

CONSTITUTION AND RULES OF THE SOUTH EAST QUEENSLAND INDIGENOUS CHAMBER OF COMMERCE INC.

1 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

Aboriginal and/or Torres Strait Islander means a person who

- (a) is of Aboriginal descent and/or Torres Strait Islander descent;
- (b) identifies as an Aboriginal and/or Torres Strait Islander; and
- (c) is accepted by the Aboriginal or Torres Strait Islander community as an Aboriginal and/or Torres Strait Islander person.

Chamber means the South East Queensland Indigenous Chamber of Commerce Inc. an incorporated association under the *Associations Incorporation Act 1981 Qld*.

Full member means an Aboriginal and/or Torres Strait Islander person who owns, controls and manages a for-profit enterprise that is sole-trader, partnership, company, Indigenous corporation, which is headquartered in South East Queensland and is approved and accepted for full membership of the Chamber with full voting rights.

Associate member means an Aboriginal and/or Torres Strait Islander person

- (a) who owns, manages, and/or controls, an enterprise that is a sole trader, partnership, company, or Indigenous corporation, that operates as a for-profit business, that has an office in South East Queensland; or
- (b) who owns, manages, and/or controls, an enterprise that is a partnership, Indigenous corporation, incorporated association or similar, that operates as a not-for-profit business in South East Queensland and is approved and accepted for associate membership of the Chamber in accordance with Rules 5 and 7 but has limited voting rights.

Supporter means any person, that is a company, business, organisation, entity or public institution who does not qualify for membership in accordance with Rule 5 but who is approved and accepted as a supporter of the Chamber, but has no voting rights.

Headquartered in South East Queensland means the business must have its head office within the South East Qld region which includes, but is not limited to, the local government areas of Brisbane, Redlands, Logan, Gold Coast, Ipswich, Toowoomba, Moreton Bay and the Sunshine Coast.

Owns, controls and manages means a business must have 50% or greater Aboriginal and/or Torres Strait Islander ownership and active control and management.

Not-For-Profit means organisations which are not governed under the *Corporations Act 2001* (Cth) and have “not-for-profit” references in their objects or purpose.

Level 1, 2 and 3 incorporated associations have the same meaning as per Section 58 of Associations Incorporation Act:

"level 1 incorporated association" means an incorporated association that has—

- (a) current assets of more than the amount prescribed under a regulation or, if no amount is prescribed, more than \$100,000; or
- (b) total revenue of more than the amount prescribed under a regulation or, if no amount is prescribed, more than \$100,000.

"level 2 incorporated association" means an incorporated association that is not a level 1 incorporated association or a level 3 incorporated association.

"level 3 incorporated association" means an incorporated association that has—

- (a) current assets of less than the amount prescribed under a regulation or, if no amount is prescribed, less than \$20,000; and
- (b) total revenue of less than the amount prescribed under a regulation or, if no amount is prescribed, less than \$20,000.

Constitution means this constitution of the Chamber as amended, supplemented or replaced from time to time;

Voting member means a for-profit enterprise that is a sole-trader, partnership, company, Indigenous corporation, which is approved and accepted for full membership of the Chamber and is financial at the time of the meeting.

present—

- (a) at a management committee meeting, see rule 24(6); or
 - (b) at a general meeting, see rule 36(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 the South East Queensland Indigenous Chamber of Commerce (*the Chamber*).

3 Objects

- (1) The objects of the Chamber are — to develop and support the Aboriginal and/or Torres Strait Islander business sector in South East Queensland through:
 - (a) advocacy;
 - (b) building businesses' skills, capability and sustainability; and
 - (c) fostering trade and employment.
- (2) The Chamber shall be strictly non-party political and non-sectarian.

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.
- (3) The Chamber may also issue secured and unsecured notes, debentures and debenture stock for the Chamber.

5 Classes of members

- (1) The membership of the Chamber consists of two classes of members - full members and associate members;
- (2) The number of full members and associate members of the Chamber is unlimited;
- (3) **Full membership** of the Chamber is open to any Aboriginal and/or Torres Strait Islander person who:
 - (a) owns, controls and manages;
 - (b) an enterprise that is sole-trader, partnership, company, or Indigenous corporation;
 - (c) that operates as a for-profit business that is headquartered in South East Queensland.
- (4) **Associate membership** of the Chamber is open to:
 - (a) Any Aboriginal and/or Torres Strait Islander person who owns, manages, and/or controls, an enterprise that is a sole trader, partnership, company, or Indigenous corporation, that operates as a for-profit business, that has an office in South East Queensland.
 - (b) Any Aboriginal and/or Torres Strait Islander person who owns, manages, and/or controls, an enterprise that is a partnership, Indigenous corporation, incorporated association or similar, that operates as a not-for-profit business in South East Queensland.
- (5) Any person, that is a company, business, organisation, entity or public institution that supports the objects of the Chamber as outlined in Rule 3 is entitled to apply to be a **supporter** of the Chamber.
- (6) The Chamber may elect any of its members or past members as **honorary life members** in recognition of their special services to the Chamber and such persons shall thereupon be entitled to all the privileges of full financial membership.

