

Associations Incorporation Act Regulations 1982
FIFTH SCHEDULE MODEL RULES

1. The name of the incorporated Association shall be the “Mount Isa Chamber of Commerce Inc.” (In these rules call the Chamber).

OBJECTS

2. The objects for which the Chamber is established are:
 - (1) To promote and protect the internal and external trade, commerce and transport and the manufacturers and industries of Mount Isa and surrounding regions;
 - (2) To consider all questions connected with such trade, commerce, transport, manufacturers and industries;
 - (3) To promote support or oppose legislative or other measures affecting such trade, commerce, transport, manufacturers and industries;
 - (4) To collect and circulate statistics and other information relating to such trade, commerce, transport, manufacturers and industries;
 - (5) To undertake the settlement by arbitration of disputes arising out of trade, commerce, transport, manufacturers and industries;
 - (6) To form a code of practice whereby the transactions of business relating to the aforesaid matters may be simplified and facilitated;
 - (7) To undertake training and education for the benefit of members;
 - (8) To purchase, lease, hire or otherwise acquire for the purpose of the Chamber any real or personal property so far as the law may allow and from time to time to sell, demise, let, mortgage or dispose of the same;
 - (9) To erect, maintain, improve or alter any buildings for purposes of the Chamber;

- (10) To borrow or raise money by the issue of, or upon bonds, debentures, bills of exchange promissory noted or other obligations or securities of the Chamber or any mortgage or charge of all or any part of the property of the Chamber;
- (11) To invest and deal with the moneys of the Chamber not immediately required upon such securities and in such manner as may from time to time be determined;
- (12) To engage professional assistance of any kind and to remunerate any person or services rendered in or about the formation or promotion of the Chamber or the conduct of its affairs;
- (13) To raise money by subscription and to grant any rights and privileges to subscribers;
- (14) To do all such things as may be conducive to the extension of trade, commerce, transport, manufacturers and industries or incidental to the attainment of the above objects;
- (15) To act on behalf of the business community as a whole and/or on behalf of a section of the business community and/or individual businesses (whether members of the Chamber or not) for the purpose of making representations to the Crown, the Government (State or Federal) or any local Authority or other Statutory Body for the purpose of presenting a united front on any matter or thing affecting the business life of the City and district of Mount Isa.

POWERS

3. The powers of the Chamber are:
 - (1) To subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Chamber provided that the Chamber shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Chamber under or by virtue of Rule 28 (10);

- (3) In furtherance of the objects of the Chamber to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Chamber or persons frequenting the Chamber's premises;
- (4) To purchase, take on, lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Chamber, provided in that case the Chamber shall take or hold any property which may be subject to any trusts the Chamber shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (5) To 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 Chamber; to obtain from any such Government or Authority any rights, privileges and concessions which the Chamber may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (6) To appoint, employ, remove or suspend such manager, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Chamber;
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Chamber, or in or about the incorporated Chamber or promotion of the incorporated Chamber or in the furtherance of its objects;
- (8) To 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 Association's 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;
- (9) To invest and deal with the money of the Chamber not immediately required in such manner as may from time to time be thought fit;
- (10) To take, or otherwise acquire, and hold share, debentures or other securities of any company or body corporate;

- (11) In furtherance of the objects of the Chamber to lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (14) In furtherance of the objects of the Chamber to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Chamber;
- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Chamber's property of whatsoever kind sold by the Chamber, or any money due to the Chamber from purchasers and others;
- (16) To take any gift or property whether subject to any special trust or not, for anyone or more of the objects of the Chamber but subject always to the proviso in sub-rule (4);
- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Chamber, in the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Chamber may think desirable for the promotion of its objects;
- (19) In furtherance of the objects of the Chamber to amalgamate with anyone or more incorporated associations having objects altogether or in part similar to those of the Chamber and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Chamber under or by virtue of rule 28 (10);

- (20) In furtherance of the objects of the Chamber to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of anyone or more of the incorporated associations with which the Chamber is authorised to amalgamate;
- (21) In furtherance of the objects of the Chamber to transfer all or any part of the property, assets, liabilities and engagements of the Chamber to anyone or more of the incorporated associations with which the Chamber is authorised to amalgamate;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (24) To do such other things as are incidental or conducive to the attainment of the objects and the exercise of the Chamber.

