

Constitution  
of the  
**The Hills & Districts Chamber  
of Commerce Inc**

Amended 14 December 2017

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# CONSTITUTION AND RULES OF THE HILLS & DISTRICTS CHAMBER OF COMMERCE

## 1. NAME AND OPERATION

- 1.1 This Local Chamber shall be called "The Hills & Districts Chamber of Commerce Inc."
- 1.2 The general area of operation of the Local Chamber will be within the area the Ferny Hills, Arana Hills, Ferny Grove, Grovely, Keperra, Mitchelton, Everton Hills and surrounding districts of north Brisbane, Australia.
- 1.3 Any reference to "the Act" means reference to the Associations Incorporation Act 1981 of the State of Queensland as amended.
- 1.4 In this Constitution the following words shall have the following meanings:
  1. **Annual General Meeting** means the annual general meeting of the Local Chamber.
  2. **Area** means the area identified in item 2.
  3. **Executive** means the Executive committee of the Local Chamber which shall be responsible for the governance of the Local Chamber.
  4. **Executive Member** means a Member appointed to the Executive of the Local Chamber from time to time.
  5. **Committee** means a sub-committee appointed by the Executive to exercise its powers within a specified area of authority
  6. **Delegate** has the meaning set out in section 9.
  7. **Member** means a member of the Local Chamber admitted pursuant to clause 10.5.
  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.
  9. **Objects** means the objects of the Local Chamber identified in clause 5.
  10. **Secretary** means the secretary of the Local Chamber from time to time.

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.
12. **Treasurer** means the treasurer of the Local Chamber from time to time.
13. Unless otherwise stated:
  - (i) headings are included for convenience only and do not affect the interpretation of this Constitution.
  - (ii) references to clauses or Parts are to clauses and Parts of this Constitution.
  - (iii) references to dates and times are to Brisbane time.
  - (iv) references to "\$" and "dollars" are to Australian dollars.
  - (v) 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.

## 2 OBJECTS

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

1. 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;
2. to promote or oppose legislative and other regulatory measures which affect the interests of Members, trade, commerce and industry;
3. to influence government policy in the interests of Members, trade, commerce and industry;
4. to promote public discussion of issues relating to trade, commerce and industry;
5. to promote and advance the interests of employers and to encourage amicable relations amongst employers;

6. to improve relations between employers and employees;
7. to improve relations between persons at each level in the chain of production including producers, manufacturers, distributors, retailers and consumers;
8. to encourage the study of trade, commerce and industry, including the undertaking of apprenticeships and traineeships;
9. to assist or aid any charitable, educational or public purpose;
10. to encourage social exchange between Members;
11. to discuss and deal with any subjects affecting the best interests of Members and the community in the Area;
12. to collect information on all matters of interest to commerce, industry and the community in the Area;
13. to form a code of practice through the adoption of policy and procedures, whereby the transaction of business may be simplified and facilitated;
14. to affiliate with organizations as the Local Chamber may deem fit;
15. 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;
16. The Chamber shall be strictly Non-Party Political and Non-Sectarian.
17. to provide and encourage a forum for all Community Elected Members that are also our chamber members to discuss or share from their level of Govt such matters as; current or proposed policy, programs, impending legislation, innovation, taxation, red tape reduction or other matters of importance to business to and from our members only through an appropriate and approved chamber process in a non-political process,
18. Also the chamber sees its role to assist and inform community elected members of the aims and aspirations of our chamber members through an approved process, also to assist to or facilitate community discussion on matters such as proposals that could benefit the economic development of the area,
19. the chamber aims to provide a structured, balanced and non-political chamber approved and timely forum to encourage all candidates either chamber or non-chamber members in the chamber general area that are seeking election to a level of govt to introduce themselves to an invited audience and allow

the invited community members to seek their views or comments on various topics,

### **3 POWERS**

- 3.1 The Local Chamber has, in the exercise of its affairs, all the powers of an individual.
- 3.2 The Local Chamber may, for example:
1. enter into contracts; and
  2. acquire, hold, deal with and dispose of property; and
  3. make charges for services and facilities it supplies; and
  4. do other things necessary or convenient to be done in carrying out its affairs.
  5. may consider to assist a community group and/or if approved by the chamber accept the role in part of fully of a community group etc that wishes to no-longer operate individually,
- 3.3 The Local Chamber may take over the funds and other assets and liabilities of the present unincorporated association identified in the Schedule.
- 3.4 The Local Chamber may also issue secured and unsecured notes, debentures and debenture stock for the Local Chamber.

