



## **Tamborine Mountain Chamber of Commerce & Industry Inc**

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# **The Constitution of Tamborine Mountain Chamber of Commerce & Industry Inc.**

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# THE CONSTITUTION AND RULES OF THE TAMBORINE MOUNTAIN CHAMBER OF COMMERCE AND INDUSTRY INC.

## NAME AND OPERATION

- 1 This Local Chamber shall be called "Tamborine Mountain Chamber of Commerce and Industry Inc." or "**TMCCI**" (and may be referred to herein as "the Chamber") or such other name as the Chamber shall determine.
- 2 The Chamber shall operate and carry on its Objects in the Area. Potential members operating businesses outside the Area but within a reasonable distance of Tamborine Mountain may be allowed to become Members if they can demonstrate that their business is related to or beneficial to the Area and the Objects of the Chamber.
- 3 Potential members operating businesses falling under other Chamber of Commerce regions will not be accepted unless there are extenuating circumstances present and the prior written approval of such other Chamber of Commerce is obtained.

## 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 membership of the Chamber pursuant to the provisions of this Constitution.
  - 5.2 **any General Meeting** means and includes an Annual General Meeting, a Special General Meeting and a General Meeting.
  - 5.3 **Area** means the geographical area delineated within the marked boundaries identified in the Map contained in Schedule 1 hereto.
  - 5.4 **CCIQ** means Chamber of Commerce and Industry Queensland Incorporated.
  - 5.5 **Delegate** has the meaning set out in clause 10.1
  - 5.6 **General Meeting** means a General Meeting of the membership of the Chamber pursuant to the provisions of this Constitution.
  - 5.7 **Management Committee** means the Management Committee of the Chamber which shall be responsible for the business and operations of the Chamber.
  - 5.8 **Management Committee Member** means a Member appointed to the Management Committee of the Chamber from time to time.
  - 5.9 **Member** means a Member of the Chamber admitted pursuant to the provisions of this Constitution

- 5.10 **Membership fees** means the fees or annual fees payable by a Member to become or continue to be a Member of the Chamber as identified in clauses 16 and 17 of this Constitution.
- 5.11 **Objects** means the objects of the Chamber identified in clause 6 hereof.
- 5.12 **Person** may include a Corporation if the context of its use so permits.
- 5.13 **President** means the Member duly elected as President at an Annual General Meeting from year to year.
- 5.14 **Secretary** means the Secretary of the Chamber from time to time.
- 5.15 **Special General Meeting** means a Special General Meeting of the membership of the Chamber pursuant to the provisions of this Constitution.
- 5.16 **Special Resolution** means a resolution of the Chamber that has been passed at a General Meeting by at least seventy five (75%) per centum of the Members who are present at such meeting and entitled to vote on the resolution.
- 5.17 **TMCCI** means the Chamber.
- 5.18 **Treasurer** means the Treasurer of the Chamber from time to time.
- 5.19 **Vice-President** means the Member duly elected as Vice-President at an Annual General Meeting from year to year.
- 5.20 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 objectives and duties of the Chamber shall include:
- (a) to promote and advance in a non-politically aligned manner:
    - (i) trade, commerce, tourism and industry; and
    - (ii) the interests of persons engaged in trade, commerce, tourism and industry,
- and more specifically on Tamborine Mountain and its environs;

- (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, tourism and industry;
- (d) to promote public discussion of issues relating to trade, commerce, tourism 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 deal with any subjects affecting the best interests of Members and the community in the Area;
- (l) to collect information on all matters of interest to commerce, industry , sustainable tourism 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 Chamber may deem fit;
- (o) to undertake the role of the Local Tourism Organisation (LTO) and attending the Scenic Rim Tourism Advisory Committee (TAC) meetings and acting to promote sustainable tourism in the region in collaboration with other like-minded organisations;
- (p) to operate the local Visitors Information Center (VIC) to help visitors to the region and enhance sustainable tourism through the publication of Map Brochures and maintenance of Map Boards around the region;
- (q) generally to carry on, do or assist in all or any matters which the Chamber may deem fit for the encouragement of trade and commerce, tourism and/or the assistance of Members of the Chamber to undertake their respective businesses; and
- (r) to otherwise advance the objects of the Chamber.

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

## **7 POWERS**

- 7.1 The Chamber has, in the exercise of its affairs, all the powers of an individual.
- 7.2 The 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 Chamber may take over the funds and other assets and liabilities of other lawful associations that may from time to time wish to merge with TMCCI.

