

FOURTH SCHEDULE
THE TOWNSVILLE CHAMBER OF COMMERCE INC,
RULES

1. NAME

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

2. OBJECTS

- 2.1. The Chamber is established to fulfil the following objects throughout the city of Townsville and its environs, and North Queensland generally (hereinafter referred to as "the Area"):-
- (a) To promote and protect the internal and external trade commerce, manufacturing and industry of the Area;
 - (b) To consider all questions connected with such trade, commerce, manufacturing and industry;
 - (c) To promote and oppose legislative, executive and other measures affecting such trade, commerce, manufactures and industries;
 - (d) To collect and circulate statistics, and other information relating to such trade, commerce, manufacturing and industry;
 - (e) To formulate codes of practice by which the transaction of business may be simplified or facilitated and to recommend the same to the community or any part thereof; and
 - (f) To promote and protect the well-being of the community in the Area.

In these Rules "North Queensland" shall mean all that part of the Territory of the State of Queensland north of the twenty-second parallel of South latitude.

- 2.2. The Chamber shall be a non-profit making 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 herein shall prohibit the payment in good faith of remuneration to any officers or servants of the Chamber or to any other person in return for services actually rendered to the Chamber.

3. POWERS

3.1. The powers of the Chamber are:-

- (a) To take over the funds and other assets and the liabilities of the present unincorporated association known as "THE TOWNSVILLE CHAMBER OF COMMERCE";
- (b) To subscribe to become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Chamber provided that the Chamber shall not 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 or by virtue of Rule 29. 1 0;
- (c) In furtherance of the objects of the Chamber to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Chamber or invited guests;
- (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 appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes 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) In furtherance of the objects of the Chamber 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, as may from time to time be deemed expedient 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 any newspapers, periodicals, books or leaflets that the Chamber may think desirable for the promotion of its objects;
- (s) In furtherance of the objects of the Chamber to amalgamate with any one or more incorporated associations having objects altogether or in part similar 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 or by virtue of Rule 29. 10;
- (t) In furtherance of the objects of the Chamber 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) In furtherance of the objects of the Chamber 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 patriotic, charitable or community purposes;
- (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; 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. CLASSES OF MEMBERS

- 4.1. The membership of the Chamber shall consist of ordinary members, and any of the following classes of members:-
 - (a) Life members; and
 - (b) Honorary members.
- 4.2. The number of ordinary members, life members and honorary members shall be unlimited.

5. MEMBERSHIP

- 5.1. Every person who at the date of incorporation of the Chamber was a member of the unincorporated association and who on or before the date of incorporation agrees to become a member of the Chamber shall be admitted by the Management Committee (hereinafter called the Board) to the same class of membership of the Chamber as that member held in the unincorporated association and shall not be required to pay any firmer subscription until the next due date for payment of that subscription.
- 5.2. 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 trade, commerce, industry or business 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.
- 5.3. Every applicant for any class of membership of the Chamber [other than the members of the unincorporated Chamber referred to in Sub-Rule 1] shall be proposed by one member of the Chamber. Applications for membership shall be in accordance with the form prescribed by the Board from time to time and the same shall be signed by the applicant .
- 5.4. The Board may elect a visitor as an Honorary member. All duly accredited representatives of the Government of foreign powers provided that they personally shall not be engaged in trade or commerce within the State of Queensland, shall ipso facto upon representation to the Board become Honorary members. 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 they vote at any meeting.
- 5.5. Upon the recommendation of the Board, any member other than an Honorary member may be elected a Life Member at any Annual General Meeting or at a Special General Meeting called in accordance with these Rules. Only members who have rendered distinguished service to the Chamber shall be elected Life Members.

6. MEMBERSHIP FEES

- 6.1. Every member, except Honorary members, shall pay an annual subscription. The annual subscription shall be such amount as shall be determined by the Board from time to time.
- 6.2. The annual subscription shall be payable within 30 days of the Chamber invoicing a member. All initial subscriptions shall be payable immediately upon admission.

7. ADMISSION AND REJECTION OF MEMBERS

- 7.1. At the next meeting of the Board after the receipt of any application for any class of membership, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant.
- 7.2. Any applicant who receives a majority of the votes of the members of the Board present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 7.3. Upon the acceptance or rejection of an application for any class of membership, the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection. Following the meeting of the Board, a member shall be deemed to have become a member immediately upon payment by the member of the member's initial annual subscription.

