



# **Rules of The Hervey Bay Chamber of Commerce Inc.**

**P.O. Box 15  
Hervey Bay Qld.  
ABN 71 786 945 217**

Passed:

Registered:

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## RULES OF THE HERVEY BAY CHAMBER OF COMMERCE INC.

### 1. Interpretation

(1) In these rules –

**Act** means reference to the *Associations Incorporation Act 1981* of the State of Queensland as amended.

**Committee** means individuals who are not in main titled offices but who sit on the Hervey Bay Chamber of Commerce Committee.

**Corporate member** means any company, firm or public institution that pays an annual membership fee and is accepted as a member by the Chamber.

**Executive** means individuals who are in main titled offices on the Hervey Bay Chamber of Commerce Committee, such as President, Immediate Past President, Vice President, Secretary and Treasurer.

**Individual member** means an individual that pays an annual membership fee and is accepted as a member by the Chamber.

(2) A word or expression that is not defined in these rules, but is defined in the Act has if the context permits, the meaning given by the Act.

### 2. Name

(1) The name of the incorporated association is "the Hervey Bay Chamber of Commerce Inc." ("**the Chamber**").

### 3. Area of Operation

(1) The general area of operation of the Chamber will be within the Fraser Coast Regional Council area of the City of Hervey Bay.

### 4. Objectives and Duties of the Chamber

(1) To discuss and deal with any issues affecting the best interests of members and the community in its region;

(2) To watch over and protect the general interests of trade, commerce, industry and civil rights;

(3) To assist in the development of trade and industry;

(4) To collect information on all matters of interest relating to commerce, industry and the community;

(5) To form a code of practice whereby the transaction of business may be simplified and facilitated;

(6) To affiliate with the Chamber of Commerce and Industry of Queensland (CCIQ) and such other organisations as the Chamber may deem fit;

(7) To conduct or control events at the Chamber's discretion for the enjoyment of Members, Citizens and Visitors.

- (8) To appoint three (3) Trustees under the *Trust Act 1973(Qld)*, to hold in Trust all property and effects, both real and personal belonging to the Chamber; and
- (9) Generally to carry on, do or assist in all or any matters which the Chamber may deem fit for the encouragement of trade and commerce, or the assistance of Members of the Chamber.
- (10) The Chamber shall be strictly Non-Party Political and Non-Sectarian.

## **5. Powers**

- (1) The Chamber has, in the exercise of its affairs, all the powers of an individual.
- (2) The Chamber may , for example:-
  - a. Enter into contracts;
  - b. Acquire, hold, deal with and dispose of property; and
  - c. Make charges for services and facilities it supplies;
  - d. Do other things necessary or convenient to be done in carrying out its affairs.
- (3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## **6. Members**

- (1) Any company, firm or person engaged in business or a profession or any director or executive officer of a public institution connected with commerce or industry primarily in the Hervey Bay area or where appropriate, the Fraser Coast region, shall be eligible for membership of the Chamber.
- (2) The membership of the Chamber consists of the following class of members:
  - (a) Individual Members; and
  - (b) Corporate Members.
- (3) The number of members shall be unlimited.
- (4) The manner of determining admission to each class of membership shall be as follows:

- (a) Individual Members

Any individual person may become an individual member of the Chamber on payment of the prescribed membership fee and acceptance of that person's application as set out in these rules. That individual person will then enjoy the full benefits of membership, including the right to vote at any meeting and to nominate for any position on the management committee.

- (b) Corporate

Any business may become a Corporate member of the Chamber on payment of the

prescribed membership fee and acceptance of that business's application as set out in these rules. Under this class of membership, the business will nominate an individual representative and that person will be able to enjoy the full benefits of membership, including the right to vote at any meeting and to nominate for any position on the management committee.

In addition to this person, the business may specify up to nine (9) additional individuals who must be principals, directors, partners or employees, or the spouse of de facto of any of those people. These individuals enjoy the benefits offered to a member, excluding the right to vote at any meeting and to nominate for any position on the management committee.

