



WORKING FOR LOCAL BUSINESS

CONSTITUTION AND RULES OF THE MUDGEERABA CHAMBER OF COMMERCE & INDUSTRY INC.

1.
 - (a) This Chamber shall be called the "Mudgeeraba Chamber of Commerce and Industry Inc." (known as the Chamber).
 - (b) Any reference to 'the Act' means reference to the Associations Incorporation Act 1981 of the State of Queensland as amended.
2. The General area of operation of the Mudgeeraba Chamber of Commerce will be within the vicinity of Mudgeeraba.
3. The objects and duties of the Chamber shall be:-
 - (a) To discuss and deal with any subjects affecting the best interests of members and the community in its region.
 - (b) To watch over and protect the general interests of trade, commerce, industry and civil rights.
 - (c) To assist in the development of trade and industry.
 - (d) To collect information on all matters of interest to commerce, industry and the community.
 - (e) To form a code of practice whereby the transaction of business may be simplified.
 - (f) To affiliate with the Queensland Chamber of Commerce and Industry (QCCI) and such other organisations as the Chamber may deem fit.
 - (g) To conduct or control such forms of entertainment from time to time as would add to the pleasure of citizens and visitors.
 - (h) To purchase, lease or otherwise acquire land, property or chattels within the area and to sell, lease, sub-lease or otherwise dispose of such assets, to mortgage such assets and carry out any scheme with is considered to be in the best interests of the Chamber.
 - (i) To carry on, do or assist in all matters which the Chamber may deem fit for the encouragement of trade and commerce for the assistance of its members.
4. The Chamber has, in the exercise of its affairs, all the powers of an individual and is to be strictly Non-Party Political and Non-Sectarian.

5. MEMBERS

Any company, firm or person engaged in business or profession or any director or executive officer of a public institution connected with commerce industry shall be eligible for membership of the Chamber and the number of members unlimited.

6. NEW MEMBERS

(a) new members may apply themselves to join the Chamber by submitting their application for membership together with the required fee.

Their application shall be referred to Management Committee for a decision of acceptance or rejection.

The decision of the Management Committee shall, subject to the appeal process in the succeeding sub-clause, be final and may be subject to secret ballot.

(b) Appeal Against Rejection of Membership.

i. A person whose application for membership has been rejected may within one month of receiving written notification, lodge with the Secretary written notice of the intention to appeal.

ii. Upon receipt of a notification of intention to appeal against rejection of membership, the Secretary shall convene, within one month, a meeting between the applicant and the Management Committee to determine the appeal for a resolution of acceptance or rejection.

iii. At any such meeting the applicant shall be given the opportunity to fully present their case and the Management Committee shall likewise have the opportunity of presenting its case.

iv. The appeal shall be determined by the vote of members present at such meeting.

v. Where a person whose application is rejected does not appeal within the prescribed time by these Rules, the Secretary shall refund the amount of the fee paid for proposed membership.

7. SUBSCRIPTIONS

(a) Any new member's subscription shall be due on the date of admission.

(b) Annual subscription shall be such sum proposed by Management Committee and presented to members at an AGM or General Meeting to be ratified or alternatively for members to discuss and be decided by a majority vote.

(c) Subscriptions shall be due on 1st September of each year, unless the Management Committee determine otherwise.

(d) Every member who pays their subscription shall be deemed a financial member.

8. VOTING

(a) Only financial members may be entitled to vote in person or by signed proxy at any General Meeting or AGM. No proxies permitted at committee meetings.

(b) For the purposes of voting at any General Meeting or Annual General Meeting, the maximum number of votes is two members per company. Each voting member of a company must be a financial member of the Chamber.

(c) Any member of the Chamber shall not vote in respect of any contract or proposed contract in which he has an interest or matter arising thereof.

9. HONORARY MEMBERS

(a) The Chamber may elect a visitor as an active member who will be entitled to all the privileges of a subscribing member save the privilege of voting at meetings.

- (b) The Chamber may elect any of its members or past members as honorary life members in recognition of special services to the Chamber and such persons shall be entitled to all the privileges of subscribing members including voting rights.
- (c) All honorary life members elected by the Chamber shall automatically be reappointed at the first Committee Meeting held after an Annual General Meeting.

