

## LEGEND

Text in normal font = unchanged from current Rules

**Text in bold font** = changes adopted by members at the Special General Meeting of August 2018

**Text in bold, italicised and underlined font** = amendments suggested by the Office of Fair Trading in September 2018

Townsville Chamber Rules submitted to Members December 2018



Townsville Chamber of Commerce  
*Making "Business Connections" since 1882*

Townsville Chamber Rules submitted to Members December 2018

The Townsville Chamber of Commerce Incorporated

**RULES**

***Submitted to members for adoption at 2018 AGM, 6 December 2018***

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## 1. INTERPRETATION

### 1.1. In these rules, unless the context otherwise requires:

- (a) "Act" means the *Associations Incorporation Act 1981 (QLD)*.
- (b) The "Board" means the management committee referred to in the Act and consists of the President, the Deputy President, the Immediate Past President, the Treasurer, the Secretary, and the Chairperson for the time being of the Chamber Projects Committee and not less than two or more than seven other Committee Members appointed to the Board under Rule 13.
- (c) "Chamber" means the Townsville Chamber of Commerce Inc.
- (d) CPC means the subcommittee established by the Chamber under these rules known as The Chamber Projects Committee.
- (e) "Members" means the Persons recorded on the Chamber Register of Members under Rule 11.
- (f) "North Queensland" means all that part of the State of Queensland north of the twenty-second parallel of South latitude.
- (g) "Objects" means the objectives of the Chamber as set out in these Rules.
- (h) "Townsville Area" means the city of Townsville and its environs, and North Queensland generally.
- (i) Any reference to "person" or "persons" shall include natural persons, companies, businesses, firms, local authorities, statutory authorities, or other associations or bodies.
- (j) Any gender includes every gender.
- (k) 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

The name of the incorporated association shall be THE TOWNSVILLE CHAMBER OF COMMERCE INC. (in these Rules called "the Chamber").

## 3. OBJECTS

### 3.1. The Chamber is established to fulfil the following Objects throughout **the Townsville Area**:-

- (a) To promote and protect the internal and external **businesses of trade and commerce, manufacturing and industry of the Townsville Area.**
- (b) To consider all questions connected with such trade, commerce, manufacturing and industry.
- (c) To promote and **advocate for the interests of its members for legislative, executive and other measures affecting such business, organisation, trade, commerce, manufactures and industry.**
- (d) To collect and circulate statistics, and other information to our members relating to such business, organisation, trade, commerce, manufacturing and industry.
- (e) **To inform members of practices, changes, opportunities and challenges** that may be simplified or facilitated to affect business, organisation, trade, commerce, manufacturing and industry.
- (f) To promote and **advocate on a range of issues advancing the interest of members and the interest of the community in the Townsville Area.**

3.2. The Chamber shall be a not-for-profit association but in so far as its activities may reflect a profit or surplus from subscriptions, levies, or charges, or funds that may accrue to it, the same shall be held for or applied to the advancement of the Objects of the Chamber; provided however that nothing in these Rules shall prohibit the payment in good faith of

- (a) **remuneration to any officers or servants of the Chamber; or**
- (b) **to any other person in return for services rendered to the Chamber.**

3.3. **The Chamber shall be strictly non-party political. No member of the Chamber who is standing, or in the process of standing, for public office such as Council, State or Federal Parliament or who acts as a paid or unpaid official in any political party or movement, can hold a position on the Board of the Chamber or a position on the CPC.**

**The Chamber recognises that persons holding public office such as Councillors, State and Federal Politicians and Senators are elected by local residents and the Chamber will use all its endeavours to treat those elected officials without regard to their political persuasion in a non-political manner and based purely on issues affecting its members.**

#### **4. POWERS**

4.1. **The Chamber has the powers of an individual. The powers of the Chamber expressly include: -**

- (a) **To become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose Objects are similar in whole or**

part to those of the Chamber.

