

CONSTITUTION AND RULES OF THE
NORTH LAKES CHAMBER OF COMMERCE AND INDUSTRY
ABN 75 013 454 693

1 NAME AND OPERATION

- 1.1 The name of this association is "The North Lakes Chamber of Commerce and Industry" or "North Lakes Chamber" or other name as endorsed by the Members from time to time.
- 1.2 The general area of operation of the Chamber will be within the Area identified in the Schedule.

2 INTERPRETATION

2.1 In this Constitution the following words have the following meanings:

- (a) **Act** means the *Associations Incorporation Act 1981* (Qld).
- (b) **Annual General Meeting** means the annual general meeting of the Chamber.
- (c) **Area** means the area identified in the Schedule.
- (d) **CCIQ** means the Queensland Chamber of Commerce and Industry Limited ABN 55 009 662 060.
- (e) **Chamber** means The North Lakes Chamber of Commerce and Industry.
- (f) **Closed** meeting has the meaning identified in clause 22.1.
- (g) **Committee** means the committee of the Chamber which is responsible for the governance of the Chamber.
- (h) **Committee Member** means a Member appointed to the Committee from time to time.
- (i) **Member** means a member of the Chamber admitted pursuant to clause 6.1.
- (j) **Membership fees** means the fees payable by the Member to become or continue to be a Member, as identified in clause 10.
- (k) **Objects** means the objects of the Chamber identified in clause 3.
- (l) **Open** meeting has the meaning identified in clause 22.1.
- (m) **Secretary** means the secretary of the Chamber from time to time.
- (n) **Special Resolution** means a resolution of the Chamber that has been passed by at least seventy-five (75%) per cent of the votes cast by Members who are present and entitled to vote on the issue.

(o) **Treasurer** means the treasurer of the Chamber from time to time.

2.2 Unless otherwise stated:

- (a) a word or expression that is not defined in this Constitution but is defined in the Act has the meaning given by the Act.
- (b) headings are included for convenience only and do not affect the interpretation of this Constitution.
- (c) references to clauses or parts are to clauses and parts of this Constitution.
- (d) references to dates and times are to Brisbane time.
- (e) references to "\$" and "dollars" are to Australian dollars.
- (f) references to any legislation includes any legislative provision which amends, extends, consolidates or replaces it and any orders, regulations, instruments, proclamations or other subordinate legislation made under it.

2.3 The financial year of the Chamber commences on 1 July each year and concludes on 30 June each year.

3 OBJECTS

3.1 The Objects and duties of the Chamber include:

- (a) to promote and advance in a non-politically aligned manner:
 - (i) trade, commerce and industry; and
 - (ii) the interests of persons engaged in trade, commerce and industry, in the State of Queensland, any other State or Territory of Australia, and internationally;
- (b) to promote or oppose legislative and other regulatory measures which affect the interests of Members, trade, commerce and industry;
- (c) to influence government policy in the interests of Members, trade, commerce and industry;
- (d) to promote public discussion of issues relating to trade, commerce and industry;
- (e) to promote and advance the interests of employers and to encourage amicable relations amongst employers;
- (f) to improve relations between employers and employees;
- (g) to improve relations between persons at each level in the chain of production including producers, manufacturers, distributors, retailers and consumers;
- (h) to encourage the study of trade, commerce and industry, including the undertaking of

apprenticeships and traineeships;

- (i) to assist or aid any charitable, educational or public purpose in accordance with Chamber's Vision and Mission;
- (j) to encourage social exchange between Members;
- (k) to discuss and deal with any subjects affecting the best interests of Members and the community in the Area;
- (l) to collect information on all matters of interest to commerce, industry and the community in the Area;
- (m) to form a code of practice through the adoption of policy and procedures, whereby the transaction of business may be simplified and facilitated;
- (n) to affiliate with other organisations as the Chamber may deem fit;
- (o) generally to carry on, do or assist in all or any matters which the Chamber may deem fit for the encouragement of trade and commerce, or the assistance of Members of the Chamber;

3.2 The Chamber must remain strictly non-party political and non-sectarian.

4 POWERS

4.1 The Chamber has, in the exercise of its affairs, all the powers of an individual.

4.2 The Chamber may, for example:

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies, and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

4.3 The Chamber may take over the funds and other assets and liabilities of another unincorporated or incorporated association.