10. ELECTION OF MANAGEMENT COMMITTEE

- (a) The Management Committee of the Chamber shall consist of a President, at least one Vice-President, Secretary, Treasurer, and any number of Committee Members as may be determined from time to time by the Committee. All must be financial members and be fit and proper persons to be elected at the Annual General Meeting for a twelve month period.
- (b) At the AGM all members of the Management Committee shall retire from office, but shall be eligible upon nomination for re-election, **however** the President **if nominated for re-election** may only serve **up to four** consecutive terms, **after this period may** not apply for this position for one year, but may apply, if nominated, for another position on Management.
- (c) Any two members shall be at liberty to nominate and second a member for a position by signing the nomination form, with the nominated member's signature and be lodged with the Secretary fourteen (14) days before the AGM.
- (d) A list of candidates' names in alphabetical order with the proposer's and seconder's names shall be posted in a conspicuous place in the office or usual meeting place of the Chamber seven (7) days prior to the AGM.
- (e) Balloting lists shall be prepared if more than one person is nominated for the same position.
- (f) Nominations may be taken from the floor for any position not filled.
- (g) Management Committee shall have the power at any time to fill a position that is vacant on Committee.
- (h) Members of Management may act in any casual vacancy of Committee, but if their number is reduced below the number fixed by these Rules as necessary quorum, the members may act to increase the number of members of the Management Committee or summon a general meeting to increase the committee but for no other purpose.

11. RESIGNATION OR REMOVAL OF COMMITTEE MEMBERS

- (a) Members of Management may resign from Committee at any time by giving notice in writing to the Secretary. Resignation shall take effect at the time of the received notice unless a later date is specified to take effect from the later date.
- (b) Any committee member may be removed from office at a committee meeting or general meeting of the Chamber where that member shall be given the opportunity to fully present their case to those present.
- (c) Removal shall be determined by the vote of members present and may be subject to a secret ballot, with no right of appeal after this member's removal.

12. RESIGNATION OR EXPULSION OF A MEMBER

- (a) Notice of resignation to be in writing to the Secretary.
- (b) Members may resign at any time without prejudice to their liability for their subscription fee for the current year.
- (c) Such resignation shall take effect at the time such notice is received, unless a later date is specified in the notice when it shall take effect on that date.
- (d) Management Committee shall consider whether membership shall be terminated:-
 - i. If the member is convicted of an indictable offence, or
 - ii. fails to comply with any of the provisions of these Rules, or
 - iii. has membership in arrears for two months or more, or

- iv. conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Chamber.
- (e) The member concerned shall be given a written warning prior to expulsion depending on the severity of the action, with no right of appeal.

13. QUORUM

- (a) The majority of the Management Committee shall constitute a Quorum at every meeting of the Management Committee.
- (b) At General Meetings then ten members form a quorum.
- (c) At the AGM a quorum is double the number of members presently on Committee plus one.

14. MEETINGS AND PROCEDURE

- (a) Management Committee is to meet every two (2) months or more if the need arises.
- (b) Casual Meetings are to be held once each month unless Management decide to reduce the number of Casual Meetings in each year.
- (c) The AGM is to be held each year within three months of the end of the financial year which is 31 May.
- (d) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner with every question, matter or resolution decided by a majority of votes.
- (e) Every member present shall have one vote and in the case of equality of votes, that Chairman shall have a second or casting vote except at sub-committee or committee.
- (f) The Secretary shall cause full and accurate minutes to matters and resolutions of proceedings at all meetings to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies for inspection.
- (g) For the purposes of ensuring the accuracy of the recordings of minutes, all minutes shall be signed by the Chairman of that meeting or the next succeeding meeting to verify their accuracy.
- (h) The conduct of meetings and the interpretation of this Constitution or any terms in it and its Rules shall be at the sole discretion of the Chairman for the time being at each meeting and the direction and ruling shall be final.

15. CHAIRPERSON OF MEETINGS

- (a) The President shall preside as Chairman of meetings, or if there is no President, or if at any meeting he is not present within ten minutes of the time appointed, any one of the Vice-Presidents shall be Chairman, or if a Vice-President is not present then the members may choose a member to Chair the meeting if a quorum is present.
- (b) If within half an hour from the time appointed a quorum is not present, the meeting convened upon requisition of members shall lapse.
- (c) In any other case it shall stand adjourned to the same day in the next week or to such other day as the Management Committee may determine and if at the adjourned meeting a quorum is not present within half an hour of the appointed time, the meeting shall lapse.

