



CONSTITUTION OF THE TOOWOOMBA CHAMBER OF COMMERCE & INDUSTRY INC.

NAME

1.

The name of the incorporated association shall be "The Toowoomba Chamber of Commerce and Industry Inc. (in these Rules called "the Chamber")

AREA OF OPERATION

2.

The general area of operation of The Chamber will be within the boundaries of the gazetted local government area of Toowoomba City and environs.

OBJECTS

3.

The objects for which the Chamber is established are:-

- a. to establish a rapport with civic, business, ethnic and other sectors of the Toowoomba community and be recognized as representing and presenting the view of commerce to the general community on behalf of the business community of Toowoomba;
- b. to keep members informed on important matters affecting trade, commerce and industry, retail and tourism and to render a varied and comprehensive service to members according to their requirements from time to time;
- c. to promote the image and perception of Toowoomba as a great place to live, work and play.

POWERS

4.

The powers of the Chamber are:

- a. To subscribe to, become a member of and co-operate with any other Chamber, club or organization, 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, Chamber or organization 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 35.k.;

- b. 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 persons frequenting the Chamber's premises;
- c. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real or 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;
- d. 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;
- e. 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;
- f. 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 Chamber, or in or about the incorporated Chamber or promotion of the incorporated Chamber or in the furtherance of its objects;
- g. 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, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- h. To promote, undertake and carry on research and every type of investigation with respect to industrial, commercial, economic, fiscal, social, educational, legal, environmental or any other matters thought necessary or desirable in the promotion of the objects of the Chamber;
- i. To engage professional assistance of any kind and remunerate any person for services rendered or to be rendered in or about the formation, reconstruction or promotion of the Chamber or the conduct of its affairs;
- j. 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 including the conduct of bank accounts as are deemed necessary by the Chamber.

- k. To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- l. 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;
- m. 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 over-draft or otherwise to represent or secure any moneys 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 Chamber's property or assets present or future and to purchase, redeem or pay-off any such securities;
- n. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- o. 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;
- p. 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;
- q. To take any gift of property whether subject to any special trusts or not, for any one or more of the objects of the Chamber but subject always to the proviso in Sub-Rule d.;
- r. 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;
- s. To use or cause to be used any form of media, radio or television or to print and publish including by electronically recorded means any newspapers, periodicals, books, leaflets, emails or facsimiles and to establish, acquire and maintain any electronic web site/s that the Chamber may think desirable for the promotion of its objects;

- t. In furtherance of the objects of the Chamber to amalgamate with any one or more incorporated Chambers 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 34 (j);
- u. 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 authorized to amalgamate;
- v. 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 Chambers with which the Chamber is authorized to amalgamate;
- w. To make donations for patriotic, charitable or community purposes;
- x. 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;
- y. 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.

CLASSES OF MEMBERS

- 5.
 - a. The membership of the Chamber shall consist of ordinary members and any of the following classes of Members:-
 - (i) Life Members;
 - (ii) Honorary Members;
 - (iii) Special Members;
 - (iv) Future Leaders Members
 - b. The number of ordinary members shall be unlimited.

MEMBERSHIP

- 6.
 - a. The Manager for the time being of the Chamber may, if authorised in writing by the Chamber Board, accept applicants for membership subject to formal ratification by the Chamber Board at it's next meeting. This authority will be granted personally to the manager named in writing by the Chamber Board and will lapse upon that Manager's resignation. If the Manager for the time being of the Chamber does not hold written authority from the Chamber Board pursuant to this clause 6.a. the following clauses will apply.

- b. At the next meeting of the Chamber Board after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Chamber Board, who shall thereupon determine upon the admission or rejection of the applicant;
- c. Any applicant who receives a majority of the votes of the members of the Chamber 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;
- d. Upon the acceptance or rejection of any application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

ORDINARY MEMBERSHIP

7.

- a. Any person, firm, corporation or duly constituted Association engaged in or connected with commerce, trade, industry or business in Queensland is eligible for election as an ordinary member of the Chamber.
- b. Each branch of a firm or corporation carrying on business in the same trading name in Toowoomba may be an ordinary member of the Chamber and exercise a separate vote.
- c. Ordinary members who are not individual persons shall be represented by some officer (notified in writing to the Secretary) and whenever the words, "he", "his" or "him" or "she", "hers" or "her" appear in this Constitution in relation to a member they shall be deemed to include ordinary members which are acting through such representatives.

LIFE MEMBERS

8.

- a. The Board may elect life members who will be entitled to all the privileges of subscribing members without payment of subscription.
- b. The number of life members at any one time shall be no more than ten (10).

