

Maryborough Chamber of Commerce Inc. Model Rules

1 Interpretation

(1) In these rules—

Act means the *Incorporation Act 1981*.

present—

- (a) at a executive committee meeting, see rule 23(6); or
- (b) at a general meeting, see rule 37(2).

(2) A word or expression that is not defined in these model 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 *Maryborough Chamber of Commerce Inc (the Chamber)*.

3 Objects

The objects of the Chamber are

1. To watch over and protect the interests of the mercantile community of the City and District;
2. to form or promote a code of practice whereby the transaction of business may be simplified and facilitated;
3. to promote by all means in its power the welfare and expansion of the City and District generally;
4. to support Local Authorities and other public bodies in any matter in the interests of the City and District;
5. to support any movement arising from surrounding centres that has for its objects the development of the City and District.
6. to be strictly non-party political and non-sectarian.
7. to collect information on all matters of interest relating to commerce, industry and the community;
8. to conduct or control events at the Chamber's discretion for the enjoyment of members, citizens and visitors;

4 Powers

(1) the Chamber has the powers of an individual.

(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.

5 Classes of members

(1) The membership of the Chamber consists of ordinary members, honorary life members, and corporate members.

(2) The number of ordinary members is unlimited.

(3) Any company, firm or person engaged in business or a profession or any director or executive officer of a public institution connected with commerce or industry primarily in the Maryborough area or where appropriate, the Fraser Coast region, shall be eligible for membership of the Chamber.

(4) (a) Ordinary Members – Any individual person may become an individual member of the Chamber on payment of the prescribed membership fee and acceptance of that person's application as set out in these rules. That individual person will then enjoy the full benefits of membership, including the right to vote at any meeting and to nominate for any position on the executive committee.

(b) Honorary Life Members – The Chamber may elect any of its members of past members as honorary life members in recognition of special services to the Chamber.

(c) Corporate Members – Any business may become a Corporate member of the Chamber on payment of the prescribed membership fee and acceptance of that business's application as set out in these rules. Under this class of membership, the business will nominate an individual representative and that person will be able to enjoy the full benefits of membership, including the right to vote at any meeting and to nominate for any position on the executive committee. In addition to this person, the business may specify up to six (6) additional individuals who must be principals, directors, partners or employees, or the spouse or de facto of any of these people. These individuals enjoy the benefits offered to a member, excluding the right to vote at any meeting and to nominate for any position on the executive committee. Should a nominated representative leave the employ of a Corporate Member, their status as a representative shall cease and the Corporate Member must nominate another person to represent them.

6 New membership

(1) An applicant for membership of the Chamber may nominate themselves or be nominated by a financial member of the Chamber (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 the applicants proposer and seconder; and
- (c) in the form decided by the executive committee.

7 Membership fees

(1) The membership fee for each ordinary membership and for each other class of membership (if any)—

- (a) is the amount decided by the members from time to time at a general meeting; and
- (b) is payable when, and in the way, the executive committee decides.

8 Admission and rejection of new members

(1) The executive 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 executive committee must ensure that, as soon as possible after the person applies to become a member of the Chamber, and before the executive committee considers the persons application, the person is advised—

- (a) whether or not the Chamber has public liability insurance; and
 - (b) if the Chamber has public liability insurance—the amount of the insurance.
- (3) The executive committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the executive 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 Chamber must, as soon as practicable after the executive committee decides to accept or reject an application, provide the applicant a written notice of the decision.

9 When membership ends

- (1) A member may resign from the Chamber by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at—
- (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) The executive committee may terminate a members membership if the member—
- (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Chamber.
- (4) Before the executive committee terminates a members membership, the executive committee must provide the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the executive committee decides to terminate the membership, the secretary of the executive committee must provide the member a written notice of the decision.

10 Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

11 General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the executive committee and the members of the executive 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.

12 Register of members

- (1) The executive committee must keep a register of members of the Chamber.
- (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 executive committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the Chamber at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the executive committee may, on the application of a member of the Chamber, withhold information about the member (other than the members full name) from the register available for inspection if the executive committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

13 Prohibition on use of information on register of members

- (1) A member of the Chamber must not—
 - (a) use information obtained from the register of members of the Chamber to contact, or send material to, another member of the Chamber 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 Chamber for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the executive.

14 Appointment or election of secretary

- (1) The secretary 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 Chamber elected by the Chamber as secretary; or
 - (b) any of the following persons appointed by the executive committee as secretary—
 - (i) a member of the Chambers executive committee;
 - (ii) another member of the Chamber;
 - (iii) another person.
- (3) If a vacancy happens in the office of secretary, the members of the executive committee must ensure a secretary is appointed or elected for the Chamber as soon as practicable after the vacancy happens.
- (4) If the executive committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the executive committee, the person does not become a member of the executive committee.

(5) However, if the executive committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the executive committee, the person becomes a member of the executive committee.

(6) If the executive committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the executive committee.