Should a nominated representative leave the employ of a Corporate Member, their status as a representative shall cease and the Corporate Member must nominate another person to represent them.

## **7. Proposal and Election of New Members**

- (1) New members may apply themselves or be nominated by a financial member (the **Proposer**) and the application shall be supported by a second financial member (the **Secunder**).
- (2) Application for new member shall be referred to the Committee of Management for their consideration and decision.
- (3) The decision of the Committee shall, subject to the appeal process, be final and may be subject to secret ballot.

## **8. Honorary Life Members**

- (1) The Chamber may elect a visitor as an active member who will be entitled to all the privileges of an individual member.
- (2) The Chamber may elect any of its members or past members as honorary life members in recognition of special services to the Chamber.

## **9. Annual Membership Fees**

- (1) A new member's annual membership fee shall be due on the date of his admission to membership.
- (2) If the membership is an initial membership, payment must accompany an Application Form, together with a joining fee, as determined by members at any General Meeting.
- (3) The annual membership fee shall be determined and reviewed by the members at any Annual General Meeting.
- (4) The due date and method of payment for the annual membership fees shall be determined and reviewed by the Management Committee as required.
- (5) Unless the Management Committee reviews and amends the due date of the annual membership fees, the due date will be the 1<sup>st</sup> of May of each year.

- (6) New Members membership after the 1<sup>st</sup> of October shall be admitted at 50% of the annual membership fee.
- (7) Any member, whose membership fees are unpaid after the 1<sup>st</sup> of May or after the expiry of one (1) month after the Annual General Meeting, shall no longer be a member.
- (8) Should the 1<sup>st</sup> of May precede the Annual General Meeting then the membership fees shall be due and payable within one (1) month after the Annual General Meeting.

#### **10. Appeal Against Rejection or Termination of Membership**

- (1) A person whose application for membership has been rejected or whose membership has been terminated may within one (1) month of receiving written notification, lodge with the Secretary written notice of their intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt such notice, a general meeting to determine the appeal.
- (3) At any such meeting, the applicant shall be given the opportunity to fully present their case and the Management Committee or those members who rejected the application for membership or terminated the membership, subsequently shall have the opportunity of presenting their case.
- (4) The appeal shall be determined by the vote of the members present at such meeting.
- (5) Where a person whose application is rejected and they do not appeal against the decision of the Management Committee within the time prescribed by the Rules or where the appeal is unsuccessful, the Secretary shall refund the amount of any fee paid.

#### **11. When membership ends**

- (1) A member may resign at any time from the Chamber by providing a written notice of resignation to the Secretary without prejudice to their liability for their annual membership fee for the current year.
- (2) The resignation will take effect at the time the resignation notice is received by the Secretary unless a later date is specified in the notice, where the resignation will take effect on that specified date.
- (3) The Management Committee shall consider whether a member's membership shall be terminated if a member –
  - (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions in these Rules; or
  - (c) has membership fees in arrears for a period of two (2) months or more; or

- (d) conducts himself in a manner considered to be injurious or prejudicial to the character or the interests of the Chamber.
- (4) The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership it shall instruct the Secretary to advise the member in writing where the member may appeal in accordance with the provisions under these rules.

## **12. Register of members**

- (1) The Management Committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member—
  - (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the date of admission as a member;
  - (d) the date of death or time of resignation of the member;
  - (e) details about the termination or reinstatement of membership;
  - (f) any other particulars the Management Committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the Chamber at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the Management Committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## **13. Prohibition on use of information on register of members**

- (1) A member of the Chamber must not—
  - (a) use information obtained from the register of members of the Chamber to contact, or send material to, another member of the Chamber for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Chamber for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

#### 14. Appointment or election of secretary

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
  - (a) a member of the Chamber elected by the Chamber as secretary; or
  - (b) any of the following persons appointed by the Management Committee as secretary—
    - (i) a member of the associations management committee;
    - (ii) another member of the association;
    - (iii) another person.
- (2) If the Chamber has not elected an interim officer as secretary for the Chamber before its incorporation, the members of the Management Committee must ensure a secretary is appointed or elected for the Chamber within 1 month after incorporation.
- (3) If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for the Chamber within 1 month after the vacancy happens.
- (4) If the Management Committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (5) However, if the Management Committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (6) If the Management Committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
- (7) In this rule— **casual vacancy**, on a management committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

#### 15. Removal of secretary

- (1) The Management Committee of the Chamber may at any time remove a person appointed by the committee as the secretary.
- (2) If the Management Committee removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the management committee.

