

CONSTITUTION

VALLEY CHAMBER OF COMMERCE INC.

Association Number IA29828 (Incorporated in Qld)

Endorsed by membership: ___ / ___ / ___

1. Interpretation

(1) In these Rules—

Act means the *Associations Incorporation Act 1981*.

Association means Valley Chamber of Commerce Inc.

Board refers to the board of management established and described in Rule 17.

Chamber Area means at the date of these Rules; Fortitude Valley, Bowen Hills, Brisbane CBD, New Farm, Newstead, Spring Hill and Teneriffe.

General Resolution means a resolution carrying at least 50% of the eligible votes for a resolution.

Objects mean the objects of the Association listed in Rule 3.

Present means—

(a) at a Board meeting, see Rule 23(6); or

(b) at a General Meeting, see Rule 36(2).

Rules mean this Constitution.

Special Resolution means a resolution carrying at least 75% of the eligible votes for a resolution.

(2) A word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2. Name, Area and Political neutrality

(a) The name of the incorporated Association is the Valley Chamber of Commerce Inc.

(b) The general area of operation of the Association will be within the Chamber Area.

(c) The Association shall be strictly non-party political and non-sectarian.

(d) The Association recognizes that persons holding public office such as Councillors, State and Federal Politicians and Senators are elected by local residents and the Association will use its endeavours to treat those elected officials regardless of their political persuasion in a non-political manner and based purely on issues affecting its members.

3. Objects

The Objects of the Association are—

(a) To promote the economic health of the Association's members and the well-being of both the Association's members by providing leadership and representation for issues affecting the business community, particularly within the Chamber Area.

(b) To discuss and deal with any subjects affecting the best interests of the Association's members, particularly within the Chamber Area .

(c) To advance the interests of the Association's members in the Chamber Area. Where it does not conflict with 3(a), and if it is in the furtherance of the Objects

generally, to advance the interests of the commercial community of neighbouring suburbs and precincts as well.

- (d) To promote, support, or oppose legislation or other measures affecting the businesses of its members.
- (e) To give expression to the opinion of members regarding events or proposals affecting the interests of the commercial community of the Chamber Area.
- (f) To watch over and protect the general interests of trade, commerce, industry and civil rights.
- (g) To assist in the development of trade and industry., particularly within the Chamber Area
- (h) To collect information on all matters of interest to commerce, industry and the community and which may include consultations with professionals, eminent citizens and leaders of industry.
- (i) To consult with and approach Councils, State and Federal Governments on matters affecting its members or the business community generally.
- (j) To form a code of practice whereby the transaction of business may be simplified and facilitated.
- (k) To affiliate with such organisations as the Association may deem fit.
- (l) To conduct or control such forms of events and entertainment from time to time as would add to the pleasure of citizens, members and visitors.
- (m) To purchase, lease or otherwise acquire land, property or chattels within the Chamber Area and to sell, lease, sub-lease, or otherwise dispose of such assets. To mortgage such assets and carry out any scheme which is considered to be in the best interests of the Association.
- (n) To appoint three trustees to hold all the property and effects both real and personal of or belonging to the Association at any time on or subject to such trusts and provisions as the Association may from time to time appoint.
- (o) Generally, to carry on, conduct, do or assist in all or any matters which the Board may deem fit for the encouragement of trade and commerce, or the assistance of members and the Association.
- (p) To assist in raising money for charity and/or non-profit organisations and to undertake and partake in charitable and non-profit events.
- (q) To set up, when recommended by the Board, a system of governance within the Association so that areas of the Chamber may have their own committee operating within the organisational structure of the Association to attend to local matters including but not limited to delivering and providing networking opportunities, surveys, information, events and other services to local businesses in furtherance of the Objects of the Association.