4.4 The Chamber may also issue secured and unsecured notes, debentures and debenture stock for the Chamber.

5 PROFIT AND ASSET DISTRIBUTION

5.1 The assets and income of the Chamber must be applied solely to further its Objects or in exercising its powers.

5.2 No portion of the Chamber's assets or income will be distributed directly or indirectly to any Member. This clause does not prevent:

- (a) payment of remuneration to Members who in their capacity as officers, employees, contractors or suppliers of the Chamber who have provided goods or services to the Chamber;
- (b) payment of rent to Members who have let property to the Chamber;
- (c) payment of interest to Members who have lent money to the Chamber; or
- (d) reimbursement of expenses to Members who have with the Chamber's authority expended money in furtherance of the Chamber's Objects.

5.3 This clause applies if the Chamber is wound-up under the Act and has surplus assets.

- (a) The surplus assets must not be distributed among the Members.
- (b) The surplus assets must be given to another entity:
 - (i) having objects similar to the Chamber's Objects; and
 - (ii) having rules that prohibit the distribution of the entity's income and assets to its members.

6 MEMBERS

6.1 The Committee has the power to:

- (a) establish one or more new classes of membership and determine the privileges attaching to those classes; or
- (b) determine whether to adopt different levels of membership within each class (such as Platinum, Gold, Silver etc);
- (c) change the existing classes of membership and the privileges attaching to those classes. This may include abolishing a class of membership.

6.2 The Chamber has the following classes of Members:

- (a) Ordinary Members;
- (b) Joint Members;
- (c) Life Members;
- (d) Past President Retired Members; and
- (e) Student Members.
- (f) The following table sets out the eligibility criteria and privileges for each class of membership:

Class	Eligibility Criteria	Privileges
Ordinary Members	<p>Any person engaged as owner or employer in any trade, profession, industry or business; or</p> <p>Any government department, instrumentality or corporation which may in the opinion of the Committee promote or advance trade commerce, industry and the objects of the Chamber; or</p> <p>Any person who may in the opinion of the board promote or advance trade, commerce, industry and the objects of the Chamber; or</p> <p>Any Life Member or Past President Retired Member, however upon admission as an Ordinary Member such member is no longer exempt from payment of Membership Fees.</p>	To attend and vote at general meetings of the Chamber
Joint Members	Any Member who is also a member of CCIQ, or another chamber in the Moreton Bay Region, who is active in trade or commerce in the Area of the Chamber and also wishes to participate in the promotion of the objects at the Chamber.	To attend at general meetings of the Chamber and be heard, but not to vote at general meetings.
Life Members	<p>Any person who has rendered distinguished service to the Chamber and who in the opinion of the Committee should be recognized for such service.</p> <p>For clarity Life Members, may at their discretion, also apply to be Ordinary Members.</p>	<p>To attend at general meetings of the Chamber and be heard, but not to vote at general meetings;</p> <p>To be exempt from payment of Membership Fees in this class.</p>
Past President Retired Members	<p>Any past President of the Chamber.</p> <p>For clarity, Past President Retired Members may, at their discretion, also apply to be Ordinary Members.</p>	<p>To attend at general meetings of the Chamber and be heard, but not to vote at general meetings;</p> <p>To be exempt from payment of Membership Fees in this class.</p>
Student Members	Any paid-up Student Member wishing to pursue a career in business or a business related career.	To attend at general meetings but not to vote at general meetings.

7 APPLICATIONS FOR MEMBERSHIP

- 7.1 New members may apply, or lapsed members may reapply for membership themselves or be nominated by any financial Member.
- 7.2 An application for Membership will be in the form required by the Committee from time to time.
- 7.3 The Committee will consider and decide applications for membership provided that the applicant:
- (a) in the case of a natural person, is at least 18 years of age and for students, at least 17 years of age;
 - (b) is eligible for admission to that class of membership applied for, or as determined by the Committee; and
 - (c) pays to the Chamber the Membership Fees (if any) payable for the relevant class of membership.
- 7.4 If the Committee refuses an application for membership, it is not obliged to give reasons to the applicant.
- 7.5 The Committee may delegate its power to consider and determine membership applications, to any person or sub-committee determined by the Committee.
- 7.6 Membership, and the privileges attaching to membership, are not transferable.

