

Constitution
**Charters Towers Chamber of Commerce &
Mines Inc.**
CCIQ Charters Towers
(Incorporated Associations)

CONSTITUTION AND RULES OF CHARTERS TOWERS CHAMBER OF COMMERCE & MINES INC. LOCAL CHAMBER

NAME AND OPERATION

- 1 This Local Chamber shall be called Charters Towers Chamber of Commerce & Mines Inc. or "CCIQ Charters Towers", or such other name as the Local Chamber shall determine and have approved by CCIQ from time to time ("the Local Chamber").
- 2 Should the Local Chamber adopt CCIQ's Operational Support and Licence Agreement, then the name of the Local Chamber shall be in accordance with the requirements set out in that agreement.
- 3 The general area of operation of the Local Chamber will be within the area (the Area) identified in the Schedule.

INTERPRETATION

- 4 Any reference to "the Act" means reference to the Associations Incorporation Act 1981 of the State of Queensland as amended.
- 5 In this Constitution the following words shall have the following meanings:
 - 5.1 **Annual General Meeting** means the annual general meeting of the Local Chamber.
 - 5.2 **Area** means the area identified in the Schedule.
 - 5.3 **CCIQ** means Chamber of Commerce and Industry Queensland and its successors and assigns.
 - 5.4 **Committee** means the committee of the Local Chamber which shall be responsible for the governance of the Local Chamber.
 - 5.5 **Committee Member** means a Member appointed to the Committee of the Local Chamber from time to time.
 - 5.6 **Delegate** has the meaning set out in clause 10.1
 - 5.7 **Member** means a member of the Local Chamber admitted pursuant to clause 11.3.
 - 5.8 **Membership fees** means the fees payable by the Member to become or continue to be a Member of the Local Chamber, as identified in clauses 16 and 17.
 - 5.9 **Objects** means the objects of the Local Chamber identified in clause 6.
 - 5.10 **Secretary** means the secretary of the Local Chamber from time to time.
 - 5.11 **Special Resolution** means a resolution of the Local Chamber that has been passed by at least seventy five (75%) per cent of the votes cast by Members entitled to vote on the issue.
 - 5.12 **Treasurer** means the treasurer of the Local Chamber from time to time.
 - 5.13 Unless otherwise stated:

- (a) headings are included for convenience only and do not affect the interpretation of this Constitution.
- (b) references to clauses or Parts are to clauses and Parts of this Constitution.
- (c) references to dates and times are to Brisbane time.
- (d) references to "\$" and "dollars" are to Australian dollars.
- (e) references to any legislation includes any legislative provision which amends, extends, consolidates or replaces it and any orders, regulations, instruments, proclamations or other subordinate legislation made under it.

6 OBJECTS

6.1 The Objects and duties of the Local Chamber shall include:

- (a) to promote and advance in a non-politically aligned manner:
 - (i) trade, commerce and industry; and
 - (ii) the interests of persons engaged in trade, commerce and industry, in the State of Queensland, any other State or Territory of Australia, and internationally;
- (b) to promote or oppose legislative and other regulatory measures which affect the interests of Members, trade, commerce and industry;
- (c) to influence government policy in the interests of Members, trade, commerce and industry;
- (d) to promote public discussion of issues relating to trade, commerce and industry;
- (e) to promote and advance the interests of employers and to encourage amicable relations amongst employers;
- (f) to improve relations between employers and employees;
- (g) to improve relations between persons at each level in the chain of production including producers, manufacturers, distributors, retailers and consumers;
- (h) to encourage the study of trade, commerce and industry, including the undertaking of apprenticeships and traineeships;
- (i) to assist or aid any charitable, educational or public purpose;
- (j) to encourage social exchange between Members;
- (k) to discuss and arbitrate any issues affecting the best interests of Members and the community in the Area;
- (l) to collect information on all matters of interest to commerce, industry and the community in the Area;
- (m) to form a code of practice through the adoption of policy and procedures, whereby the transaction of business may be simplified and facilitated;

- (n) to affiliate with CCIQ and such other organizations as the Local Chamber may deem fit;
- (o) generally to carry on, do or assist in all or any matters which the Local Chamber may deem fit for the encouragement of trade and commerce, or the assistance of Members of the Local Chamber;
- (p) to otherwise advance the objects of CCIQ.