- (b) **The Chamber can subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Chamber under these Rules;**
- (c) **To buy, sell and deal in all kinds of services, articles, commodities and provisions, both liquid and solid, for the members of the Chamber or invited guests in furtherance of the Objects of the Chamber;**
- (d) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the Objects of the Chamber. Provided that in case the Chamber shall take or hold any property which may be subject to any trusts the Chamber shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (e) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Chamber; to obtain from any such Government or Authority any rights, privileges and concessions which the Chamber may think it desirable to - obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (f) **To enter into contracts; acquire, hold, deal with and dispose of property; make charges for services and facilities it supplies; and do other things necessary or convenient to be done in furtherance of the Objects of the Chamber;**
- (g) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its Objects;
- (h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Chamber's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (i) To invest and deal with the money of the Chamber not immediately required in such manner as may from time to time be thought fit;

- (j) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (k) In furtherance of the Objects of the Chamber to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (l) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock, perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Chamber;**
- (o) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Chamber's property of whatsoever kind sold by the Chamber, or any money due to the Chamber from purchasers and others;
- (p) To take any gift of property whether subject to any special trust or not, for any one or more of the Objects of the Chambers but subject always to the proviso in Sub-Rule (d);
- (q) To take such steps by personal or written appeals, public meetings or otherwise for the purpose of procuring contributions to the funds of the Chamber, in the shape of donations, annual subscriptions or otherwise;**
- (r) To print and publish or use or cause to be used, any media, including electronic media, and to establish, acquire, and maintain any internet-based platforms that the Chamber may think desirable for the promotion of its Objects;**
- (s) To amalgamate with any one or more incorporated associations having Objects similar in whole or in part to those of the Chamber and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Chamber under these Rules;**
- (t) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated**

associations with which the Chamber is authorised to amalgamate;

- (u) **To transfer all or any part of the property, assets, liabilities and engagements of the Chamber to any one or more of the incorporated associations with which the Chamber is authorised to amalgamate;**
- (v) To make donations for charitable or community purposes in furtherance of the Objects of the Chamber;
- (w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged or in furtherance of the Objects of the Chamber; and
- (x) To do all such other things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Chamber.

**4.2. The Board may delegate the powers of the Chamber from time to time as they see fit to any other person or persons on such terms and conditions as the Board may see fit, provided such delegation is not contrary to the Act or these Rules.**

## **5. CLASSES OF MEMBERS**

5.1. The membership of the Chamber shall consist of Ordinary members, and any of the following classes of members: -

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

5.2. The number of Ordinary members, Honorary members, and Life members shall be unlimited.

**5.3. The Board may establish one or more sub-categories of Ordinary members for the purpose of determining membership fees or for such other purposes as the Board may consider reasonable from time to time, provided however that such sub-categories must not affect a member's right to vote at any meeting of the Chamber.**

## **6. MEMBERSHIP**

**6.1. Every person who at the date of adoption of these Rules was a member of the Chamber shall be admitted to the same class of membership of the Chamber as that member held prior to the adoption of these Rules and shall not be required to pay any further subscription until the next due date for payment of that subscription.**

6.2. Any person, duly incorporated company or duly registered business or firm, local authority, statutory authority or any association or body, whether statutory, incorporated or



otherwise being engaged in or connected with or professing an interest in business, organisation, trade, commerce, manufacturing and industry in North Queensland shall be eligible for membership of the Chamber. In these rules references to "person" or "persons" shall include such companies, businesses, firms, local authorities, statutory authorities, or other associations or bodies.

- 6.3. **Applications for membership must be submitted in writing by the applicant and be in the form decided by the Board from time to time.**
- 6.4. **The Board may elect a visitor to be an Honorary member of the Chamber. Honorary members shall be entitled to all privileges of the Chamber, but they shall not hold office or participate in any business of the Chamber; nor shall an Honorary member vote at any meeting of the Chamber.**
- 6.5. Upon the recommendation of the Board, any person, other than an Honorary member, may be elected as a Life Member at any Annual General Meeting or at a Special General Meeting called in accordance with these Rules. Only persons who have rendered distinguished service to the Chamber shall be elected as Life Members. **Life Members shall be entitled to all privileges of the Chamber however shall not be required to pay a membership fee.**