HONORARY MEMBERS

9.

- a. In the case of an ordinary member's default in non-payment of subscription arising from temporary absence from the State, and upon a member applying in writing may apply for honorary membership, the Chamber Board may grant honorary membership to such member. The member is entitled to resume his privileges on payment (within six (6) months after his return) of his annual subscription for the then current year.

- b. The Chamber Board may elect a visitor as an honorary member, who shall be entitled to all the privileges of a subscribing member save the privilege of voting at all meetings of the Chamber.
- c. The number of honorary members at any one time shall be no more than twenty (20).

FUTURE LEADERS

10.

- a. Any person aged between 18-35 years who is engaged in or connected with commerce, trade, industry or business in Queensland is eligible for acceptance as a Future Leader Member of the Chamber.
- b. Membership of Future Leaders does not constitute ordinary membership. Similarly, membership of Future Leaders does not entitle one to vote on any matters pertaining to the Chamber.
- c. Future Leader Members are entitled to write a separate set of By-Laws with respect to the management of their membership.
- d. The Chairperson of Future Leaders Members, if any, is entitled on ratification by the Chamber Board to occupy an additional Board members position pursuant to clause 17 of these rules.

SPECIAL MEMBERS

11. The Board may determine that any one or more persons, firms, corporations or duly constituted associations engaged in or connected with commerce, trade, industry or business in Queensland have, by virtue of their involvement in any trade association or some other affiliation, a need for a special class of membership. The Board may determine the nature of such membership and the rights attached to such membership or class of membership.

SUBSCRIPTIONS

12.

- a. The amount of and time for payment of annual subscriptions payable by a member will be determined by the Chamber Board from time to time. In making its determinations, the Chamber Board may prescribe different rates for different classes of members and any other basis of differentiation that the Board decides or this Constitution may require.
- b. The Board shall have the power to determine varied levels of subscription fees based on the number of employees engaged by members or such other criteria as the Board may, from time to time, decide is appropriate.

TERMINATION OF MEMBERSHIP

13.

- a.
 - (i) A member may resign from the Chamber at any time by giving notice in writing to the Secretary. Resignation or termination of membership does not clear debts owed to the Chamber. Upon resignation or termination of membership for whatever reason whatsoever, members must pay any outstanding debts including arrears of subscription owed to the Chamber;
 - (ii) Such resignation shall take effect at the time such notice is received by the Chamber unless a later date is specified in that notice when it shall take effect on that later date.
- b. If a member:-
 - (i) is convicted of an indictable offence; or
 - (ii) fails to comply with any of the provisions of these Rules; or
 - (iii) becomes Bankrupt or takes the benefit of an Act for the relief of insolvent persons; or
 - (iv) has membership fees in arrears for a period of three months or more unless the Board resolves to extend the period for a further two months in which case the amount must be paid within four months; or
 - (v) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Chamber; or
 - (vi) as a corporation, association, authority or firm becomes defunct or is wound up

the Chamber Board may consider whether his membership shall be terminated, except in the circumstances contemplated by 13(b)(iv) in which case the Chamber Manager shall be entitled to terminate memberships subject to formal ratification by the Board at its next meeting;

- c. The member concerned shall be given a full and fair opportunity of presenting his case and if the Chamber Board resolves to terminate his membership it shall instruct the Secretary to advise the member in writing accordingly.
- d. The Board may reinstate the membership of any former member of the Chamber once a member has cleared all debts owed to the Chamber in accordance with Rule 13.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

14.

- a. 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 his intention to appeal against the decision of the Chamber Board.
- b. 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 by him of such notice, a general meeting to determine the appeal.
- c. At any such meeting the applicant shall be given the opportunity to fully present his 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.
- d. The appeal shall be determined by the vote of the members present at such meeting.
- e. 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.

REGISTER OF MEMBERS

15.

- a. The Chamber Board shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Chamber and the dates of their admission.
- b. Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Chamber Board or the members at any general meeting may require from time to time.
- c. The Register may be maintained electronically in which case the provision of a printed copy of the Register for be available for inspection in compliance with Rule 15.d.
- d. The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

MEMBERSHIP OF THE CHAMBER BOARD

16.

