CONSTITUTION

TOOWOOMBA CHAMBER OF COMMERCE AND INDUSTRY INC.

1 NAME

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

2 AREA OF OPERATION

2.1 The general area of operation of the Chamber will be within the Toowoomba area.

3 OBJECTS

3.1 The objects for which the Chamber is established are:

(1) to establish a rapport with civic, business, culturally diverse and other sectors of the Toowoomba community and be recognised as representing and presenting the view of commerce to the general community on behalf of the business community of Toowoomba;

(2) 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;

(3) to advocate for Members (individually and collectively) and for positive developments in the trade and commerce space generally, at a local, State and National level;

(4) to facilitate opportunities for Members to connect and develop mutually-beneficial relationships;

(5) to facilitate and support professional development, training and upskilling opportunities for Members; and

(6) to facilitate opportunities for young people in business to be exposed to professional development and advancement opportunities;

(the **Objects**).

4 POWERS

4.1 The Chamber has all of the powers of an ordinary individual and may do all such acts and things that it is permitted to do by law and which may be deemed reasonably necessary or incidental to the achievement of the Objects specified in clause 3.

5 CLASSES OF MEMBERS

5.1 The membership of the Chamber shall consist of Ordinary Members and any of the following classes of members:

(1) Life Members; and

(2) Special Members;

(who are all **Members**).

5.2 The number of Ordinary Members shall be unlimited.

6 MEMBERSHIP

6.1 The management of the Chamber may, upon receipt of both the completed application for membership and the fee applicable for that class of membership, accept that application for membership subject to formal ratification by the Chamber Board at its next meeting.

6.2 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.

6.3 Any applicant who receives a majority of the votes of the Chamber Board Members present at the meeting at which such application is being considered shall be formally accepted as a Member to the class of membership applied for.

6.4 Upon the acceptance or rejection of any application for any class of membership, the management of Chamber shall forthwith give the applicant notice in writing of such acceptance or rejection.

7 ORDINARY MEMBERSHIP

7.1 Any person, firm, corporation or duly constituted association engaged in or connected with commerce, trade, industry or business in Queensland is eligible to apply to be an Ordinary Member of the Chamber.

7.2 Each branch of a firm or corporation carrying on business in the same trading name may be an Ordinary Member of the Chamber and exercise a separate vote, provided each branch has applied for membership and paid the applicable membership fee.

7.3 Ordinary Members who are not individual persons shall be represented by some officer (notified in writing to the management of Chamber) (**Member Representative**) 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 their Member Representatives.

8 LIFE MEMBERS

8.1 The Chamber Board may elect Life Members who will be entitled to all the privileges of Ordinary Members without payment of membership fees.

8.2 The number of Life Members shall be unlimited.

9 SPECIAL MEMBERS

9.1 The Chamber 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 Chamber Board may determine the nature of such membership and the rights (and applicable membership fees, if any) attached to such membership or class of membership.

9.2 The number of Special Members shall be unlimited.

10 MEMBERSHIP FEES

10.1 The amount of and time for payment of annual membership fees 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.

10.2 The Board shall have the power to determine varied levels of membership 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.

11 TERMINATION OF MEMBERSHIP

11.1 A Member may resign from the Chamber at any time by giving notice in writing to the management of Chamber or the Chamber Board. Resignation or termination of membership does not clear debts owed to the Chamber.

11.2 Upon resignation or termination of membership for whatever reason whatsoever:

(1) the Member must pay any outstanding debts, including arrears of membership fees, owed to the Chamber; and

(2) 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.

11.3 If a Member (the **Defaulting Member**):

(1) is convicted of an indictable offence; or

(2) fails to comply with any of the provisions of this Constitution; or

(3) becomes bankrupt or takes the benefit of an Act for the relief of insolvent persons; or

(4) conducts themselves in a manner considered to be injurious or prejudicial to the reputation, character or interests of the Chamber; or

(5) as a corporation, association, authority or firm becomes defunct or is wound up;

the Chamber Board may consider whether the membership of the Defaulting Member shall be terminated.

