



**The Cairns Chamber of Commerce Incorporated**

**RULES**

**(adopted on March 2019)**

## Contents

1. INTERPRETATION .....	4
2. NAME.....	4
3. OBJECTS .....	4
4. POWERS .....	4
5. CLASSES OF MEMBERS .....	5
6. AUTOMATIC MEMBERSHIP.....	6
7. NEW MEMBERSHIP .....	7
8. MEMBERSHIP FEES .....	7
9. ADMISSION AND REJECTION OF NEW MEMBERS .....	8
10. WHEN MEMBERSHIP ENDS .....	8
11. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP .....	9
12. GENERAL MEETING TO DECIDE APPEAL .....	9
13. REGISTER OF MEMBERS.....	9
14. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS .....	10
15. APPOINTMENT OR ELECTION OF SECRETARY .....	10
16. REMOVAL OF SECRETARY .....	11
17. FUNCTIONS OF SECRETARY .....	11
18. MEMBERSHIP OF MANAGEMENT COMMITTEE.....	11
19. FUNCTIONS OF PRESIDENT .....	12
20. FUNCTIONS OF VICE-PRESIDENTS.....	12
21. FUNCTIONS OF TREASURER .....	12
22. ELECTING THE MANAGEMENT COMMITTEE.....	13
23. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER .....	14
24. VACANCIES ON MANAGEMENT COMMITTEE.....	14
25. FUNCTIONS OF MANAGEMENT COMMITTEE .....	15
26. MEETINGS OF MANAGEMENT COMMITTEE .....	16
27. MEETINGS OF MANAGEMENT COMMITTEE – PROHIBITION ON CONFLICTS OF INTEREST .....	17
28. QUORUM FOR AND ADJOURNMENT OF MANAGEMENT COMMITTEE MEETING	17
29. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING .....	17
30. SPECIAL MEETING OF MANAGEMENT COMMITTEE .....	18
31. MINUTES OF MANAGEMENT COMMITTEE .....	18

<b>32. APPOINTMENT OF SUB-COMMITTEE.....</b>	<b>18</b>
<b>33. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS .....</b>	<b>20</b>
<b>34. NOTICE OF GENERAL MEETING OF ASSOCIATION .....</b>	<b>20</b>
<b>35. QUORUM FOR AND ADJOURNMENT OF GENERAL MEETING OF ASSOCIATION.....</b>	<b>20</b>
<b>36. PROCEDURE AT GENERAL MEETING OF ASSOCIATION.....</b>	<b>21</b>
<b>37. VOTING AT GENERAL MEETING OF ASSOCIATION .....</b>	<b>21</b>
<b>38. ANNUAL GENERAL MEETING OF ASSOCIATION.....</b>	<b>22</b>
<b>39. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF ASSOCIATION .....</b>	<b>22</b>
<b>40. SPECIAL GENERAL MEETING OF ASSOCIATION .....</b>	<b>22</b>
<b>41. PROXIES .....</b>	<b>23</b>
<b>42. MINUTES OF GENERAL MEETINGS OF ASSOCIATION .....</b>	<b>23</b>
<b>43. BY-LAWS .....</b>	<b>24</b>
<b>44. ALTERATION OF RULES .....</b>	<b>24</b>
<b>45. COMMON SEAL .....</b>	<b>24</b>
<b>46. FUNDS AND ACCOUNTS .....</b>	<b>24</b>
<b>47. GENERAL FINANCIAL MATTERS .....</b>	<b>26</b>
<b>48. DOCUMENTS.....</b>	<b>26</b>
<b>49. FINANCIAL YEAR .....</b>	<b>26</b>
<b>50. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY.....</b>	<b>26</b>

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THE CAIRNS CHAMBER OF COMMERCE  
INCORPORATED

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**1. INTERPRETATION**

(1) In these rules, unless the context otherwise requires:

*Act means the Associations Incorporation Act 1981 (Qld).*

Far North Queensland means the area referred to by the Australian Bureau of Statistics as “Far North (Statistical Division)”.

Any gender includes every gender.

(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**

The name of the incorporated association is The Cairns Chamber of Commerce Incorporated (“the association”).

**3. OBJECTS**

The association is a not for profit organisation.