CLASSES OF MEMBERS

- 4. (1) The membership of the Chamber shall consist of ordinary members and any of the following classes who shall be:
 - (a) Life members;
 - (b) Honorary members.
- (2) Ordinary members shall be:
 - (a) Any person carrying on business within the city and district of Mount Isa; or
 - (b) Any firm, company, corporation, club, association or public body carrying on business within the city and district of Mount Isa providing that such body shall nominate a person to act as a “Member” on their behalf; or
 - (c) Any other person or persons whom the Chamber Management Committee may decide at a meeting is a fit and proper person to be a member.
- (3) All classes of membership shall be unlimited.

MEMBERSHIP

5. (1) Every applicant for any class of membership of the Chamber shall be proposed by one member of the Chamber and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Management Committee from time to time prescribes. The application shall be assessed by the Chamber Management Committee.
- (2) Every applicant for any class of membership of the Chamber (other than the members of the unincorporated association referred to in sub-rule (1) shall be proposed by one member of the Chamber and seconded by another member. The application for membership shall be made in writing, signed by the Applicant and his proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

MEMBERSHIP FEES

6. (1) The membership fees, which may include application fees, annual subscriptions and levies, shall be such sums as the members shall from time to time at any general meeting so determine.
- (2) The membership fees shall be payable by the end of August each year. For memberships joined part way through the year, a pro-rata fee will apply.

ADMISSION AND REJECTION OF MEMBERS

7. (1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.

- (3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

TERMINATION OF MEMBERSHIP

8. (1) A member may resign from the Chamber 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) If a member
 - (i) is convicted of an indictable offence; or
 - (ii) fails to comply with any of the provisions of these Rules; or
 - (iii) has membership fees in arrears for a period of two months or more; or
 - (iv) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Chamber.
- (3) The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership it shall instruct the Secretary to advise the member in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

9. (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by a secret ballot of the members present at such meeting.

- (3) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals by the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

REGISTER OF MEMBERS

10. (1) The Management Committee shall cause a Register to be kept in which shall be entered the member's name, business address, nominees under Rule 4(b) and date of admission to the Chamber.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

MEMBERSHIP OF THE MANAGEMENT COMMITTEE

11. (1) The Management Committee of the Chamber shall consist of the Executive, being a President, Vice-President, Treasurer and Secretary, and other members, making a combined total of 9, as the members of the Chamber at any general meeting may from time to time elect or appoint. The Management Committee may elect from time to time to appoint a member of the Chamber staff to the position of Chamber Secretary. In the event of that appointment, the position will be unable to participate in any functions of the Management Committee as outlined in clause 14.
- (2) At the annual general meeting of the Chamber, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (3) The election of officers and other members of the Management Committee shall take place in the following manner:
 - (a) Any two members of the Chamber shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
 - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Secretary at least fourteen (14) days before the annual general meeting at which the election is to take place;

- (c) A list of the candidate's names, with the proposer's and seconder's names, shall be posted in a conspicuous place in the office of the Chamber for at least seven (7) days preceding the annual general meeting;
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates, and each member present at the annual general meeting shall be entitled to vote for any number of candidates not exceeding the number of vacancies;
 - (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, the position will be left unfilled, but can be filled by a decision from the Management Committee at anytime during the year if they wish.
12. 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 but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such members may be removed from office at a general meeting of the Chamber where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting as prescribed.

VACANCIES ON THE MANAGEMENT COMMITTEE

13. (1) The Management Committee shall have power at any time to appoint any member of the Chamber to fill any casual vacancy on the Management Committee until the next general meeting.
- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Chamber, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

14. (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Chamber carried at any general meeting the Management Committee

- (a) shall have the general control and management of the administration of the affairs, property and funds of the Chamber; and
 - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Chamber on which these Rules are silent.
- (2) The Management Committee may exercise all the powers of the Chamber
- (a) to borrow or raise or secure the payment of money in such manner as the members of the Chamber may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Chamber in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Chamber's property, both present and future, and to purchase, redeem or payoff any such securities;
 - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Mount Isa for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Chamber, and to provide and payoff any such securities; and
 - (c) to invest in such manner as the members of the Chamber may from time to time determine.

MEETINGS OF THE MANAGEMENT COMMITTEE

15. (1) The Management Committee shall meet at least once every calendar month to exercise its functions.
- (2) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the Management Committee a simple majority of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.