- a. The Board of the Chamber shall consist of a President, Immediate Past President, Vice-President, a Secretary and a Treasurer, all of whom shall be members of the Chamber, and such other members being not less than three (3) and not more than eight (8) as the members of the Chamber at any general meeting may from time to time elect or appoint. One person may fill the position of Secretary/Treasurer.
- b. The President, Vice-President and Secretary unless otherwise provided in this Constitution shall hold office for a term of 1 year. Unless provided otherwise in this Constitution each for the remaining Members of the Chamber Board shall hold office for a term of 2 years.
- c. The initial Members of the Chamber Board shall be each of the persons who, as at the adoption of this amended Constitution, were duly elected to and holding the position of Member of the Chamber Board under Rule 16.a. of the constitution of the Chamber which applied immediately before the adoption of this Constitution.
- d. The initial Members of the Chamber Board shall resign at the first Annual General Meeting of the Chamber following adoption of this constitution and shall be eligible for re-election in accordance with Rule 16.f.
- e. Thereafter the Members of the Chamber Board shall be elected in accordance with Rule 16.g. and appointed at the Annual General Meeting of the Chamber Board.
- f. A retiring Member of the Chamber Board is eligible for re-election.
- g. All initial Members of the Chamber Board shall retire at the first Annual General Meeting of the Chamber following the adoption of this amended Constitution. Subsequent to the election of the Members of the Chamber Board at that Annual General Meeting in accordance with Rule 15.i., the rotation of elections of Members of the Chamber Board shall take place in the Following manner:
 - (i) half of the Members of the Chamber Board, the identities of whom shall be determined by lot, shall hold their position for a period of approximately one year from the first Annual General Meeting of the Chamber following the adoption of this Constitution;
 - (ii) the remaining half of the Members of the Chamber Board, the identities of whom shall be determined by lot, shall hold their position for a period of approximately two years from the first Annual General Meeting of the Chamber following the adoption of this Constitution;
 - (iii) thereafter unless otherwise provided in this constitution all Members of the Chamber Board shall hold their position for the period of approximately two years following his or her election as a Member of the Chamber Board.

- (iv) Elections shall be held in accordance with Rule 16 to fill vacancies of the Chamber Board.
- h. The officers of the Chamber Board are:
 - (i) President;
 - (ii) Vice President;
 - (iii) Secretary; and
 - (iv) Treasurer.
- i. The election of officers and other members of the Chamber Board shall take place in the following manner:-
 - (i) Nominations for the positions of President, Senior Vice President, Secretary and Treasurer and for other members of the Chamber Board for the year shall be lodged by any member of the Chamber in writing and must be accompanied by the written consent of a person who is nominated. Such nomination to be lodged up to the time of closing of the monthly meeting preceding the date of the annual meeting: Failing a sufficient number being nominated the vacancies to be filled by the members at the annual general meeting.
 - (ii) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Chamber for at least seven days immediately preceding the annual general meeting;
 - (iii) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - (v) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
 - (vi) The position of President, Vice President, Secretary and Treasurer shall be for the period immediately after the Annual General Meeting to the next Annual General Meeting.

ADDITIONAL BOARD MEMBERS

17.

- a. There may be three Board Members appointed in addition to those prescribed in clause 16.a.
- b. A majority of the Chamber Board may appoint the additional member(s) for the remaining term of the current Board.
- c. An additional Board Member must be a member of the Chamber.

ALTERNATE DIRECTORS

18.

- a. A Board member may apply to nominate an alternate director to attend Board Meetings provided such application is made in writing and that Board approval is given prior to the alternate director attending any meeting.
- b. An alternate director must be a member of the Chamber.

APPOINTMENT OF SECRETARY/TREASURER AND AUDITOR

19.

- a. At the first meeting of the Chamber Board after each annual election, it may engage the services of a paid Secretary/Treasurer also an Auditor (who need not be a member) and such other Officer or Officers as may be required; and at any time suspend or dispense with such paid Secretary/Treasurer, Officer or Officers, which shall be confirmed at a subsequent meeting of the Chamber Board.

RESIGNATION/LEAVE OF ABSENCE FROM CHAMBER BOARD

20.

- a. Any member of the Chamber Board may resign from membership of the Chamber 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 his case. The question of removal shall be determined by the vote of the members present at such a general meeting.
- b. Any member of the Chamber Board who shall, without leave, be absent for three consecutive meetings may have his seat declared vacant, and the Chamber Board shall be empowered to fill the same in accordance with the provisions of Rule 20 hereof.

VACANCIES ON CHAMBER BOARD

21.

- a. The Chamber Board shall have power at any time to appoint any member of the Chamber to fill any casual vacancy on the Chamber Board until the next annual general meeting;
- b. The continuing members of the Chamber Board may act notwithstanding any casual vacancy in the Chamber 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 Chamber Board, the continuing member or members may act for the purpose of increasing the number of members of the Chamber Board to that number or of summoning a general meeting of the Chamber, but for no other purpose.