## **7. MEMBERSHIP FEES**

- 7.1. Every member, **other than Honorary Members and Life Members**, shall pay an annual subscription. The annual subscription is to be of an amount determined by the Board from time to time. **A member that has not paid the annual subscription fee is not a financial member and must not vote at any meeting of the Chamber.**
- 7.2. **The annual subscription is to be payable in accordance with the payment terms as determined by the Board from time to time.**

## **8. ADMISSION AND REJECTION OF MEMBERS**

- 8.1. **The Board must consider an application for membership at the next meeting of the Board after the receipt of the application for membership and the appropriate membership fee for the application. The Board must decide at the meeting whether to accept or reject the application.**
- 8.2. **Any applicant who receives a majority of votes of the members of the Board present at the meeting will be accepted as an Ordinary member of the Chamber.**
- 8.3. **Following the meeting of the Board, a member is deemed to have become a member of the Chamber provided the membership fee has been paid.**
- 8.4. **Upon the acceptance or rejection of an application for membership, the Chamber will give the applicant notice in writing of such acceptance or rejection.**

**8.5. Where an application is rejected, the Chamber must refund any membership fee that accompanied the application.**

## **9. TERMINATION OF MEMBERSHIP**

9.1. A member may resign from the Chamber at any time by giving notice in writing to the Chamber Secretary. Such resignation takes effect at the time such notice is received by the Chamber unless a later date is specified in the notice.

**9.2. The Board may terminate a member's membership if a member:-**

- (a) Is convicted of an indictable offence; or
- (b) **Wilfully refuses or fails to comply with the provisions of these Rules; or**
- (c) Has membership fees in arrears for a period of 2 months **or such greater period as may be determined by the Board from time to time; or**
- (d) Conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interest **of the Chamber;**

**Before the Board can terminate a member's membership, the Board must give the member a full and fair opportunity to show why the membership should not be terminated. If, after considering the representations made by the member, the Board decides to terminate the membership, the Chamber must give the member a written notice of the decision.**

**9.3. Where a member's membership is terminated, the member will continue to be liable for any and all moneys owing by the member to the Chamber and any membership fee paid to the Chamber for a period after the termination will not be refunded by the Chamber to the member.**

## **10. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

10.1. A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written **notification lodge with** the Secretary a written notice of the person's intention to appeal against the decision of the Board.

**10.2. The appeal will be considered by the Board only when and if new information not put forward in the original hearing is available.**

**10.3. The Board will instruct the Secretary to inform the member in writing of its final decision.**

## **11. REGISTER OF MEMBERS**

- 11.1. The Board shall cause a Register to be kept in which the names and addresses of all persons admitted to membership of the Chamber and the dates of their admission **is to be entered.**
- 11.2. **Particulars are to be entered in the Register, including current members, deaths, resignations, terminations and reinstatements of membership and any further particulars as the Board may require from time to time.**
- 11.3. The Register shall be open for inspection at all reasonable times by any member that applies for inspection. **The disclosure of members information shall be subject to the Chambers privacy policy as adopted by the Board from time to time however, no private individual member information is to be given, sold, traded or exchanged without the written consent of the member concerned.**

## **12. SECRETARY AND TREASURER**

- 12.1. The Board shall appoint the Secretary and Treasurer of the Chamber.
- 12.2. If a vacancy happens in the office of the Secretary or Treasurer, the members of the Board must appoint or elect a Secretary and/or Treasurer within 14 days after the vacancy happens.
- 12.3. **The Secretary and Treasurer must be individuals**
- (a) **residing in the State of Queensland; and**
  - (b) **be financial members of the Chamber; or**
  - (c) **be employed by an organisation that is a financial member of the Chamber; and**
  - (d) **be a member of the Chamber Board.**
- 12.4. The Board may appoint and remove the Secretary and Treasurer at any time.
- 12.5. **The removal of a Secretary or Treasurer by the Board does not affect the person or organisation's membership of the Chamber.**

## **13. MEMBERSHIP OF BOARD**

- 13.1. **The Board of the Chamber shall consist of**
- (a) **the Immediate Past President**
  - (b) **the President,**

- (c) the Deputy President,
- (d) the Treasurer,
- (e) the Secretary,
- (f) not less than two or more than seven voted Board Members, and
- (g) the Captain for the time being of the CPC.