8 REGISTER OF MEMBERS

- 8.1 The Committee must keep a register of Members.
- 8.2 The register must include the following for each Member:
- (a) full name;
 - (b) postal or residential address;
 - (c) date of admission as a Member;
 - (d) details about the termination or reinstatement of Membership;
 - (e) any other particulars the Committee or the Members at a general meeting decide.
- 8.3 Upon request of a Member the Committee may agree to withhold information about that Member (other than the Member's full name) from the register available for inspection, if the Committee has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.
- 8.4 The register must be open for inspection by Members at all reasonable times.
- 8.5 A Member must contact the Secretary to arrange an inspection of the register.

9 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

9.1 A Member must not:

- (a) use information obtained from the register of Members to contact or send material to another Member for the purpose of advertising for political, religious, charitable, commercial or personal purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact or send material to another Member for the purpose of advertising for political, religious, charitable, commercial or personal purposes.

9.2 Clause 9.1 does not apply if the use or disclosure of the information is approved by the Members in general meeting.

10 HONORARY MEMBERS

10.1 The Chamber may elect a visitor as an active member who will be entitled to all the privileges of an Ordinary Member but not the privilege of voting at meetings.

10.2 The Chamber may elect any of its Members or past members as Life Members in recognition of special services to the Chamber and on being elected as Life Member that person will be entitled to the privileges of membership identified in clause 6.2(f).

11 MEMBERSHIP FEES

11.1 Membership fees are set by the Committee.

11.2 Without limitation, Membership Fees may include:

- (a) an initial joining fee;
- (b) an annual Membership Fee; and
- (c) such other fees or levies as may be necessary to enable the Chamber to carry out its activities.

11.3 Membership Fees are due and payable on the date of admission to membership.

12 SERVICES

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

13 RESIGNATION AND EXPULSION OF MEMBERS

13.1 Members may resign at any time by giving notice to the Secretary in writing without affecting their liability to pay the Membership Fee for the current year.

13.2 Resignation of a Member will take effect at the time the notice is received by the Secretary unless a later date is specified in the notice, in which case it will take effect on that later date.

13.3 If a Member:

- (a) is convicted of an indictable offence; or
- (b) fails to comply with any of the provisions of this Constitution; or
- (c) has Membership Fees in arrears for a period of two months or more; or
- (d) behaves in a manner considered to be injurious or prejudicial to the character or interests of the Chamber;

the Committee will consider whether their membership should be terminated.

13.4 Before having their membership terminated, the Member concerned must be given a full and fair opportunity of presenting their case and if the Committee resolves to terminate the membership, the Secretary must advise the Member in writing accordingly.

14 MEMBERSHIP OF THE COMMITTEE

14.1 Only a Member or a Members' Representative is eligible to be elected to the Committee.

14.2 The Committee will consist of a President, at least one but no more than three (3) Vice-Presidents, Secretary, Treasurer and a maximum of six (6) others, all of whom must be financial Members of the Chamber and be fit and proper persons to hold such office.

14.3 Committee Members are elected at the Annual General Meeting and hold office for twelve months.

14.4 The office of a Committee Member becomes vacant if:

- (a) the Committee Member is obliged to retire under clause 14.8;
- (b) the Committee Member ceases to be eligible to be a Member of the Chamber;
- (c) the Committee Member is removed under clause 15.4;
- (d) the Committee Member becomes of unsound mind, or becomes a person who or whose estate is liable to be dealt with under a law relating to mental health;
- (e) the Committee Member is disqualified under the Act from being a Committee Member; or
- (f) the Committee Member is disqualified under this Constitution.

14.5 The Committee has the power at any time to appoint any Member of the Chamber to fill any causal vacancy on the Committee until the next Annual General Meeting.

14.6 At each Annual General Meeting of the Chamber, four (4) members of the Committee for the time being must retire from office but may be eligible upon nomination for re-election.