4. Powers

- (1) The Association has the powers of an individual.
- (2) The Association may, for example—
 - (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property;

- (c) make charges for services and facilities it supplies;
 - (d) do other things necessary or convenient to be done in carrying out its affairs including the hiring of staff or contractors;
 - (e) obtain or maintain membership in any other organisation that the Association considers desirable in furthering its Objects;
 - (f) enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Association;
 - (g) obtain from any such Government or Authority any rights, privileges and concessions which the Association may think is desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - (h) take any gift of property whether subject to any special trust or not, for any one or more of the Objects of the Association;
 - (i) raise funds by promotions, holding events, selling or accepting sponsorships and in any other manner consistent with these Rules and that will not give rise to a credible allegation of conflict of interest with the Objects;
 - (j) print and publish in paper or electronic form any newspapers, periodicals, newsletters, books or leaflets that the Association may think desirable for the promotion of its Objects;
 - (k) appoint, employ, remove or suspend such managers, clerks, secretaries, employees and other persons as may be necessary or convenient for the purposes of the Association; and
 - (l) construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the associations interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (3) The Association may take over the funds, property and other assets and liabilities of any other incorporated associations with which the Association is authorised to amalgamate.
- (4) The Association may transfer all or any part of its property, assets and liabilities to any other incorporated associations with which the association is authorised to amalgamate.
- (5) The Association may take over the funds, property and other assets and liabilities of any other incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income or property among its members to an extent at least as great as that imposed upon the Association under or by virtue of Rule 48 and to accept the membership, funds and assets of any such incorporated (or previously incorporated) association.
- (6) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.
- (7) To do all such lawful things as are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Association.

5. Classes of members

- (1) Any company, trust, partnership or person engaged in business or a profession or any director or executive officer of a public institution connected with commerce or industry, shall be eligible for membership of the Association.
- (2) The number of ordinary members is unlimited.
- (3) The Board may provide additional designations to ordinary memberships such as Sponsor, Corporate or any other such designations for the purposes of providing various benefits and establishing various levels of membership fees.
- (4) Although more than one representative may be entitled to attend functions; each financial ordinary member will have only 1 vote at any meeting of the members.
- (5) The Board may grant honorary membership to any person distinguished in public affairs, commerce or finance or any person the Board considers desirable, for a period which the Board determines who will be entitled to all the privileges of an ordinary member save the privilege of voting at meetings.
- (6) The Association may grant honorary life memberships in recognition of special or meritorious services to the Association and such person shall be entitled to all the privileges of an ordinary member, including the right to vote at meetings, but will not be required to pay a subscription. An honorary life member is granted membership by a General Resolution of the Association after a recommendation by the Board.
- (7) Notwithstanding clause 5(6) above, the Association grants honorary life memberships to all past Presidents of the Association in recognition of meritorious services to the Association and such persons shall be entitled to all the privileges of an ordinary member, including the right to vote at meetings, but will not be required to pay a subscription.

6. New membership

An application for membership:

- (1) by traditional paper method must be—
 - (a) in writing;
 - (b) signed by the applicant and the applicant's proposer and seconder; and
 - (c) in the form decided by the Board.
- (2) via the Association's website must be—
 - (a) completed in accordance with the website form, as decided by the Board; and
 - (b) paid in full.
- (3) Rights conferred on members by law and by these Rules are personal and are not transferable.

7. Membership fees

- (1) The membership fee for each ordinary membership and for each other class or designation of membership (if any)—
 - (a) is the amount decided by the Board from time to time; and
 - (b) is payable when, and in the way, the Board decides.

- (2) A member of the Association who, before becoming a member, has paid the members annual subscription for membership of one or more of the constituent associations, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Board as the day on which the next annual subscription is payable.

8. Admission and rejection of new members

- (1) The Board must consider an application for membership at the next Board meeting held after it receives—
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- (2) The Board must decide at the meeting whether to accept or reject the application.
- (3) If a majority of the members of the Board present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (4) The secretary or authorised person of the Association must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision.