The objects of the association are:

- (1) To support and enhance the business environment and advocate on behalf of members and the business community of the Cairns region.
- (2) To support and develop member aspirations and goals.
- (3) To build the capacity of the Cairns Chamber of Commerce to service the needs of members
- (4) To promote harmonious relationships between the Cairns Chamber of Commerce, Far North Queensland local Government authorities and statutory authorities and other relevant organisations.
- (5) To watch over and protect the interests of the business community in the Cairns region.

**4. POWERS**

The association has the powers of an individual. The association may, for example:

- (1) Enter into contracts; and
- (2) Acquire, hold, deal with and dispose of property; and
- (3) Make charges or services and facilities it supplies; and

- (4) Do other things necessary or convenient to be done in carrying out its affairs; and
- (5) Issue secure and unsecure note debentures and debenture stock for the association.
- (6) Further, the management committee may delegate such of its powers from time to time as it sees fit to the association's Chief Executive Officer or to any other person on such terms and conditions as it sees fit, provided such delegation is not contrary to the provisions of the Act.

**5. CLASSES OF MEMBERS**

- (1) The membership of the association shall consist of three classes of members, being:
  - (a) ordinary members – individual;
  - (b) ordinary members - organisation
  - (c) life members;
  - (d) affiliate members;
  - (e) Cairns Young Chamber (CYC) members.
  
- (2) The rights and restrictions relating to each class of membership are contained below:

	<b>CLASS OF MEMBERSHIP</b>	<b>IS MEMBERSHIP OF THE CLASS TO BE LIMITED OR UNLIMITED IN NUMBER?</b>	<b>LIMITATIONS RELATING TO THE CLASS MEMBERSHIP</b>	<b>ENTRY REQUIREMENTS FOR CLASS OF MEMBERSHIP</b>
<b>1.</b>	Ordinary - individual	Unlimited	Nil	1. Must be an individual that has an interest in or be concerned with trade, commerce or industry within the Cairns region; and 2. To follow standard application process; and 3. On payment of membership fee.
<b>2.</b>	Ordinary – organisation	Unlimited	Nil  May nominate a representative of the organisation for attendance at meetings and voting purposes	4. Must be an organisation that has an interest in or be concerned with trade, commerce or industry within the Cairns region; and 5. To follow standard application process; and 6. On payment of membership

				fee.
3.	Life	30	Nil	<ol style="list-style-type: none"> <li>1. Must have rendered outstanding service to the association as a member over a substantial period of time (as determined by the management committee);</li> <li>2. To follow standard application process; and</li> <li>3. On payment of membership fee.</li> </ol>
4.	Affiliate	Unlimited	Not entitled to vote or speak on any matter or resolution (without the prior consent of the members at that meeting).	<ol style="list-style-type: none"> <li>1. Must have an interest in or be concerned with trade, commerce or industry within Far North Queensland; and</li> <li>2. To follow standard application process; and</li> <li>3. On payment of membership fee.</li> </ol>
5	Cairns Young Chamber (CYC) member	Unlimited	<p>Nil OR</p> <p>Not entitled to vote on any matter or resolution of the association (without the prior consent of the members at that meeting) but may vote in accordance with CYC By-Laws</p>	<ol style="list-style-type: none"> <li>1. Must be an individual under the age of 35 years at last birthday.</li> <li>2. Must have an interest in or be concerned with trade, commerce or industry within Far North Queensland; and</li> <li>3. To follow standard application process; and</li> <li>4. On payment of membership fee.</li> </ol>

## 6. AUTOMATIC MEMBERSHIP

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:

- (1) to the equivalent class of membership of the association as the member held in the unincorporated association; or
- (2) if there is no equivalent class of membership--as an ordinary member.

## **7. NEW MEMBERSHIP**

- (1) An applicant for membership of the association must be proposed by 1 member of the association (the proposer) and seconded by another member (the seconder).
- (2) An application for membership must be:
  - (a) in writing; and
  - (b) signed by the applicant and moved by a proposer and seconder; and
  - (c) in the form decided by the management committee.