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

15 Removal of secretary

(1) The executive committee of the Chamber may at any time remove a person appointed by the executive committee as the secretary.

(2) If the executive committee removes a secretary who is a person mentioned in rule 14(1)(b)(i), the person remains a member of the executive committee.

(3) If the executive committee removes a secretary who is a person mentioned in rule 14(1)(b)(ii) and who has been appointed to a casual vacancy on the executive committee under rule 14(5), the person remains a member of the executive committee.

16 Functions of secretary

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

(a) calling meetings of the Chamber, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Chamber; and

(b) keeping minutes of each meeting; and

(c) keeping copies of all correspondence and other documents relating to the Chamber; and

(d) maintaining the register of members of the Chamber.

17 Membership of executive committee

(1) The executive committee of the Chamber consists of a president, vice president, secretary, treasurer, and other members the Chamber members elect at a general meeting.

(2) A member of the executive committee, other than a secretary appointed by the executive committee under rule 14(1)(b)(iii), must be a member of the Chamber.

(3) At each annual general meeting of the Chamber, the members of the executive committee must retire from office, but are eligible, on nomination, for re-election.

(4) A member of the Chamber may be appointed to a casual vacancy on the executive committee under rule 20.

(5) The executive committee shall have the power to provide an honorarium on any of its officers to be determined at the Annual General Meeting.

(6) Despite any other provision in these rules, the immediate past president will be the outgoing president (unless they are re-elected to the role of president) and will serve until the next annual general meeting. The immediate past president will be a voting member of the executive committee.

18 Electing the executive committee

(1) A member of the executive committee may only be elected as follows—

(a) any 2 members of the Chamber may nominate another member (the *candidate*) to serve as a member of the executive committee;

(b) the nomination must be—

- (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (iv) On the prescribed nomination form;
 - (c) each member of the Chamber present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the executive committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
- (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be made available to all members at least 7 days immediately preceding the annual general meeting.
- (4) If required by the executive committee, balloting lists must be prepared containing the names of the candidates.
- (5) The executive committee must ensure that, before a candidate is elected as a member of the executive committee, the candidate is advised
- (a) whether or not the Chamber has public liability insurance; and
 - (b) if the Chamber has public liability insurance—the amount of the insurance.
- (6) Notwithstanding the provisions outlined in clause 17(6), the president may at any time have the discretion to call upon the immediate past president to become part of the executive team should it be deemed necessary.

19 Resignation, removal or vacation of office of executive committee member

- (1) A member of the executive committee may resign from the executive committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at—
- (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the Chamber if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the members removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

20 Vacancies on executive committee

- (1) If a casual vacancy happens on the executive committee, the continuing members of the executive committee may appoint another member of the Chamber to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the executive committee may act despite a casual vacancy on the executive committee.

- (3) However, if the number of committee members is less than the number fixed under rule 23(1) as a quorum of the executive committee, the continuing members may act only to—
- (a) increase the number of executive committee members to the number required for a quorum; or
 - (b) call a general meeting of the Chamber.

21 Functions of executive committee

- (1) Subject to these rules or a resolution of the members of the Chamber carried at a general meeting, the executive committee has the general control and management of the administration of the affairs, property and funds of the Chamber.
- (2) The executive committee has authority to interpret the meaning of these rules and any matter relating to the Chamber on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the Chambers rules are inconsistent with the Act—see section 1B of the Act.

- (3) The executive committee may exercise the powers of the Chamber—
- (a) to borrow, raise or secure the payment of amounts in a way the members of the Chamber 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 Chamber in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Chambers 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 Chamber; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the Chamber may from time to time decide.
- (4) For subrule (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 Chamber; or
 - (b) if there is more than 1 financial institution for the Chamber—the financial institution nominated by the executive committee.

22 Meetings of executive committee

- (1) Subject to this rule, the executive committee may meet and conduct its proceedings as it considers appropriate.
- (2) The executive committee must meet at least once every 4 months to exercise its functions.
- (3) The executive committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the executive committee.
- (5) The executive committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the executive committee present at the meeting and, if the votes are equal, the question is decided in the negative.

- (8) A member of the executive committee must not vote on a question about a contract or proposed contract with the Chamber if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The president is to preside as chairperson at a executive committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a executive committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

23 Quorum for, and adjournment of, executive committee meeting

- (1) At a executive committee meeting, more than 50% of the members elected to the executive committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a executive committee meeting called on the request of members of the executive committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a executive committee meeting called other than on the request of the members of the executive committee—
- (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the executive committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

24 Special meeting of executive committee

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

25 Minutes of executive committee meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each executive committee meeting are recorded entered in a minute book which is in a form acceptable to the executive committee.
- (2) To ensure the accuracy of the minutes, the minutes of each executive committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next executive committee meeting, verifying their accuracy.