9. When membership ends

- (1) A member may resign from the Association by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) The Board may terminate a member's membership if the member—
 - (a) is convicted of an indictable offence;
 - (b) does not comply with any of the provisions of these Rules;
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- (4) Before the Board terminates a member's membership, the Board must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the Board decides to terminate the membership, the secretary of the Board must give the member a written notice of the decision.
- (6) Membership will automatically lapse if membership fees are in arrears for over 3 months, but which membership may be reinstated at the discretion of the Board.

10. Appeal against rejection or termination of membership

- (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.
- (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.

11. General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the 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.
- (3) Also, the Board and the members of the Board 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.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) 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.

12. Register of members

- (1) The Board must keep a register of members of the Association.
- (2) The register must include the following particulars for each member—
 - (a) the full name of the member;
 - (b) the postal, residential and business address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership; and
 - (f) any other particulars the Board or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) The inspection shall be limited to 30 minutes. No copying of the register (other than by the making of handwritten notes) is permitted.
- (5) A member must contact the secretary to arrange an inspection of the register.
- (6) However, the Board may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for

inspection if the Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

13. Prohibition on use of information on register of members

- (1) A member of the Association must not—
 - (a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political or religious purposes;
 - (b) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for charitable or commercial purposes; or
 - (c) 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 of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub-rule (1)(b) does not apply if the use or disclosure of the information is approved by the Board of the Association and the Association complies with its obligations in respect of any such disclosure as required under any law or regulation including but not limited to the *Privacy Act 1988* (Cth) and the *Associations Incorporation Act 1981* (Qld).

14. Appointment or election of secretary & treasurer

- (1) The secretary and treasurer (individually) must be an individual residing in Queensland, who is—
 - (a) a member of the Association elected by the Association as secretary; or
 - (b) any of the following persons appointed by the Board as secretary—
 - (i) a member of the Association's Board;
 - (ii) another member of the Association; or
 - (iii) another person.
- (2) If the Association has not elected an interim officer as secretary or treasurer for the Association before its incorporation, the members of the Board must ensure a secretary and treasurer are appointed or elected for the Association within 1 month after incorporation.
- (3) If a vacancy happens in the office of secretary or treasurer, the members of the Board must ensure a secretary or treasurer (as applicable) is appointed or elected for the Association within 1 month after the vacancy happens.
- (4) If the Board appoints a person mentioned in subrule (1)(b)(ii) as secretary or treasurer (as applicable), other than to fill a casual vacancy on the Board, the person does not become a member of the Board.
- (5) However, if the Board appoints a person mentioned in subrule (1)(b)(ii) as secretary or treasurer (as applicable), to fill a casual vacancy on the Board, the person becomes a member of the Board.
- (6) If the Board appoints a person mentioned in subrule (1)(b)(iii) as secretary or treasurer (as applicable), the person does not become a member of the Board.

- (7) In this Rule - casual vacancy, on a Board, means a vacancy that happens when an elected member of the Board resigns, dies or otherwise stops holding office.
- (8) The secretary or treasurer (as applicable), may delegate their obligations to an employee of the Association who has the requisite skill and experience to assist in matters referred to in these Rules (as decided by the Board).

15. Removal of secretary or treasurer

- (1) The Board of the Association may at any time remove a person appointed by the Board as the secretary or treasurer (as applicable).
- (2) If the Board removes a secretary or treasurer (as applicable) who is a person mentioned in Rule 14(1)(b)(i), the person remains a member of the Board.
- (3) If the Board removes a secretary or treasurer (as applicable) who is a person mentioned in Rule 14(1)(b) (ii) and who has been appointed to a casual vacancy on the Board under Rule 14(5), the person remains a member of the Board.

16. Functions of secretary

The secretary's functions may include, but are not limited to—

- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the Association; and
- (d) maintaining the register of members of the Association.

The secretary may delegate their obligations to an employee of the Association who has the requisite skill and experience to assist in matters referred to in these Rules (as decided by the Board).