6.2 The Chamber shall be strictly Non-Party Political and Non-Sectarian.

7 POWERS

7.1 The Local Chamber has, in the exercise of its affairs, all the powers of an individual.

7.2 The Local Chamber may, for example:

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

7.3 The Local Chamber may take over the funds and other assets and liabilities of the present unincorporated association identified in the Schedule.

7.4 The Local Chamber may also issue secured and unsecured notes, debentures and debenture stock for the Local Chamber.

8 PROFIT AND ASSET DISTRIBUTION

8.1 The Local Chamber must not distribute any profits of the Local Chamber by way of dividend or otherwise, to Members.

8.2 Clause 8.1 does not prevent:

- (a) payment of remuneration to Members who in their capacity as officers, employees, contractors or suppliers of the Local Chamber have provided goods or services to the Local Chamber;
- (b) payment of rent to Members who have let property to the Local Chamber;
- (c) payment of interest to Members who have lent money to the Local Chamber; or
- (d) reimbursement of expenses to Members who have with the Local Chamber's authority expended money in furtherance of the Local Chamber's Objects.

8.3 If the Local Chamber is wound up, the remaining assets after satisfaction of all debts and liabilities will be given to an organisation having objects similar to the Local Chamber's as determined by members of the Local Chamber in General Meeting.

9 APPLICATION TO CCIQ

9.1 A Local Chamber may apply for affiliation with CCIQ by:

- (a) submitting an application in a form approved by CCIQ;
- (b) confirming that the Local Chamber has adopted this constitution;
- (c) adopting the Policies and Procedures document in the form set out in Schedule 3.
- (d) undertaking to agree with any By-Laws or regulations which may be prescribed by CCIQ from time to time.
- (e) providing CCIQ with a copy of its annual report and associated documentation following its annual general meeting;
- (f) acting in good faith and loyally to maintain and enhance the Local Chamber and its Objects, its standards, quality and reputation for the collective and natural benefit of the Local Chamber, its Members and business in general;
- (g) at all times operating with and promote mutual trust and confidence between the Local Chamber, CCIQ and the Members, promoting the economic and strategic success, strength and stability with each other in the pursuit of its Objects;
- (h) maintaining a database of its Members, (registered in accordance with its constitution) to provide a copy of such database to CCIQ and to obtain the consent of the Members to the provision of the database to CCIQ for the purposes of dissemination of information by CCIQ to such Members or for the use by CCIQ of the information contained within the database in such manner as CCIQ shall require from time to time;
- (i) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality, intellectual property and reputation of the Local Chamber, CCIQ and of business in general and its promotion and advancement in accordance with this Constitution;
- (j) entering into an Operational Support and Licence Agreement in the form set out in Schedule 4 (or such other document) as may be required by CCIQ from time to time; and
- (k) advising CCIQ as soon as practicable of any serious administrative, operational or financial difficulties, assist CCIQ in investigating those issues and co-operate with CCIQ in addressing those issues;
- (l) having, as part of its name, the words, logo or other identifying indicia of CCIQ as may be amended or revised by CCIQ from time to time and to amend its name from time to time if so required;
- (m) being responsible for an accounting to CCIQ for fulfilling its obligations pursuant to CCIQ's strategic plan as revised from time to time.
- (n) Ensuring that it undertakes sufficient insurance against likely risks, which insurance shall be obtained through CCIQ or one of their accredited providers and with such policy to nominate CCIQ as an insured party.

10 DELEGATES

- 10.1 The Local Chamber must duly elect a delegate (Delegate) or such number of Delegates as may be prescribed by CCIQ to be its representative at General Meetings of the Regional Policy Councils, with such appointment to be for a term of one year.

- 10.2 Only a financial Member of the Local Chamber is eligible to be elected to the position of Delegate.
- 10.3 A Committee Member of the Local Chamber can be a Delegate or a proxy.
- 10.4 The Delegate shall be required to attend all Regional Policy Council meetings and to actively participate in the formation of policy in furtherance of the Objects.