26 Appointment of subcommittees

- (1) The executive committee may appoint a subcommittee consisting of members of the Chamber considered appropriate by the executive committee to help with the conduct of the Chambers operations.
- (2) A member of the subcommittee who is not a member of the executive committee is not entitled to vote at a executive committee meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

27 Acts not affected by defects or disqualifications

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

28 Resolutions of executive committee without meeting

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

29 Annual general meetings

Annual general meetings must be held—

- (a) at least once each year; and
- (b) within 6 months after the end date of the Chamber's reportable financial year.

30 Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

- (1) This rule applies only if the Chamber is—
 - (a) a level 1 incorporated association; or
 - (b) a level 2 incorporated association to which section 59 of the Act applies; or
 - (c) a level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the Chamber—
 - (a) receiving the Chamber'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 executive committee;
 - (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;

(e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

31 Business to be conducted at annual general meeting of other level 2 incorporated associations

(1) This rule applies only if the Chamber is a level 2 incorporated association to which section 59A of the Act applies.

(2) The following business must be conducted at each annual general meeting of the Chamber—

- (a) receiving the Chamber's financial statement, and signed statement, for the last reportable financial year;
- (b) presenting the financial statement and signed statement to the meeting for adoption;
- (c) electing members of the executive committee;
- (d) appointing an auditor, an accountant or an approved person for the present financial year.

32 Business to be conducted at annual general meeting of other level 3 incorporated associations

(1) This rule applies only if the Chamber is a level 3 incorporated association to which section 59B of the Act applies.

(2) The following business must be conducted at each annual general meeting of the Chamber—

- (a) receiving the Chamber's financial statement, and signed statement, for the last reportable financial year;
- (b) presenting the financial statement and signed statement to the meeting for adoption;
- (c) electing members of the executive committee.

33 Notice of general meeting

(1) The secretary may call a general meeting of the Chamber.

(2) The secretary must give at least 14 days notice of the meeting to each member of the Chamber.

(3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

(4) The executive 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 executive committee's decision—

- (i) to reject the person's application for membership of the Chamber; or
- (ii) to terminate the person's membership of the Chamber;

(b) a meeting called to hear and decide a proposed special resolution of the Chamber.

(6) A notice of a general meeting must state the business to be conducted at the meeting.

34 Quorum for, and adjournment of, general meeting

(1) The quorum for a general meeting is at least the number of members elected or appointed to the executive committee at the close of the Chamber's last general meeting plus 1

(2) However, if all members of the Chamber are members of the executive 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 executive committee or the Chamber, 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 executive committee or the Chamber—
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the executive 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 subrule (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.

35 Procedure at general meeting

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

36 Voting at general meeting

- (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 present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the executive 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 to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

37 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the Chamber notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the executive committee; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the executive committee when the request is signed; or
 - (ii) at least the number of ordinary members of the Chamber equal to double the number of members of the Chamber on the executive 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 executive committee—
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in subrule (1)(b) must state—
 - (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 executive committee; or
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

38 Proxies

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

Maryborough Chamber of Commerce Inc.
 I, _____ of _____, being
 a member of the Chamber, appoint _____
 of _____
 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 the meeting.
 Signed this _____ day of _____ 20____ .

 Signature

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

Maryborough Chamber of Commerce Inc.
I, _____ of _____, being
a member of the Chamber, appoint _____
of _____
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 the meeting.
Signed this _____ day of _____ 20____. _____
Signature
This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the
following resolutions—
[*List relevant resolutions*]

39 Minutes of general meetings

- (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 in a form acceptable to the executive committee.
- (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 Chamber that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the Chamber, 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 Chamber may require the member to pay the reasonable costs of providing copies of the minutes.

40 By-laws

- (1) The executive committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Chamber.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Chamber.

41 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.

42 Common seal

- (1) The executive committee must ensure the Chamber has a common seal.
- (2) The common seal must be—
 - (a) kept securely by the executive committee; and
 - (b) used only under the authority of the executive committee.

- (3) Each instrument to which the seal is attached must be signed by a member of the executive committee and countersigned by—
- (a) the secretary; or
 - (b) another member of the executive committee; or
 - (c) someone authorised by the executive committee.

43 Funds and accounts

- (1) The funds of the Chamber must be kept in an account in the name of the Chamber in a financial institution decided by the executive committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Chamber.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Chamber of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
- (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any 1 of 3 other members of the Chamber who have been authorised by the executive committee to sign cheques issued by the Chamber.
- (6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the imprest system, and the executive committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a executive committee meeting.

44 General financial matters

- (1) On behalf of the executive 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 Chamber must be used solely in promoting the Chamber's objects and exercising the Chamber's powers.

45 Documents

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

46 Financial year

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

47 Distribution of surplus assets to another entity

- (1) This rule applies if the Chamber—
- 7(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 Chamber.

- (3) The surplus assets must be given to another non-profit entity
 - (a) having objects similar to the Chamber's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule— *surplus assets* see section 92(3) of the Act.