8. TERMINATION OF MEMBERSHIP

- 8.1. A member may resign from the Chamber at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 8.2. If a member:-
 - (a) Is convicted of an indictable offence; or
 - (b) Fails to comply with any of the provisions of these Rules; or
 - (c) Has membership fees in arrears for a period of 2 months or for a greater period as may be determined by the Board; or
 - (d) Conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interest of the Association;

the Board may consider whether the member's membership shall be terminated.

- 8.3. The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Board resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9.1. A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of the person's intention to appeal against the decision of the Board.
- 9.2. 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 of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Board or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.
- 9.3. Where a person whose application is rejected, does not appeal against the decision of the Board within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

10. REGISTER OF MEMBERS

- 10.1. The Board shall cause a Register to be kept in which shall be entered the names and addresses of all persons admitted to membership of the Chamber and the dates of their admission.
- 10.2. Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Board or the members at any general meeting may require from time to time.
- 10.3. The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

10A. SECRETARY

- 10A.1 The Board shall appoint the Secretary of the Chamber.
- 10A.2 If a vacancy happens in the office of the Secretary the members of the Board must appoint or elect a Secretary within 14 days after the vacancy happens.
- 10A.3 The Secretary must be an individual residing in the State of Queensland who is a member of the Association.
- 10A.4 The Board may appoint and remove the Secretary at any time.

11. MEMBERSHIP OF BOARD

- 11.1. The Board of the Chamber shall consist of the President, the Deputy President, the Immediate Past President, not less than two or more than seven Board Members, the Treasurer, the Secretary, and the Chairperson for the time being of the Young Chamber of Commerce Sub-Committee established in accordance with rule 16.5, all of whom shall be members of the Chamber or representatives of members of the Chamber.
- 11.2. At the annual general meeting of the Chamber, all the members of the Board for the time being (other than the Secretary and the immediate Past President and the Chairperson for the time being of the Young Chamber of Commerce Sub-Committee) shall retire from office, but shall be eligible upon nomination for re-election.
- 11.3. The election of officers and other members of the Board shall take place in the following manner:-
- (a) The Secretary shall not less than 42 days prior to the Annual General Meeting send notices to all members advising of the date and place for the Annual General Meeting and calling for nominations for positions on the Board;
 - (b) Any 2 members of the Chamber shall be at liberty to nominate any other member to serve as an officer or other member of the Board;
 - (c) Any nomination shall be in writing and signed by the member's proposer and seconder and by the nominee and shall be lodged with the Secretary at least 28 days before the Annual General Meeting at which the election is to take place;
 - (d) A nomination may be accompanied by:
 - (i) a short curriculum vitae for the nominee; and
 - (ii) a brief statement not exceeding one hundred words 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.
- (e) A list of the candidates names in alphabetical order, with the proposer's and seconder's names shall be posted in a conspicuous place in the office of the Chamber at least 21 days immediately preceding the Annual General Meeting;

- (f) A person may be nominated for more than one position on the Board but may only hold one position on the Board at any time.
- (g) After the due date for nomination, if: -
 - (i) there are 2 or more persons nominated for any of the offices of President, Deputy President or Treasurer; or
 - (ii) there are 8 or more persons nominated as a Board Member; then

Secretary must appoint a date and time on which the votes for such positions will close, which must be 4.00pm on the day prior to the date appointed for the Annual General Meeting.
- (h) If a poll is required the Secretary must issue voting papers to all members of the Chamber entitled to vote so that they are received in the ordinary course of delivery, not less than 7 days prior to the date appointed for the closing of the poll. Each voting paper must be in a form decided by the Board and must contain the names in alphabetical order of all candidates for election arranged in the sections required, namely:-
 - (i) President;
 - (iii) Deputy President;
 - (iv) Treasurer;
 - (v) Board Member.
- (i) The Secretary must keep a certified list of those members who have been sent voting papers. Each voting paper must be returned to the Secretary in the manner prescribed in the voting papers which shall require a declaration of eligibility to be signed by the voter.
- (j) To vote, a voter must mark the voting paper by placing a mark in the square opposite the name of the chosen candidate or candidates. The voter then must sign the declaration of eligibility to vote and return the voting paper and declaration to the Secretary in the manner specified in the voting papers.
- (k) 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.