## **8 PROFIT AND ASSET DISTRIBUTION**

- 8.1 The Chamber must not distribute any profits of the 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 Chamber have provided goods or services to the Chamber;
  - (b) payment of rent to Members who have let property to the Chamber;
  - (c) payment of interest to Members who have lent money to the Chamber;
  - (d) reimbursement of approved expenses to Members who have with the Chamber's authority expended money in furtherance of the Chamber's objectives.
- 8.3 If the 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 Chamber's as determined by Members of the Chamber in General Meeting.
- 8.4 **AUTHORISATION OF CHEQUES**
- 8.4.1 The Chamber must ensure that all payments are made by cheque or electronic funds transfer, except in circumstances where the payment amount is less than \$100.00.
- 8.4.2 Any cheques dealing with property and/or assets of the Chamber must be signed by any two of the following individuals:

- (a) The president of the Chamber;
- (b) The Secretary of the Chamber;
- (c) The Treasurer of the Chamber, and
- (d) Another member of the Management Committee as approved by the Management Committee whose approval must be in conformity with the Act.

## 9 APPLICATION TO CCIQ (FUTURE AFFILIATION OPTION)

9.1 At any time in the future TMCCI may apply for affiliation with CCIQ by:

- (a) submitting an application in a form approved by CCIQ;
- (b) confirming that the TMCCI has adopted this Constitution and that it is registered under the Act;
- (c) adopting the Policies and Procedures of CCIQ in a manner that is approved and accepted by CCIQ.
- (d) undertaking to agree to lawful 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 loyalty to maintain and enhance the Chamber and its Objects, its standards, quality and reputation for the collective and natural benefit of the Chamber, its Members and business in general;
- (g) at all times operating so as to promote mutual trust and confidence between the Chamber, its Members and CCIQ thereby promoting the economic and strategic success, strength and stability of the affiliation in the pursuit of the Objects of the Chamber;
- (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 Chamber and the 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 an approved format (or such other document) as may reasonably be required by CCIQ from time to time; and

- (k) advising CCIQ as soon as practicable of any serious administrative, operational or financial difficulties and assisting CCIQ in investigating those issues and co-operateing 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 TO QCCI MEETINGS (FUTURE POSSIBLE AFFILIATION)**

- 10.1 The 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 Chamber is eligible to be elected to the position of Delegate.
- 10.3 A Management Committee Member of the 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 Chamber shall have the following classes of Members:

- (a) Ordinary Members;
- (b) Life Members (non-voting);
- (c) Past President Retired Members (non voting); and
- (d) Student Members (Aged 17+ and non voting).

11.2 The Management Committee shall have the ability to determine whether to adopt different levels of membership within each class (such as Platinum, Gold, and Silver etc) based on such criteria as the Management Committee shall deem appropriate, in order to accommodate the needs of the Chamber.

11.3 The Management Committee may propose to the Chamber:



- (a) the establishment of one or more new classes of membership and the conditions attaching to those classes; or
- (b) the amendment of the existing classes of membership and the privileges and eligibility attaching to those classes including the abolition of a class of membership.

11.4 The Management 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 for admission to that class of membership and applies for membership in the form (if any) specified by the Management Committee; and
- (c) pays to the 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 accorded to each class of membership:

<b>Class</b>	<b>Eligibility Criteria</b>	<b>Privileges</b>
Ordinary Members	<p>Any person engaged as owner or employer in any trade, profession, industry or business operating in the Area or operating outside the Area but satisfying the criteria referred to in Clause 2 of this Constitution; or</p> <p>Any Government instrumentality or Corporation which may in the opinion of the Management Committee, promote or advance trade, commerce, industry and the objects of the Chamber; or</p> <p>Any Past President Retired Member, however, upon admission as an Ordinary Member is no longer exempt from payment of Membership Fees.</p>	To attend, vote and be heard at all Annual General Meetings, Special General Meetings and General Meetings of the Tamborine Mountain Chamber of Commerce and Industry Inc.