## **8. MEMBERSHIP FEES**

- (1) The membership fees for each class of membership shall be such sum as the management committee shall from time to time determine at a committee meeting.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the management committee shall from time to time determine.
- (3) A member may apply in writing to the secretary to alter his or her class of membership to a different class of membership as provided at rule 5. If satisfied that the member qualifies under these rules for the altered class of membership, then subject to rule 8(4) below, the secretary on behalf of the management committee shall alter the register accordingly and inform the member in writing that the member's class of membership has been so altered.
- (4) If an application to alter membership class relates to altering a class of membership with a higher annual fee, the secretary on behalf of the management committee shall require the member to pay an additional fee equal to the difference between the annual membership fees then applicable to those two classes of membership ("membership upgrade fee").
- (5) If an application to alter a membership class relates to altering a class of membership with a lesser annual fee, the member is not entitled to a refund or rebate on any part of the membership fee previously paid in relation to the relevant period of membership, however, the management committee may at its discretion allow such a refund or rebate.
- (6) In the event that a member pays to the association an amount more than the required membership fee, the management committee may at its discretion approve the refund of that part of the payment made to the member.
- (7) The management committee may delegate such of its powers contained in this rule from time to time as it sees fit to the association's Chief Executive Officer or to any person on such terms and conditions as it sees fit, provided such delegation is not contrary to the provisions of the Act.

## **9. ADMISSION AND REJECTION OF NEW MEMBERS**

- (1) The management committee must consider an application for membership at the next committee meeting held after it receives:
  - (a) the application for membership; and
  - (b) the appropriate membership fee for the application.
- (2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the person's application, the person is advised:
  - (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance, the amount of the insurance.
- (3) The management committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the management committee 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.
- (5) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant:
  - (a) a written notice of the decision; and
  - (b) if rejected, written reasons for that decision to reject the application.

## **10. WHEN MEMBERSHIP ENDS**

- (1) A member may resign from the association at any time by giving notice in writing to the secretary. 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.
- (2) The management committee may terminate a member's membership if the member:
  - (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of these rules; or
  - (c) conducts himself or herself in a manner considered by the management committee or a general meeting of the association to be injurious or prejudicial to the character or interest of the association.
- (3) Before the management committee terminates a member's membership, the member concerned shall be given a full and fair opportunity of presenting his or her case and if the management committee then resolves to terminate his or her membership, it shall instruct the secretary to advise the member in writing accordingly.
- (4) In the case of CYC members, membership shall terminate on the member's 35<sup>th</sup> birthday (unless terminated earlier in accordance with rule 10).



## **11. 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.

## **12. 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 management committee and the members of the 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.
- (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.

## **13. REGISTER OF MEMBERS**

- (1) The management committee 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 or 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;
  - (f) any other particulars the management committee 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) A member must contact the secretary to arrange an inspection of the register.

- (5) However, the management committee may, on the application of a member of the association, 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.
- (6) The management committee may delegate such of its powers contained in this rule from time to time as it sees fit to the association's Chief Executive Officer or to any person on such terms and conditions as it sees fit, provided such delegation is not contrary to the provisions of the Act.

#### **14. 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, 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 of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub-rule (1) does not apply if the use or disclosure of the information is approved by the association.

#### **15. APPOINTMENT OR ELECTION OF SECRETARY**

- (1) The secretary, who is to be appointed by the management committee, must be an individual residing in Queensland, or in another state but not more than 65km from the Queensland border, who is:
  - (a) a member of the association's management committee;
  - (b) another member of the association;
  - (c) another person.
- (2) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (3) If the management committee appoints a person mentioned in sub-rule (1) (b) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (4) However, if the management committee appoints a person mentioned in sub-rule (1) (b) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (5) If the management committee appoints a person mentioned in sub-rule (1) (c) as secretary, the person does not become a member of the management committee.

- (6) In this rule, casual vacancy, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

## **16. REMOVAL OF SECRETARY**

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- (2) If the management committee removes a secretary who is a person mentioned in rule 15(1) (a), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 15(1) (b) and who has been appointed to a casual vacancy on the management committee under rule 15(4), the person remains a member of the management committee.

## **17. FUNCTIONS OF SECRETARY**

- (1) The secretary's functions include, but are not limited to:
  - (a) calling and chairing, where appropriate, 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;
  - (b) keeping minutes of each meeting;
  - (c) keeping copies of all correspondence and other documents relating to the association;
  - (d) maintaining the register of members of the association.
- (2) The management committee may delegate such of the secretary's functions from time to time as it sees fit to the association's Chief Executive Officer or any other person on such terms and conditions as it sees fit, provided such delegation is not contrary to the provisions of the Act.

