman of each division shall be eligible for re-appointment.

## **FEES**

### **Admission Fees**

11. A Member shall pay such admission fee in accordance with their class of membership and as determined by the Board from time to time.

### **Monthly Fees**

12. A Member shall pay a membership fee. The amount of the fee will be determined by the Board from time to time, taking into consideration the type of membership and number of registered representatives of the Member.

### **Payment of Fees**

13. The admission fee is to be paid when the Member joins the Chamber. The membership fee is to be paid based on the invoice issued by the Secretary at the end of June each year.

## **THE BOARD**

14. The Board is responsible for the administration and operation of the Chamber. The authority of the Chamber is vested in the Board. The Board may, subject to these Rules, the regulations and the Act, exercise all powers and do all acts and things which are not directed or required to be exercised or done by the Chamber in general meeting.

### **Constitution**

15. Subject to Rule 16, the Board shall consist of:
  - (a) a President who is a Member representative;
  - (b) Vice-Presidents who are Member representatives;
  - (c) one permanent member, who shall be the Managing Director from time to time of JETRO;  
and
  - (d) further member representatives – only within the total number referred to in Rule 18.1.
- 16.1 Despite Rule 15, the President, in his or her discretion, may appoint at any time no more than three additional members of the Board with the prior approval of the Board to supplement Rule 18.1.
- 16.2 The Board may appoint an honorary member of the Board from time to time as it sees fit. The honorary member of the Board will only provide advice to the Board as requested by the Board and may participate in any meeting of the Board but is not the constituent of the Board. The honorary member of the Board does not otherwise have any of the rights, duties and/or liabilities of that a member of the Board would usually have under these Rules. The honorary member of the Board is not required to pay any fees that are listed in Rule 11 and 12.

**Annual Election**

- 17.1 Each of the members of the Board (other than the permanent member referred to in Rule 15 (c)) shall retire at the conclusion of the Annual General Meeting of the Chamber which takes place in the next financial year following his or her election or appointment.
- 17.2 Members retiring from the Board shall be eligible for re-election or re-appointment (as the case may be).
  
- 18.1 The annual election of the fourteen elected members of the Board (which excludes the permanent member referred to in Rule 15 (c)) shall take place by ballot of the Members.
  
- 18.2 Notice of the meeting and ballot papers shall be sent to Members no later than 30 days before the Annual General Meeting each year. Members must cast their votes no later than 21 days before the Annual General Meeting.
  
- 18.3 Each Ordinary Member shall have the right to nominate up to fourteen Members (which may include the Member itself) for election to, and to be represented by its representative on, the Board. The number of votes that each Member may cast for its nominees will depend on the number of registered representatives of the Member, as set out below:

<b>Category (number of registered representatives)</b>	<b>Votes</b>
Category 1 (1-2 persons)	1 Vote
Category 2 (3-6 persons)	2 Votes
Category 3 (7 or more persons)	3 Votes

- 18.4 Each Ordinary Member that is elected shall nominate one representative who shall represent it on the Board.
  
- 18.5 As the Board constitutes the joint board of the Chamber and the Japanese Society of Melbourne Inc, eligible candidates for election must be an Ordinary Member of the Chamber as well as an ordinary member of the Japanese Society of Melbourne Inc. Each of the representatives nominated by the Ordinary Members that were elected for the Board shall also become a member of the board of the Japanese Society of Melbourne Inc.

18.6 The President and the Vice-Presidents shall be appointed by the Board from among the members of the Board and shall hold office until the next financial year's Annual General Meeting following his or her respective appointment.

#### **Vacation of Office**

19. If a representative of a Member on the Board:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (c) resigns from the Board by notice in writing to the Chamber delivered to the Office;
- (d) is absent at 3 or more consecutive meetings of the Board without permission from the Board;  
or
- (e) is not re-elected or re-appointed (as the case may be) to the office in the manner provided in these Rules,

his or her position on the Board shall become vacant.