All Board members must be financial members of the Chamber or representatives of financial members of the Chamber.

- 13.2. All Board members are elected for a minimum term of two years.
- 13.3. At least one member of the Board, other than the President, Deputy President, and Captain of the CPC, is to resign every year as determined by the Board from time to time. That member is eligible upon nomination for re-election in accordance with these Rules.
- 13.4. The CPC may nominate a person as Captain of the CPC. *The Captain of the CPC, if not already a Board member, can be elected in the same way as other Board Members and shall hold appointed voting Board position upon being elected as a Board member in accordance with these Rules.*
- 13.5. Following the completion of the term specified in Rule 13.2, Board member(s) can write to the President, requesting to remain a Board member for another term. The President will direct the Secretary to ask the Board to vote on extending the term of that Board member for a further term, but not exceeding three terms for a total of six years.
- 13.6. The specific Board member will not vote to remain. If the result is even, the President will decide the result.
- 13.7. At the end of each term, at the Board meeting immediately prior to the Annual General Meeting and at the next meeting of the Board in the event of any resignation, removal or vacancy, the Board shall elect by majority vote of the Board the President and Deputy President for a term of two years each, after which term they will retire from such position but remain on the Board; and
- a) The President will become the Immediate Past President
  - b) The Deputy President will become the President and
  - c) The Board will nominate and elect a Board member to be Deputy President
- 13.8. All Board members continuing to hold office must be reaffirmed at the Annual General Meeting.

**13.9. At the end of the term, the Immediate Past President will retire from office and is eligible upon nomination for re-election to the Board, in accordance with clause 13.1 of these Rules.**

**13.10. The Immediate Past President will act in a capacity of mentor to the Board and will not vote at Board meetings.**

13.11. The election of members of the Board takes place in the following manner:-

- (a) Not less than 42 days prior to the Annual General Meeting, the Secretary will send a notice to all members advising of the date and place for the Annual General Meeting and calling for nominations to fill vacancies for positions on the Board;
- (b) Any employee of a financial member can nominate to be a member of the Board;**
- (c) The nominee must be supported by 2 financial members of the Chamber;**
- (d) Any nomination is to be made in writing **using the form prescribed by the Board from time to time, and must be signed by the member's proposer, seconder and by the nominee;**
- (e) Nominations are to be lodged with the Secretary at least 28 days before the Annual General Meeting;**
- (f) A nomination is to be accompanied by:
  - (i) a short curriculum vitae for the nominee; and
  - (ii) a brief statement by that nominee outlining reasons for nomination and the benefits the nominee can bring to the Chamber as a member of the Board.

With the Board's approval, this material may be sent to members by the Secretary with the ballot papers.

- (g) The President may convene a nomination committee.**
- (h) The President may request for the nominee(s) to meet with the President and the nomination committee, in the lead up to the Annual General Meeting.**
- (i) The Secretary, or a nominated person, will provide every nominee with a current**
  - (i) Board member Position Description;**
  - (ii) Chamber Priority agenda; and**
  - (iii) Any other material the Board sees fit, including skills criteria identified by the nomination committee, which the nominee should address in his/her statement.**