### **4 PROFIT AND ASSET DISTRIBUTION**

- 4.1 The Local Chamber must not distribute any profits of the Local Chamber by way of dividend or otherwise, to Members.
- 4.2 Clause 7.1 does not prevent:
1. 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;
  2. payment of rent to Members who have let property to the Local Chamber;
  3. payment of interest to Members who have lent money to the Local Chamber; or

4. reimbursement of expenses to Members who have with the Local Chamber's authority expended money in furtherance of the Local Chamber's Objects.

4.3 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.

**5 MEMBERS**

5.1 Classes of Membership

The Local Chamber has the following classes of Members:

1. Ordinary Members;
2. Associate Members
3. Life Members;
4. Past President Retired Members; and
5. Student Members.

5.2 The Executive 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 the Executive shall deem appropriate, in order to accommodate the needs of the Chamber.

5.3 The Executive may:

1. establish one or more new classes of membership and determine the privileges attaching to those classes; or
2. change the existing classes of membership and the privileges attaching to those classes. This may include abolishing a class of membership.

5.4 The following table sets out the eligibility criteria and privileges for each class of membership:

<b>Class</b>	<b>Eligibility Criteria</b>	<b>Privileges</b>
Ordinary Members	Any person engaged as owner or employer in any trade, profession, industry or business; or  Any government department, instrumentality or corporation which may in the opinion of the Executive	To attend and vote at general meetings of the Local Chamber



	<p>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 executive promote or advance trade, commerce, industry and the objects of the 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>	
Associated Members	Any person who may in the opinion of the executive promote or advance trade, commerce, industry and the objects of the Local Chamber; not qualifying as an ordinary member	
Life Members	<p>Any person who has rendered distinguished service to the Local Chamber, and who in the opinion of the Executive 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 and vote at general meetings of the Local Chamber;</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 and be able to vote at general meetings of the Chamber and be heard</p> <p>To be exempt from payment of Membership Fees in this class.</p>
Affiliated Member	Any financial member of another Chamber of Commerce (within 80km radius &/or at the discretion of the Executive) who is active in trade or	To attend at general meetings of the Chamber and be

	commerce in the Area of The Hills & Districts Chamber.	heard, but not to vote at general meetings.  Events at Member Prices
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.

- 5.5 If the Executive refuses an application for membership, it is not obliged to give reasons to the applicant.
- 5.6 The Executive may delegate its power to consider and determine membership applications, to any person determined by the Executive.
- 5.7 Membership, and the privileges attaching to membership, are not transferable.
- 5.8 The number of members permitted in each class is unlimited.

## 6 **AUTOMATIC MEMBERSHIP**

- 6.1 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 Executive, agrees in writing to become a Member of the incorporated association, must be admitted by the Executive:
1. to the equivalent class of membership of the association as the Member held in the unincorporated association; or
  2. if there is no equivalent class of membership as an Ordinary Member.

## 7 **PROPOSAL AND ELECTION OF NEW MEMBERS**

- 7.1 New members may apply themselves or be nominated by any financial member and, at the discretion of the Executive, the application may need to be supported by a seconder. Applications shall be referred to the Executive for consideration and decision. The decision of the Executive shall be final and may be subject to secret ballot.

## 8 **LIABILITY OF MEMBERS**

- 8.1 The liability of Members is limited as set out in clauses 13.1

- 8.2 If the Local Chamber is wound up, then every person who:
1. is a Member when the Local Chamber is wound up; or
  2. 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:
3. the payment of the debts and liabilities of the Local Chamber, contracted or incurred before the Member ceased to be a Member;
  4. the expenses of winding up the Local Chamber; and
  5. the adjustment of the rights of contributories among themselves.
- 8.3 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.

## 9 **VOTES**

- 9.1 Only financial members may be entitled to vote in person or by signed proxy at any General Meeting of the Chamber.
- 9.2 The number of members from any one firm shall be at the discretion of the Executive 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.

## 10 **SUBSCRIPTION**

- 10.1 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

## 11 **MEMBERSHIP FEES**

- 11.1 Without limitation, Membership Fees may include:
1. an initial joining fee;
  2. an annual Membership Fee; and
  3. such other fees or levies as may be necessary to enable the Local Chamber to carry out its activities.

## 12 **HONORARY MEMBERS**

- 12.1 The 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.
- 12.2 The 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.
- 12.3 The Chamber may elect an approved/suitable person to one or more of its committees where that committee or committee chairperson sees a specific need for a valuable input to that committee from that person, thereon that person is deemed to be an honorary member and they will be entitled to all privileges of an Ordinary Member save the privilege of voting at meetings,

### 13 **SERVICES**

- 13.1 Members are entitled to receive from the Local Chamber those services which the Executive determines are applicable to the Member's class of membership.