11.4 Before the Chamber Board terminates a Defaulting Member's membership, the Chamber Board must give the Defaulting Member a full and fair opportunity to show why the membership should not be terminated.

11.5 If, after considering all representations made by the Defaulting Member, the Chamber Board decides to terminate the membership, the Chamber Board must give the Defaulting Member written notice of the decision.

11.6 Any Member who has had their membership terminated by the Chamber Board pursuant to this clause 11 will need to reapply in accordance with clause 6 if they wish to become a Member again.

11.7 If a Member owes any outstanding debt, including arrears of membership fees, to the Chamber for a period of two months or more, the Member's membership is deemed terminated at the Chamber Board's discretion unless or until all the Member's outstanding debts to the Chamber are paid in full.

12 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

12.1 A person or organisation whose application for membership has been rejected or a Defaulting Member whose membership has been terminated may, within 14 days of receiving written notification thereof, lodge with the Chamber Board written notice of their intention to appeal against the decision of the Chamber Board.

12.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership in accordance with clause 12.1, the Chamber Board shall convene, within three months of the date of receipt of such notice, a general meeting to determine the appeal.

12.3 At any such meeting, the applicant shall be given the opportunity to fully present their case and, subsequently, the Chamber Board or those Chamber Board Members thereof who rejected the application for membership or terminated the membership shall likewise have the opportunity of presenting its or their case.

12.4 The appeal shall be determined by the vote of the Members present and eligible to vote at such meeting.

12.5 Where a person whose application is rejected does not appeal against the decision of the Chamber Board within the time or in the way prescribed by this Constitution or so appeals but the appeal is unsuccessful and has paid a membership fee, the Chamber management shall forthwith refund a portion of the membership fee equivalent to the part of the year which has not yet transpired.

13 REGISTER OF MEMBERS

13.1 The Chamber Board shall cause a Register of Members to be kept (the **Register**), in which shall be entered the names and residential or business addresses of all persons or organisations admitted to membership of the Chamber.

13.2 Particulars shall also be entered into the Register of 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.

13.3 The Register shall be open for inspection at all reasonable times by any Member who applies to the Chamber Board in writing for such inspection on not less than 2 business days' notice.

13.4 The Register may be maintained electronically in which case the provision of a printed copy of the Register for inspection in compliance with clause 13.3 will suffice.

13.5 However, the Chamber Board may, on the application of a Member and at its discretion, withhold information about the Member (other than the Member's full name) from the Register available for inspection.

14 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

14.1 A Member must not:

(1) use information obtained from the Register to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or

(2) disclose information obtained from the Register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes.

14.2 Clause 14.1 does not apply if the use or disclosure of the information is approved by the Chamber or the Member whose information is to be used or disclosed.

15 MEMBERSHIP OF THE CHAMBER BOARD

15.1 Subject to clause 16, the Chamber Board shall consist of:

(1) a President;

(2) two Vice Presidents,

(3) a Treasurer;

(4) at least one (1), but no more than four (4) other board members, all of whom shall be Members or owners or employees of a Member (the **Ordinary Board Members**); and

(5) up to two (2) additional board members, appointed in accordance with clause 16 (the **Additional Board Members**);

(each a **Chamber Board Member**).

15.2 Prior to the Annual General Meeting of the Chamber, at least 50% of the Chamber Board Members must resign from office as follows:

(1) For years ending in an even number, the President, one Vice President, one Ordinary Board Member and two Additional Board Members who have served two (2) consecutive years;

(2) For years ending in an odd number, one Vice President, the Treasurer and any Ordinary Board Members or Additional Board Members who have served two (2) consecutive years and not resigned in the previous year;

15.3 For clarity, where there are two or more people in a particular Chamber Board Member role who have served at least two (2) consecutive years and clause 15.3 requires a specific number of people in that Chamber Board Member role to resign, the Chamber Board Member must resign in chronological succession based on who has served a longer period of time in that Chamber Board Member role or

if they have served the same length of time, by mutual agreement or if no agreement can be reached in accordance with the internal policy of the Chamber Board.