#### **Casual Vacancies**

20. If a Board member dies or becomes incapacitated during their period of office, the Member for which that Board member is a representative may appoint a substitute member who shall hold office until the next Annual General Meeting following such appointment.

### **PROCEEDINGS OF THE BOARD**

21. Subject to the provisions in these Rules relating to meetings, the Board may call or adjourn meetings.

22.1 A meeting of the Board may be convened at any time by:

- (a) the President; or

- (b) where more than three Board members request the Secretary to call a meeting.
- 22.2 Notice of a meeting of the Board shall be given to all members of the Board by post or email. Notice shall be deemed to have been given to a member of the Board if sent or delivered to the usual place of residence of that member or at any other address or email address last notified to the Secretary by the member.
- 22.3 The non-receipt of a notice of meeting by a member of the Board shall not invalidate proceedings at a meeting.
- 23.1 The quorum for all meetings of the Board shall be the number that is half the members of the Board at that point in time. No meeting shall proceed to transact any business unless the requisite quorum is present.
- 23.2 A member of the Board may appoint a proxy to attend and vote on the Member's behalf at a meeting of the Board.
- 23.3 The President shall be entitled to be the chairman of all meetings at which they are present. Where the President is absent, the role of the chairman shall be filled by a Vice-President, or if they are both absent, by a member of the Board chosen by the members of the Board present.
- 23.4 Every question submitted to a meeting of the Board shall be decided by a show of hands, applause, or other indication of intention by each member of the Board present, who shall be entitled to one vote. In the event of an equality of votes, the chairman of the meeting shall have a casting vote in addition to his or her deliberative vote.
24. All acts done by any meeting of the Board or of any committee constituted under Rule 27 or by any person acting as a member of the Board shall, despite that it is afterwards discovered that there was some defect in the appointment of that member of the Board or person so acting, or that they or any of them were disqualified, be as valid as if each person had been duly appointed and was qualified to be a member of the Board or member of any other committee.
25. A resolution in writing and signed, or sent and approved by email, by all of the members of the Board who are for the time being entitled to receive notice of meetings of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such



resolution may consist of several documents in a similar form, each signed by one or more of the members of the Board.

26. The Board may meet in person, by telephone or by other means of communication (including by email). A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed on by the Board attending the meeting if at least one of the members of the Board present at the meeting was at that place for the duration of the meeting.

### **COMMITTEES**

27. The Board may delegate any of its powers to committees consisting of a member or members of its body as it thinks fit. Any such committee shall in the exercise of its delegated powers conform to any regulations that may be imposed on it by the Board and shall report their proceedings to the Board.

### **POWERS OF THE BOARD**

28. In addition to any other powers and duties conferred in these Rules, the Board shall:
  - (a) raise and control the funds necessary for the conduct of the Chamber;
  - (b) appoint advisors, councillors or other staff when it thinks fit;
  - (c) subject to the requirements of any statutory award or determination, fix and pay all salaries and wages of staff of the Chamber;
  - (d) pay all proper debts of the Chamber when due;
  - (e) have power to purchase or acquire equipment, furniture, materials or other goods and services necessary for the conduct of the Chamber;
  - (f) have power from time to time to make, repeal and amend all such by-laws and regulations (not inconsistent with these Rules) as it thinks expedient for the internal management of the Chamber;

- (g) have power to borrow, with or without giving security over property of the Chamber, for purposes of the Chamber; and
- (h) have power to do all other things that are incidental or conducive to the conduct or management of the Chamber.

## **GENERAL MEETINGS**

### **Convening**

- 29.1 An Annual General Meeting of the Chamber shall be held once every year in July.
- 29.2 An Extraordinary General Meeting of the Chamber may be convened by the President or the Board when and wherever they think fit, and shall be convened by the Secretary within 30 days of a requisition in writing agreed by not less than two-thirds of the Members delivered to the Secretary and stating the purpose for which the meeting is required.