- (j) A list of the nominees' names in alphabetical order, with the proposer's and seconder's names is to be posted in a conspicuous place in the office of the Chamber at least 21 days immediately preceding the Annual General Meeting;
- (k) **Should a nominee remove his/her nomination prior to the Annual General Meeting, he/she must inform the Secretary in writing at the time of the withdraw no less than 5 working days before the date of the Annual General Meeting.**
- (l) **After the closing date for nominations:-**
- (i) **If there are the same or less persons nominated to fill positions on the Board than vacancies available to be filled on the Board, such person or persons shall be declared elected at the Annual General Meeting.**
- (ii) **If there are more persons nominated to fill positions on the Board than vacancies available to be filled on the Board, then a voting poll must take place and the Secretary must appoint a date and time on which the votes will close, no less than 7 days prior to the date and time appointed for the Annual General Meeting.**
- (m) If a poll is required, the Secretary must issue voting papers to all financial members of the Chamber entitled to vote.
- (n) **Voting papers are to be sent in the manner directed by the Secretary, no less than five working days prior to the date appointed for the closing of the poll.**
- (o) **Only current financial members will be entitled to vote.**
- (p) **Only the primary contact of the organisation will be sent voting papers.**
- (q) **Only the primary contact or his/her designated appointee can vote.**
- (r) **Each voting paper must be in a form decided by the Board and must contain the names in alphabetical order of all nominees for election.**
- (s) **The Secretary must maintain a list of members who have been sent voting papers.**
- (t) **Each voting paper must be returned to the Secretary in the manner prescribed in the voting papers which requires a declaration of eligibility from the voter. Members must vote in accordance with the directions on the ballot paper.**
- (u) On examination of each declaration of eligibility to vote, the Secretary must keep a check-mark against the name of the voter on the list of voters.
- (v) **The Board must appoint not less than 2 financial members as scrutineers and such scrutineers must be independent from any nominee for election. The scrutineers must be present at the time and place appointed for the counting of the votes.**

- (w) After the Close of Vote and prior to the Annual General Meeting, the Secretary and the scrutineers must examine and count the votes received by each nominee in each section. The Secretary and the scrutineers must sign and date a statement containing the number of votes cast for each nominee.**
- (x) At the examination of votes, a voting paper must be rejected if: -
- (i) it is manifestly irregular;
  - (ii) it contains, in respect of any section, a greater number of marks than the number of nominees to be elected in the section;
  - (iii) it contains more than one mark for one position
  - (iv) it is not in accordance with the instructions on the ballot paper;**
  - (v) it is not completed by the member representative or primary contact or his/her delegated representative;**
  - (vi) it is so imperfectly completed that the intention of the voter cannot be determined.
- (y) If a voting paper has a defect when examined under sub-paragraph (x), the paper must be rejected only in respect of the section or sections affected by the defect.
- (z) At the Annual General Meeting, the nominee/s with the greatest number of votes will be elected as Board Members.**
- (aa) Unless a motion is passed at the Annual General Meeting to destroy the voting papers and the list of voters, the Secretary must place all voting papers and the list of voters in a packet immediately after declaring the result of any election and endorse on the packet details of the contents and the date of declaring the result. The Secretary must then retain the packet and its contents for one month after the date of declaring the result and must then destroy it. If any question arises concerning the votes cast before the destruction of voting papers, the contents of the packet maintained by the Secretary may be used as evidence on any question as to the votes.**

#### **14. RESIGNATION AND REMOVAL OF BOARD MEMBERS**

**14.1. Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the Secretary.**

**14.2. Such resignation takes effect at the time the notice is received by the Secretary, unless a later date is specified in the notice when it shall take effect on that later date.**

- 14.3. A member of the Board may be removed from office at a general meeting of the Chamber if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member. A member immediately vacates the office as Board member in circumstances mentioned in section 64(2) of the Act.
- 14.4. Before a vote of members is taken about removing a member from office at a meeting, that member of the Board shall be given a full and fair opportunity to show cause why he or she should not be removed from office and fully present his or her case. A member has no right of appeal against the members removal from office under this rule.

## 15. VACANCIES ON BOARD

- 15.1 The Board has power at any time to appoint any member of the Chamber to fill any casual vacancy on the Board until the next Annual General Meeting.
- 15.2 The continuing members of the Board may act notwithstanding any casual vacancy in the Board.
- 15.3 If their number is reduced below the number necessary for a quorum of the Board, the continuing member or members may act only:
- (a) for the purpose of increasing the number of members of the Board to that number; or
  - (b) summoning a General Meeting of the Chamber.