15.4 At each Annual General Meeting of the Chamber and subject to clause 15.2, any Chamber Board Members who resign are eligible for re-election at the Annual General Meeting.

15.5 Notwithstanding any other clause within this Constitution, any person appointed to the position of President may serve a maximum of three (3) terms of two (2) years, after which that person is ineligible for re-election to the position of President.

15.6 Elections of Chamber Board Members shall be held in accordance with clause 15.8.

15.7 The **Officers** of the Chamber Board are:

(1) President;

(2) two Vice Presidents;

(3) Treasurer; and

(4) such of the Ordinary Board Members or Additional Board Members that the President, Vice-Presidents and Treasurer appoint as Officers of the Chamber Board.

15.8 The election of Chamber Board Members shall take place in the following manner:

(1) nominations signed by two (2) owners or employees of Members and accompanied by the written consent of the nominee shall be submitted in such time as to be in the hands of Chamber management at least thirty (30) days before the date set for the Annual General Meeting;

(2) an owner or employee of a Member (**Nominee**) may nominate for President, Vice President, Treasurer and/or Ordinary Board Member. If a Nominee so nominates, but is unsuccessful in their bid to become President, Vice President or Treasurer, the Nominee may still stand for election as an Ordinary Board Member;

(3) if the Nominees duly nominated do not exceed the number required for election to the respective positions, a notification of the names of the persons so nominated shall be forwarded to each Member and at the Annual General Meeting such Nominees shall be declared to be elected;

(4) if the Nominees duly nominated exceed the number required for election to the respective positions, a ballot paper setting out the names of the Nominees and the respective positions for which they have been nominated, together with a resume of each Nominee's professional experience, shall be posted or emailed to each Member by Chamber management not less than twenty-one (21) days before the date of the Annual General Meeting. Each such Member desirous of voting on the election of Chamber Board Members shall complete the ballot paper posted or emailed to them in the manner directed on such ballot paper and shall deliver, post or email 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 reaches the office of the Chamber later than three (3) clear days before the date of the Annual General Meeting shall be disregarded;

(5) three (3) scrutineers shall be appointed by the Chamber Board to count and examine (pursuant to clause 15.8(6)) the ballot papers received in accordance with clause 15.8(4) and such scrutineers shall report in writing to the President the result of the election, which shall be announced to the Annual General Meeting; and

(6) the papers shall be examined and the votes counted in the following order: President, Vice-President, Vice-President, Treasurer, Ordinary Board Members. If any Nominee shall have nominated for President, Vice President or Treasurer and Ordinary Board Member, then upon it being declared that such Nominee has obtained a majority of votes for one Officer position, such Nominee's other nomination shall immediately lapse and all votes cast for such person in respect of an Ordinary Board Member position shall not be counted and shall be disregarded in determining the outcome of voting for such position.

15.9 The requirements of this clause 15.9 apply in relation to the office of Treasurer, in addition to those requirements specified in clause 15.8:

(1) the Chamber Board may specify skills-based criteria that must be met by the Treasurer in the Chamber Board's discretion (the **Treasurer Criteria**);

(2) the Treasurer must satisfactorily demonstrate to the Chamber Board that he or she satisfies the Treasurer Criteria;

(3) if the Chamber Board is not satisfied that the Treasurer satisfies the Treasurer Criteria, the Chamber Board must:

(a) notify the Treasurer (the **Outgoing Treasurer**) of their decision in this regard and upon the giving of that notice, the Outgoing Treasurer will no longer be the Treasurer of the Chamber and will become an Ordinary Board Member; and

(b) appoint a person (who need not be a Chamber Board Member, but must be an owner or employee of a Member) to the position of Treasurer who, in the Chamber Board's discretion, meets the Treasurer Criteria.