17. Functions of treasurer

The treasurer's functions may include, but are not limited to—

- (a) General financial oversight
- (b) Funding, fundraising and sales
- (c) Financial planning and budgeting
- (d) Financial reporting
- (e) Banking, book keeping and record keeping
- (f) Control of fixed assets and stock

The treasurer typically acts as an information and reference point for the Board: clarifying financial implications of proposals; confirming legal requirements; outlining the current financial status; and retrieving relevant documentation.

18. Board of Management

- (1) The Board of the Association consists of:
 - (a) a president,
 - (b) a vice-president,
 - (c) a treasurer,
 - (d) a secretary,
 - (e) and other Board members that members of the Association elect at an annual general meeting.
- (2) the total number of persons holding positions on the Board must be no greater than 10 unless this number is increased by a General Resolution of members at a general meeting.
- (3) In the case of a corporation or unincorporated body that is a member, the representative of that corporation or unincorporated body may be a member of the Board.
- (4) A member of the Board, other than a secretary appointed by the Board under Rule 14(1)(b)(iii) who is not a member of the Board under Rule 14(6), must be a financial member of the Association, having been a fully paid up financial member for at least 12 months prior to any nomination.
- (5) At each annual general meeting of the Association, at least half of the members of the Board must retire from office, but are eligible, on nomination, for re-election.
- (6) A financial member of the Association may be appointed to a casual vacancy on the Board under Rule 21.
- (7) A member of the Board who has publicly announced they are standing or who has become a registered candidate, or its equivalent, for public office such as Council, State or Federal Parliament must elect to stand-aside or resign from the Board pending the outcome of the election concerned. A member of the Board who stood aside and who has withdrawn their candidature or whose quest to be elected is unsuccessful, shall be entitled to resume their seat on the Board at the time of formal withdrawal of their candidature or after the results of the election concerned have been declared and which shows the failure of the member to be elected. A successful candidate must resign.
- (8) The Board may appoint pursuant to Rule 17(6) a financial member to fill the vacancy caused by a member standing aside pursuant to Rule 17(7). The tenure of such casual appointee shall terminate on the earlier of the resuming of their seat by the stood-aside member, or the next General Meeting held to elect members of the Board.
- (9) Any new member of the Board must be a fit and proper person to hold the position and must be of good reputation and standing in the community.
- (10) The Board has the right to stand-down any member at any time who makes during the course of that member's election campaign, public political statements which are contrary to the stated policy of the Chamber.

19. The Executive

- (1) The executive Board (**Executive**) of the Association consists of:
 - (a) the president;
 - (b) the vice president;

- (c) the treasurer; and
 - (d) the secretary.
- (2) The Executive shall have the power to act on behalf of the Board between meetings with respect to urgent matters. For the purposes of this Rule a matter is an urgent matter if it requires immediate action or the Association needs to make a decision within 14 days.
 - (3) The Executive may meet together at any time, but no business shall be transacted unless a quorum is present and notice of the meeting has been received by members of the Executive.
 - (4) At every meeting of the Executive, three members of the Executive shall constitute a quorum.
 - (5) The Executive may request the attendance of any member at its meeting for such purposes as it considers fit, but no member so attending shall be entitled to vote.
 - (6) The Board may increase the number of the Executive by appointing up to 2 members of the Board to the Executive. That appointment shall lapse at the next annual general meeting.

20. Electing the Board

- (1) A member of the Board may only be elected as follows—
 - (a) any 2 financial members of the Association may nominate another financial member (the candidate) to serve as a member of the Board;
 - (b) the nomination must be—
 - (i) in writing;
 - (ii) signed by the candidate and the financial members who nominated him or her; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) each financial member of the Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Board;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
 - (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A member of the Association cannot nominate for a position on the Board if they have been in the immediate year previously, a member of the Board and failed to attend at least 50% or more of the meetings of the Board held during the year of their membership.
- (4) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be posted on the website or in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
- (5) If required by the Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.