Life Members	Any person who has rendered distinguished service to the Chamber, and who in the opinion of the Management Committee should be recognised for such service by the award of Life Membership. For clarity, Life Members may at their discretion, also apply to be Ordinary Members.	To attend all Annual General Meetings, Special General Meetings and General Meetings of the Chamber and vote and be heard thereat and be exempt from payment of Membership Fees.
Past Presidents Retired Members	Any past President of the Chamber. For clarity, Past President Retired Members may, at their discretion also apply to be Ordinary Members.	To attend all Annual General Meetings, Special General Meetings and General Meetings of the Chamber and be heard, but not to vote at any such Meetings and to be exempt from payment of Membership Fees.
Student Member	Any bona fide Student wishing to pursue a career in business or a career related to business.	To attend at all Annual General Meetings, Special General Meetings and General Meetings of the Chamber and may be heard thereat but shall not vote.

11.6 If the Management Committee refuses an application for membership, it is not obliged to give reasons to the applicant.

11.7 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 Management 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 An eligible applicant may apply to become an Ordinary Member or a Student Member of the Chamber themselves or may be nominated by any financial member and, in the latter case, at the discretion of the Management Committee, the application may need to be supported by a seconder. Applications shall be referred to the Management Committee for consideration and decision. The Management Committee must decide whether the application is

accepted or rejected. If the application is accepted by the Management Committee the applicant is thereby elected to be an Ordinary Member or Student Member of the Chamber as the case may be. The Secretary shall give written notice to an applicant of the result of the application within seven (7) days of the date of the decision. The decision of the Management Committee shall, subject to the appeal processes in clause 21 hereof, be final.

An application for membership shall be in writing and shall be in such form as the Management Committee shall decide.

#### 14 **INSURANCE**

14.1 The Management Committee shall have the power and obligation to maintain proper insurances upon the insurable interests of the Chamber.

#### 15 **VOTES**

15.1 Only financial Members are entitled to vote at any General Meeting of the Chamber.

15.2 The number of Members entitled to vote from any one firm shall be at the discretion of the Management Committee but unless otherwise specified or allowed shall, for the purposes of voting at any General Meeting, be limited to one Member, and, if financial, shall be entitled to vote as one single Member.

#### 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 sums as the Members shall from time to time at any General Meeting determine and shall be payable on the first of 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 Chamber to carry out its activities.
- (d) In the event that a Member joins after April 1<sup>st</sup> of any year, the annual membership fees will be adjusted accordingly in a pro-rata monthly manner, reflective of the time between the date of admission to membership and the 31<sup>st</sup> December of the particular year as compared to a full year.

#### 18 **HONORARY MEMBERS**

18.1 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 any meetings.

18.2 The Chamber may elect any of its Members or past members as Life Members in recognition of special services to the Chamber and such persons shall thereupon be entitled to all the privileges of membership of an Ordinary Member as set out in this Constitution but without payment of any Membership Fees.

19 **SERVICES**

19.1 Members are entitled to receive from the Chamber those services which the Management Committee determines are applicable to the Member's class of membership.

20 **TERMINATION OF MEMBERSHIP**

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 year then current.

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 a criminal 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 consecutive months ; or
- (d) behaves in a manner considered to be injurious or prejudicial to the character or interests of the Chamber; or
- (e) by way of any action, brings the Chamber into disrepute,

the Management Committee shall consider whether the membership of such Member shall be terminated.

20.4 Any Member whose membership is considered by the Management Committee pursuant to Clause 20.3 hereof shall be given a full and fair opportunity of being heard before the Management Committee, and if the Management Committee resolves to terminate the membership of any such Member it shall instruct the Secretary to advise the Member in writing accordingly.

21 **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

21.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.

21.2 A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the rejection or termination.

21.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, call a General Meeting to decide the appeal and such General Meeting shall be held within three (3) months of the date upon which the Secretary receives the notice of intention to appeal. The decision of the General Meeting upon such rejection or termination shall be final.

21.4 At the General Meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

21.5 Also, the Management Committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

21.6 An appeal must be decided by a majority vote of the members present and eligible to vote at the General Meeting.

21.7 If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

**22 RESERVED FOR FUTURE USE**

**23 RESERVED FOR FUTURE USE**

**24 RESERVED FOR FUTURE USE**

**25 MANAGEMENT COMMITTEE**

25.1 The Management Committee shall consist of a President, Vice-President, Secretary, Treasurer and a maximum of six (6) other persons, all of whom shall be financial Members of the Chamber and be fit and proper persons to hold such office and be elected at an Annual General Meeting and hold office for twelve months.

25.2 At each Annual General Meeting of the Chamber, all current Management Committee Members shall retire from office, but shall be eligible upon nomination for re-election to the Management Committee.