- (3) If the Management Committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the Management Committee under rule 15(5), the person remains a member of the management committee.

## **16. Functions of secretary**

- (1) The secretary's functions include, but are not limited to—
  - (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association and to give due notice of all meetings of the Chamber and its committees; and
  - (b) keeping correct records and minutes of each meeting; and
  - (c) keeping copies of all correspondence and other documents relating to the association; and
  - (d) to arrange all business for the consideration of the Chamber and its several committees;
  - (e) To collect and arrange all statistical information that may be deemed valuable to the Chamber;
  - (f) maintaining the register of members of the association;
  - (g) To assist in all matters connected with the affairs of the Chamber.

## **17. Duties of the Treasurer**

- (1) The duties of the Treasurer shall be:
  - (a) to keep the books and accounts;
  - (b) to collect the annual membership fees and all other monies and to pay same to the credit of the Chamber Bank Account;
  - (c) shall check all accounts before payment, sign cheques (if required) in conjunction with the duly appointed members of the Committee and if none appointed the President or Secretary and present the annual financial statements; and
  - (d) shall submit to each monthly meeting of the Chamber a statement of the financial position.

## **18. Membership of the Management Committee**

- (1) The Management Committee of the Chamber shall consist of up to—
  - (a) a President;
  - (b) the Immediate Past President;
  - (c) two Vice – Presidents;



- (d) a Secretary;
- (e) a Treasurer; and
- (f) at least (5) committee members but at the election of the members in general meeting may be up to nine (9) committee members,

All who are financial members of the Chamber and fit and proper persons to hold office and (except for the Immediate Past President) be elected at the Annual General Meeting and hold office for 12 months.

Despite any other provision in these Rules, the Immediate Past President will be the outgoing President (unless they are re-elected to the role of President) and will serve until the next Annual General Meeting. The Immediate Past President will be eligible to re-nominate for the position of Immediate Past President until the outgoing President is not re-elected to the role of President. The Immediate Past President will be a voting member of the Management Committee and otherwise subject to the provisions of this clause 12.

- (2) Members of the Management Committee must be elected at an Annual General Meeting and will hold office for a period of twelve (12) months.
- (3) At the Annual General Meeting of the Chamber, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (4) A member or office holder of the Management Committee may delegate their powers and responsibility to a third party from time to time for a fee.

#### **19. Appointment or Election of the Management Committee**

- (1) The election of officers and other members of the Management Committee shall take place in the following manner:
  - (a) Any two members of the Chamber shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
  - (b) The nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place;
  - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Chamber at least seven (7) days immediately preceding the Annual General Meeting;
  - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies;

- (e) Should, at the commencement of such meetings, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- (2) Members appointed to the Management Committee are responsible for ensuring they are aware of their legal obligations and responsibilities under the Act, whilst holding office or being a member of the Management Committee
- (3) Notwithstanding the provisions outlined in clause 19 (1) above, the President at any time has the discretion to call upon any past Presidents to become part of the Executive team should they deem it necessary.

## **20. Resignation, Removal or Vacation of a Member of the Management Committee**

- (1) Any Member of the Management Committee may resign from membership of the Management Committee at any time by the member giving notice in writing to the Secretary.
- (2) The resignation will take effect at the time the resignation notice is received by the Secretary unless a later date is specified in the notice, where the resignation will take effect on that specified date.
- (3) Any member of the Management Committee may be removed from office at a general meeting of the Chamber where that member shall be given the opportunity to fully present their case.
- (4) The question of removal shall be determined by the vote of the members present at such a general meeting.
- (5) There is no right of appeal against a member's removal from office under this section.