11 MEMBERS

11.1 Classes of Membership

The Local Chamber has the following classes of Members:

- (a) Ordinary Members;
 - (b) Joint Members;
 - (c) Life Members;
 - (d) Past President Retired Members; and
 - (e) Student Members.
- 11.2 The Committee shall have the ability to determine whether to adopt different levels of membership within each class (such as Platinum, Gold, Silver etc) based on such criteria as to the Committee shall deem appropriate, in order to accommodate the needs of the Local Chamber.
- 11.3 The Committee may:
- (a) establish one or more new classes of membership and determine the privileges attaching to those classes; or
 - (b) change the existing classes of membership and the privileges attaching to those classes. This may include abolishing a class of membership.
- 11.4 The Committee may in its absolute discretion admit any person to membership of a class specified in clause 11.1 or established under clauses 11.2 or 11.3, if that person:
- (a) in the case of a natural person, is at least 18 years of age and for students, at least 17 years of age;
 - (b) is eligible under this clause 11.4 for admission to that class of membership; applies for membership in the form (if any) specified by the Board; and
 - (c) pays to the Local Chamber the Membership Fees (if any) payable for the relevant class of membership.
- 11.5 The following table sets out the eligibility criteria and privileges for each class of membership:

Class	Eligibility Criteria	Privileges
Ordinary Members	<p>Any person engaged as owner or employer in any trade, profession, industry or business; or</p> <p>Any government department, instrumentality or corporation which may in the opinion of the Committee promote or advance trade commerce, industry and the objects of the Local Chamber; or</p> <p>Any person who may in the opinion of the board promote or advance trade, commerce, industry and the objects of the Local Chamber; or</p> <p>Any Life Member or Past President Retired Member, however upon admission as an Ordinary Member such member is no longer exempt from payment of Membership Fees.</p>	To attend and vote at general meetings of the Local Chamber
Joint Members	Any Member who is also a member of CCIQ who is active in trade or commerce in the Area of the Local Chamber and also wishes to participate in the promotion of the objects at the Local Chamber through taking joint membership of both CCIQ and the Local Chamber.	To attend and vote at general meetings of the Local Chamber.
Life Members	<p>Any person who has rendered distinguished service to the Local Chamber, and who in the opinion of the Committee should be recognised for such service.</p> <p>For clarity, Life Members may, at their discretion, also apply to be Ordinary Members.</p>	<p>To attend at general meetings of the Local Chamber and be heard, but not to vote at general meetings;</p> <p>To be exempt from payment of Membership Fees in this class.</p>
Past President Retired Members	<p>Any past President of the Local Chamber.</p> <p>For clarity, Past President Retired Members may, at their discretion, also apply to be Ordinary Members.</p>	<p>To attend at general meetings of the Chamber and be heard, but not to vote at general meetings;</p> <p>To be exempt from payment of Membership Fees in this class.</p>

Class	Eligibility Criteria	Privileges
Student Members	Any paid up Student Member wishing to pursue a career in business or a business related career.	To attend at general meetings but not to vote at general meetings.

- 11.6 If the Committee refuses an application for membership, it is not obliged to give reasons to the applicant.
- 11.7 The Committee may delegate its power to consider and determine membership applications, to any person determined by the Committee.
- 11.8 Membership, and the privileges attaching to membership, are not transferable.

12 AUTOMATIC MEMBERSHIP

- 12.1 A person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a Member of the incorporated association, must be admitted by the Committee:
- (a) to the equivalent class of membership of the association as the Member held in the unincorporated association; or
 - (b) if there is no equivalent class of membership as an Ordinary Member.

13 PROPOSAL AND ELECTION OF NEW MEMBERS

- 13.1 New members may apply themselves or be nominated by any financial member and, at the discretion of the Committee; the application may need to be supported by a seconder. Applications shall be referred to the Committee for consideration and decision. The decision of the Committee shall, subject to the appeal process in the following sub-clause, be final and may be subject to secret ballot.

14 LIABILITY OF MEMBERS

- 14.1 The liability of Members is limited as set out in clauses 14.2 and 14.3.
- 14.2 If the Local Chamber is wound up, then every person who:
- (a) is a Member when the Local Chamber is wound up; or
 - (b) was a Member within one year prior to the Local Chamber being wound up,
- undertakes to contribute to the assets of the Local Chamber for:
- (c) the payment of the debts and liabilities of the Local Chamber, contracted or incurred before the Member ceased to be a Member;
 - (d) the expenses of winding up the Local Chamber; and
 - (e) the adjustment of the rights of contributories among themselves.

- 14.3 The amount of the contribution under clause 14.2 will not exceed \$100 for each Member.
- 14.4 The person in control of the Local Chamber during a winding up cannot levy Membership Fees. However this does not prevent that person from recovering payment of Membership Fees that were outstanding prior to the winding up commencing.