### **Notice**

- 30. Not less than 7 days notice of any general meeting specifying the place, day and hour of the meeting and, in case of special business, the general nature of such business shall be given in a manner provided in these Rules to all Members PROVIDED that if any special resolution is required to be passed not less than 21 days notice shall be given.
- 31. The non-receipt of a notice by, or the accidental omission to give notice to, any of the Members of any general meeting shall not invalidate any resolution passed at any such meeting.

## **PROCEEDINGS AT MEETINGS**

### **Business**

- 32. The business of the Annual General Meeting shall be:
  - (a) to receive and accept a report on the Chamber's operations in the previous financial year and a duly audited balance sheet and statement of receipts and expenditure;

- (b) to announce the members of the Board elected for the ensuing year in the manner provided in these Rules;
- (c) to announce the auditors (in any) for the ensuing year; and
- (d) to transact any other business of which due notice was given or which, in the opinion of the chairman of the meeting, is appropriate.

Subject to the Act and these Rules, any other business transacted at the Annual General Meeting will be considered special business which requires a special resolution to be passed.

### **Quorum**

- 33. No business shall be transacted at any general meeting of the Chamber unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum for any general meeting shall be at least half of the Members from time to time.
- 34. If within 30 minutes from the time appointed from the general meeting a quorum is not present, the meeting is convened upon the requisition of Members shall be dissolved and in any other case it shall stand adjourned to such day, time and place as the chairman may determine.

### **Chairman**

- 35. The President shall be appointed as chairman at every general meeting of the Chamber. If the President is not present within 15 minutes after the time appointed from holding the meeting, (or if, being present, is not willing to act as chairman), one of the Vice-Presidents will be appointed as chairman. If neither Vice-Presidents are present within 15 minutes or are not willing to act as chairman, the Members present shall elect a member of the Board to be chairman of the meeting.

### **Adjournment**

- 36. The chairman of a general meeting may, with the consent of the meeting at which quorum is present, adjourn the meeting. However, where a Force Majeure Event occurs, the chairman may adjourn the meeting without consent. In the event that the meeting is adjourned for 30 days or more, the secretary will issue a new notice of meeting.

### **Voting**

37. At any general meeting a resolution put to vote shall be decided on a show of hands or by applause unless a poll is demanded by the following:

(a) by the chairman of the meeting; or

(b) by at least five Members.

Unless a poll is demanded, a declaration by the chairman of the meeting stating that a resolution has been approved by a show of hands or applause, or unanimously approved, or approved by a specific majority, or rejected, and the recording of such in the Chamber's minutes, shall serve as conclusive evidence of the facts regarding the resolution, unless there is evidence showing the recorded number or percentage of votes in favour or against the resolution. A demand for a poll may be withdrawn.

38. If a poll is duly demanded, the voting will be conducted in the manner specified by the chairperson of the meeting, and the results of the vote shall constitute the resolution of that meeting.

39.

Each Member attending the general meeting, whether represented by a representative or proxy, shall have one voting right, regardless of whether the vote is conducted by a show of hands, by applause or by poll. In the case of a tie vote, whether by a show of hands, by applause or by poll, the chairman is entitled to a casting vote in addition to their vote that has already been cast.

40.1 The Board may direct that any matter to be decided by the Members in a general meeting shall be determined by postal vote.

40.2 The manner in which postal voting is to be conducted shall be determined by the Board provided that all postal votes shall be required to be lodged or received at the Office not less than 48 hours prior to that general meeting. For the purposes of these Rules, a postal vote cast by a member shall be deemed to be a vote cast by a member at the general meeting at which the resolution is to be proposed.

41. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

### **Appointment of Proxies**

42. Any Member may appoint a proxy to vote at a general meeting on that Member's behalf and may direct the proxy to vote either for or against each or any resolution. The instrument appointing a proxy must be deposited at the Office, or any other place the Board may determine, not later than 24 hours before the time for holding the meeting or adjourned meeting or poll at which the person named or described in the instrument proposes to vote. No instrument appointing a proxy is valid after the expiration of twelve months after the date of its execution.