## **18. MEMBERSHIP OF MANAGEMENT COMMITTEE**

- (1) The management committee of the association shall consist of a president, two (2) vice-presidents, treasurer, one CYC representative and four (4) other members, or such number of other members as the members of the association at any general meeting may from time to time elect or appoint. With the exception of the CYC representative, to be eligible to be a member of the management committee, a person must be a member of the association who is entitled to vote at general meetings. The CYC representative must be a CYC member. The CYC representative will become a member of the management committee from the date of the first Annual General Meeting following the adoption of these rules. Pending the appointment of the CYC representative to the management committee the management committee shall consist of five (5) other members.
- (2) The president will retire at the date of the Annual General Meeting and shall be eligible for reappointment.

- (3) One-half (rounded up to the higher whole number) of the remaining members of the management committee holding office at any Annual General Meeting will retire at the date of the Annual General Meeting. If there is no agreement as to which members of the management committee shall retire, those longest in office since last appointed will retire and shall be eligible for reappointment.

## **19. FUNCTIONS OF PRESIDENT**

- (1) The president's functions include, but are not limited to:
  - (a) preside as president at every meeting of the Management Committee;
  - (b) consult with the CEO and the secretary on the business to be discussed at meetings;
  - (c) supervise and prepare the agenda for meetings;
  - (d) check that all reports which should accompany the agenda and minutes are sent out to members in sufficient time before meetings;
  - (e) check the minutes of previous meetings and sign for accuracy;
  - (f) be acquainted with any reports, correspondence, business etc. which are to be presented at meetings;
  - (g) work with the secretary to ensure that tasks which were to be completed between meetings are completed;
  - (h) open meetings and check for quorum;
  - (i) conduct the business of the meeting in accordance with the order of the agenda, unless it is altered with the consent of the meeting;
  - (j) allow free, and if necessary, formal debate;
  - (k) give all those wishing to speak an opportunity to do so;
  - (l) close the meeting when all matters are attended to.
- (2) The management committee may delegate such of the president's functions from time to time as it sees fit to the association's Chief Executive Officer or any other person on such terms and conditions as it sees fit, provided such delegation is not contrary to the provisions of the Act.

## **20. FUNCTIONS OF VICE-PRESIDENTS**

- (1) The vice-presidents' functions include, but are not limited to:
  - (a) assist and support the president, and assume the president's duties and responsibilities when he or she is absent.
- (2) The management committee may delegate such of the vice-presidents' functions from time to time as it sees fit to the association's Chief Executive Officer or any other person on such terms and conditions as it sees fit, provided such delegation is not contrary to the provisions of the Act.

## **21. FUNCTIONS OF TREASURER**

- (1) The treasurer's functions include, but are not limited to:
  - (a) provide financial transparency and accountability to the association, and to ensure that processing and reporting requirements are met;

- (b) provide financial statements to the association;
  - (c) ensure that the finances of the association are managed appropriately;
  - (d) ensure that sufficient funds are available at all times to support the association's liabilities;
  - (e) review the annual profit and loss and balance sheets;
  - (f) ensure that the annual audit is undertaken in a timely fashion and in accordance with legislative requirements; and
  - (g) make recommendations to the management committee about income and expenditure, investment and debts.
- (2) The management committee may delegate such of the treasurer's functions from time to time as it sees fit to the association's Chief Executive Officer or any other person on such terms and conditions as it sees fit, provided such delegation is not contrary to the provisions of the Act.

## **22. ELECTING THE MANAGEMENT COMMITTEE**

The election of the members of the management committee shall take place in the following manner:

- (1) Any two members of the association shall be at liberty to nominate any other member to serve as a member of the management committee;
- (2) The nomination, which shall be in writing and signed by the candidate and the members who nominated him or her, shall be lodged with the secretary 2 weeks before the annual general meeting at which the election is to take place;
- (3) 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;
- (4) A person may be a candidate only if the person is an adult and is not ineligible to be elected as a member under section 61A of the Act;
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:-
  - (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance, the amount of the insurance.
- (6) In respect to the election of the CYC representative, election shall take place in the following manner:-
  - (a) The CYC members shall elect a CYC committee in accordance with the CYC by-laws referred to in rule 32(6). The person elected Chairperson of the CYC committee in accordance with the process contained in the CYC by-laws shall be nominated to fill the role of CYC representative on the management committee.
  - (b) The nomination of the CYC representative, which shall be in writing and signed by the candidate and two members of the association, shall be

lodged with the secretary (four) 4 weeks before the annual general meeting at which the election is to take place.

- (c) The nomination must be ratified by the management committee ahead of the annual general meeting.