### 14 **MEMBERS MAY RESIGN: EXPULSION OF MEMBERS: HOW DECIDED**

- 14.1 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.
- 14.2 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.
- 14.3 If a Member:
  1. is convicted of an indictable offence; or
  2. fails to comply with any of the provisions of this Constitution; or
  3. has Membership Fees in arrears for a period of two months or more; or
  4. conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Chamber the Executive shall consider whether their membership shall be terminated.
- 14.4 The Member concerned shall be given a full and fair opportunity of presenting her/his case and if the Executive resolves to terminate the

membership it shall instruct the Secretary to advise the Member in writing accordingly.

**15 EXECUTIVE**

15.1 The Executive shall consist of a President, at least one but no more than three (3) Vice-Presidents, Secretary also if deemed necessary an assistant 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.

15.2 At each Annual General Meeting of the Local Chamber, four (4) members of the Executive for the time being shall retire from office, but shall be eligible upon nomination for re-election.

15.3 The four (4) that shall retire shall be:

1. first, any Executive Member who has filled a casual vacancy; and
2. second, those Executive Members who have served the longest term since they were last elected to the Executive and if the period is equal and none of them are prepared to retire, the retiring Executive Members will be determined by a ballot amongst them.

15.4 The election of officers and other members of the Executive shall take place in the following manner:-

1. 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 Executive;
2. 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;
3. 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;
4. 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;

5. 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.
- 15.5 Any member of the Executive 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.
- 15.6 The Executive shall have power at any time to appoint any Member of the Local Chamber to fill any casual vacancy on the Executive until the next Annual General Meeting.
- 15.7 If an Executive Member expresses an intention to stand for public office which is vacant or the subject of an upcoming election the Executive 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:
  1. 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 Executive Member in the interests of the Local Chamber and consistent with the Objects set out in clause 6; and
  2. should the Member fail to show cause to the satisfaction of the Executive, call upon the Member to immediately tender their resignation as an Executive Member.
- 15.8 A person cannot be an Executive Member unless that person is:
  1. a Member; or
  2. a Member's Representative.

## 16 POWERS OF THE EXECUTIVE

- 16.1 Except as otherwise provided by this Constitution and subject to resolutions of the Members of the Local Chamber carried at any general meeting the Executive:
  1. shall have the general control and management of the administration of the affairs, property and funds of the Local Chamber; and
  2. shall have authority to interpret the meaning of this Constitution and any matter relating to the Local Chamber on which this Constitution are silent.
- 16.2 The Executive may exercise all the powers of the Local Chamber:-
  1. 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;

2. to invest moneys in such manner as the Members of the Chamber may from time to time determine.
3. to apply for financial grants from various sources to further the aims of the chamber for its use or disbursement to others deemed worthy by the chamber from time to time,

16.3 The Executive may delegate any of its powers to:

1. an Executive Member;
2. a committee of Executive Members;
3. the Chief Executive Officer;
4. an employee of the Chamber; or
5. a Member, or Member's Representative.

16.4 The Executive may appoint a person or persons to be the attorney or attorneys of the Chamber, upon terms determined by the Executive.

16.5 The Executive may in the exercise of its powers under this Constitution, create Rules or By-Laws, not inconsistent with this Constitution from time to time.

## 17 **RESIGNATION AND REMOVAL OF EXECUTIVE MEMBERS**

17.1 An Executive 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.

17.2 The Chamber may by ordinary resolution in a Special General Meeting or Annual General Meeting remove an Executive Member.

1. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
2. A member has no right of appeal against the member's removal from office under this rule.

17.3 The Executive shall have power at any time to appoint any Member of the Local Chamber to fill any casual vacancy on the Executive until the next Annual General Meeting

17.4 The office of an Executive Member becomes vacant if:

1. the Executive Member is obliged to retire under clause 20.3;
2. the Executive Member ceases to be qualified as an Executive Member;
3. the Executive Member is removed under clause 22.6;
4. the Executive 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;
5. the Executive Member is disqualified under the Act from being an Executive Member; or
6. if the Executive Member is disqualified under this Constitution.

17.5 In recognition of the non-political alignment of the Local Chamber, no Executive Member, may hold public office while on the Executive.