16 ADDITIONAL BOARD MEMBERS

16.1 The Chamber Board may appoint up to two (2) owners or employees of Members as Additional Board Members.

16.2 A majority of the Chamber Board may agree on the skills required of and appoint the Additional Board Member/s.

17 ALTERNATE BOARD MEMBER

17.1 A Chamber Board Member may apply to nominate an alternate person (**Alternate Board Member**) to attend Chamber Board meetings in place of the said Chamber Board Member provided such application is made in writing to the Chamber Board and that Chamber Board approval is given prior to the Alternate Board Member attending any Chamber Board meeting.

17.2 An Alternate Board Member must be an owner or employee of a Chamber Member.

18 APPOINTMENT OF SECRETARY, AUDITOR

18.1 At the first meeting of the Chamber Board after each Annual General Meeting (and from time-to-time as required), the Chamber Board may appoint the services of a paid or unpaid secretary to fulfil the role of Secretary of the Chamber, an auditor (who need not be a Member) and such other officer as may be required.

18.2 At any time the Chamber Board may suspend or terminate the appointment of any paid or unpaid Secretary, auditor or other officer, but must ensure that a new Secretary is appointed within one month after a vacancy of that role occurs.

18.3 The Chamber Board must ensure that the Secretary is an individual residing in Queensland, or in another State but not more than 65km from the Queensland border.

18.4 The appointment of a person as Secretary does not confer on that person the role or title of Chamber Board Member. However, for the sake of clarity, a Chamber Board Member may also be appointed as the Secretary, in addition to their role as a Chamber Board Member.

18.5 If the Secretary is also a Chamber Board Member and the Chamber Board resolves to suspend or terminate the appointment of the Secretary at any time, the suspension or termination does not affect the person's membership of the Chamber Board.

18.6 The Secretary's functions include:

(1) calling general meetings, including preparing notices of a meeting and of the business to be conducted at the meeting, in consultation with the President;

(2) keeping minutes of each meeting;

(3) keeping copies of all correspondence and other documents relating to the Chamber; and

(4) maintaining the Register.

18.7 Clause 18.6 does not:

(1) limit any other function that the Secretary has under any other provision of the *Associations Incorporation Act 1981* (Qld) (the **Act**); nor

(2) prevent the Chamber from assigning the Secretary additional tasks and duties.

19 RESIGNATION/LEAVE OF ABSENCE FROM CHAMBER BOARD

19.1 Any Chamber Board Member may resign from the Chamber Board at any time by giving notice in writing to the President, but such resignation shall take effect at the time such notice is received by the President, unless a later date is specified in the notice, in which case it shall take effect on that later date.

19.2 A Chamber Board Member may be removed from office at a General Meeting of the Chamber where that Chamber Board 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 General Meeting.

19.3 Any Chamber Board Member who shall, without leave approved by the Chamber Board, be absent for three consecutive Chamber Board meetings may have their seat declared vacant, and the Chamber Board shall be empowered to fill the same in accordance with clause 20.

20 VACANCIES ON CHAMBER BOARD

20.1 The Chamber Board shall have power at any time to appoint any owner or employee of a Member to fill any casual vacancy on the Chamber Board until the next Annual General Meeting.

20.2 The continuing Chamber Board Members may act notwithstanding any casual vacancy on 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 Chamber Board Members may act for the purpose of:

(1) increasing the number of Chamber Board Members to that number; or

(2) summonsing a general meeting of the Chamber;

but for no other purpose.

21 FUNCTIONS OF THE CHAMBER BOARD

21.1 The Chamber Board is empowered to do all things required for the management of the Chamber and for the furtherance of the Chamber's Objects, except those things which, according to this Constitution, must be done by the Chamber in general meetings.

21.2 The Chamber Board may, from time to time, appoint or dismiss any staff deemed 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.