15 VOTES

- 15.1 Only financial members may be entitled to vote in person or by signed proxy at any General Meeting of the Chamber.
- 15.2 The number of members from any one firm shall be at the discretion of the Committee but unless otherwise specified or allowed shall for the purposes of voting at any General Meeting, be limited to two, and both members, if financial, shall be entitled to vote.

16 SUBSCRIPTION

- 16.1 The Membership Fees payable by a new member shall be due on the date of their admission to membership. The annual Membership Fees shall be such sum as the Members shall from time to time at any General Meeting so determine and shall be payable on the 31st January of each year.

17 MEMBERSHIP FEES

- 17.1 Without limitation, Membership Fees may include:
- (a) an initial joining fee;
 - (b) an annual Membership Fee; and
 - (c) such other fees or levies as may be necessary to enable the Local Chamber to carry out its activities.

18 HONORARY MEMBERS

- 18.1 The Local Chamber may elect a visitor as an active member who will be entitled to all the privileges of an Ordinary Member save the privilege of voting at meetings.
- 18.2 The Local Chamber may elect any of its Members or past members as Life Members in recognition of special services to the Local Chamber and such persons shall thereupon be entitled to all the privileges set out in this Constitution, including clause 11.4.

19 SERVICES

- 19.1 Members are entitled to receive from the Local Chamber (and from CCIQ), those services which the Committee determines are applicable to the Member's class of membership.

20 MEMBERS MAY RESIGN: EXPULSION OF MEMBERS: HOW DECIDED

- 20.1 Members may resign at any time by giving notice to the Secretary in writing without affecting their liability to pay the Membership Fee for the current year.
- 20.2 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.
- 20.3 If a Member:

- (a) is convicted of an indictable offence; or
- (b) fails to comply with any of the provisions of this Constitution; or
- (c) has Membership Fees in arrears for a period of two months or more; or
- (d) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Local Chamber or CCIQ;

the Committee shall consider whether their membership shall be terminated.

- 20.4 The Member concerned shall be given a full and fair opportunity of presenting his case and if the Committee resolves to terminate the membership it shall instruct the Secretary to advise the Member in writing accordingly.

21 COMMITTEE

- 21.1 The Committee shall consist of a President, at least one but no more than three (3), Vice-Presidents, Secretary, Treasurer and a maximum of six (6) others, all of whom shall be financial Members of the Local Chamber and be fit and proper persons to hold such office and be elected at the Annual General Meeting and hold office for twelve months.
- 21.2 At each Annual General Meeting of the Local Chamber, four (4) members of the Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 21.3 The four (4) that shall retire shall be:
- (a) first, any Committee Member who has filled a casual vacancy; and
 - (b) second, those Committee Members who have served the longest term since they were last elected to the Committee and if the period is equal and none of them are prepared to retire, the retiring Committee Members will be determined by a ballot amongst them.
- 21.4 The election of officers and other members of the Committee shall take place in the following manner:-
- (a) any two (2) Members of the Local Chamber shall be at liberty to nominate any other Member to serve as an officer or other member of the Committee;
 - (b) the nomination, which shall be in writing and signed by the Member and the Member's proposer and seconder, shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place;
 - (c) a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Local Chamber for at least seven (7) days immediately preceding the Annual General Meeting;
 - (d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

- (e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- 21.5 Any member of the Committee may resign 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.
- 21.6 The Committee shall have power at any time to appoint any Member of the Local Chamber to fill any casual vacancy on the Committee until the next Annual General Meeting.
- 21.7 If a Committee Member expresses an intention to stand for public office which is vacant or the subject of an upcoming election the Committee shall consider on a case by case basis the potential or likely impact on the Local Chamber of the Member's intention to seek such office, and may:
- (a) call upon such Member, on the giving of 14 days notice, to show cause as to why they should not be required to resign their position as Committee Member in the interests of the Local Chamber and consistent with the Objects set out in clause 6; and
 - (b) should the Member fail to show cause to the satisfaction of the Committee, call upon the Member to immediately tender their resignation as a Committee Member.
- 21.8 A person cannot be a Committee Member unless that person is:
- (a) a Member; or
 - (b) a Member's Representative.