17.6 If an Executive 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 Executive in accordance with clause 23.3, the Executive 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:

1. 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 Executive Member in the interests of the Local Chamber and consistent with the Objects set out in clause 5; and
2. should the Member fail to show cause to the satisfaction of the Executive, call upon the Member to immediately tender their resignation as an Executive Member

## 18 EXECUTIVE MEMBER'S INTERESTS

18.1 An Executive 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 Executive Members notice of the interest if required by the Act.

18.2 Unless prohibited by the Act, an Executive Member who has a material personal interest in a matter that is being considered at an Executive meeting may:



1. be present while the matter is being considered at the meeting; and
  2. vote on the matter, if the Executive Member has complied with clause 23.1.
- 18.3 An Executive Member of the Local Chamber and Chief Executive Officer must at the first opportunity disclose to the Executive:
1. whether they hold any membership or affiliation with any political party in Queensland or elsewhere in Australia or overseas; and
  2. 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 an Executive Member from being a member of a political party.

## 19 EXECUTIVE MEETINGS

- 19.1 The Executive shall meet at least once every two months to exercise its functions.
- 19.2 The Executive must decide how a meeting is to be called, including through the use of technology consented to by all members of the Executive.
- 19.3 Notice of a meeting is to be given in the way decided by the Executive.
- 19.4 A special meeting of the Executive shall be convened by the Secretary at an appropriate location and date on the requisition in writing signed by two (2) members of the Executive, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted.
- 19.5 At every meeting of the Executive four (4) members of that Executive shall constitute a quorum.
- 19.6 Subject to this Constitution, the Executive may meet together and regulate its proceedings as it thinks fit.
- 19.7 Questions arising at any meeting of the Management Executive 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.
- 19.8 A member of the Executive shall not vote in respect of any contract or proposed contract with the Local Chamber in which she/he is

interested, or any matter arising thereout, and if they do so vote their vote shall not be counted.

- 19.9 Not less than seven (7) days notice shall be given by the Secretary to members of the Executive of any special meeting of the Executive.
- 19.10 Such notice shall clearly state the nature of the business to be discussed.
- 19.11 The President shall preside as Chairman at every meeting of the Executive, 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.
- 19.12 If within half an hour from the time appointed for the commencement of an Executive meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Executive, shall lapse.
- 19.13 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 Executive 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.
- 19.14 The Executive may delegate any of its powers to a committee consisting of such members of the Local Chamber as the Executive thinks fit and appoint a chairperson for that committee
- 19.15 Any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Executive.
- 19.16 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.
- 19.17 A committee may meet and adjourn as it thinks proper.
- 19.18 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.
- 19.19 All acts done by any meeting of the Executive or of a committee or by any person acting as a member of the Executive shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Executive or person acting as aforesaid, or that the members of the Executive 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 Executive.

19.20 A resolution in writing signed by a majority of the members of the Executive for the time being entitled to receive notice of a meeting of the Executive shall be as valid and effectual as if it had been passed at a meeting of the Executive duly convened and held provided it is sent by either post or facsimile transmission to all the members of the Executive.

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

## **20 ANNUAL GENERAL MEETINGS**

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

20.2 The Executive will call the Annual General Meeting.

20.3 The Annual General Meeting will occur in The Hills & Districts Chamber of Commerce in the Area, at a place, day and time determined by the Executive.

## **21 REMUNERATION**

21.1 The Executive of the Local Chamber will be paid the remuneration that the Chamber determines by resolution.

21.2 The Executive will, from the amount determined, allocate that amount among the Executive Members.

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

1. in attending Executive meetings or any meetings of sub-Executives;
2. in attending any general meetings of the Local Chamber; and
3. in connection with the Chamber's business.
4. in accordance with or by executive approval given attend appropriate other meetings outside the chamber that the executive deems appropriate to further the chamber aims or promotion

## **22 ANNUAL AND GENERAL MEETINGS**

22.1 The financial year of the Local Chamber shall commence on 1 May each year and conclude on 30 April each year.

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

22.3 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:-

1. 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 Executive or the Local Chamber, shall lapse.
2. 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 Executive 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.
3. 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.
4. 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.
5. 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.

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

1. 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;
2. the receiving of the auditor's report on the financial affairs of the Local Chamber for the last financial year;
3. the presenting of the audited statement to the meeting for adoption;
4. the election of members of the Executive;
5. the appointment of an auditor.