## 16. FUNCTIONS OF THE BOARD

- 16.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Chamber carried at any General Meeting, the Board: -
- (a) has the general control and management of the administration of the affairs, property and funds of the Chamber; and
  - (b) has authority to interpret the meaning of these Rules and any matter relating to the Chamber on which these Rules are silent.
- 16.2 The Board may exercise all the powers of the Chamber: -
- (a) To borrow or raise or secure the payment of money in such manner as the members of the Chamber may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the



Chamber's property, both present and future, and to purchase, redeem or pay off any such securities;

- (b) To borrow money from members at a rate of interest not exceeding interest at the rate of the time being charged by bankers in Queensland for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Chamber, and to provide and pay off any such securities; and
- (c) To invest in such manner as the Board members of the Chamber may from time to time determine.

## **17. MEETINGS OF BOARD**

**17.1. The Board will meet once a month to exercise its functions.**

**17.2. The Board may hold meetings or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen. A Board member who participates in the meeting using technology is taken to be present at the meeting.**

17.3. A Special Meeting of the Board can be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Board, which clearly states the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

**17.4. At every meeting of the Board, the number of members required to constitute a quorum is to be equal to half of the number of members presently elected and appointed to the Board, rounded down, plus one.**

**17.5. The Board may meet and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Board are decided by a majority of votes and, in the case of equality of votes, the question is deemed to be decided in the negative.**

17.6. A member of the Board is not to vote in respect of any contract or proposed contract with the Chamber in which the member is interested, or any matter arising thereout, and if the member does so vote then that member's vote is not be counted.

17.7. Not less than **24 hours notice** is to be given by the Secretary to members of the Board of any special meeting of the Board. Such notice shall clearly state the nature of the business to be discussed thereat.

**17.8. The President presides as Chairperson at every meeting of the Board, or**

- (a) **if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Deputy President is**

to be the Chairperson;

- (b) or if the Deputy President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.

17.9. If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board, shall lapse.

17.10. In any other case it is to be adjourned to another day, time and place as the Board may determine.

17.11. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for that meeting, the meeting shall lapse.

17.12. Each member of the Board must, subject to the following provisions, attend not less than three quarters of all monthly meetings of the Board.

- (a) Failure by any member of the Board to satisfy the attendance requirement set out may, if so resolved by the Board, disqualify that person from continuing to hold office as a member of the Board;
- (b) The President may grant leave of absence to a Board member in reasonable circumstances, in which case the provisions in this Rule do not apply.

## 18. DESIGNATION OF POWERS OF BOARD

18.1. The Board may delegate any of its powers to a **committee**, consisting of such members of the Chamber as the Board thinks fit. Any committee so formed **will**, in the exercise of the powers delegated to it, conform with any regulations that may be imposed by the Board.

18.2. The Board elects a Chairperson of each Committee, **except the CPC**. Each Chairperson of each **Committee, except the CPC**, must be a member of the Board. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 10 minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be the Chairperson of the meeting.

18.3. A **committee** may meet as and when it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

18.4. The Board may appoint to a committee a member who is not a Board member, in an advisory role only, on a needs basis and to advise on complex issues.

- 18.5. Without limiting the generality of this Rule, the Board may appoint, establish or abolish Committees from time to time.
- 18.6. The Chairperson or Captain of **the CPC** must be appointed in accordance with the terms of reference document applicable to the **CPC** and will become a member of the Board as of right.
- 18.7. **The CPC may meet as and when it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.**
- 18.8. **The CPC has the power to organise as they see fit.**
- 18.9. **The Chamber Project Committee does not have the same powers as the Chamber stated in Rule 4.**
- 18.10. **All projects elected to be undertaken by the CPC must be submitted to the Board for approval.**

## 19. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- 19.1. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board will :-
- (a) notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or
  - (b) that the members of the Board or any of them were disqualified,
- be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