22 POWERS OF THE COMMITTEE

- 22.1 Except as otherwise provided by this Constitution and subject to resolutions of the Members of the Local Chamber carried at any general meeting the Committee:
- (a) shall have the general control and management of the administration of the affairs, property and funds of the Local Chamber; and
 - (b) shall have authority to interpret the meaning of this Constitution and any matter relating to the Local Chamber on which this Constitution are silent.
- 22.2 The Committee may exercise all the powers of the Local Chamber:-
- (a) to borrow or raise or secure the payment of money in such manner as the Members of the Local 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 Local Chamber in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Local Chamber's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) to invest moneys in such manner as the Members of the Chamber may from time to time determine.
- 22.3 The Committee may delegate any of its powers to:

- (a) a Committee Member;
 - (b) a committee of Committee Members;
 - (c) the Chief Executive Officer;
 - (d) an employee of the Chamber; or
 - (e) a Member, or Member's Representative.
- 22.4 The Committee may appoint a person or persons to be the attorney or attorneys of the Chamber, upon terms determined by the Committee.
- 22.5 The Committee may in the exercise of its powers under this Constitution, create Rules or By-Laws, not inconsistent with this Constitution from time to time.

23 RESIGNATION AND REMOVAL OF COMMITTEE MEMBERS

- 23.1 A Committee Member may resign from office by giving written notice of this to the Secretary. The resignation takes effect when the notice is given, unless a later date is specified in the notice.
- 23.2 The Chamber may by ordinary resolution in a Special General Meeting or Annual General Meeting remove a Committee Member.
- 23.3 The Committee shall have power at any time to appoint any Member of the Local Chamber to fill any casual vacancy on the Committee until the next Annual General Meeting
- 23.4 The office of a Committee Member becomes vacant if:
- (a) the Committee Member is obliged to retire under clause 21.4;
 - (b) the Committee Member ceases to be qualified as a Committee Member;
 - (c) the Committee Member is removed under clause 23.6;
 - (d) the Committee Member becomes of unsound mind, or becomes a person who or whose estate is liable to be dealt with under a law relating to mental health;
 - (e) the Committee Member is disqualified under the Act from being a Committee Member; or
 - (f) if the Committee Member is disqualified under this Constitution.
- 23.5 In recognition of the non-political alignment of the Local Chamber, no Committee Member, may hold public office while on the Committee.
- 23.6 If a Committee Member expresses an intention to stand for public office (which is vacant or the subject of an upcoming election) and discloses such matter to the Committee in accordance with clause 24.3, the Committee shall consider on a case by case basis the potential or likely impact on the Local Chamber of the Member's intention to seek such office, and may:
- (a) call upon such Member, on the giving of 14 days notice, to show cause as to why they should not be required to resign their position as Committee Member in the

interests of the Local Chamber and consistent with the Objects set out in clause 6;
and

- (b) should the Member fail to show cause to the satisfaction of the Committee, call upon the Member to immediately tender their resignation as a Committee Member

24 COMMITTEE MEMBER'S INTERESTS

- 24.1 A Committee Member of the Local Chamber who has a material personal interest in a matter that relates to the affairs of the Local Chamber must give the other Committee Members notice of the interest if required by the Act.
- 24.2 Unless prohibited by the Act, a Committee Member who has a material personal interest in a matter that is being considered at a Committee meeting may:
 - (a) be present while the matter is being considered at the meeting; and
 - (b) vote on the matter, if the Committee Member has complied with clause 24.1.
- 24.3 A Committee Member of the Local Chamber and Chief Executive Officer must at the first opportunity disclose to the Committee:
 - (a) whether they hold any membership or affiliation with any political party in Queensland or elsewhere in Australia or overseas; and
 - (b) their intention to stand for political office as a representative of a political party or as an independent of any forthcoming or imminent Local, State or Federal election whether in Australia or overseas.

For the purposes of clarity, nothing in this Constitution shall prohibit a Committee Member or the Chief Executive Officer from being a member of a political party.

25 COMMITTEE MEETINGS

- 25.1 The Committee shall meet at least once every two months to exercise its functions.
- 25.2 The Committee must decide how a meeting is to be called, including through the use of technology consented to by all members of the Committee.
- 25.3 Notice of a meeting is to be given in the way decided by the Committee.
- 25.4 A special meeting of the Committee shall be convened by the Secretary on the requisition in writing signed by two (2) members of the Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted.
- 25.5 At every meeting of the Committee four (4) members of that Committee shall constitute a quorum.
- 25.6 Subject to this Constitution, the Committee may meet together and regulate its proceedings as it thinks fit.
- 25.7 Questions arising at any meeting of the Management Committee 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.