25.3 The election of officers and other members of the Management Committee shall take place in the following manner: -

(a) any two (2) Members of the Chamber shall be at liberty to nominate any other Member to serve as an officer or another member of the Management 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 sent to all Members eligible to vote at the General Meeting 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.
- 25.4 Any member of the Management 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.
- 25.5 The Management Committee shall have power at any time to appoint any Member of the Chamber to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- 25.6 If a Management Committee Member expresses an intention to stand for public office which is vacant, or the subject of an upcoming election, the Management Committee shall consider on a case by case basis the potential or likely impact on the 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 Management Committee Member in the interests of the 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 Management Committee, call upon the Member to immediately tender their resignation as a Management Committee Member.
- 25.7 A person cannot be a Management Committee Member unless that person is a Member.

## **26 POWERS OF THE MANAGEMENT COMMITTEE**

- 26.1 Except as otherwise provided by this Constitution and subject to resolutions of the Members of the Chamber carried at any General Meeting, the Management Committee:
- (a) shall have the general control and management of the administration of the affairs, property and funds of the Chamber, and
  - (b) shall have authority to interpret the meaning of this Constitution and any matter relating to the Chamber on which this Constitution is silent.

26.2 The Management Committee may exercise all the powers of the Chamber:-

- (a) to borrow or raise or secure the payment of money in such manner as the Members of the Chamber may in General Meeting deem 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;
- (b) to invest moneys in such manner as the Members of the Chamber may in General Meeting deem fit.

26.3 The Management Committee may delegate any of its powers to:

- (a) a Management Committee Member;
- (b) a committee of Management Committee Members;
- (c) an employee of the Chamber; or
- (d) a Member.

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

26.5 The Management 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.

## **27 RESIGNATION AND REMOVAL OF MANAGEMENT COMMITTEE MEMBERS**

27.1 A Management Committee Member may resign from office by giving written notice of resignation to the Secretary. The resignation takes effect when the notice is given, unless a later date is specified in the notice.

27.2 The Chamber may by ordinary resolution in a Special General Meeting or Annual General Meeting remove a Management Committee Member.

(1) A Management Committee Member who has been removed from the Management Committee may give the Secretary written notice of the person's intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.

(3) If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, call a General Meeting to decide the appeal.

(4) The Rules of this Constitution applying to appeals to a General Meeting in respect of the termination of a Members membership shall

apply to as fully and effectually as possible to an appeal under this clause 27.2.

- 27.3 The office of a Management Committee Member becomes vacant if:
- (a) the Management Committee Member is obliged to retire under clause 25.2 and 25.3;
  - (b) the Management Committee Member ceases to be qualified as a Management Committee Member;
  - (c) the Management Committee Member becomes of unsound mind;
  - (d) the Management Committee Member is disqualified under the Act from being a Management Committee Member; or
  - (e) if the Management Committee Member is disqualified under this Constitution.
- 27.4 In recognition of the non-political alignment of the Chamber no Management Committee Member, may hold public office while on the Management Committee.
- 27.5 If a Management 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 Management Committee in accordance with clause 6.2, the Management Committee shall consider on a case by case basis the potential or likely impact on the 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 Management Committee Member in the interests of the 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 Management Committee, call upon the Member to immediately tender their resignation as a Management Committee Member

## **28 MANAGEMENT COMMITTEE MEMBER'S INTERESTS**

- 28.1 A Management Committee Member of the Chamber who has a material personal interest or a conflict of interest in a matter that relates to the affairs of the Chamber must give the other Management Committee Members notice of the interest if required by the Act.
- 28.2 Unless prohibited by the Act, a Management Committee Member who has a material personal interest or a conflict of interest in a matter that is being considered at a Management Committee meeting may:
- (a) be present while the matter is being considered at the meeting; and
  - (b) shall not vote on the matter unless the Management Committee Member has complied with all the relevant clauses on this Constitution and the Act.



28.3 A Management Committee Member must at the first opportunity disclose to the Management 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 Management Committee Member from being a member of a political party.

## **29 MANAGEMENT COMMITTEE MEETINGS**

29.1 The Management Committee shall meet at least once a month to exercise its functions.

29.2 The Management Committee must decide how a meeting is to be called, including through the use of technology consented to by all members of the Management Committee.

29.3 Notice of a meeting is to be given in the way decided by the Management Committee.

29.4 A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed, or by confirming email, by three (3) members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted.