6 New membership

- (1) An application for full or associate membership of the Chamber must be—
 - (a) in writing;
 - (b) in the form determined by the management committee;
 - (c); signed by the applicant; and
 - (d) provide any documentation and/or evidence required by the management committee to support the application.

(2) All new membership applications shall be referred to the management committee for consideration and decision. The decision of the management committee shall, subject the appeal process contained below in rule 10, be final.

(3) Where an Aboriginal and/or Torres Strait Islander person owns, controls and manages more than one for-profit enterprise they are only eligible for one Chamber membership and one vote.

(a) If the Chamber develops and operates a logo assurance system, the members' other businesses may receive the SEQICC Assured Logo upon application to and approval of the management committee.

7 Membership fees

(1) The membership fee for each class of membership

(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 management committee decides.

(2) Each member's fees shall be due and payable at such time and in such manner as the management committee shall from time to time determine, but unless otherwise so determined shall be payable on the first day of July each year.

(3) Each member who so pays their fees shall be deemed a 'financial member'.

8 Voting

(1) If membership fees have been set at a general meeting, only financial members may be entitled to vote in person or by signed proxy at any General meeting of the Chamber.

(2) Where a business has more than one owner that fulfills the qualification for membership in accordance with Rule 5(3), the Member shall nominate to the Secretary the name of the individual who shall represent that Member at all meetings and who may vote on behalf of such Member.

(3) Where a business or organisation has more than one owner that fulfills the qualification for associate membership in accordance with rule 5(4), the associate member shall nominate to the Secretary the name of the individual who shall represent that associate member at meetings and when allowed, may vote on behalf of such Associate member.

9 Admission and rejection of new members

(1) The management committee must consider an application for membership at the next committee meeting held after it receives—

(a) the application for membership, including all necessary supporting material; and

(b) the appropriate membership fee for the application, where relevant.

(2) The management committee must decide at the meeting whether to accept or reject the application.

(3) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

(4) The secretary of the Chamber must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

10 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 management committee may terminate a member's 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 two (2) months; or

- (d) there is a change to the ownership, control or location of operations of the business or its ceases to operate or is de-registered; or
 - (e) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Chamber.
- (4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

11 Appeal against rejection or termination of membership

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

12 General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

13 Register of members and associate members

- (1) The management committee must keep a register of full members and associate members of the Chamber.
- (2) The register must include the following particulars for each full member and associate member—
- (a) the full name of the member;
 - (b) business name, ABN and /or organisation details of the member;
 - (c) the postal or residential address of the member;
 - (d) the date of admission as a member;
 - (e) the date of death or time of resignation of the member;
 - (f) details about the termination or reinstatement of membership;
 - (g) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the Chamber at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may withhold information about members (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put members at risk.

14 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.

15 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 management committee as secretary—
 - (i) a member of the Chambers management committee;
 - (ii) another member of the Chamber;
 - (iii) another person.

(2) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the Chamber within 1 month after the vacancy happens.

(3) If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

(4) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.

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

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

16 Removal of secretary

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

(2) If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the management committee.

(3) If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15(3), the person remains a member of the management committee.

17 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;
- (b) keeping minutes of each meeting;
- (c) keeping copies of all correspondence and other documents relating to the Chamber; and
- (d) maintaining the register of members of the Chamber.

18 Membership of management committee

- (1) The management committee of the Chamber shall consist of at least seven (7) financial full members of the Chamber including a President, Treasurer, and any other members the Chamber members elected at a general meeting to fill management committee roles.
- (2) The financial full members and associate members can elect to the management committee one (1) associate member to represent the interests of associate members of the Chamber;
- (3) Members of the management committee, other than other than a secretary appointed by the management committee under rule 15(1)(b)(iii) and any Independent members appointed under rule 20, must be financial members of the Chamber.
- (4) At each annual general meeting of the Chamber, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- (5) A member of the Chamber may be appointed to a casual vacancy on the management committee under rule 21.

19 Electing the management committee

- (1) A member of the management 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 management committee;
 - (b) the nomination must be—
 - (i) in writing, in the form determined by the management committee; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the secretary at least seven (7) days before the annual general meeting at which the election is to be held;
 - (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 management 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 provided and available to members of the Chamber, including electronically, at least five (5) days immediately preceding the annual general meeting.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
 - (a) whether or not the Chamber has public liability insurance; and
 - (b) if the Chamber has public liability insurance—the amount of the insurance.