- (l) The Board must appoint not less than 2 members as scrutineers (excluding a candidate for election). The scrutineers must be present at the time and place appointed for the Annual General Meeting.
- (m) Prior to the Annual General Meeting the Secretary and the scrutineers must examine and count the votes received by each candidate in each section. The Secretary and the scrutineers present at the meeting must sign and date a statement containing the number of votes cast for each candidate.
- (n) 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 in squares opposite the names of candidates than the number of candidates to be elected in the section; or
 - (iii) it is so imperfectly completed that the intention of the voter cannot be determined.
- (o) If a voting paper has a defect under sub-paragraph (n), the paper must be rejected only in respect of the section or sections affected by the defect.
- (p) All members of the Chamber present at the Annual General Meeting entitled to vote who have not previously lodged with the Secretary a vote in accordance with the preceding paragraphs, shall be entitled to vote for such candidates at the Annual General Meeting. No member who is present at the Annual General Meeting shall be entitled to vote at the Annual General Meeting if that member has previously lodged a vote. The voting shall be conducted by secret ballot in accordance with the provisions of Clause 24. 1(e).
- (q) The candidate for each office with the greatest number of votes in that section is the candidate elected. In the case of the Board Member, the candidates, up to the number required, with the most votes are elected as Board Members.
- (r) After the closing date for nominations, if there is only: -
 - (i) one person nominated as President;
 - (ii) one person nominated for Deputy President;
 - (iii) one person nominated for Treasurer; or
 - (iv) seven or less persons nominated for Board Member;

then such person or persons shall be declared elected at the next Annual General Meeting.

- (s) The voting for the positions on the Board shall take place in the order of positions listed in Clause 11.3(h). If a person is nominated for more than one position on the Board, and the person is elected to one of those nominated positions, then all subsequent nominations for that person shall lapse.
- (t) At the conclusion of an election, if there is a vacancy in the office of the President or Treasurer because of a lack of nominations or the death or ineligibility of the candidate, that vacancy must be filled as a casual vacancy according to these rules.
- (u) At the conclusion of an election, if there is a vacancy in the office of Deputy President or Board Member because of a lack of nominations or the death or ineligibility of a candidate, that vacancy may be filled as a casual vacancy according to these rules, if the Board so desires
- (v) Unless a motion is passed 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 at an election before the destruction of voting papers, the contents of the packet maintained by the Secretary may be received in evidence in a Court with jurisdiction to determine the question as proof of the votes.

12. RESIGNATION AND REMOVAL OF BOARD MEMBERS

- 12.1. Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Chamber where that member shall be given the opportunity to fully present the members case. The question of removal shall be determined by the vote of the members present at such a general meeting.

13. VACANCIES ON BOARD

- 13.1. The Board shall have 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.

- 13.2. The continuing members of the Board may act notwithstanding any casual vacancy in the Board, 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 Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Chamber, but for no other purpose.

14. FUNCTIONS OF THE BOARD

- 14.1. 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) Shall have the general control and management of the administration of the affairs, property and funds of the Chamber; and
- (b) Shall have authority to interpret the meaning of these Rules and any matter relating to the Chamber on which these Rules are silent.

- 14.2. 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 members of the Chamber may from time to time determine.

15. MEETINGS OF BOARD

- 15.1. The Board shall meet at least once every two calendar months to exercise its functions.

- 15.2. A special meeting of the Board shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Board, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 15.3. At every meeting of the Board four members of the Board shall constitute a quorum.
- 15.4. Subject as previously provided in this Rule, the Board may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Board 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.
- 15.5. A member of the Board shall not 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 shall not be counted.
- 15.6. Not less than fourteen days notice shall 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.
- 15.7. The President shall preside as Chairperson at every meeting of the Board, or 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 shall be Chairperson 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.
- 15.8. 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. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 15.9 (a) Each member of the Board must, subject to the following provisions, attend not less than three quarters of all monthly meetings of the Board;
- (b) Failure by any member of the Board to satisfy the attendance requirement set out in the preceding sub-clause will, if so resolved by the Board, disqualify that person from continuing to hold office as a member of the Board;
- (c) The Board may from time to time grant leaves of absence to any member of the Board in which case the preceding provisions in sub clauses (a) and (b) above shall not apply.

16. DESIGNATION OF POWERS OF BOARD

- 16.1. The Board may delegate any of its powers to a sub-committee, consisting of such members of the Chamber as the Board thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform with any regulations that may be imposed on it by the Board.
- 16.2. The Board must elect a Chairperson of each Sub-Committee except the Young Chamber of Commerce Sub-Committee. Each Chairperson of each Sub-Committee, except the Young Chamber of Commerce Sub-Committee 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.
- 16.3. A sub-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.
- 16.4. Without limiting the generality of this Rule, the Board may appoint, establish or abolish Sub-Committees from time to time:-
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- 16.5. The Chairperson of the Young Chamber of Commerce Sub-Committee must be appointed in accordance with the terms of reference document applicable to the Young Chamber of Commerce Sub-Committee and will become a member of the Board as of right.

17. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- 17.1. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, 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 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.

18. RESOLUTIONS OF BOARD WITHOUT MEETING

- 18.1. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

19. FIRST GENERAL MEETING

19.1. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Chamber, and at such place as the Board may determine.

20. ANNUAL GENERAL MEETINGS

20.1. The Board of the Chamber shall within six months of the close of the financial year:-

- (a) Prepare or cause to be prepared a statement containing the following particulars:-
 - (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.

20.2. The other business to be transacted at every annual general meeting shall 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.

21. SPECIAL GENERAL MEETINGS

21.1. The Secretary shall convene a special general meeting:-

- (a) When directed to do so by the Board; or
- (b) On the requisition in writing signed by not less than one-third of the members presently on the Board or not less than the number of ordinary members of the Chamber which equals double the number of members presently on the Board plus one. Such requisition shall clearly state the reasons why such special general

meeting is being convened and the nature of the business to be transacted thereat;
or

- (c) On being given a notice in writing of an intention to appeal against the decision of the Board to reject an application for membership or to terminate the membership of any person.

22. QUORUM AT GENERAL MEETING

- 22.1. 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.
- 22.2. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this Rule "member" includes a person representing a corporation which is a member.
- 22.3. If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board or the Chamber, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 22.4. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if, so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. NOTICE OF GENERAL MEETING

- 23.1. 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.
- 23.2. The manner by which such notice shall be given shall be determined by the Board, provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of the member's membership

by the Board, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

24. PROCEDURE AT GENERAL MEETING

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

- (a) The President shall preside as Chairperson, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy President shall be the Chairperson or if the Deputy President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting;
- (b) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- (c) Subject to the provisions of Clause 11.3, every question, matter or resolution shall be decided by a majority of votes of the members present;
- (d) Every member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote, provided that no member shall be entitled to vote at any general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting;
- (e) Subject to the provisions of Clause 11.3, voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting of which the ballot was demanded;
- (f) A member may vote in person and on a show of hands every person present who is a member shall have one vote and in a secret ballot every member present in person shall have one vote; and
- (g) No member shall be allowed to appoint a proxy to vote on the member's behalf at any general meeting. No system of proxy voting shall apply to the Chamber;
- (h) The Secretary shall 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 book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. 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. 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.

25. BY-LAWS

- 25.1. The Board shall have 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, for the management and fiscal arrangements of the Chamber, and for the conduct of meetings of the Chamber, as it may consider necessary or desirable, provided at all times, 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. Any such rescission or amendment by the Chamber shall not be deemed an amendment to these Rules and the Rule affecting amendment hereinafter contained shall not apply to such by-laws.

26. ALTERATION OF RULES

- 26.1. Subject to the provisions of the *Associations Incorporation Act 1981* ("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: Provided that no such amendment, rescission or addition shall be valid until it has been registered with the Chief Executive under the Act.

27. COMMON SEAL

- 27.1. The Board shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a member of the Board and shall 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.

28. FUNDS AND ACCOUNTS

- 28.1. The funds of the Chamber shall be deposited in the name of the Chamber in such bank or permanent building society as the Board may from time to time direct.

- 28.2. 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.
- 28.3. All monies shall be deposited as soon as practicable after receipt thereof.
- 28.4. The funds of the Chamber shall be received by the Treasurer or by the Secretary, and deposited to the credit of the Chamber with such Bank as the Chamber shall from time to time determine. All funds shall be under the control of the Board. All payments sanctioned by the Board shall be signed 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.
- 28.5. Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- 28.6. The Board shall determine the amount of petty cash which might be maintained by the Chamber from time to time.
- 28.7. All expenditure shall be approved or ratified at a Board meeting.
- 28.8. 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.
- 28.9. All such statements shall 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.
- 28.10. All the income and property of the Chamber shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out in these Rules and no portion thereof shall 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 shall prevent 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.

29. DOCUMENTS

- 29.1. The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Chamber.

30. FINANCIAL YEAR

- 30.1. The financial year of the Chamber shall close on the 30th June in each year.

31. DISTRIBUTION OF SURPLUS ASSETS

- 31.1. If the Chamber shall be wound up in accordance with the provisions of the *Associations Incorporation Act* 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Chamber, but shall 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 28 (10), such institution or institutions to be determined by the members of the Chamber.