FUNCTIONS OF THE CHAMBER BOARD

22.

- a. The Chamber Board is empowered to do all things required for the management of the Chamber and for the furtherance of the Chamber's objectives, except those things which, according to this Constitution, must be done by the Chamber in General Meetings;
- b. The Board may, from time to time, appoint or dismiss any executive or staff if it deems to be necessary for the purpose of carrying out the objects of the Chamber and may pay or allow salaries and allowances, superannuation and recompenses that the Board, from time to time, deem appropriate;
- c. The Board may enter into contracts on behalf of the Chamber that it deems advisable and at all times may dispose of funds of the Chamber that it deems to be in the interests of and for carrying out the objects of the Chamber;
- d. The Board may refer questions of genuine importance to the members of the General Meeting.

MEETINGS OF CHAMBER BOARD

23.

- a. The Chamber Board shall meet at least once every calendar month to exercise its functions.
- b. A special meeting of the Chamber Board shall be convened by the President at his discretion or by the Secretary on the requisition in writing signed by not less than one-third of the members of the Chamber Board or 5 (five) members of the Chamber, which requisition must:
 - (i) be in writing;
 - (ii) state the reason for which the Meeting is being called;
 - (iii) state the nature of the business to be dealt with at such Special Meeting;and

- (iv) notice must be given by circular to all Chamber Board members at least 7 (seven) days prior to the Meeting;

in the case of emergency, the Chamber Board may convene a special meeting and 48 (forty-eight) hours notice shall be given of such meeting in the terms prescribed in Clause 22 (b) (i), (ii) & (iii) hereof but may otherwise be given electronically.

- c. At every meeting of the Chamber Board a simple majority of a number equal to the number of members elected and/or appointed to the Chamber Board as at the close of the last general meeting of the members, shall constitute a quorum.
- d. Subject as previously provided in this Rule, the Chamber Board may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Chamber 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.
- e. A member of the Chamber Board shall not vote in respect of any contract or proposed contract with the Chamber in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- f. The President, or at his request, a member of the Chamber Board, or in the President's absence, a Vice-President, or in their absence, the immediate Past President, shall preside as Chairman at meetings of the Chamber Board: In the event of all being absent, the meeting shall elect its own Chairman from the members of the Board then present. The Chairman shall have a vote and a casting vote.
- g. If within one quarter of an hour from the time appointed for the commencement of a Chamber Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Chamber 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 Chamber 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.

COMMITTEES

24.

- a. The Chamber Board may delegate any of its powers to a Committee consisting of such members of the Chamber as the Chamber Board thinks fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Chamber Board.
- b. Each Committee may appoint its own Chairperson. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may

choose one of their number to be Chairman of the meeting.

- c. A Committee may meet and adjourn as 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.

DEFECT IN APPOINTMENTS/DISQUALIFICATION

25.

- c. All acts done by any meeting of the Chamber Board or of a Committee or by any person acting as a member of the Chamber Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Chamber Board or person acting as aforesaid, or that the members of the Chamber 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 Chamber Board.

RESOLUTIONS OUTSIDE A MEETING

26.

- a. A resolution in writing signed by all members of the Chamber Board for the time being entitled to receive notice of a meeting of the Chamber Board shall be as valid and effectual as if it had been passed at a meeting of the Chamber 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 Chamber Board.

ANNUAL GENERAL OR GENERAL MEETINGS

27.

- a. The annual general meeting of the Chamber shall be held as soon as practicable after the end of the financial year or as soon thereafter as may be convenient on the giving of not less than 28 (twenty-eight) days notice.
- b. The business to be transacted at every annual general meeting shall be:-
 - (i) the receiving of the Chamber Board's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Chamber for the preceding financial year;
 - (ii) the receiving of the Auditor's report upon the books and accounts for the preceding financial year;
 - (iii) the election of members of the Chamber Board;
 - (iv) dealing with any other business of which it has been given notice of at least 21 (twenty-one) days before the Meeting.

- c. The Secretary shall convene a special general meeting:-
 - (i) when directed to do so by the Chamber Board; or
 - (ii) on the requisition in writing signed by not less than one-third of the members presently on the Chamber Board or not less than the number of ordinary members of the Chamber which equals double the number of members presently on the Chamber 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
 - (iii) on being given a notice in writing of an intention to appeal against the decision of the Chamber Board to reject an application for membership or to terminate the membership of any person.
- d. At any general meeting the number of members required to constitute a quorum shall be equal to the number of members presently on the Chamber Board plus one.
- e. 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 purpose of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- f. If within one quarter of 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 Chamber 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 Chamber Board may determine, and if at the adjourned meeting a quorum is not present within one quarter half an hour from the time appointed for the meeting, the members present shall be a quorum.
- g. The Chairman 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 any adjournment or of the business to be transacted at an adjourned meeting.