16. SUB-COMMITTEES

- (a) Management may delegate any of its power to a sub-committee consisting of members of the Chamber as Management Committee thinks fit.
- (b) Any sub-committee so formed shall exercise the powers so delegated to conform to any regulations that may be imposed by the Management Committee.

- (c) A sub-committee may elect a Chairman of its meetings and any of its meetings the Chairman is not present within ten minutes of the appointed time, the members may choose one of their number to be Chairman of that meeting, and may meet and adjourn as it thinks proper.
- (d) Questions arising at sub-committee meetings shall be determined by majority and in the case of equality of votes, the question shall be deemed to be decided in the negative.

17. ANNUAL GENERAL MEETING

The AGM of the Chamber shall be held every year or soon after but no later than three (3) months after the end of the financial year, at which meeting a report of the proceedings of the Chamber for the previous year shall be made.

The financial years begins 1st June and ends 31st May.

The following business must be transacted at every AGM.

- (a) The receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Chamber for the last financial year.
- (b) The receiving of the auditor's report on the financial affairs of the Chamber for the last financial year.
- (c) The presentation of the audited statement to the meeting for adoption.
- (d) The election of members to the Management Committee.
- (e) The appointment of an auditor for the forthcoming year.
- (f) The quorum for an AGM is to be double the number presently on committee plus one.
- (g) Every resolution or matter shall be decided by members present or by proxy and in the case of equality of votes, the Chairman has a second or casting vote.

18. GENERAL MEETINGS

- (a) The Chamber may meet in Casual Meeting for the transaction of business. Notice must be given fourteen (14) days prior to any Casual Meeting.
- (b) Every question, matter or resolution shall be decided by a majority of votes of the members present or by proxy of one vote each and in the case of equality of votes the Chairman shall have a second or casting vote.
- (c) No member shall be entitled to vote at any meeting if his annual subscription is more that 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 that one fifth of the members present demand a secret ballot. The Chairman may appoint two members to conduct the secret ballot and the Chairman will declare the result.
- (e) Casual Meetings a quorum constitutes a number equivalent to the number of Management Committee Members as may be current as at the last General Meeting, from time to time, plus 1. If no quorum is present twenty minutes after the appointed time, the Chairperson may adjourn or cancel the meeting as follows:
 - i. If within half an hour from the time appointed, a quorum is not present, the meeting shall lapse.
 - ii. In any other case it shall stand adjourned to the same day in the next week or to such other time as the Management may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed, the members present shall be the quorum.
 - iii. The Chairman may with the consent of any meeting at which a quorum is present and if directed by the meeting, adjourn the meeting from time to time, but no business shall be transacted at any adjourned meeting other than the business left.

- iv. When a meeting is adjourned for thirty days or more, a notice of the adjourned meeting shall be given by the Secretary with the business to be transacted.

19. SPECIAL GENERAL MEETING

- (a) The Secretary shall convene a Special General Meeting by sending out notices of the meeting within fourteen (14) days of being directed to do so by Management or
- (b) Being given a requisition in writing signed by not less than one third of the members presently on Management or not less than the number of ordinary members of the Chamber which equals double the number of members presently on Management Committee plus one.
- (c) The requisition mentioned shall clearly state the reasons why a Special General Meeting is being convened and the nature of the business to be transacted.
- (d) Questions arising at any Special General Meeting shall be decided by a majority of votes by those present or by proxy and in the case of equality of votes the chairman has a casting vote.

20. MANAGEMENT COMMITTEE MEETINGS

- (a) Management to meet every two (2) months or sooner if the need arises.
- (b) Every question, matter or resolution shall be decided by a majority of votes by members of management present and in the case of equality of votes the motion or matter shall be deemed to be in the negative.
- (c) Proxy votes are not permitted at Management Meetings
- (d) A quorum is a majority of members presently on management unless there are equal numbers then 50% plus one of that committee constitutes a quorum.
- (e) If a quorum is not present the meeting is cancelled to a date decided by management.

21. PROXY VOTES

- (a) A proxy appointed may but not need be a member of the Chamber.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- (c) 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 as near as circumstances permit.
- (d) A proxy form is to be lodged with the Secretary before the meeting begins.

MUDGEERABA CHAMBER

I hereby appoint _____ (print) of the following business/address

_____ as my proxy to vote on my behalf as instructed by me on matters relating to committee position or other matters that may be presented at the AGM or General Meeting to be held on _____ or any adjourned meeting.