29.5 At every meeting of the Management Committee four (4) members of that Management Committee shall constitute a quorum.

29.6 Subject to this Constitution, the Management Committee may meet together and regulate its proceedings as it thinks fit.

29.7 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.

29.8 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Chamber in which the Member has a material interest.

29.9 Not less than seven (7) days notice shall be given by the Secretary to members of the Management Committee of any Special Meeting of the Management Committee.

29.10 Such notice shall clearly state the nature of the business to be discussed.

29.11 The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President present, or if at any meeting the President is not present within ten minutes after the

time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

- 29.12 If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse.
- 29.13 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 Management 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.
- 29.14 The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Chamber as the Management Committee thinks fit.
- 29.15 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 Management Committee.
- 29.16 A sub-committee may elect a Chairperson of its meetings.
- 29.17 If no such Chairperson 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.
- 29.18 A sub-committee may meet and adjourn as it thinks proper.
- 29.19 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.
- 29.20 All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management 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 Management Committee.
- 29.21 A resolution in writing approved by a majority of the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held provided it is sent by either post, email or facsimile transmission to all the Members of the Management Committee, and provided further a majority of such Members indicate their approval to the resolution in writing and delivered to the Secretary.
- 29.22 Any such resolution may consist of several documents in like form, each signed by Members of the Management Committee so as to form a majority.

## **30 ANNUAL GENERAL MEETINGS**

- 30.1 An Annual General Meeting of the Chamber will be held in each year as required by the Act and will be convened by the Secretary upon giving at least fourteen (14) days notice thereof to Members.
- 30.2 The Management Committee will call the Annual General Meeting in the month of March each year unless otherwise determined by the Management Committee.
- 30.3 The Annual General Meeting will occur in the Area, at a place, day and time determined by the Management Committee.

## **31 REMUNERATION**

- 31.1 The Management Committee may determine the remuneration, if any, to be paid to Management Committee Members for services rendered for or on behalf of the Chamber as such Committee shall determine by resolution. Failing such resolution, all work undertaken by Management Committee is voluntary work.
- 31.2 The Management Committee may determine by resolution to meet the Management Committee Members' travelling and other expenses that are properly incurred:
  - (a) in attending Management Committee and local government meetings or any meetings of sub-committees thereof; and
  - (b) in connection with bona fide business of the Chamber.

## **32 ANNUAL AND GENERAL MEETINGS**

- 32.1 The financial year of the Chamber shall commence on the First day of January each year and conclude on Thirty-First day of December each year.
- 32.2 The Chamber may meet in General Meeting for the transaction of business bi-monthly (every two months), at the Management Committee's discretion. Alternative months may be held for networking to promote business cooperation and collaboration between members in a more informal setting.
- 32.3 At all General Meetings ten members shall form a quorum and if no quorum be present at twenty minutes past the time appointed for the 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 Management Committee or the 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 Management 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 in the same form as carried out in the case of the adjourned 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.

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

- (a) the receiving of statements of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Chamber, each in respect of the financial year last ended;
- (b) the receiving of the auditor's report on the financial affairs of the Chamber for the last financial year;
- (c) the presenting of the audited statement to the meeting for adoption;
- (d) the election of the President, the Vice-President, the Secretary and the Treasurer and other Members of the Management Committee; and
- (e) the appointment of an auditor.

32.5 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 Management Committee; or
- (b) being given a requisition in writing requiring a Special General Meeting for a particular purpose or purposes signed by not less than one-third of the members presently on the Management Committee or not less than ten percent (10%) of Ordinary Members of the Chamber presently entitled to vote.

32.6 The notice of the Special General Meeting shall be sent by email to all Members and shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted. Such notice shall give at least fourteen (14) days notice of any such Special General Meeting.

32.7 Where not otherwise provided for herein, the Secretary shall convene a General Meeting by giving at least seven (7) days notice of any such meeting to the Members of the Chamber. Such notice can be given by any reasonable means including but not limited to advertisement in the Chamber's newsletter or in any related digital format such as email notification.