### **23. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER**

- (1) Any member of the management committee may resign from membership of the management committee at any time by giving notice in writing to the secretary and 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.
- (2) A member of the management committee may be removed from office on a simple majority at a general meeting of the association, in circumstances where the member of the management committee:
  - (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of these rules; or
  - (c) conducts himself or herself in a manner considered by the members at a general meeting of the association to be injurious or prejudicial to the character or interest of the association;
  - (d) breaches the association's code of conduct;
  - (e) breaches the association's confidentiality;
  - (f) intentionally votes in respect of any contract or proposed contract with the association in which he or she is interested;
  - (g) without consent, has been absent from 3 consecutive meetings of the management committee;
- (3) Before a vote of members is taken about removing a member from office at a meeting referred to in rule 23(2) above, that member of the management committee shall be given the opportunity to fully present his or her case. The question of removal shall be determined by the vote of the members present at such a general meeting.
- (4) A member of the management committee has no right of appeal against the member's removal under this rule.
- (5) A member immediately vacates the office of a member of the management committee in the circumstances mentioned in section 64(2) of the Act.

### **24. VACANCIES ON MANAGEMENT COMMITTEE**

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting. Where the casual vacancy is the position of the CYC representative, the CYC committee may nominate another CYC member to fill the vacancy until the next annual general meeting with such nomination to be accepted or rejected at the discretion of the continuing members of the management committee.

- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 28(1) as a quorum of the management committee, the continuing members may act only to:
  - (a) increase the number of management committee members to the number required for a quorum; or
  - (b) call a general meeting of the association.

## **25. FUNCTIONS OF MANAGEMENT COMMITTEE**

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The management committee 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 management committee may exercise the powers of the association:
  - (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.
- (4) For sub-rule (3)(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 management committee.

- (5) The management committee may delegate such of its powers contained in this rule from time to time as it sees fit to the association's Chief Executive Officer or to any person on such terms and conditions as it sees fit, provided such delegation is not contrary to the provisions of the Act.

## **26. MEETINGS OF MANAGEMENT COMMITTEE**

- (1) The management committee shall endeavour to meet once every calendar month, but must meet at least once in every two calendar months, to exercise its functions at a time and place decided by the previous management committee meeting or, in the absence of such a decision, nominated by the president.
- (2) Subject to as previously provided in this rule, the management committee may meet together and regulate its proceedings as it thinks fit provided that 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.
- (3) Not less than five working days notice shall be given by the secretary to members of the management committee of any meeting of the management committee. Such notice shall clearly state the nature of the business to be discussed thereat and the time and place of the meeting.
- (4) Notice of any meeting of the management committee may be given:
  - (a) in writing; or
  - (b) by telephone or email or by facsimile transmission or a combination of methods to the persons to whom the notice is required to be given.
- (5) A notice of a management committee meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by facsimile transmission, or other electronic means, is taken to be given on the business day after it is sent.
- (6) Any management committee meeting required or authorised to be held by these Rules or otherwise may, in the absence of any specific requirement to the contrary, be held by such of the persons entitled to attend the meeting and vote as are necessary to constitute a quorum being in simultaneous communication with one another:
  - (a) by being assembled in person at the same time and place;
  - (b) or by telephone, video link or other technological means by which they are able to communicate with one another and participate in the meeting notwithstanding that they are physically located at different places at that time.
- (7) The notice convening any management committee meeting may, notwithstanding the provisions of these Rules, specify the holding of a meeting in a specific mode and any such meeting shall be held, in the mode specified in the notice.
- (8) The president shall preside as chairperson at every meeting of the management committee, or if there is no president, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or if the vice-president is not



present at the meeting then the members may choose one of their number to be chairperson of the meeting.

**27. MEETINGS OF MANAGEMENT COMMITTEE – PROHIBITION ON CONFLICTS OF INTEREST**

- (1) A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which he or she is interested, or any matter arising thereout, and if he or she does so vote, such vote shall not be counted.
- (2) A member of the management committee must abide by any Code of Conduct and conflict of interest policy which the association adopts from time to time.

**28. QUORUM FOR AND ADJOURNMENT OF MANAGEMENT COMMITTEE MEETING**

- (1) At any meeting of the management committee, the number of members required to constitute a quorum shall be equal to half of the number of members presently elected and appointed to the management committee (rounded down) plus one.
- (2) 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. If the meeting is called other than on the request of the members of the committee, 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 meeting shall lapse.