20 Appointment of Independent members to the management committee

- (1) Subject to section 61A of the Act and rule 19, the management committee may appoint up to two (2) Independent members to the management committee to increase the skills and experience of the management committee.
- (2) To qualify for appointment as an Independent member of the Management Committee a person shall demonstrate, to the satisfaction of the Committee, knowledge and experience in one or more of the following areas:
 - (a) financial management and accounting;
 - (b) corporate governance;

- (c) sponsorship and marketing; and
- (d) any other skill or area of expertise required by the Management Committee.

21 Resignation, removal or vacation of office of management committee member

- (1) A member of the management committee may resign from the 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) In accordance with section 64(2) of the Act, a member immediately vacates the office as a member of the management committee in the following circumstances:
 - (a) the member dies; or
 - (b) the member becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
 - (c) the member is—
 - (i) convicted of an offence under this Act; or
 - (ii) convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or
 - (d) the member has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired.

22 Vacancies on management committee

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the Chamber to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 25(1) as a quorum of the management committee, the continuing members may act only to—
 - (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a general meeting of the Chamber.

23 Functions of management committee

- (1) Subject to these rules or a resolution of the members of the Chamber carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the Chamber.
- (2) The management 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 associations rules are inconsistent with the Act—see section 1B of the Act.

- (3) The management 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 management committee.

24 Meetings of management committee

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every 4 months to exercise its functions.
- (3) The management 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 management committee.
- (5) The management committee may hold meetings, and/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 committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the management 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 management committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

25 Quorum for, and adjournment of, management committee meeting

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

26 Special meeting of management committee

- (1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

27 Minutes of management committee meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered into the minutes.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

28 Appointment of subcommittees

- (1) The management committee may appoint subcommittee's consisting of members of the Chamber and others considered appropriate by the committee to help with the conduct of the Chambers operations.
- (2) A member of a subcommittee who is not a member of the management committee is not entitled to vote at a management 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.
- (7) In establishing a subcommittee, the management committee must specify any power and/or decision-making authority, if any, it has delegated to the subcommittee.
- (8) Any subcommittee that is delegated power from the management committee shall conform to the rules set by the management committee for its operation and authority.

29 Acts not affected by defects or disqualifications

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

30 Resolutions of management committee without meeting

- (1) A written resolution signed by each member of the management committee is as valid and effective 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 committee.
- (3) If the written resolution is circulated electronically, a confirmation of support received via email is considered equivalent to it being signed by the member of the management committee.

31 Annual general meetings

Each annual general meeting 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.

32 Business to be conducted at annual general meeting when Chamber is considered a level 1 or 2 incorporated association

- (1) 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 management committee;
- (2) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
- (3) for a level 2 incorporated association—appointing an auditor, an accountant or an approved person for the present financial year.

33 Business to be conducted at annual general meeting when Chamber is considered a level 3 incorporated association

- (1) 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 management committee.

34 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 management committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing—
 - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
 - (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.

35 Quorum for, and adjournment of, general meeting

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

- (2) However, if all full members of the Chamber are full members of the management committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of full members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the 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 management committee or the Chamber—
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under 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.

36 Procedure at general meeting

- (1) A full member may take part and vote in a general meeting in person, by proxy, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A full 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 full members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

37 Voting at general meeting

- (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 full members present.
- (2) Each full 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 management committee.
- (5) However, if at least 20% of the full 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.

38 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 management committee; or

(b) being given a written request signed by—

(i) at least 33% of the number of members of the management committee when the request is signed; or

(ii) at least the number of full members of the Chamber equal to double the number of members of the Chamber on the management committee when the request is signed plus 1; or

(c) being given a written notice of an intention to appeal against the decision of the management committee—

(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 management 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.

39 Proxies

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

South East Queensland Indigenous Chamber of Commerce:

I, _____ of ,

being a full 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) be signed by the appointor **and be** properly authorised in writing;

(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 full member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

South East Queensland Indigenous Chamber of Commerce:

I, _____ of ,

being a full 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*]

40 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 kept.
- (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 minutes 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.

41 By-laws

- (1) The management 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.

42 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.

43 Common seal

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

44 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 management 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 or electronic funds transfer, it must be approved by any 2 of the following—

(a) the president;

(b) the secretary;

(c) the treasurer;

(d) any other members of the Chamber who have been authorised by the management committee to approve payments of the Chamber.

(6) However, 1 of the persons who approve payments must be the president, the secretary or the treasurer.

(7) All expenditure must be approved or ratified at a management committee meeting.

45 General financial matters

(1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

(2) The income and property of the Chamber must be used solely in promoting the Chamber's objects and exercising the Chamber's powers.

46 Documents

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

47 Financial year

The end date of the Chamber's financial year is from 1 July to 30 June each year.

48 Distribution of surplus assets to another entity

(1) This rule applies if the Chamber—

(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 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.