14.7 The four (4) that retire will be:

- (a) first, any Committee Member who has filled a casual vacancy; and
 - (b) second, those Committee Members who have served the longest term since they were last elected to the Committee and if the period is equal and none of them are prepared to retire, the retiring Committee Members will be determined by a ballot amongst them.
- 14.8 The election of officers and other members of the Committee will take place in the following manner:
- (a) any person retiring from the Committee may nominate themselves for re-election to serve as an officer or other member of the Committee;
 - (b) any two (2) Members of the Chamber may nominate a Member to serve as an officer or other member of the Committee;
 - (c) the nomination must be in writing and signed by the Member and the Member's two supporter Members, and is to be provided to the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place;
 - (d) a list of the candidates' names in alphabetical order, with the two supporter Members' names must be provided to Members at least seven (7) days immediately preceding the Annual General Meeting;
 - (e) if necessary, balloting lists may be prepared containing the names of the candidates in alphabetical order, and each Member present at the Annual General Meeting will be entitled to vote for any number of candidates, not exceeding the number of vacancies;
 - (f) if there has been an insufficient number of candidates nominated to fill all Committee vacancies received before the commencement of the meeting, nominations may be taken from the floor of the meeting.

15 RESIGNATION AND REMOVAL OF COMMITTEE MEMBERS

- 15.1 A Committee Member may resign from office by giving written notice to the Secretary. The resignation takes effect when the notice is given, unless a later date is specified in the notice.
- 15.2 The Chamber may by ordinary resolution in a special general meeting or Annual General Meeting remove a Committee Member.
- 15.3 In recognition of the non-political alignment of the Chamber, no Committee Member may hold public office while on the Committee.
- 15.4 If a Committee Member expresses an intention to stand for public office and discloses that matter to the Committee in accordance with clause 15.3, the Committee will consider on a case by case basis the potential or likely impact on the Chamber of the Member's intention to seek such office, and may:
- (a) call upon that Member to show cause as to why they should not be required to resign their position as Committee Member in the interests of the Chamber and consistent with the Objects set out in clause 3;

- (b) allow that Member fourteen (14) days to respond to the request to show cause; and
- (c) should the Member fail to show cause to the satisfaction of the Committee, call upon the Member to immediately tender their resignation as a Committee Member.

16 REMOVAL OF OFFICERS

- 16.1 The Committee may at any time remove a person appointed as a Vice President, the Secretary or the Treasurer.
- 16.2 If the Committee removes a person from Office, the person remains a member of the Committee.
- 16.3 If the Committee removes an Officer who has been appointed to a casual vacancy on the Committee, the person remains a member of the Committee.

17 REMUNERATION

- 17.1 The Committee has the power to confer an Honorarium on any of the Committee Members.
- 17.2 The Committee of the Chamber will only be paid remuneration from a total amount of funds that the Members determine to allocate by Special Resolution at a general meeting.
- 17.3 The Committee will, from the amount determined under clause 17.2, allocate that amount among the Committee Members.
- 17.4 The Chamber may also pay the Committee Members' travelling and other expenses that they properly incur:
 - (a) in attending Committee meetings or any meetings of sub-committees;
 - (b) in attending any general meetings of the Chamber; and
 - (c) in connection with the Chamber's business.

18 POWERS OF THE COMMITTEE

- 18.1 Except as otherwise provided by this Constitution and subject to resolutions of the Members made at any general meeting, the Committee:
 - (a) has the general control and management of the administration of the affairs, property and funds of the Chamber; and
 - (b) has authority to interpret the meaning of this Constitution and any matter relating to the Chamber on which this Constitution is silent.
- 18.2 The 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 pay off any such securities;

(b) to invest moneys in such manner as the Members of the Chamber may from time to time determine.

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

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

19 COMMITTEE MEMBER'S INTERESTS

19.1 A Committee Member who has a material personal interest in a matter that relates to the affairs of the Chamber must give the other Committee Members notice of the interest if required by the Act.

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

(a) be present while the matter is being considered at the meeting; and

(b) vote on the matter, if the Committee Member has complied with clause 19.1.

19.3 A Committee Member must at the first opportunity disclose to the Committee:

(a) whether they hold any membership or affiliation with any political party in Queensland or elsewhere in Australia or overseas; and

(b) their intention to stand for political office as a representative of a political party or as an independent of any forthcoming or imminent Local, State or Federal election whether in Australia or overseas.

19.4 For the purpose's clarity, nothing in this Constitution shall prohibit a Committee Member or from being a member of a political party.

20 COMMITTEE MEETINGS

20.1 The Committee must meet at least once every two months to exercise its functions.

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

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

20.4 A special meeting of the Committee shall be convened by the Secretary on the requisition in writing signed by two (2) members of the Committee, which clearly states the reasons why such a special meeting is being convened and the nature of the business to be transacted.