### **AUDITORS**

- 43.1 Two auditors shall be elected each year by the Members who shall hold office until the next financial year's Annual General Meeting following the election.
- 43.2 The manner in which the auditors are elected will be determined by the Board.

### **SECRETARY**

- 44.1 The Secretary of the Chamber shall be appointed and may at any time be removed from office by the President.
- 44.2 The Secretary of the Chamber shall also hold the role of public officer for the purposes of Australian taxation law to the extent relevant.

### **FINANCIAL PROVISIONS**

45. The Secretary or other person or persons as the Board shall appoint for the purpose shall:
- (a) receive all money on behalf of the Chamber and deposit it to the credit of the Chamber with bankers appointed by the Board;
  - (b) meet all payment obligations in accordance with the Board's directions;
  - (c) keep current accounts and records of all moneys received and expended by or on behalf of the Chamber;

- (d) supervise the preparation and audit of the balance sheet and accounts required by the Act for submission to the Annual General Meeting of the Chamber; and
- (e) whenever required by the Board prepare and submit to it statements of receipts and expenditure and of the financial position of the Chamber including a statement of the current bank balance and reconciliation statement with books of account.

### **CHEQUES**

- 46. All cheques drawn by or on behalf of the Chamber shall be signed by either the President, the Vice-President or the Secretary for the time being.

### **FUNDS**

- 47. The Board may raise moneys for and on behalf of the Chamber in such manner as the Board thinks appropriate including the charging of admission and membership fees, the solicitation of donations and the borrowing of money either from Members or other persons or organizations, regardless of whether there will be security over the Chamber's assets. Where money is borrowed from a Member, the interest rate payable by the Chamber to the Member must not exceed the lowest rate payable for term deposit at the bank nominated by the Chamber.
- 48. The Board may invest any funds of the Chamber in any manner and for any period as the Board thinks appropriate and may realise any investments or any part of those investments or change any investments as it thinks appropriate.

### **SEAL**

- 49.1 The Board shall provide and adopt a Common Seal of the Chamber and shall have power from time to time to destroy and to substitute a new Common Seal in its place. The Common Seal shall be kept under such custody and control as the Board prescribes.
- 49.2 The Common Seal shall not be affixed to any documents except pursuant to a resolution of the Board and in the presence of one member of the Board and either a second member of the Board, the Secretary or some other person appointed by the Board for the purpose who shall respectively sign every document.

### **ACCOUNTS**

50. The Board shall cause proper accounting and other records to be kept and shall cause to be made out and laid before each Annual General Meeting an audited balance sheet and statement of receipts and expenditure for the preceding final year.
- 51.1 The accounting and any other records of the Chamber (including these Rules, minutes of general meetings and financial statements submitted at a general meeting, and subject to Rule 51.2, the minutes of meetings of the Board) shall be open to the inspection of Members. Members are also entitled to a copy of these rules and of minutes of general meetings if they make a request in writing to the Board.
- 51.2 The Board may refuse to permit a Member to inspect the minutes of the Board that relate to confidential, personal, employment, commercial, or legal matters, or where to do so may be prejudicial to the interest of the Chamber.
52. The Chamber's accounts shall be examined and audited once a year.

#### **CUSTODY OF RECORDS**

53. Except as otherwise provided, the Secretary shall keep in his or her custody or under his or her control, all books, documents and securities of the Chamber. It also shall be the obligation of the Secretary to keep and maintain minutes of all meetings of the Board and of the Members of the Chamber.

#### **NOTICES**

54. Any notice required by the Act or these Rules to be given to a Member may be given by:
- (a) leaving it at the Registered Address of the Member;
  - (b) email to the email address of the Member last notified to the Secretary; or
  - (c) post in a prepaid envelope addressed to the Member at its Registered Address.
- Any notice transmitted by email shall be deemed to have been sent when the email is sent. Any notice posted shall be deemed to have been served at the expiration of 24 hours after posting and in proving service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted.