**29. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

- (1) Between meetings of the management committee any member of the management committee may propose a resolution by written communication including emails with other members of the management committee.
- (2) A resolution in writing signed or agreed to in email communication by a simple 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.
- (3) Any such resolution may consist of several documents delivered to the secretary.
- (4) The resolution is deemed to be passed only when the secretary has received sufficient number of signatures or electronic communications agreeing to the resolution.

### **30. SPECIAL MEETING OF MANAGEMENT COMMITTEE**

- (1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee 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 management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

### **31. MINUTES OF MANAGEMENT COMMITTEE**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.
- (3) For the purposes of sub-rule (1), the minute book may be kept by the secretary in an electronic format.
- (4) The management committee may delegate such of its powers contained in this rule from time to time as it sees fit to the association's Chief Executive Officer or to any person on such terms and conditions as it sees fit, provided such delegation is not contrary to the provisions of the Act.

### **32. APPOINTMENT OF SUB-COMMITTEE**

- (1) The management committee may delegate any of its powers to a sub-committee consisting of such members of the association, or non-members, as the management committee thinks fit. 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.
- (2) In delegating any of its powers to a sub-committee, the management committee must specify whether or not the management committee is delegating authority to the sub-committee to incur costs or debts or to make financial commitments on behalf of the association, and if so the management committee must specify

in its referral the extent of financial authority which has been ratified by the management committee.

- (3) In delegating any of its powers to a sub-committee, the management committee must specify whether, and at what times and in what manner, it requires the sub-committee to report back to the management committee as to the activities of the sub-committee any other limits on the authority delegated to the sub-committee.
- (4) The management committee must elect a chairperson of each sub-committee. If no such chairperson is elected, or if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be chairperson of the meeting.
- (5) A sub-committee may meet and adjourn as it thinks proper. 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.
- (6) Appointment of Cairns Young Chamber ("CYC") Committee

In these rules, CYC By-Laws means the by-laws of the CYC committee proposed approved and adopted by the management committee in accordance with rule 43.

- (a) Without limiting the generality of rule 32, the management committee may delegate any of its powers to a sub-committee consisting of CYC members of the association and this shall be known as the Cairns Young Chamber or CYC Committee. CYC members may be elected to the CYC committee by CYC members in accordance with the CYC By-Laws and ratified by the management committee. The CYC committee shall exercise its powers and operate in accordance with the CYC By-Laws.
- (b) The CYC By-Laws provide for:
  - (A) The extent of authority delegated to the CYC committee by the management committee to incur costs or debts or to make financial commitments on behalf of the association, and if so the management committee must specify in its referral the extent of financial authority which has been ratified by the management committee.
  - (B) Whether, and at what times and in what manner, it requires the CYC committee to report back to the management committee as to the activities of the sub-committee any other limits on the authority delegated to the CYC committee.
  - (C) The election of a chairperson of the CYC committee (the appointment of which must be ratified by the management committee).
  - (D) The election of the CYC committee.

- (E) Meetings and voting procedures in respect of the CYC committee.

**33. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- (1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee 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 management committee, subcommittee or person acting as a member of the management committee; or
  - (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

**34. NOTICE OF GENERAL MEETING OF ASSOCIATION**

- (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.
- (4) The management committee may decide the way in which the notice must be given.
- (5) 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 management committee's decision-
    - (A) to reject the person's application for membership of the association; or
    - (B) to terminate the person's membership of the association;
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

**35. QUORUM FOR AND ADJOURNMENT OF GENERAL MEETING OF ASSOCIATION**

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus 1.
- (2) However, if all members of the association are members of the management committee, 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) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- (5) 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 management committee or the association:
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) 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.
- (7) If a meeting is adjourned under sub-rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) 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.

### **36. PROCEDURE AT GENERAL MEETING OF ASSOCIATION**

- (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 sub-rule (1) is taken to be present at the meeting.
- (3) At each general meeting:
  - (a) the president is to preside as chairperson; and
  - (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 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.

### **37. VOTING AT GENERAL MEETING OF ASSOCIATION**

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member or representative of a 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 two (2) days prior and at the date of the meeting.

- (4) The method of voting is to be decided by the management committee.
- (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 or employees of the association 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.