- 25.8 A member of the Committee shall not vote in respect of any contract or proposed contract with the Local Chamber in which he is interested, or any matter arising thereout, and if they do so vote their vote shall not be counted.
- 25.9 Not less than seven (7) days notice shall be given by the Secretary to members of the Committee of any special meeting of the Committee.
- 25.10 Such notice shall clearly state the nature of the business to be discussed.
- 25.11 The President shall preside as Chairman at every meeting of the Committee, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, any one of the Vice-Presidents shall be Chairman or if a Vice- President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- 25.12 If within half an hour from the time appointed for the commencement of a Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Committee, shall lapse.
- 25.13 In any other case the meeting 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 Committee 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.
- 25.14 The Committee may delegate any of its powers to a sub-committee consisting of such members of the Local Chamber as the Committee thinks fit.
- 25.15 Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.
- 25.16 A sub-committee may elect a Chairman of its meetings.
- 25.17 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.
- 25.18 A sub-committee may meet and adjourn as it thinks proper.
- 25.19 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.
- 25.20 All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee 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 Committee.
- 25.21 A resolution in writing signed by a majority of the members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held provided it is sent by either post or facsimile transmission to all the members of the Committee.

25.22 Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

26 ANNUAL GENERAL MEETINGS

26.1 An Annual General Meeting of the Local Chamber will be held in each year as required by the Act.

26.2 The Committee will call the Annual General Meeting.

26.3 The Annual General Meeting will occur in Charters Towers in the Area, at a place, day and time determined by the Committee.

27 REMUNERATION

27.1 The Committee of the Local Chamber will be paid the remuneration that the Local Chamber determines by resolution.

27.2 The Committee will, from the amount determined under clause 23.1, allocate that amount among the Committee Members.

27.3 The Local Chamber may also pay the Committee Members' travelling and other expenses that they properly incur:

- (a) in attending Committee meetings or any meetings of sub-committees;
- (b) in attending any general meetings of the Local Chamber; and
- (c) in connection with the Local Chamber's business.

28 ANNUAL AND GENERAL MEETINGS

28.1 The financial year of the Local Chamber shall commence on 1 July each year and conclude on 30th June each year.

28.2 The Local Chamber may meet in General Meeting for the transaction of business once a month.

28.3 At all General Meetings ten members shall form a quorum - if no quorum be present at twenty minutes past the hour of meeting, the Chairman may adjourn or cancel the meeting as follows:-

- (a) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of Members of the Committee or the Local Chamber, shall lapse.
- (b) 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 Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (c) 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.

- (d) 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.
- (e) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

28.4 The following business must be transacted at every Annual General Meeting:

- (a) the receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Local Chamber for the last financial year;
- (b) the receiving of the an Accountants *verification statement* on the financial affairs of the Local Chamber for the last financial year;
- (c) the presenting of the verification statement to the meeting for adoption;
- (d) the election of members of the Committee;
- (e) the appointment of an Accountant

28.5 The Secretary shall convene a Special General Meeting by sending out notices of the meeting within fourteen (14) days of:

- (a) being directed to do so by the Committee; or
- (b) being given a requisition in writing signed by not less than one-third of the members presently on the Committee or not less than ten percent (10%) of Ordinary Members of the Local Chamber presently entitled to vote; or

28.6 A requisition mentioned in clause 28.5(b) shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted.

28.7 The Secretary shall convene all general meetings of the Local Chamber by giving at least 10 days notice of any such meeting to the Members of the Local Chamber. Such notice can be given by any reasonable means including but not limited to, advertisement in the Local Chamber's newsletter.

28.8 Notice of a general meeting shall clearly state the nature of the business to be discussed.

28.9 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 they are not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, any Vice-President shall be the Chairman or if a 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; and
- (b) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner; and
- (c) every question, matter or resolution shall be decided by a majority of votes of the Members present; and

- (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; and
- (e) however, no Member shall be entitled to vote at any general meeting if their Membership Fees are more than two (2) months in arrears at the date of the meeting; and
- (f) 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; and
- (g) the Chairman shall appoint two (2) Members to conduct the secret ballot in such manner as they shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting of which the ballot was demanded; and
- (h) 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 representative shall have one vote; and
- (i) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and
- (j) a proxy must be a Member of the Local Chamber; and
- (k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and
- (l) 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:

CHAMBER NAME:

of, being a

Member of the above named Local Chamber, hereby appoint

of , or failing him, of

,as my proxy to vote for me on my behalf at the (annual) general meeting of the Local Chamber, to be held on the

day of ,20 ,and at any adjournment thereof.