21. Resignation, removal or vacation of office of Board member

- (1) A member of the Board may resign from the Board by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) 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.
- (5) A member has no right of appeal against the member's removal from office under this Rule.
- (6) A member immediately vacates the office in the circumstances mentioned in Section 64(2) of the Act.
- (7) A member of the Board who is absent without leave for 3 meetings (calculated cumulatively) of the Board is deemed to have resigned at the third meeting.
- (8) The Board can grant a leave of absence to a member of the Board for any term it thinks fit.
- (9) Where a leave of absence is granted to the president, the vice president may fill the position and if the vice president is not available, the Board can appoint an acting president who shall have all the same powers, obligations and rights of the president.
- (10) A leave of absence can only be granted to a member of the Board if they are unable to attend a Board meeting owing to:
 - (a) personal or family ill health serious enough to warrant granting such leave;
 - (b) the member is overseas or interstate or intrastate more than 75 kilometres from the place of meeting; or
 - (c) the member having to attend another unavoidable and non-reschedulable business meeting. For the Board to consider this leave application, the request for leave under this subclause must be provided to the Secretary at least 12 hours prior to the Board meeting.

22. Vacancies on the Board

- (1) If a casual vacancy happens on the Board, the continuing members of the Board may appoint another financial member of the Association to fill the vacancy until the next annual general meeting, (unless appointed pursuant to Rule 17(8).
- (2) The continuing members of the Board may act despite a casual vacancy on the Board.
- (3) However, if the number of Board members is less than the number fixed under Rule 24(1) as a quorum of the Board, the continuing members may act only to—
 - (a) increase the number of Board members to the number required for a quorum; or
 - (b) call a general meeting of the Association.

23. Functions of the Board

- (1) Subject to these Rules or a resolution of the members of the Association carried at a general meeting, the Board has the general control and management of the administration of the affairs, property and funds of the Association.
- (2) The Board has authority to interpret the meaning of these Rules and any matter relating to the Association on which the Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- (3) The Act prevails if the Associations Rules are inconsistent with the Act—see section 1B of the Act.
- (4) The Board may exercise the powers of the Association as set out in Rule 4 and the following additional powers—
 - (a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the Association may from time to time decide.
- (5) For sub-rule (4)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
 - (a) the financial institution for the Association; or
 - (b) if there is more than 1 financial institution for the Association—the financial institution nominated by the Board.
- (6) Where a member of the Board holds a position with responsibilities and duties assigned, the member is responsible for the effective management and reporting of those duties at each and every meeting of the Board.

24. Meetings of the Board

- (1) Subject to this Rule, the Board may meet and conduct its proceedings as it considers appropriate.
- (2) The Board should meet at least once every calendar month, except January, to exercise its functions.
- (3) The Board must decide how a meeting is to be called.

- (4) Notice of a meeting is to be given in the way decided by the Board.
- (5) The Board may hold meetings or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A Board member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a Board meeting is to be decided by a majority vote of members of the Board present at the meeting and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (8) A member of the Board must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The president is to preside as chairperson at a Board meeting unless the president has appointed another Board member as chairperson.
- (10) If there is no president, the vice president is to preside as chairperson at a Board meeting unless the vice president has appointed another Board member as chairperson.
- (11) If there is no president or vice president or a chairperson has not been appointed or they are not present within 10 minutes after the time fixed for a Board meeting, the Board members may choose 1 of their number to preside as chairperson at the meeting.

25. Quorum for, and adjournment of, Board meeting

- (1) At a Board meeting, more than 60% of the members elected to the Board as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of members of the Board, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the members of the Board—
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the Board who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.
- (5) Notwithstanding the subclauses above, any member of the Board may dial in by telephone or connect via skype, zoom or any other video conferencing software to the meeting and contribute in the same way as any other member of the Board appearing in person.

26. Special meeting of Board

- (1) If the secretary receives a written request signed by at least 40% of the members of the Board or the Executive, the secretary must call a special meeting of the Board by giving each member of the Board notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

- (3) A request for a special meeting must state—
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board.