## **21. Vacancies on Management Committee**

- (1) The Management Committee shall have power at any time to appoint any member of the Chamber to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Chamber, but for no other purpose.

## **22. Functions of the Management Committee**

- (1) Subject to these rules or a resolution of the members of the Chamber carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the association.

- (2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Chamber on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

*Note*—The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

- (3) The Management Committee may exercise the powers of the association—
  - (a) to borrow, raise or secure the payment of amounts in a way the members of the Chamber decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Chamber in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the members of the Chamber may from time to time decide.
- (4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
  - (a) the financial institution for the association; or
  - (b) if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

### **23. Management Committee Meetings**

- (1) The Management Committee shall meeting at least once every two (2) months to exercise its functions.
- (2) The Management Committee must decide how a meeting is to be called.
- (3) Notice of a meeting is to be given in the way decided by the Management Committee.
- (4) The Management Committee may meet together and regulate its proceedings as it thinks fit.

- (5) However, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (6) A member of the Management Committee shall not vote in respect to any contract or proposed contract with the Chamber in which they have an interest and if he does so vote shall not be counted.
- (7) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting they are not present within ten (10) minutes after the time appointed for holding the meeting, any one of the Vice – Presidents shall be Chairman or if a Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

**24. Quorum for, and adjournment of, Management Committee Meeting**

- (1) At a Management Committee meeting, four (4) members of that Committee shall constitute a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee—
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

**25. Special Meeting of Management Committee**

- (1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—

- (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (5) A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

**26. Minutes of Management Committee Meetings**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

**27. Appointment of subcommittees**

- (1) The Management Committee may appoint a subcommittee consisting of members of the Chamber considered appropriate by the committee to help with the conduct of the associations operations.
- (2) A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

**28. Act not affected by defects or disqualification**

- (1) An act performed by the management committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
  - (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
  - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

**29. Resolutions of Management Committee without meeting**

- (1) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

**30. First annual general meeting**

- (1) The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

**31. Subsequent annual general meeting**

- (1) Each subsequent annual general meeting must be held—
  - (a) at least once each year; and
  - (b) within 6 months after the end date of the association's reportable financial year.

**32. Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations**

- (1) This rule applies only if the Chamber is—
  - (a) a level 1 incorporated association; or
  - (b) a level 2 incorporated Chamber to which section 59 of the Act applies; or
  - (c) a level 3 incorporated Chamber to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association—
  - (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
  - (b) presenting the financial statement and audit report to the meeting for adoption;
  - (c) electing members of the management committee;
  - (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
  - (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

**33. Notice of General Meeting**

- (1) The secretary may call a general meeting of the association.

- (2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The Management Committee may decide the way in which the notice must be given. However, notice of the following meetings must be given in writing—
  - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
    - (i) to reject the person's application for membership of the association; or
    - (ii) to terminate the person's membership of the association;
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (5) A notice of a general meeting must state the business to be conducted at the meeting.

**34. Quorum for, and adjournment of, general meeting**

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the association's last general meeting plus 1.
- (2) However, if all members of the Chamber are members of the management committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the association—
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

**35. Procedure at General Meeting**

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (3) At each general meeting—
  - (a) the president is to preside as chairperson; and
  - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

**36. Voting at General Meeting**

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual membership fee is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

**37. Special General Meeting**

- (1) The secretary must call a special general meeting by giving each member of the Chamber notice of the meeting within 14 days after—
  - (a) being directed to call the meeting by the management committee; or
  - (b) being given a written request signed by—



- (i) at least 33% of the number of members of the Management Committee when the request is signed; or
  - (ii) at least the number of ordinary members of the Chamber equal to double the number of members of the Chamber on the Management Committee when the request is signed plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the management committee—
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) A request mentioned in subrule (1)(b) must state—
- (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary—
- (a) is directed to call the meeting by the management committee; or
  - (b) is given the written request mentioned in subrule (1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

**38. Proxy**

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

HERVEY BAY CHAMBER OF COMMERCE INC.