32.8 Notice of any General Meeting shall clearly state the nature of the business to be discussed or determined.

32.9 Unless otherwise provided by this Constitution, at any General Meeting -

- (a) the President shall preside as Chairman, or if there is no President present, or not present within fifteen minutes after the time appointed for the holding of the meeting, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the Management Committee 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 (>50%) 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;
- (g) the Chairman shall appoint two (2) Members to conduct the secret ballot in a proper manner and the result of the ballot shall be delivered to the Chairman who shall declare the ballot in accordance with such result and the result of the ballot shall be deemed to be a resolution of the meeting; and
- (h) a Member may vote in person and on a show of hands every person present who is a Member shall have one vote and in a secret ballot every Member present in person shall have one vote. A Member who is exercising a proxy vote on behalf of another Member shall have one vote on behalf of such other member whether the vote is on a show of hands or in a secret ballot; and
- (i) a proxy shall only be accepted for use at any General Meeting where the Member giving the proxy vote to a representative of the Member is bona fide absent from the Area by a distance of at least Two Hundred (200) kilometers from the Area at the time of the meeting or is medically unfit to attend such meeting or is the subject of emergent circumstances present at the time of the meeting and the onus of establishing such grounds is upon such Member within the instrument appointing the proxy and the Management Committee may, in its discretion, determine whether the appointing instrument is a valid appointment in accordance with these rules or not and may disallow the use of the proposed proxy if in its opinion the appointing instrument has not established the grounds permitted in these rules;
- (j) a proxy voter must be a Member of the Chamber; and
- (k) subject to the provisions of these Rules, the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and

- (l) the instrument appointing a proxy shall be in the format as shown in Schedule 2, or a form as near thereto as circumstances permit:
- (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 Member named in the instrument proposes to vote; and
- (n) the Secretary/or appointed person shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Annual General Meeting, Special General Meeting and General Meeting and such minutes will be posted on the Chamber website / member log-in area, or emailed to members. Management Committee meeting minutes to be entered in a book to be open for inspection at all reasonable times by any financial Member who previously has given at least Three (3) days written notice to the Secretary for that inspection; and
- (o) the minutes of every General Meeting or Special General Meeting shall be accepted at the next succeeding General Meeting; and
- (p) the minutes of any Annual General Meeting shall be accepted at the succeeding Annual General Meeting.

### **33 HONORARIUM**

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

### **34 ALTERATION OR AMENDMENT TO RULES**

- 34.1 Subject to the provisions of the Act, the provisions of this Constitution may be amended, repealed or added to and any such amendment, repeal or addition of or to this Constitution shall be effected only by Special Resolution which may be passed at any General Meeting of the Chamber. The Management Committee may propose any alteration to this Constitution to any General Meeting for the resolution of the Chamber.
- 34.2 However, an amendment, repeal or addition of or to this Constitution is valid only if it is registered in accordance with the Act.

### **35 DUTIES OF OFFICE HOLDERS**

- 35.1 The duties and responsibilities of officeholders of the Management Committee maybe set out in the various Policy and Procedures forms and documents to be adopted by the Chamber.

### **36 COMMON SEAL**

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

other person appointed by the Management Committee for that purpose.

### **37 CONDUCT OF MEETINGS**

37.1 The conduct of meetings and the interpretation of this Constitution or any terms within it shall be at the sole discretion of the President for the time being at each meeting and his/her rulings thereon shall be final.

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

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

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

- (a) that has objects similar to the 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 Chamber at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

38.3 In light of CCIQ being a suitable entity in terms of clause 38.2 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 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.

### **39 REGISTER OF MEMBERS**

39.1 The Management Committee must keep a register of Members.

39.2 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 email and website address of the Member;
- (d) the date of admission as a Member;
- (e) the date of death or time of resignation of the Member;
- (f) details about the termination or reinstatement of Membership;

(g) any other particulars the Management Committee or the Members at a General Meeting decide.

39.3 The register must be open for inspection by Members at all reasonable times.

39.4 A Member must contact the Secretary to arrange an inspection of the register.

39.5 However, the Management Committee 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 Management Committee has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

#### 40 **PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

40.1 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.

40.2 Clause 40.1 does not apply if the use or disclosure of the information is approved by the Chamber or where the Chamber has provided the information to CCIQ pursuant to clause 9.1