### **38. ANNUAL GENERAL MEETING OF ASSOCIATION**

The annual general meeting must be held:

- (1) At least once each year; and
- (2) Within three months of the close of the association's reportable financial year.

### **39. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF ASSOCIATION**

- (1) 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 management committee; and
  - (d) appointing an auditor or an accountant for the present financial year.

### **40. SPECIAL GENERAL MEETING OF ASSOCIATION**

- (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 management committee; or
  - (b) being given a written request signed by-
    - (A) at least 33% of the number of members of the management committee when the request is signed; or
    - (B) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the management committee-
    - (A) to reject an application for membership; or
    - (B) to terminate a person's membership.
- (2) A request mentioned in sub-rule (1)(b) must state:
  - (a) why the special general meeting is being called; and

- (b) 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 management committee; or
  - (b) is given the written request mentioned in sub-rule (1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in sub-rule (1) (c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

#### **41. PROXIES**

- (1) An instrument appointing a proxy must be in writing and in a form approved by the management committee.
- (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--
    - (A) be under seal; or
    - (B) 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 two (2) days before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in a form approved by the management committee.

#### **42. MINUTES OF GENERAL MEETINGS OF ASSOCIATION**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes:
  - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the

association that is a general meeting or annual general meeting, verifying their accuracy.

- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made:
  - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the Minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.
- (5) The management committee may delegate such of its powers contained in this rule from time to time as it sees fit to the association's Chief Executive Officer or to any person on such terms and conditions as it sees fit, provided such delegation is not contrary to the provisions of the Act.

#### **43. BY-LAWS**

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.
- (3) The management committee will maintain CYC By-Laws unless set aside under this rule 43.

#### **44. ALTERATION OF RULES**

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

#### **45. COMMON SEAL**

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be:
  - (a) kept securely by the management committee; and
  - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
  - (a) the secretary; or
  - (b) another member of the management committee; or
  - (c) someone authorised by the management committee.

#### **46. 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 management committee.



- (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 \$300 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$300 or more is made by cheque or electronic funds transfer, the cheque or electronic funds transfer must be signed, or in the case of an electronic funds transfer must be executed, by any 2 of the following:
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association;
  - (e) the Chief Executive Officer.
- (6) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- (7) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (8) All expenses which are contained in the association's budget which has been approved and adopted by the management committee do not need further approval or ratification. Those expenses should still form part of the reporting to the management committee.
- (9) Any expenses which arise and which are not in the budget which has been approved and adopted by the management committee, can be:
  - (a) if urgent:
    - (i) approved by any two of the president, vice-presidents, treasurer or Chief Executive Officer; and
    - (ii) then ratified at the next meeting of the management committee;
  - (b) if not urgent, approved at the next meeting of the management committee.
- (10) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of:
  - (a) The income and expenditure for the financial year just ended; and
  - (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (11) The statement in sub-rule 11 shall be examined by an auditor who shall present his **or her** report upon such audit to the secretary and treasurer prior to the holding of the annual general meeting next following the financial year in respect of which the audit was made.

- (12) The members of the management committee may (but only with the approval of all members of the management committee) be paid any travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the management committee or any sub-committee or in connection with the business of the association.
- (13) The income and property of the association shall be used solely and in promotion of its objects and in the exercise of its powers set out in the rules and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst members of the association provided that nothing herein contained shall prevent the payment in good faith of interest to any member for money advanced by the member to the association or otherwise owing to the member by the association or of remuneration to any officers or servants of the association or to any member of the association or other person in return for any services actually rendered to the association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the association or reasonable and proper rent for premises demised or let to the association.
- (14) The management committee may delegate such of its powers contained in this rule from time to time as it sees fit to the association's Chief Executive Officer or to any person on such terms and conditions as it sees fit, provided such delegation is not contrary to the provisions of the Act.

#### **47. GENERAL FINANCIAL MATTERS**

- (1) On behalf of the management committee, 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.
- (3) The management committee may delegate such of its powers contained in this rule from time to time as it sees fit to the association's Chief Executive Officer or to any person on such terms and conditions as it sees fit, provided such delegation is not contrary to the provisions of the Act.

#### **48. DOCUMENTS**

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

#### **49. FINANCIAL YEAR**

The end date of the association's financial year is 31 December in each year.

#### **50. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

- (1) This rule applies if the association:
  - (a) is wound-up under part 10 of the Act; and
  - (b) 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.
- (4) In this rule--  
  
surplus assets see section 92(3) of the Act.