## 20. RESOLUTIONS OF BOARD WITHOUT MEETING

- 20.1. A resolution in writing by a quorum of the members of the Board for the time being entitled to receive notice of a meeting of the Board is to be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. **A written response to the resolution will be recorded as a minute in the same manner as it is for a meeting of the Board duly convened and held.**

## 21. ANNUAL GENERAL MEETINGS

- 21.1. Within six months of the close of the financial year, the Board will
- (a) prepare or cause to be prepared a statement containing –

- (i) the income and the expenditure of the Chamber during its last financial year;
- (ii) the assets and liabilities of the Chamber at the close of the said year; and
- (iii) all mortgages, charges and securities of any description affecting any of the property of the Chamber at the close of the said year;

(b) present the audited statement to the annual general meeting for adoption.

21.2. The other business to be transacted at every annual general meeting will be -

- (a) Receiving of the Board's report on the activities of the Chamber during the preceding year;
- (b) Election of members of the Board; and
- (c) The appointment of an auditor.

## **22. SPECIAL GENERAL MEETINGS**

22.1. The Secretary must call a special general meeting by giving each member of the Chamber notice of the meeting within fourteen (14) days after:

- (a) being directed to call the meeting by the Board; or
- (b) **being given a written request signed by:**
  - (i) **at least 33% of the number of members of the Board 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 Board when the request is signed plus 1;**

22.2. **Such requisition will clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.**

## **23. QUORUM AT GENERAL MEETING**

23.1. At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Board plus one.

23.2. No business will be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.

**23.3. 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 Board or the Chamber:**

- (a) the meeting is to be adjourned for at least 7 days; and**
- (b) the Board is to decide the day, time and place of the adjourned meeting**

**23.4. 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. If a meeting is adjourned under sub-rule 23.3, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.**

#### **24. NOTICE OF GENERAL MEETING**

**24.1. The Secretary shall convene all general meetings of the Chamber by giving not less than 14 days notice of any such meeting to the members of the Chamber provided that in the case of annual general meetings the Secretary shall give at least 42 days notice.**

**24.2. The manner by which such notice is given is to be determined by the Board, provided that notice of any meeting convened is given in writing. Notice of a general meeting is to clearly state the nature of the business to be discussed at the meeting.**

#### **25. PROCEDURE AT GENERAL MEETING**

**25.1. Unless otherwise provided by these Rules, at every general meeting:-**

- (a) The President or such person as nominated by the President shall act as Chairperson; or**
- (b) If there is no President, or if the President or nominated person is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy President will be the Chairperson; or**
- (c) If the Deputy President is not present or is unwilling to act, then the members present will elect one of their number to be Chairperson of the meeting.**

**25.2. The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner. At any general meeting,**

- (a) Every question, matter or resolution will be decided by a majority of votes of the members present;**
- (b) Only current financial members can vote;**
- (c) Only one vote may be cast by each financial member;**

- (d) Only the primary contact of the organisation can vote or his/her designated appointee can vote;
- (e) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting;
- (f) *A member may take part and vote at a meeting in person, by proxy, by attorney or by technology as the Board may consider suitable for such purposes from time to time. If a member wants a proxy to vote for or against a resolution, a written instrument appointing a proxy in the form as determined by the Board must be given to the Secretary before the start of the meeting. A member who participates in a meeting in a way mentioned in this clause is taken to be present at the meeting.*
- (g) If the vote is even, the Chairperson may have a casting vote;
- (h) Voting will be done in a manner decided by the Board. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot;
- (i) If a secret ballot is held, the Chairperson must appoint 2 members or employees of the Chamber to conduct the secret ballot in the way the Chairperson decides;
- (j) 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;
- (k) The Secretary will cause full and accurate minutes of all questions matters, resolutions and other proceedings of every Board meeting and general meeting to be entered in a record to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection;
- (l) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Board meeting verifying their accuracy;
- (m) Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting, provided that the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

## 26. BY-LAWS

26.1. The Board has the power from time to time to make such by-laws for the furtherance of the Objects of the Chamber and in particular, but without limiting the generality hereof,

- (a) for the management and fiscal arrangements of the Chamber, and

- (b) for the conduct of meetings of the Chamber, as it may consider necessary or desirable, provided at all times.;
- (c) however, that any such by-laws may be rescinded, amended or otherwise altered in whole or in part by the Chamber in general meeting; and provided further, however, that the same are not inconsistent with these Rules.