27. Minutes of Board meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.
- (3) The secretary may delegate their obligations to an employee of the Association who has the requisite skill and experience to assist in matters referred to in these Rules (as decided by the Board).

28. Appointment of Committees

- (1) The Board may appoint a committee consisting of financial members of the Association considered appropriate by the Board to help with the conduct of the Association's operations.
- (2) The Board may appoint committees consisting of financial members of the Association considered appropriate by the Board to deliver services, information, make recommendations, coordinate events and to help with the conduct of the Association's operations in particular designated suburbs, electoral boundaries, geographical areas or to deal with particular issues within the general area of operation of the Association. The Board may choose the chairperson of such a committee. If appropriate, and with approval of the Board, a committee may use the services of volunteers or non-members to assist in carrying out its functions. Volunteers or non-members may engage in deliberations on matters before a committee but may not vote.
- (3) A member of the committee who is not a member of the Board is not entitled to vote at a Board meeting.
- (4) A committee may elect a chairperson of its meetings if not already chosen by the Board under Rule 27(2)
- (5) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (6) A committee may meet and adjourn as it considers appropriate.
- (7) A question arising at a committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

29. Acts not affected by defects or disqualifications

- (1) An act performed by the Board, a committee or a person acting as a member of the Board is taken to have been validly performed.
- (2) Sub-rule (1) applies even if the act was performed when—
 - (a) there was a defect in the appointment of a member of the Board, committee or person acting as a member of the Board; or
 - (b) a Board member, committee member or person acting as a member of the Board was disqualified from being a member.

30. Resolutions of Board without meeting

- (1) A written resolution signed by each member of the Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- (2) A resolution mentioned in sub-rule (1) may consist of several documents in like form, each signed by 1 or more members of the Board.

31. Subsequent annual general meetings

Each subsequent annual general meeting must be held—

- (a) at least once each year;
- (b) within 4 months after the end date of the Association's reportable financial year;
and
- (c) upon the giving of not less than 14 days' notice in writing.

32. Business to be conducted at annual general meeting

The following business must be conducted at each annual general meeting of the Association—

- (a) receiving the Association's financial statement, and audit report, for the last reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) electing members of the Board;
- (d) appointing an auditor or an accountant for the present financial year; and
- (e) 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

33. Notice of general meeting

- (1) The secretary may call a general meeting of the Association.
- (2) The secretary must give at least 14 days' notice of the meeting to each member of the Association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting, the Board may decide the way in which the notice must be given.

- (4) However, notice of the following meetings must be given in writing—
 - (a) a meeting called to hear and decide the appeal of a person against the Board's decision—
 - (i) to reject the person's application for membership of the Association; or
 - (ii) to terminate the person's membership of the Association;
 - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- (5) A notice of a general meeting must state the business to be conducted at the meeting.

34. Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the Board at the close of the Association's last general meeting plus 1.
- (2) However, if all members of the Association are members of the Board, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) For the purposes of this Rule, a member includes a person representing a firm, corporation or unincorporated body which is a member.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Board or the Association, the meeting lapses.
- (6) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board or the Association—
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the Board is to decide the day, time and place of the adjourned meeting.
- (7) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (8) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (9) The secretary shall give the members as much notice as practicable of an adjournment but is not required to give notice of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (10) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

35. Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.

- (3) At each general meeting—
 - (a) the president is to preside as chairperson;
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice president will preside or if the deputy president is not present or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

36. Voting at general meeting

- (1) At a general meeting, each question, matter or resolution, other than a special resolution relating to amending the Rules, must be decided by a majority of votes (General Resolution) of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the Board.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

37. Special General Meeting

- (1) The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the Board; or
 - (b) being given a written request signed by—
 - (i) at least 40% of the number of members of the Board when the request is signed; or
 - (ii) at least the number of ordinary members of the Association equal to double the number of members of the Association on the Board when the request is signed plus 1;
 - (c) being given a written notice of an intention to appeal against the decision of the Board —
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in subrule (1)(b) must state—
 - (b) why the special general meeting is being called; and

- (c) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary—
 - (a) is directed to call the meeting by the Board;
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

38. Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

[Name of Association]:
I, _____ of _____, being
a member of the Association, appoint _____ of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held
on _____ the _____ day of _____
20____

and at any adjournment of the meeting.