- (4) Subject 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.
 - (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Chamber in which he is interested, or any matter arising thereout, and if he does so votes his vote shall not be counted.
 - (6) Not less than fourteen (14) days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
 - (7) The President shall preside as Chairman at every meeting of the Management Committee, or if there is not President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
 - (8) 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. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
16.
 - (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Chamber as the Management Committee thinks fit. 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) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

- (3) 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.
17. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
18. A resolution in writing signed by all 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. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

ANNUAL GENERAL OR GENERAL MEETINGS

19. General meetings shall be held from time to time being no less than one (1) month nor more than three (3) months at such place the Management Committee determines.
20.
 - (1) The annual general meeting shall be held within three (3) months of the close of the financial year.
 - (2) The business to be transacted at every annual general meeting shall be:
 - (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Chamber for the preceding financial year;
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (c) the election of members of the Management Committee; and
 - (d) the appointment of an auditor.
21. The Secretary shall convene a special general meeting
 - (a) when directed to do so by the Management Committee;

- (b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Chamber which equals double the number of members presently on the management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
 - (c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

- 22.
 - (1) At any general meeting the number of members required to constitute a quorum shall be the Management Committee plus one.

 - (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule “member” includes a person attending as a proxy or as representing a corporation which is a member.

 - (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Chamber, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

 - (4) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 23.
 - (1) The Secretary shall convene the annual general meeting of the Chamber by giving not less than 28 days notice in writing to each member of the Chamber.

- (2) (a) The Secretary shall convene all general meetings of the Chamber by giving not less than seven (7) days notice of any such meeting to the members of the Chamber.
- (b) The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

24. Unless otherwise provided by these Rules, at every general meeting:

- (1) the President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman or the meeting;
- (2) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner, as provided for in the By-laws of the Chamber.
- (3) every question, matter or resolution shall be decided by a majority of votes of the members present;
- (4) every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
- (5) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (6) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or nominee of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;

MOUNT ISA CHAMBER OF COMMERCE INC. – CONSTITUTION

- (7) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his attorney duly authorised in writing. A proxy may but need not be a member of the Chamber. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (8) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

MOUNT ISA CHAMBER OF COMMERCE

I, of _____, being a member of the above named Chamber, hereby appoint _____ of _____, or failing him, _____ of _____, as my proxy to vote for me on behalf the ____ at the (annual) general meeting of the Mount Isa Chamber of Commerce, to be held on the _____ day of _____, _____ and at any adjournment thereof.

Signed this _____ day of _____, _____ .

Signature _____

This form is to be used * in favour of * against the _____ resolution.

* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit);

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

- (10) the Secretary shall cause full and accurate minutes of all question, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

BY-LAWS

25. The Management Committee may from time to time to prepare and submit to a General Meeting of members any by-laws for the regulation of the affairs of the Chamber, its officers, and servants, or for observance by the members of the Chamber provided that such by-laws shall not have effect until adopted by a general meeting of members, and that any general meeting of members may vary, repeal or disallow any such by-laws.

ALTERATION OF RULES

26. Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to approved by the Director General, Department of Justice, Brisbane.

COMMON SEAL

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

FUNDS AND ACCOUNTS

28. (1) The funds of the Chamber shall be deposited in the name of the Chamber in such bank or permanent building society as the Management Committee may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Chamber and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All amounts of one hundred dollars or over shall be paid by cheque signed by any tow of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.
- (5) Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoupments which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) 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 Chamber at the close of that year.
- (9) All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.

- (10) The income and property of the Chamber whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Chamber provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Chamber or otherwise owing by the Chamber to him or of remuneration to any officers or servants of the Chamber or to any member of the Chamber or other person in return for any services actually rendered to the Chamber provided further that nothing herein contained shall be construed so as to prevent the payment of repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Chamber or reasonable and proper rent for premises demised or let to the Chamber.

DOCUMENTS

29. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Chamber.

FINANCIAL YEAR

30. The financial year of the Chamber shall close on (30th June) in each year.

DISTRIBUTION OF SURPLUS ASSETS

31. If the Chamber shall be wound up in accordance with the provisions of the Associations Incorporations Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Chamber, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Chamber, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Chamber under or by virtue of Rule 28 (10) such institution or institutions to be determined by the members of the Chamber.

MOUNT ISA CHAMBER OF COMMERCE BY-LAWS

For regulating the proceedings of the Mount Isa Chamber of Commerce and preserving order at its meetings.