**26.2. Any such rescission or amendment by the Chamber will not be deemed an amendment to these Rules and the Rule affecting amendment hereinafter contained will not apply to such by-laws.**

## **27. ALTERATION OF RULES**

- 27.1. Subject to the provisions of the Act, these Rules may be amended, rescinded or added to from time to time by a special resolution carried by the votes of three quarters of the members present and entitled to vote at any general meeting.**
- 27.2. Provided that no such amendment, rescission or addition shall be valid until it has been registered with the Chief Executive under the Act.**

## **28. COMMON SEAL**

**28.1. The Board will provide for a Common Seal and for its safe custody. The Common Seal will only be used by the authority of the Board and every instrument to which the seal is affixed will be signed by a member of the Board and will be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.**

## **29. FUNDS AND ACCOUNTS**

- 29.1. The funds of the Chamber will be deposited in the name of the Chamber in such bank or permanent building society as the Board may from time to time direct.**
- 29.2. Proper books and accounts will be kept and maintained in the English language showing correctly the financial affairs of the Chamber and the particulars usually shown in books of a like nature.**
- 29.3. All monies will be deposited as soon as practicable after receipt thereof.**
- 29.4. The funds of the Chamber will be received by the Treasurer or a designated representative, and deposited to the credit of the Chamber with such Bank as the Chamber shall from time to time determine. All funds will be under the control of the Board. All payments sanctioned by the Board will be authorised by any two of the following - The President, the Deputy President, the Treasurer or the Executive Officer or such other person as resolved by the Board.**

- 29.5. The Board shall determine the amount of petty cash which might be maintained by the Chamber from time to time.
- 29.6. Each year the Board shall approve a budget as prepared by the Treasurer and all expenses which are contained in the Chamber's budget which has been approved and adopted by the Board do not need further approval or ratification however all expenditure shall be reported to the Board with the Board meeting papers.**
- 29.7. Any expenses which arise and which are not in the budget which has been approved and adopted by the Board, can be:**
- (a) if urgent:**
    - (i) approved by any two of the President, Deputy President, Treasurer or Chief Executive Officer; and**
    - (ii) then ratified at the next meeting of the Board;**
  - (b) if not urgent, approved at the next meeting of the Board.**
- 29.8. As soon as practicable after the end of each financial year, the Treasurer will 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.
- 29.9. All such statements will be examined by the auditor who shall present a report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 29.10. All the income and property of the Chamber will be used and applied solely in promotion of its Objects and in the exercise of its powers as set out in these Rules. No portion will be distributed, paid or transferred directly or indirectly by way of dividend, bonus, or otherwise, by way of profit to, or amongst the members of the Chamber provided that nothing in these Rules prevents the payment in good faith of interest to any such member in respect of monies advanced by the member to the Chamber or otherwise owing by the Chamber to the member or of remuneration to any officers or servants of the Chamber or to any member of the Chamber or other person in return for any services actually rendered to the Chamber provided that nothing in these Rules is to be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Chamber or reasonable and proper rent for premises demised or let to the Chamber.

### **30. DOCUMENTS**



30.1. The Board will provide for the safe custody of books, documents and instruments of title and securities of the Chamber.

**31. FINANCIAL YEAR**

31.1. The financial year of the Chamber closes on the 30th June in each year.

**32. DISTRIBUTION OF SURPLUS ASSETS**

32.1. If the Chamber is wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same is not be paid to or distributed among the members of the Chamber, but will be given or transferred to some other institution or institutions having Objects similar to the Objects of the Chamber, and which 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 **Rule 29 (10)**, such institution or institutions to be determined by the members of the Chamber.

Townsville Chamber Rules submitted to Members December 2018