Signed this day of 20

Signature

- (m) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

- (n) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial Member who previously applies to the Secretary for that inspection.
- (o) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of **every** Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Committee meeting verifying their accuracy.
- (p) Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting;
- (q) However, the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or Annual General Meeting.

29 HONORARIUM

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

30 ALTERATION OR AMENDMENT TO RULES

30.1 Subject to the provisions of the Act, any amendment of this Constitution shall be affected only by Special Resolution which is passed at any Special General Meeting or Annual General Meeting of the Local Chamber by the Member desiring so to alter or amend the same, such notice of motion to contain a verbatim copy of the alteration or amendment proposed.

31 DUTIES OF OFFICE HOLDERS

31.1 The duties and responsibilities of officeholders of the Committee are set out in the Policy and Procedures document to be adopted by the Charters Towers Chamber.

32 COMMON SEAL

32.1 The Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Committee and every instrument to which the Common Seal is affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or by a second member of the Committee or by some other person appointed by the Committee for that purpose.

33 CONDUCT OF MEETINGS

33.1 The conduct of meetings and the interpretation of this Constitution or any terms in it and this Constitution shall be at the sole discretion of the Chairman for the time being at each meeting and his/her directions and ruling shall be final.

34 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

34.1 This section applies if the Local Chamber is wound up under part 7 of the Act and there are surplus assets.

34.2 The surplus assets must not be distributed among the Members but given to another entity:

- (a) that has objects similar to the Local Chamber's Objects; and
 - (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 or institutions to be determined by the Members of the Local Chamber at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.
- 34.3 In light of CCIQ being a suitable entity in terms of clause 34.2 above, any surplus assets (other than real property) may be paid to CCIQ which will:
- (a) hold the actual amount paid over in trust for another Local Chamber of Commerce to be formed in the same or similar Area;
 - or
 - (b) if no such chamber is formed within five years from the date the assets are received, take such surplus assets for its own use as it in its own absolute discretion, deems fit.

35 REGISTER OF MEMBERS

- 35.1 The Committee must keep a register of Members.
- 35.2 The Register of Members must be updated quarterly on the first day of July, October, January and April of each year, which may be met by the Local Chamber complying with the CCIQ Client Relationship Management (CRM) System.
- 35.3 The register must include the following particulars for each Member:
- (a) the full name of the Member;
 - (b) the postal or residential address of the Member;
 - (c) the date of admission as a Member;
 - (d) the date of death or time of resignation of the Member;
 - (e) details about the termination or reinstatement of Membership;
 - (f) any other particulars the Committee or the Members at a general meeting decide.
- 35.4 The register must be open for inspection by Members at all reasonable times.
- 35.5 A Member must contact the Secretary to arrange an inspection of the register.
- 35.6 However, the Committee may, on the application of a Member, withhold information about the Member (other than the Members full name) from the register available for inspection if the Committee has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

36 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- 36.1 A Member must not:

- (a) use information obtained from the register of Members to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) 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.

36.2 Clause 36.1 does not apply if the use or disclosure of the information is approved by the Local Chamber or where the Local Chamber has provided the information to CCIQ pursuant to clause 9.1

37 Removal of Secretary

37.1 The Committee may at any time remove a person appointed as the Secretary.

37.2 If the Committee removes a Secretary who is a member of the Committee, the person remains a member of the Committee.

37.3 If the Committee removes a Secretary who is a Member and who has been appointed to a casual vacancy on the Committee, the person remains a Member.

38 Resolutions of Committee without meeting

38.1 A written resolution signed by each member of the Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

38.2 A resolution mentioned in clause 38.1 may consist of several documents in like form, each signed by one (1) or more members of the Committee.

39 Documents

39.1 The Committee must ensure the safe custody of books, documents, instruments of title and securities of the Local Chamber.

SCHEDULE 1

Area:

Charters Towers Chamber of Commerce & Mines Inc. - Charters Towers Region

SCHEDULE 2

Policies and Procedures Document

SCHEDULE 3

Operational Support and Licence Agreement