21.3 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.

21.4 The Chamber Board may refer questions of genuine importance to the Members at a general meeting.

22 MEETINGS OF CHAMBER BOARD

22.1 The Chamber Board shall meet at least five (5) times per calendar year to exercise its functions.

22.2 A special meeting of the Chamber Board shall be convened by the President at their discretion or by Chamber management on the request in writing signed by not less than one third of the Chamber Board Members or five (5) Members, which request must:

(1) be in writing;

(2) state the reason for which the meeting is being called;

(3) state the nature of the business to be dealt with at such special meeting; and

(4) notice must be given to all Chamber Board Members at least seven (7) days prior to the meeting.

22.3 In the case of emergency, the Chamber Board may convene a special meeting. Forty-eight (48) hours' notice shall be given of such meeting and such notice may be given electronically but must otherwise accord with clause 22.2(1).

22.4 At every meeting of the Chamber Board, the presence of five (5) Chamber Board Members shall constitute a quorum.

22.5 Subject to the provisions of this clause 22, 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.

22.6 At the commencement of each Chamber Board meeting, all Chamber Board Members must disclose (and such disclosure must be recorded in a register kept by Chamber management) any perceived or actual conflict of interest in any matter that is to be considered at the Chamber Board meeting or that is otherwise material.

22.7 A Chamber Board Member shall not vote in respect of any matter in which they have declared a conflict of interest in accordance with clause 22.6, however the attendance of any Chamber Board Member who has a conflict of interest in relation to any matter/s is still included in the count for the quorum for that Chamber Board meeting.

22.8 The President, or at their request, a Chamber Board Member, or in the President's absence, one of the Vice Presidents (to be determined by draw, if necessary), shall preside as Chairperson at meetings of the Chamber Board. In the event of all such persons being absent, the meeting shall elect its own Chairperson from the Chamber Board Members then present.

22.9 The Chairperson will not have a casting vote.

22.10 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 request of Chamber Board Members, 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.

22.11 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Chamber Board meeting are retained in the Chamber's records.

22.12 To ensure accuracy of minutes, the minutes of each Chamber Board meeting must be signed by the Chairperson of the meeting the minutes record, or by the Chairperson of the next Chamber Board meeting, verifying their accuracy.

23 COMMITTEES

23.1 The Chamber Board may delegate any of its powers to a committee consisting of such Chamber Board Members and/or owners or employees of Members 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.

23.2 Each committee may appoint its own Chairperson. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the

meeting, the committee members present may choose one of their number to be Chairperson of the meeting.

23.3 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 committee members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

24 DEFECT IN APPOINTMENTS/DISQUALIFICATION

24.1 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 Chamber Board Members or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Chamber Board Member.

25 ELECTRONIC RESOLUTIONS

25.1 The Chamber Board may send a circular resolution electronically to the Chamber Board Members and the Chamber Board Members may agree to the resolution by sending a reply to that effect, including the text of the resolution in their reply.

25.2 A circular resolution is passed when the last Board Member signs or otherwise agrees to the resolution in the manner set out in clause 25.1 above.

26 ANNUAL GENERAL OR GENERAL MEETINGS

26.1 The Annual General Meeting of the Chamber shall be held at least once each year and within six months after the end date of the Financial Year on not less than twenty-eight (28) days' notice to the Members.

26.2 The business to be transacted at every Annual General Meeting shall be:

(1) 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;

(2) the receiving of the auditor's report upon the books and accounts for the preceding financial year;

(3) the election of members of the Chamber Board; and

(4) dealing with any other business of which it has been given notice of at least twenty-one (21) days before the meeting.

26.3 The Secretary shall convene a special general meeting:

(1) when directed to do so by the Chamber Board; or

(2) on the request in writing signed by not less than one third of the Chamber Board Members or not less than the number of Members which equals double the number of Chamber Board Members plus one. Such request shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted at the meeting; or

(3) 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 Member.