Signed this _____ day of _____ 20____.

Signature

- (2) The instrument appointing a proxy must—
 - (a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (b) if the appointor is a corporation—
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the Association or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

42. Funds and accounts

- (1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Board.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque or electronic funds transfer the transaction must be authorised by any 2 of the following—
 - (c) the president;
 - (d) vice president
 - (e) the secretary;
 - (f) the treasurer;
 - (g) any 1 of 3 other members of the Association who have been authorised by the Board to sign cheques or authorise transactions issued by the association.
- (6) However, 1 of the persons who signs the cheque or authorises the electronic funds transfer must be the president, Vice president or the secretary or the treasurer.
- (7) All expenditure must be approved or ratified at a Board meeting.

43. General financial matters

- (1) On behalf of the Board, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the Association must be used solely in promoting the Association's Objects and exercising the Association's powers.

44. Documents

The Board must ensure the safe custody of books, documents, instruments of title and securities of the association.

45. Financial Year

The end date of the Association's financial year is 30 June in each year.

46. Distribution of surplus assets to another entity

- (1) This rule applies if the Association—
 - (h) is wound-up under part 10 of the Act; and
 - (i) has surplus assets.

- (2) The surplus assets must not be distributed among the members of the Association.
- (3) The surplus assets must be given to another entity—
 - (a) having objects similar to the Association's Objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members
 - (c) In this rule— surplus assets see section 92(3) of the Act.

47. Notices

- (1) A notice, request, consent or other communication (**communication**) to be given must be in writing addressed:
 - (a) If to be served on the Association; in accordance with the particulars for the Association recorded at the Office of Fair Trading or its successor; or
 - (b) If to be served on a member; at the address given by the member in its membership application or to another address notified in writing by that member to the Association.
- (2) A communication must be delivered by hand or pre-paid post or sent by facsimile or sent by email. A communication will be deemed to be received:
 - (a) if hand delivered before 4pm on a business day, on that day otherwise on the next following business day;
 - (b) if posted, on the second business day after posting;
 - (c) if sent by facsimile before 4pm on a business day, on that day otherwise on the next following business day provided that the sender receives an acknowledgment report;
 - (d) if sent by email before 4pm on a business day, on that day otherwise on the next following business day.
 - (e) The onus of proving receipt is on the sender. Such proof may be by read receipt, a direct written acknowledgement by the recipient and the like. A delivery receipt is only indicative without further evidence. An “undeliverable” notification renders service ineffective.
 - (f) A notice required to be signed must be by way of a scanned handwritten signature. A typed signature is insufficient. A digital signature is not sufficient unless the Management Committee has passed a bylaw pursuant to Rule 25 allowing the use of digital signatures.
- (3) The term “**business day**” bears its normal meaning as defined by *The Acts Interpretation Act 1954* (Qld) except in the case of service upon the Association in which case it shall mean a “business day” as defined by *The Acts Interpretation Act 1954* (Qld) that the office of the Association is advertised as being open for business.

Board Certification and Endorsement of this Constitution

I certify that this document is true and correct and has been accepted by the Board and the members of the Association as the Constitution for the Valley Chamber of Commerce Inc.

I further declare that the Association maintains its operations and management practices as described herein.

Signed:

Full name:

Position:

Dated:

___ / ___ / ___

I certify that this document is true and correct and has been accepted by the Board and the members of the Association as the Constitution for the Valley Chamber of Commerce Inc.

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Dated:

___ / ___ / ___