#### 41 **REMOVAL OF SECRETARY**

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

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

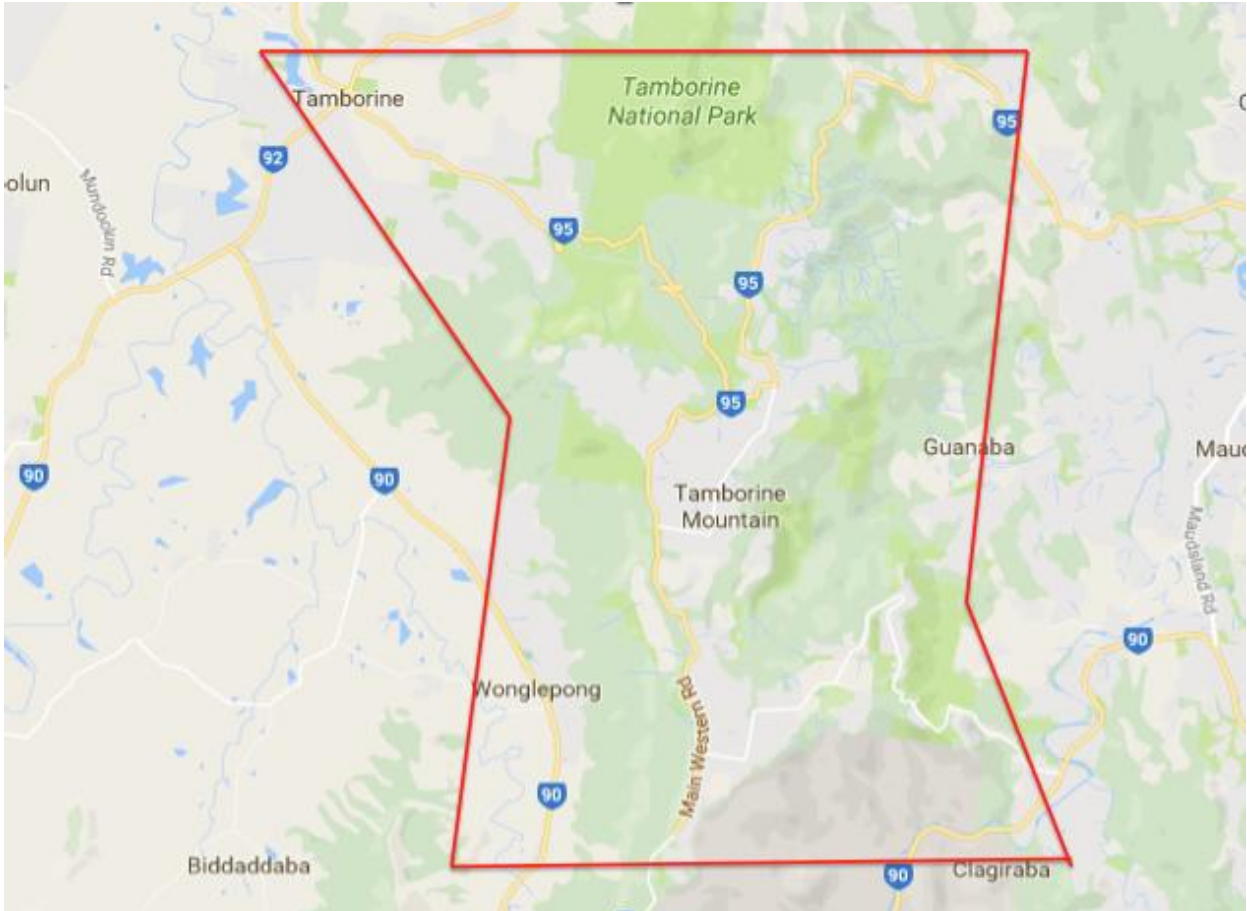
#### 42 **DOCUMENTS**

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



## SCHEDULE 1

The Area of TMCCI operations.



**SCHEDULE 2**

**PROXY APPLICATION REQUEST FORM**

**TAMBORINE CHAMBER OF COMMERCE AND INDUSTRY INC.**

I, \_\_\_\_\_ of, \_\_\_\_\_ being a Member of the above named Chamber hereby appoint \_\_\_\_\_, a Member of the Chamber of, \_\_\_\_\_ as my proxy to vote for me on my behalf at the General Meeting of the Chamber, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and at any adjournment thereof.

I verily confirm that I am unable to attend the aforementioned meeting as I will be absent from the Area by a distance of at least 200 Kilometers from the Area/or I am presently medically unfit to attend the meeting/or the following emergent circumstances presently exist. (Please delete the grounds not relied upon)

I attach a submission and/or documentation (e.g. Medical certificate or other evidence) in support of this Application. (Please attach your submission to this Application)

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Signature Member: \_\_\_\_\_

Name: \_\_\_\_\_

Signed **Witness**: \_\_\_\_\_

Name: \_\_\_\_\_