#### **APPLICATION OF PROPERTY**

55. The income and property of the Chamber whenever derived shall be applied solely towards the purposes of the Chamber and no portion of the property shall be paid or transferred directly or

indirectly by way of dividend, bonus or otherwise by way of profit to the Members or the Board PROVIDED that nothing shall prevent the payment in good faith of reasonable and proper remuneration to any Member or other person in return for any services actually rendered to the Chamber nor for goods supplied in the ordinary and usual way of business nor prevent the payment of interest, at a rate not exceeding the lowest rate from the time being payable by the Chamber's bankers for term deposits, on money borrowed from any Member or officer of the Chamber.

### **WINDING UP OR CANCELLATION**

56. If upon the winding up or the cancellation of the incorporation of the Chamber there remains (after the satisfaction of all its debts and liabilities) any property, that property shall not be paid to or distributed among the Members of the Chamber but shall be given or transferred to some other institution or organization having objects similar to the objects of the Chamber and whose rules, memorandum of association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Chamber under or by virtue of these Rules, such institution or organization, to be determined by the members of the Chamber at or before the time of cancellation and in default by a Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

### **INDEMNITY**

- 57.1 The Chamber shall indemnify each officer of the Chamber out of the assets of the Chamber to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Chamber or in or arising out of the discharge of the duties of the officer unless the liability was incurred by the officer through his or her own dishonesty, negligence, lack of good faith or breach of duty.
- 57.2 In addition to Rule 57.1, any other person employed or engaged by the Chamber may be indemnified to the relevant extent out of the assets of the Chamber against any liability incurred by such person in or arising out of the conduct of the business of the Chamber or in or arising out of the discharge of the duties of such person where the Board considers it appropriate to do so.
- 57.3 For the purposes of this Rule 57:
- (a) "officer" means:
    - (i) the President, the Vice-Presidents, a member of the Board or the secretary; or



- (ii) any former President, Vice-Presidents, a member of the Board or the secretary;  
and
  - (iii) “duties of the officer” includes duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Chamber to any other association.
- (b) “to the relevant extent” means:
- (i) to the extent the Chamber is not precluded by law from doing so;
  - (ii) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and
  - (iii) where the liability is incurred in or arising out of the conduct of the business of another association or in the discharge of the duties of the officer in relation to another association, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that association.
- (c) “liability” means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs (on a full indemnity basis) incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

### **ALTERATION OF RULES**

58. These Rules may be altered (including adding new rules and removing old rules) by special resolution at a general meeting of the Chamber, consistent with the requirements of the Act.

### **DEFINITIONS**

59. (1) In these Rules the following shall have the meaning respectively assigned to them unless there is something in the subject or context that is inconsistent:

- (a) **“the Act”** means the Associations Incorporation Reform Act 2012.
  - (b) **“the Board”** means the persons comprising the governing body of the Chamber constituted and appointed pursuant to Rules 15 and 16.
  - (c) **“financial year”** means a continuous twelve month period ending on 30 June in each year.
  - (d) **“JETRO”** means the Japan External Trade Organization.
  - (e) **“Member”** means a member of the Chamber.
  - (f) **“month”** means calendar month.
  - (g) **“the Office”** means the business address of the Secretary as altered from time to time.
  - (h) **“Registered Address”** means the address of a Member as shown in the register of Members of the Chamber.
  - (i) **“the Rules”** or **“these Rules”** means these Rules as altered or added to from time to time and any reference to a Rule by number is a reference to the Rule of that number in these Rules.
  - (j) **“writing”** and **“written”** includes printing and other modes of reproducing words in a visible form.
  - (k) **“Force Majeure Event”** means an unforeseen and uncontrollable circumstance beyond the Chamber or members' control including but not limited to floods, fire, other natural disasters, war, invasion, strikes or industrial disputes.
- (2) In these Rules words which are given a special meaning by the Act shall have the same meaning in these Rules.