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

1. being directed to do so by the Executive; or
  2. being given a requisition in writing signed by not less than one-third of the members presently on the Executive or not less than ten percent (10%) of Ordinary Members of the Local Chamber presently entitled to vote; or
- 22.6 A requisition mentioned in clause 27.5(b) shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted.
- 22.7 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.
- 22.8 Notice of a general meeting shall clearly state the nature of the business to be discussed.
- 22.9 Unless otherwise provided by this Constitution, at every general meeting -
1. 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
  2. the Chairman shall maintain order and conduct the meeting in a proper and orderly manner; and
  3. every question, matter or resolution shall be decided by a majority of votes of the Members present; and
  4. 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
  5. 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
  6. 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
  7. 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

8. 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
9. the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and
10. a proxy must be a Member of the Local Chamber; and
11. the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and
12. 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:

<b>The Hills &amp; Districts Chamber of Commerce</b>	
	of
Member name	Member address
being a Member of The Hills & Districts Local Chamber, hereby appoint:	
	of
Nominee's name	Nominee's address
as my proxy to vote for me on my behalf at the (annual) general meeting of the Local Chamber, to be held on the on the:	
Insert date	
and at any adjournment thereof.	

<b>Signed:</b>
Insert date
<b>Signature:</b>
Sign here

13. 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
14. the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Executive 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.
15. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Executive meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Executive meeting verifying their accuracy.
16. 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;
17. 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.

**23 HONORARIUM**

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

**24 ALTERATION OR AMENDMENT TO RULES**

- 24.1 Subject to the provisions of the Act, any amendment of this Constitution shall be effected 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.

24.2 However an amendment, repeal or addition is valid only if it is registered by the Chief Executive under the Act.

## **25 DUTIES OF OFFICE HOLDERS**

25.1 The duties and responsibilities of officeholders of the Executive are set out in the Policy and Procedures document to be adopted by the Local Chamber.

## **26 COMMON SEAL**

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

## **27 CONDUCT OF MEETINGS**

27.1 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.

## **28 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

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

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

1. that has objects similar to the Local Chamber's Objects; and
2. 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.

## **29 REGISTER OF MEMBERS**

29.1 The Executive must keep a register of Members.

29.2 The Register of Members must be updated quarterly on the first day of July, October, January and April of each year



- 29.3 The register must include the following particulars for each Member:
1. the full name of the Member;
  2. the postal or residential address of the Member;
  3. the date of admission as a Member;
  4. the date of death or time of resignation of the Member;
  5. details about the termination or reinstatement of Membership;
  6. any other particulars the Executive or the Members at a general meeting decide.
- 29.4 The register must be open for inspection by Members at all reasonable times.
- 29.5 A Member must contact the Secretary to arrange an inspection of the register.
- 29.6 However, the Executive may, on the application of a Member, withhold information about the Member (other than the Member's full name) from the register available for inspection if the Executive has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

## 30 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- 30.1 A Member must not:
1. 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
  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.
- 30.2 Clause 36.1 does not apply if the use or disclosure of the information is approved by the Local Chamber **Removal of Secretary**
- 30.3 The Executive may at any time remove a person appointed as the Secretary.
- 30.4 If the Executive removes a Secretary who is a member of the Executive, the person remains a member of the Executive.

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

**31 RESOLUTIONS OF EXECUTIVE WITHOUT MEETING**

31.1 A written resolution signed by each member of the Executive is as valid and effectual as if it had been passed at an Executive meeting that was properly called and held.

31.2 A resolution mentioned in clause 37.1 may consist of several documents in like form, each signed by one (1) or more members of the Executive.

31.3 Any written resolution or communication referred to in clause 37 can be by electronic transmission and such examples might be an Email,

**32 DOCUMENTS**

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

### **33 FUNDS AND ACCOUNTS**

- 33.1 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.
- 33.2 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the executive.
- 33.3 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 33.4 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 33.5 A payment by the association of \$100 or more must be made by cheque or electronic funds transfer (EFT).
- 33.6 If a payment of \$100 or more is made, the cheque or EFT must be approved by any 2 of the following—
1. the president;
  2. the secretary;
  3. the treasurer;
  4. any 1 of 3 other members of the association who have been authorised by the executive to approve cheques and EFTs issued by the association.
  5. However, 1 of the persons who approves the cheque or EFT must be the president, the secretary or the treasurer.
  6. The approval required by clause 33.7 is
    - (i) 2 unique signatures for cheques;
    - (ii) 2 unique authorisations performed in the electronic payment system of the financial institution.
- 33.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 33.8 A petty cash account must be kept on the imprest system, and the executive must decide the amount of petty cash to be kept in the account.
- 33.9 All expenditure must be approved or ratified at an executive meeting.

**SCHEDULE 1 - Not Allocated**

**SCHEDULE 2 – Not Allocated**