26.4 At any general meeting, the number of Members required to constitute a quorum shall be equal to the number of Chamber Board Members plus one.

26.5 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 clause, 'Member' includes a person attending as a Member's proxy or a Member Representative.

26.6 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 request of Chamber Board Members, 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 of an hour from the time appointed for the meeting, the members present shall be a quorum.

26.7 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 any adjournment or of the business to be transacted at an adjourned meeting.

27 NOTICE OF MEETINGS

27.1 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 (7) days' notice of any such meeting to the Members.

27.2 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.

28 CONDUCT OF MEETINGS

28.1 Unless otherwise provided by this Constitution, at every general meeting:

(1) the President shall preside as Chairperson, or if there is no President, or if they are not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, one of the Vice Presidents (determined by draw, if necessary) shall be the Chairperson or if neither Vice President is present or willing to act, then the Members present shall elect one of their number to be Chairperson of the meeting;

(2) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;

(3) every question, matter or resolution shall be decided by a majority of votes of the Members present;

(4) 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 their membership fees are more than two months in arrears at the date of the meeting;

(5) 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 they shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;

(6) a Member may vote in person through the attendance of their Member Representative or by proxy or by attorney and on a show of hands every person present who is a Member, Member Representative, proxy or attorney shall have one vote and in a secret ballot every Member or Member Representative present in person or by proxy or by attorney or other duly authorised representative shall have one vote;

(7) 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 authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy or attorney does not need to be a Member or owner or employee of a Member. The

instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;

(8) 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/We, [INSERT NAME OF MEMBER] of [INSERT ADDRESS], being a Member of the abovenamed Chamber, hereby appoint [INSERT NAME] of [INSERT ADDRESS],as my proxy to vote on my/our 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 * against the resolution.*

**Strike out whichever is not desired.*

Unless otherwise instructed, the proxy may vote as he or she thinks fit;

(9) the instrument appointing a proxy shall be deposited with Chamber management at least twenty-four (24) hours prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

(10) 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.

(11) To ensure accuracy of minutes, the minutes of each general meeting and annual general meeting must be signed by the Chairperson of the meeting the minutes record, or by the Chairperson of the next general meeting or annual general meeting, verifying their accuracy.

29 BY-LAWS

29.1 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, any committees.

29.2 Any by-law may be set aside by a general meeting of Members.

30 ALTERATION OF CONSTITUTION

30.1 Subject to the provisions of the Act, this Constitution may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

30.2 An amendment, repeal or addition is valid only if it is registered by the chief executive in accordance with the Act.

31 THE ACT

31.1 The provisions of section 47(1) of the Act do not apply to this Constitution.

32 HONORARIUM

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

33 FUNDS AND ACCOUNTS

33.1 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.

33.2 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.

33.3 All moneys shall be banked as soon as practicable after receipt thereof.

33.4 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.

33.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.

33.6 The Chamber Board shall determine the amount of petty cash that shall be kept.

33.7 The Chamber Board shall determine from time to time a maximum amount that may be expended by the management of Chamber for an individual transaction without prior approval.

All expenditure shall be deemed to be approved by the Chamber Board or by a committee delegated with such authority by the Chamber Board if in accordance with the expenditure policy and delegation policy as varied from time to time by the Chamber Board.

33.8 As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of:

(1) the income and expenditure for the financial year just ended; and

(2) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Chamber at the close of that year.

33.9 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.

33.10 The income and property of the Chamber, however 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 shall prevent the payment in good faith of interest to any such Member in respect of moneys advanced by him or her to the Chamber or otherwise owing by the Chamber to him or her 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 and provided further that nothing herein 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.

34 DOCUMENTS

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

35 FINANCIAL YEAR

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

36 DISTRIBUTION OF SURPLUS ASSETS

36.1 If the Chamber shall be wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to

or distributed among the Members, 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 clause 33.10, such institution or institutions to be determined by the Members.