NOTICE OF MEETINGS

28.

- a. Subject to any specific provision set out in this Constitution, the Secretary shall convene all general meetings of the Chamber by giving not less than seven days notice of any such meeting to the members of the Chamber.

- b. The manner by which such notice shall be given shall be determined by the Chamber 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 his membership by the Chamber Board, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

CONDUCT OF MEETINGS

29.

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

- a. The President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, either one of the Vice-Presidents shall be the Chairman with the Senior Vice-President having first preference of if either of the Vice-Presidents are not present or are unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;
- b. the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- c. 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 Chairman shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
- d. 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 Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- e. a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorized representatives shall have one vote;
- f. the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an office or attorney duly authorized. A proxy may but need not be a member of the Chamber. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;

- h. where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

TOOWOOMBA CHAMBER OF COMMERCE AND INDUSTRY INC.

I, _____ of, _____, being a member of the abovenamed Chamber, hereby appoint of _____, or failing him, _____ of _____, as my proxy to vote for me on my behalf at the (annual) general meeting of the Chamber, to be held on the _____ day of _____, 20____, and at any adjournment thereof.

Signed this _____ day of _____, 20____.

Signature _____

**This form is to be used * in favour of the resolution * against
*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit.);**

- i. the instrument appointing a proxy shall be deposited with the Secretary twenty-four hours prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote;
- j. the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Chamber Board meeting and general meeting to be recorded and such records be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.

BY-LAWS

30.

The Chamber Board may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Chamber and any by-law may be set aside by a general meeting of members.

ALTERATION OF RULES

31.

Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

HONORARIUM

32.

The Chamber shall have power to confer an Honorarium on any of its officers.

DUTIES OF SECRETARY

33.

- a. The duties of the Secretary shall be:-
 - To correctly keep or cause to be kept the records and minutes of the Chamber;
 - To receive or cause to be received all letters, memoranda and applications and register of members;
 - To arrange or cause to be arranged all business for the consideration of the Chamber and its several Committees;
 - To conduct or cause to be conducted the correspondence of the Chamber;
 - To give or cause to be given due notice of all meetings of the Chamber and its Committees;
 - To collect and arrange or cause to be collected all statistical information that may be deemed valuable by the Chamber; and
 - To assist in all matters connected with the affairs of the Chamber.
- b. The Secretary shall cause the Register of Members as described in clause 15 to be maintained.

DUTIES OF TREASURER

34.

The duties of the Treasurer shall be:-

- To keep or cause to be kept the books and accounts;
- To collect or cause to be collected the subscriptions and all other monies and to pay same to the credit of the Chamber Bank Account;
- The Treasurer shall check or cause to be checked all accounts before payment, sign cheques (if required) in conjunction with the duly appointed members of the Board and if none appointed the President or Secretary and present or cause to be presented the annual financial statements; and
- The Treasurer shall also submit or cause to be submitted to each monthly meeting of the Chamber Board a statement of the Chamber's financial position.

FUNDS AND ACCOUNTS

35.

- a. The funds of the Chamber shall be banked in the name of the Chamber in such Bank, Building Society or other financial institution as the Chamber Board may from time to time direct.

- b. Proper books of 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.
- c. All moneys shall be banked as soon as practicable after receipt thereof.
- d. All amounts of one hundred (\$100) or over shall be paid by cheque, electronic funds transfer or such other means approved by the Chamber Board from time to time.
- e. Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplements which may be open.
- f. The Chamber Board shall determine the amount of petty cash that shall be kept on the imprest system.
- g. The Chamber Board shall determine from time to time a maximum amount that may be expended by the Manager for an individual transaction without prior approval
- h. All expenditure shall be approved or ratified at a Chamber Board meeting.
- i. As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:-
 - (i) the income and expenditure for the financial year just ended; and
 - (ii) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Chamber at the close of that year.
- j. All such statements shall be examined by the Auditor who shall present his report upon such audit to the Treasurer prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- k. The income and property of the Chamber whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein 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 herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Chamber or otherwise owing by the Chamber to him or 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 further that nothing herein contained shall 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.

DOCUMENTS

36.

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

FINANCIAL YEAR

37.

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

DISTRIBUTION OF SURPLUS ASSETS

38.

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 35.k. such institution or institutions to be determined by the members of the Chamber.