MEETINGS

1. There shall be at least three (3) general meetings of the Chamber in every year, one of which shall be the annual general meeting.
2. For the purpose of these By-laws the word “member” shall mean any member or nominee who may be entitled to be present and voting at such meetings.
3. The order of procedure for the annual general meeting of the Chamber shall be:
 - (a) Election of Chairman if required, in accordance with Rule 24 (1) of the Constitution.
 - (b) The confirmation of the presence of a quorum of member, roll call and apologies. In the absence of a quorum Rule 22 (3) of the Constitution shall apply.
 - (c) Reading of Minutes – Minutes shall be presented for confirmation but no discussion shall be allowed except for the accuracy as a record of proceedings.
 - (d) Presentation and consideration of the Annual Reports of the Management Committee and sub-committees.
 - (e) Presentation and consideration of the Treasurer’s balance sheet and the Auditor’s report thereon.
 - (f) Presentation of the President’s report.
 - (g) Election of the Management Committee consisting of President, Vice-President, Treasurer, Secretary and five other members. In accordance with clause 11 (1) of the constitution the election of a secretary to the management committee may not be necessary.
 - (h) Appointment of an Auditor for the ensuing year.
 - (i) Incoming President’s address.
 - (j) Any special or ordinary business notified in the notice conveying the annual general meeting.
 - (k) Any other business which the Chamber considers to be necessary and out to be discussed.
4. The following order of procedure shall be adhered to as far as possible at all other meetings of the Chamber.
 - (a) Election of Chairman if required, in accordance with Rule 24 (1) of the Constitution.

- (b) The confirmation of the presence of quorum of members, roll call and apologies. In the absence of a quorum Rule 22 (3) of the Constitution shall apply.
- (c) Reading of Minutes – Minutes shall be presented for confirmation but no discussion shall be allowed except as to their accuracy as a record of proceedings.
- (d) The filling of vacancies which have occurred in the Management Committee.
- (e) Business arising out of the minutes.
- (f) Reading and consideration of correspondence, outward and inward.
- (g) Financial statements and, at Management Committee meetings, approval or ratification of expenditure.
- (h) Notification by members of items of general business.
- (i) Reading and consideration of Reports and Recommendations.
- (j) Business arising out of the Reports.
- (k) Special and ordinary business notified by the notice convening the meeting.
- (l) General business and any other matters which may be arranged from time to time.

CONDUCT OF MEETINGS

- 5. At every general meeting of the Chamber the business shall be taken in the order in which it stands in the notice convening such meetings and, subject to these By-laws and the Constitution, no other business shall be entertained.
- 6. No business shall be entertained at any general meeting of the Chamber other than the business permitted to be entertained by the Constitution and by these By-laws.
- 7. Any member wishing to raise for discussion any item of general business shall provide details of the general business to the Chairman at the point of the meeting when items of general business are called for by the Chairman.
- 8. Any member wishing to speak in connection with any item of general business shall be permitted to speak for no more than three (3) minutes without the express permission of the meeting.
- 9. All motions and amendments to motions permitted by the Constitution or by these By-laws shall be submitted in writing signed by the mover unless otherwise permitted by the Chairman and shall be stated to the meeting before being discussed by the mover but shall not be further discussed unless seconded.

10. The Chairman shall in taking the sense of the meeting put the question first in the affirmative and then in the negative and the result shall be recorded in the Minutes.
11. After an amendment has been moved and seconded no further amendment shall be proposed; until such amendment be disposed of. An amendment to the original question may be proposed; but if it be affirmed it shall become an original question, upon which any further amendment may be moved.
12. If any words of the original question be rejected, the insertion of other proposed words shall form the next question whereupon any further amendment to insert other words may be moved.
13. No member shall propose more than one (1) amendment upon a motion and no members shall speak more than once upon either motion or amendment except the mover of the motion who shall have the right to reply, immediately after which the question shall be put.
14. Motions and amendments to motions may at any time prior to the question being put to the vote be withdrawn provided there be no dissentient voice.
15. Any members desirous of moving a motion or amendment or taking part in a discussion shall rise and address the Chair and shall not be interrupted unless called to order when he shall sit down until the member (if any) calling to order shall have been heard thereon and the question of order disposed of when the member in possession of the Chair may proceed with the subject.
16. The Chairman when called upon to decide on points of order or on any matter whatsoever concerning the conduct of the meeting or the resolution of any dispute thereat shall state the provisions of the Constitution or of these By-laws or rules of practice which he deems applicable to the case without discussing or commenting thereon and his decision as to the point of order, conduct of the meeting or the resolution of any dispute shall be given without a statement of the provisions of the Constitution or of these By-laws or of the rules of practice shall not be invalid and shall in any event be final and binding on the meeting.
17. Any member moving a motion shall be entitled to speak thereon but any member merely seconding a motion shall not be entitled to speak upon it. If two or more members rise to speak at the same time, the Chairman shall decide which is entitled to priority.
18. The mover of the substantive motion shall not, without the express permission of the meeting, be permitted to speak thereto for more than five (5) minutes. In all other cases the limitation of speech without such express permission shall be three (3) minutes.