_____ (print) _____ (signed) _____ (date)

22. ADMINISTRATION

- (a) Management Committee shall have the general control and management of the administration of the affairs, property and funds of the Chamber, except when there are two members of the one family or household that serve on committee, then only one of these people are eligible to sign any cheques or documents.

- (b) Management shall have authority to interpret the meaning of these rules and any matter relating to the Chamber on which these Rules are silent.
- (c) Management may exercise all the powers of the Chamber:-
 - i. to borrow or raise or secure the payment of money in such manner as the members of the Chamber may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Chamber in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Chamber's property, both present and future, and to purchase, redeem or pay off any such securities.
 - ii. to borrow money from members at a rate of interest not exceeding the rate of interest charged by bankers in Brisbane for overdrawn accounts on money lent on short or long term, and to mortgage or charge its property or part thereof and to issue debentures and other securities as a security for any debt, liability or obligation of the Chamber and to provide and pay off any such securities.
 - iii. to invest in such manner as the members of the Chamber may determine.

23. ALTERATION OR AMENDMENT TO RULES

- (a) Subject to the provisions of the Act, any amendment of these Rules shall be affected only by special resolution at any meeting of the Chamber upon notice being given previously by the members desiring to alter or amend the Rules to all the members of the Chamber by giving copy of the alteration or amendments required.
- (b) Any amendment shall only be valid if it is registered by the Chief Executive of the Department administering the Act.

24. DUTIES OF SECRETARY

- To correctly keep the records and minutes of the Chamber.
- To receive all letters, memoranda and applications and registration of members.
- To arrange all business for consideration of the Chamber and its several committees.
- To conduct the correspondence of the Chamber.
- To give due notice of all meetings of the Chamber and its committees.
- To collect and arrange all statistical information deemed valuable to the Chamber.
- To assist in all matters connected with the affairs of the Chamber.
- To cause a Register to be kept in which shall be entered the names and addresses of all persons admitted to membership of the Chamber with dates of their admission.
- To enter particulars into a Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as Management may require.
- To open for inspection the Register at all reasonable times to financial members who apply previously for the inspection.
- To provide for safe custody of books, documents, instrument of title and securities of the Chamber.

25. DUTIES OF TREASURER

- To keep proper books and accounts.
- To collect the subscriptions and all other monies to be credited to the Chamber's bank deposited as soon as practicable after receipt.
- To check all accounts before payment, sign cheques if required in conjunction with the duly appointed members of committee.
- To present accounts for payment and financial statements to management meetings for approval or ratification.
- All amounts of \$100 or more to be paid by cheque and duly signed.
- Cheques shall be crossed "not negotiable" except those in payment of wages or re-imbusement of expenditure by a committee member.
- Petty cash shall be determined by management.
- To prepare the books for audit.
- To present the annual financial statement and auditors report at the AGM.

Income and property must be used solely in promoting the Chamber's objects and no portion shall be distributed directly or indirectly to members of the Chamber except as bona fide compensation for services or expenses incurred for the Chamber.

26. COMMON SEAL

The Management Committee shall provide a Common Seal and its safe custody. The Common Seal shall only be used by the authority of Management and every instrument to which the seal is affixed, shall be signed by a member of Management and countersigned by the Secretary or by a second member of Management.

27. OFFICE AND PLACE OF MEETINGS

The office of the Chamber shall be at the address of the Secretary for the time being and all books and records shall be open for inspection when necessary.

28. DISTRIBUTION OF SURPLUS ASSETS

- (a) If the Chamber is wound up under Part 7 of the Act and there are surplus assets, these assets must not be distributed among the members but given to another entity that has objects similar to the Chamber's objects.
- (b) The rules of which prohibit the distribution of the entity's income and assets to its members and also is a fund, authority or institution which is exempt from income tax. Such institution to be determined by the members of the Chamber before the time of dissolution and in default by application to the Supreme Court for determination.
- (c) In light of the Queensland Chambers of Commerce and Industry (QCCI) qualifying as a suitable entity, and surplus assets may be paid to QCCI which will hold the actual amount paid over in trust for another Chamber of Commerce to be formed in the same or similar region of the dissolving or dissolved Chamber.
- (d) If no such Chamber is formed within five years from the date the assets are received, the QCCI may take the surplus assets for its own use.

Surplus assets has the meaning given by Section 47(3) of the Act.

Originally adopted 27.1.1998

Altered and Amended on _____ day of _____ 20__