- 20.5 At every meeting of the Committee three (3) members of that Committee will constitute a quorum.
- 20.6 Subject to this Constitution, the Committee may meet together and regulate its proceedings as it thinks fit.
- 20.7 Questions arising at any meeting of the Committee are to 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.
- 20.8 A member of the Committee must not vote in respect of any contract or proposed contract with the Chamber in which he or she is interested, or any matter arising from that contract and if they do so vote, their vote must not be counted.
- 20.9 Unless otherwise agreed by the Committee, seven (7) days prior notice must be provided to all Committee Members of any special meeting of the Committee.
- 20.10 A notice of special meeting of the Committee must clearly state the nature of the business to be discussed.
- 20.11 The President will Chair every meeting of the Committee, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, any one of the Vice-Presidents will Chair or if a Vice- President is not present at the meeting then the members may choose one of their number to be Chair of the meeting.
- 20.12 If within half an hour from the time appointed for the commencement of a Committee meeting a quorum is not present the meeting will end without any business having been conducted and that meeting will be 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 Committee may determine.
- 20.13 The Committee may delegate any of its powers to:
- (a) a Committee Member;
 - (b) a sub-committee of Committee Members and or Members;
 - (c) an employee of the Chamber; or
 - (d) a Member, or Member's Representative.
- 20.14 The exercise of any delegated powers must conform to any regulations imposed by the Committee.
- 20.15 A sub-committee may elect a Chair of its meetings. If no Chair is elected, or if at any meeting the Chair 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 Chair of the meeting.
- 20.16 A sub-committee may meet and adjourn as it thinks proper.
- 20.17 Questions arising at any meeting are to be determined by a majority of votes of the members present and, in the case of an equality of votes, the question is to be deemed to be decided in the negative.

- 20.18 Minutes of meeting or decisions of a meeting of the Committee or the Chair of the next succeeding Committee meeting verifying their accuracy.
- 20.19 All acts done by any meeting of the Committee or of a sub-committee or by any delegate will, notwithstanding that it is afterwards discovered that there was some defect in their appointment 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 that committee.

21 COMMITTEE MEETINGS NOT HELD IN PERSON

- 21.1 A resolution in writing signed by a majority of the members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held provided it is sent by electronic means in a many agreed by all Committee Members, to all Committee Members.
- 21.2 Any written resolution may consist of several documents in like form, each signed by one or more members of the Committee.

22 CHAMBER MEETINGS

- 22.1 The Chamber may hold open or closed meetings as determined by the Committee.
- (a) Any person may attend an Open Meeting of the Chamber.
- (b) Only Members may attend a Closed Meeting of the Chamber.
- 22.2 The Chair of any meeting of the Chamber may exclude any person from a meeting or request that a person leave a meeting, for any reason. The Chair's decision is final.

23 ANNUAL GENERAL MEETINGS

- 23.1 An Annual General Meeting of the Chamber will be held in each year as required by the Act.
- 23.2 The Committee will call the Annual General Meeting.
- 23.3 The Annual General Meeting will occur in Brisbane in the Area, at a place, day and time determined by the Committee.
- 23.4 The following business must be transacted at every Annual General Meeting:
- (a) the receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Chamber for the last financial year;
- (b) the receiving of the auditor's report (if any) on the financial affairs of the Chamber for the last financial year;
- (c) the presenting of the financial statements to the meeting for adoption;
- (d) the election of members of the Committee;

- (e) the appointment of an auditor (if applicable).

24 MEETINGS OF MEMBERS

- 24.1 The Chamber may meet in general meeting once a month, whether or not any matters require a vote of Members at that meeting.
- 24.2 The Secretary must convene all general meetings of the Chamber by giving at least 10 days' notice of any such meeting to Members. Notice can be given by any reasonable means including electronic means and not limited to advertisement in the Chamber's newsletter.
- 24.3 At all general meetings 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 Chamber's last general meeting plus 1.
- 24.4 members will form a quorum - if a quorum is not present the Chair may adjourn or cancel the meeting as follows:
 - (a) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting will end without any business having been conducted and no meeting of the Chamber will be held that month.
 - (b) The Chair 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 can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of an original meeting, and otherwise it will not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 24.5 The Secretary may convene a special general meeting by sending out notices of the meeting within fourteen (14) days of:
 - (a) being directed to do so by the Committee; or
 - (b) being given a requisition in writing signed by not less than one- third of the current Committee Members or not less than ten percent (10%) of Ordinary Members of the Chamber presently entitled to vote; or
 - (c) A requisition mentioned in clause 24.4(a) must clearly state the reasons why a special general meeting is being convened and the nature of the business to be transacted.
- 24.6 Notice of a special general meeting shall clearly state the nature of the business to be conducted.
- 24.7 Unless otherwise provided by this Constitution, at every general meeting:
 - (a) the President will preside as Chair, or if there is no President, or if they are not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act,

any Vice-President shall be the Chair or if a Vice-President is not present or is unwilling to act then the Members present must elect one of their number to be Chair of the meeting;