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19. No member shall address the meeting a second time on the same question unless entitled to reply or in explanation when he has been misunderstood.
20. Each member shall restrict his address to the subject matter under discussion and no member shall digress therefrom. All imputations or improper motives and all personal reflections on members shall be deemed disorderly.
21. Any member making use of disorderly expression or speaking out of order or having been twice called upon by the Chairman to withdraw and to apologise for such disorderly conduct, and who refuses, shall be guilty of an offence against this By-law. It shall thereupon be competent for any member of the Chamber to move that the member guilty of such offence leave the meeting and if such motion be carried the Chairman shall require the said member to do so. Action taken in accordance with this clause shall not bar further action being taken under the Constitution of the Chamber if thought desirable.
22. Any member of the Chamber may of right demand the production of any document of the Chamber applying to the question under discussion. If it is not possible to produce a document immediately, then the document shall be produced to the member within seven (7) days.
23. If a debate on any motion moved and seconded by a member of the Chamber or on any proposed resolution notified by the notice convening the meeting be interrupted by the number of the members present, not forming a quorum, such debate may be resumed at the point where it was so interrupted at any adjournment, at such meeting; or if there be no adjournment, then at the next general meeting.
24. A motion that the meeting proceed with the next business may, without interruption be moved at any time during a debate, notwithstanding that an amendment be under discussion. The mover shall be allowed to speak for not more than three (3) minutes. After the motion has been seconded, which shall be done without debate, and a member, (the mover of the original resolution having the preference) has been heard in reply, it shall be at once put, and if affirmed the original question shall not be again proposed for discussion at the same meeting.
25. It shall be competent for any member to propose that any subject shall be considered in a committee of the whole meeting. The vote on such proposition shall then be taken without discussion.

26. A member moving the adjournment of a debate shall be allowed to speak thereto for not more than three (3) minutes. After the motion has been seconded which shall be done without debate and one member has been heard for not more than three (3) minutes in opposition, the question shall be at once put. No second motion for the adjournment of a debate shall be allowed with half an hour of the previous motion unless in the opinion of the Chairman the circumstances of the question have materially altered.
27. A motion for adjournment of the meeting on being seconded, shall be done without debate shall be at once put by the Chairman. The mover shall be permitted to speak on the resolution for not more than three (3) minutes.
28. No motion upon which a vote has taken shall be again considered until the expiration of three (3) months.
29. Any of the provisions of these By-laws may be suspended for a special purpose by a two-thirds vote of the members present at the meeting.

REMOVAL OF OFFICE BEARERS

30. The Chamber may at any general meeting of which special notice has been given by a vote of two-thirds of the members present and voting remove any office bearer or member of the Management Committee before the expiration of his period of office and may by resolution appoint another person in his stead. The person so appointed shall hold office during such time only as the office bearer in whose place he is appointed would have held the same if he had not been removed.
31. In case the conduct of any member of the management Committee or any Auditor or other office bearer of the Chamber or the circumstances in which any such member or Auditor or office bearer shall happen to be placed shall at any time be such that his continuance in office shall appear to be prejudicial to the interests of the Chamber and a resolution to that effect shall be carried at any meeting of the Management Committee specially convened for the purpose of taking the conduct or position of such member of the Management Committee, Auditor or Office Bearer into consideration, the Management Committee shall forthwith call on a special general meeting of the member of the Chamber to consider and determine upon the propriety of removing such member of the Management Committee, Auditor or office bearer from the relevant office held and he may be removed from or continued in office as such meeting may determine. Pending the decision of the meeting of the members, the Management Committee may suspend such member of the Management Committee, Auditor or office bearer.

DISPUTES

32. Whenever a dispute arises the Management Committee shall endeavour to settle the dispute by conciliation. If no satisfactory settlement of such dispute is reached the Secretary shall immediately submit the matter to a special general meeting for determination.
33. Should a party to a dispute be dissatisfied with the ruling of the Management Committee the aggrieved party may request in writing to the Secretary that the matter in dispute be referred to a special general meeting for determination. The decision of the special general meeting shall be final and binding.

SAVING

34. Should any officer of the Chamber be illegally elected, or elected otherwise than in accordance with these Rules, any business transacted by such officer or by the Committee of which he is a member shall not thereby be invalidated and the legality of such transaction shall not be questioned.

RULES

35. Every person admitted membership of the Chamber shall be provided with a copy of the Rules, free of charge. Ignorance of the Rules shall not be accepted as an excuse for non-compliance therewith. Additional copies of the Rules may be obtained from the Secretary on payment of an amount to be fixed by an annual general meeting.

“I hereby certify that this is a true copy of the rules adopted by the members on Tuesday, 10th October 2006.