

CONSTITUTION
TOOWOOMBA CHAMBER OF COMMERCE AND INDUSTRY INC.

NAME

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

AREA OF OPERATION

2. The general area of operation of the Chamber will be within the Toowoomba city boundary.

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

1. 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(j);

- 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 35(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; and
 - (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 its 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 Rule 6(a) the following Sub-Rules 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 their privileges on payment (within six (6) months after their return) of their 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).

10. FUTURE LEADERS

- 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, which must be approved by the Chamber Board before adoption by Future Leaders.
- d. The Chairperson of Future Leaders members, if any, is entitled on ratification by the Chamber Board to occupy an additional Board position pursuant to Rule 17.

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

- c. The member concerned shall be given a full and fair opportunity of presenting its case and if the Chamber Board resolves to terminate its 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 their 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 their 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 this Constitution 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 of Members 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, Vice-President, a Secretary and a Treasurer, all of whom shall be members of the Chamber, and such other members being not more than four(4) 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, Treasurer and Secretary and other Board Members (including any person holding those positions at the date of the adoption of this amended constitution) unless otherwise provided in this Constitution shall hold office for a term of 1 year.
 - c. Members of the Chamber Board shall resign prior to each general meeting of the Chamber following adoption of this amended Constitution and shall be eligible for re-election in accordance with Rule 16(i) at the annual general meeting.

Elections shall be held in accordance with Rule 16(e) to fill vacancies on the Chamber Board.

- d. The officers of the Chamber Board are:
 - (i) President;
 - (ii) Vice President;
 - (iii) Secretary; and
 - (iv) Treasurer.
- e. The election of officers and other members of the Chamber Board shall take place in the following manner:-
 - (i) Nominations signed by two (2) Full and/or Life Members and accompanied by the written consent of the nominee shall be submitted in such time as to be in the hands of the Secretary at least thirty (30) days before the date set apart for the Annual General Meeting;
 - (ii) If the candidates duly nominated do not exceed the number required for election to the various offices, a notification of the names of the persons so nominated shall

be forwarded to each Member of the Chamber and at the Annual General Meeting such candidates shall be declared to be elected. If the candidates nominated exceed the number required for election to the various offices, a ballot paper setting out the names of the candidates and the respective offices for which they have been nominated together with a resume of each candidate's professional experience, shall be posted to each Member of the Chamber not less than twenty-one (21) days before the date of the Annual General Meeting and each such Member desirous of voting on the election of officers shall complete the ballot paper so posted to him/her in the manner directed on such ballot paper and shall deliver or post such completed ballot paper so as to reach the Office of the Chamber at least three (3) clear days before the date of the Annual General Meeting. Any ballot paper that shall reach the Office of the Chamber later than three (3) clear days before the date of the Annual General Meeting shall be disregarded.

Three scrutineers shall be appointed by the Board to count and examine, pursuant to paragraph (iii) of this Article, the ballot papers received at the Office of the Chamber at least three (3) clear days before the date of the Annual General Meeting and such scrutineers shall report in writing to the President, the result of the election which shall be announced to the Meeting.

- (iii) The papers shall be examined and the votes counted in the following order: President, Vice-President, Secretary, Treasurer, Board Members. The result of the voting for each respective office shall be announced. If any person shall have nominated for more than one office then upon it being declared that such person has obtained a majority of votes for one office such person's other nominations shall immediately lapse and all votes cast for such person in respect of any other office shall not be counted and shall be disregarded in determining the outcome of voting for such office.

ADDITIONAL BOARD MEMBERS

- 17.
 - a. There may be three Board Members appointed in addition to those prescribed in Rule 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. At the first meeting of the Chamber Board after each annual election, it may engage the services of a paid Secretary/Treasurer, 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 their 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 their 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 this Constitution 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 Chamber Board may, from time to time, appoint or dismiss any 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 Chamber Board, from time to time, deem appropriate or is otherwise required to pay;
 - c. The Chamber 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 Chamber 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 monthly at least 11 times per calendar year to exercise its functions.
 - b. A special meeting of the Chamber Board shall be convened by the President at his/her 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 Rule 22(b)(i), (ii) and (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 their vote shall not be counted.
- f. The President, or at his/her request, a member of the Chamber Board, or in the President's absence, the Vice-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 directions that may be imposed on it by the Chamber Board.
 - b. Each Committee may appoint its own Chairman. 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.
- a. 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 their 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 this Constitution, 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, the Vice-President shall be the Chairman or if the Vice-President is not present or is 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 their 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 authorised 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 their 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 INC.

I, _____ of, _____,
being a member of the abovenamed Chamber, hereby appoint
of _____, or failing him/her, _____ 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, repeal or approve by-laws, not inconsistent with this Constitution, for the internal management of the Chamber, including but not limited to, its Committees and Future Leaders and any by-law may be set aside by a general meeting of members.

ALTERATION OF CONSTITUTION

- 31. Subject to the provisions of the *Associations Incorporation Act 1981*, this Constitution 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:-
 - o To correctly keep or cause to be kept the records and minutes of the Chamber;
 - o To receive or cause to be received all letters, memoranda and applications and the Register of Members;
 - o To arrange or cause to be arranged all business for the consideration of the Chamber and its Committees;
 - o To conduct or cause to be conducted the correspondence of the Chamber;
 - o To give or cause to be given due notice of all meetings of the Chamber and its Committees;
 - o To collect and arrange or cause to be collected and arranged all statistical information that may be deemed valuable by the Chamber; and
 - o To assist in all matters connected with the affairs of the Chamber.
 - b. The Secretary shall cause the Register of Members as described in Rule 15 to be maintained.

DUTIES OF TREASURER

34. The duties of the Treasurer shall be:-
- o To keep or cause to be kept the books and accounts;
 - o 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;
 - o 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
 - o 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, credit union 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 recoupments 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 Secretary for an individual transaction without prior approval.
 - h. All expenditure shall be approved or ratified at a Chamber Board meeting or by a Committee delegated with such authority by the Chamber Board.

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.
- i. All such statements shall be examined by the Auditor who shall present their 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.

- j. 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(j), such institution or institutions to be determined by the members of the Chamber.