- (b) the Chair must maintain order and conduct the meeting in a proper and orderly manner;
- (c) every Member present will be entitled to one vote and in the case of an equality of votes the Chair will have a second or casting vote, however, no Member shall be entitled to vote at any general meeting if their Membership Fees are more than two (2) months in arrears at the date of the meeting;
- (d) every question, matter or resolution must be decided by a majority of votes of the Members present;
- (e) voting will be by show of hands, unless at least one fifth of the Members present demand a ballot, in which case there must be a secret ballot;
- (f) the Chair will appoint two (2) Members to conduct the secret ballot in such manner as they determine and the result of the ballot as declared by the Chair will be deemed to be the resolution of the meeting of which the ballot was demanded;
- (g) a Member may vote in person or by proxy or by attorney;
- (h) the instrument appointing a proxy or attorney must be in writing, in the common or usual form, under the hand of the appointor or of the attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised;
- (i) a proxy must be a Member of the Chamber;
- (j) the instrument appointing a proxy should be in a form similar to the following, and is deemed to confer authority to demand or join in demanding a secret ballot;

<p>NORTH LAKES CHAMBER OF COMMERCE & INDUSTRY</p> <p>_____ of, _____, being a Member of the Chamber, appoints _____ of, _____ or failing them, _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the Chamber, to be held on the ____ day of _____, 20____, and at any adjournment of that meeting.</p> <p>Signed this ____ day of _____, 20 ____.</p> <p>Signature:</p>

- (k) where Members are to be provided with an opportunity of voting for or against a resolution the instrument appointing a proxy must list each resolution and the Members' preference;

- (l) the instrument appointing a proxy must be delivered to the Secretary before the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

25 RECORDS OF MEETINGS

- 25.1 The Committee may, at its discretion, make any part or all of a general meeting accessible to Members by electronic means.
- 25.2 Meeting attendees are strictly prohibited from recording meetings in any format, unless they have first obtained written permission to do so from the Committee.
- 25.3 Any recording authorised by the Committee can only be used for the personal use of the person making the recording and cannot be published or shared in any way. A person seeking to share any part or whole of the record of a meeting must first obtain the written permission of the Committee.
- 25.4 The Secretary must record full and accurate minutes of all questions, matters, resolutions and other proceedings of every 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.
- 25.5 For the purposes of ensuring the accuracy of the recording of minutes:
 - (a) the minutes of every general meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding general meeting; and
 - (b) the minutes of any Annual General Meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding general meeting or Annual General Meeting.

26 ALTERATION OR AMENDMENT TO RULES

- 26.1 Subject to the provisions of the Act, the provisions of this Constitution can only be amended, repealed or added to by Special Resolution passed at a general meeting of the Chamber.

27 COMMON SEAL

- 27.1 The Chamber does not keep a Common Seal.

28 DOCUMENTS

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

29 LIABILITY OF MEMBERS

- 29.1 The liability of Members is limited.
- 29.2 If the Chamber is wound up, then every person who:
 - (a) is a Member when the Chamber is wound up; or

(b) was a Member within one year prior to the Chamber being wound up;

undertakes to contribute to the assets of the Chamber for:

(a) the payment of the debts and liabilities of the Chamber, contracted or incurred before the Member ceased to be a Member;

(b) the expenses of winding up the Chamber, and

(c) the adjustment of the rights of contributories among themselves.

29.3 The amount of contribution under clause 14.2 will not exceed \$10 for each Member.

29.4 The person in control of the Chamber during a winding up cannot levy Membership Fees. However, this does not prevent that person from recovering payment of Membership Fees that were outstanding prior to the winding up commencing.

End.

SCHEDULE

Map of North Lakes Chamber of Commerce Boundary

44.6 km²