I, \_\_\_\_\_ of \_\_\_\_\_, being  
 a member of the Chamber, appoint  
 of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting  
 of the Chamber, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the  
 meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ .

Signature

- (2) The instrument appointing a proxy must—
- (a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or

- (b) if the appointor is a corporation—
  - (i) be under seal; or
  - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the Chamber or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

HERVEY BAY CHAMBER OF COMMERCE INC:

I, \_\_\_\_\_ of \_\_\_\_\_, being \_\_\_\_\_ a member of the Chamber, appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of the Chamber, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ .

Signature

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions—

*[List relevant resolutions]*

### **39. Minutes of General Meetings**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes—
  - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

- (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Chamber that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
  - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- (4) The Chamber may require the member to pay the reasonable costs of providing copies of the minutes.

#### **40. Honorarium**

- (1) The Chamber shall have power to confer an Honorarium on any of its officers.

#### **41. Alteration to the Rules**

- (1) Subject to the provisions of the Act, any amendment of these Rules shall be affected only by special resolution at any meeting of the Chamber upon notice being given at the previous General Meeting by the member desiring so to alter or amend the same, such notice of motion to contain a verbatim copy of the alteration or amendment required.
- (2) Any amendment, however shall only be valid if it is registered by the Chief Executive of the Department administering the Act.

#### **42. Common Seal**

- (1) The Management Committee must ensure the Chamber has a common seal.
- (2) The common seal must be—
  - (a) kept securely by the management committee; and
  - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
  - (a) the secretary; or
  - (b) another member of the management committee; or
  - (c) someone authorised by the management committee.

#### **43. Funds and Accounts**

- (1) The funds of the Chamber shall be deposited in the name of the Chamber in such bank or

permanent building society as the Management Committee may from time to time direct.

- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Chamber and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All amounts of one hundred dollars (\$100.00) or over shall either be paid by cheque signed by or transferred by electronic funds transfer authorised by any two of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.
- (5) All Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Chamber at the close of that year.
- (9) If the Chamber is incorporated within three (3) months of the end of the Chamber's financial year, subsection (8) does not apply for the financial year the Chamber is incorporated.
- (10) The auditor must examine the statement prepared under subsection (h) and present a report on it to the secretary before the next Annual General Meeting following the financial year for which the audit was made.
- (11) The income and property of the Chamber must be used solely in promoting the Chamber's objects and exercising the Chamber's powers and no portion thereof shall be distributed directly or indirectly to members of the Chamber except as bona fide compensation for services rendered or expenses incurred on behalf of the Chamber.

#### **44. Office and Place of Meetings**

- (1) The office of the Chamber shall be nominated by the Management Committee of the Chamber and will be reviewed and changed from time to time.

#### **45. Conduct of Meetings**

- (1) The conduct of meetings and the interpretation of this Constitution or any terms in it and its Rules shall be at the sole discretion of the Chairman for the time being at each meeting and his/her directions and ruling shall be final.

**46. Documents**

- (1) The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Chamber.

**47. Financial Year**

- (1) The financial year of the Chamber shall commence on the 1st April, each year and conclude on the 31st March each year.

**48. Distribution of surplus assets to another entity**

- (1) This rule applies if the association—
  - (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be given to another entity—
  - (a) having objects similar to the association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members and also is a fund, authority or institution which is exempt from Income Tax, such institution or institutions to be determined by the members of the Chamber at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.
  - (c) In light of the Chamber of Commerce and Industry of Queensland (CCIQ) qualifying as a suitable entity in terms of 2 (a) & 2 (b) above, any surplus assets (other than real property) may be paid to CCIQ which will:
    - (i) hold the actual amount paid over in trust for another Chamber of Commerce to be formed in the same or similar region as this Chamber;
    - (ii) In this section "**surplus assets**" has the meaning given by section 47(3) of the Act.

**These Rules were passed by members at a General Meeting on**

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**(Secretary)**