

CONSTITUTION

of the

STANTHORPE & GRANITE BELT CHAMBER OF COMMERCE

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Constitution of the Stanthorpe & Granite Belt Chamber of Commerce Inc. ABN 22 309 934 187	
1. INTERPRETATION	
In these rules—	
Act	means reference to the Associations Incorporation Act 1981 of the State of Queensland as amended
aggrieved party	see rule 12A(c)
dispute resolution centre	means a dispute resolution centre established under the Dispute Resolution Centres Act 1990.
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.
present—	at a management committee meeting, see rule 24(f); or at a general meeting, see rule 37(b)).
surplus assets	see section 92(3) of the Act
Notes:	
<ul style="list-style-type: none"> • The Act prevails if the association’s rules are inconsistent with the Act—see section 1D of the Act. • 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	
(a) This Chamber shall be called " Stanthorpe & Granite Belt Chamber of Commerce Inc. " ("the Chamber").	
(b) The general area of operation of the Chamber will be within the Stanthorpe and Granite Belt districts within the Queensland Southern Downs.	
3. OBJECTS OF THE CHAMBER	
The objects of the Chamber shall be:	
(a) Advocacy and Representation <ul style="list-style-type: none"> i) Represent local business interests to governmental bodies and stakeholders across local, state, and national levels. ii) Advocate for policies that promote regional economic growth and sustainability. iii) Advance the interests of regional trade, commerce, industry, and community services to foster a thriving, equitable local economy. 	
(b) Business Support and Resources <ul style="list-style-type: none"> i) Serve as a resource hub for businesses, offering information on regulatory compliance, funding opportunities, and industry best practices. ii) Facilitate access to professional development workshops and training programs. 	
(c) Networking and Collaboration <ul style="list-style-type: none"> i) Create networking opportunities for members to cultivate collaboration, partnerships, and business growth. ii) Organize events and forums that encourage knowledge sharing and community engagement. iii) Establish connections with neighbouring regional and state-based chambers and relevant organisations. 	
(d) Regional Economic Development	

<ul style="list-style-type: none"> i) Engage in initiatives that encourage trade, commerce, and support for Chamber members. ii) Promote investment and economic development initiatives within the region. iii) Market the region as an attractive destination for commerce, investment, entrepreneurship, and high quality living and support services. <p>(e) Sustainability and Innovation</p> <ul style="list-style-type: none"> i) Promote sustainable business practices and innovative approaches among members. ii) Support technological advancements and entrepreneurial ventures that enhance the regional economy. <p>(f) Community Engagement</p> <ul style="list-style-type: none"> i) Connect local businesses to community initiatives, fostering corporate social responsibility and community service. ii) Collaborate with local organisations, educational institutions, and community stakeholders to address regional challenges. iii) Always maintain an a-political, non-partisan and non-sectarian stance. <p>(g) Ancillary purposes</p> <ul style="list-style-type: none"> i) Any other purpose related to, supportive of or beneficial to the objects stated in (a) to (f)
<p>4. POWERS</p>
<p>(a) The Chamber has the powers of an individual.</p> <p>(b) The Chamber may, for example—</p> <ul style="list-style-type: none"> i) enter into contracts; and ii) acquire, hold, deal with and dispose of property; and iii) make charges for services and facilities it supplies; and iv) do other things necessary or convenient to be done in carrying out its affairs. <p>(c) Not used.</p> <p>(d) The Chamber may also issue secured and unsecured notes, debentures and debenture stock for the Chamber.</p>
<p>5. MEMBERSHIP ELIGIBILITY AND CLASSES</p>
<p>(a) Eligibility Any company, firm, association or individual engaged in business, a profession, or any director or executive officer of a public institution connected with commerce or industry shall be eligible for membership of the Chamber. The number of members shall be unlimited.</p> <p>(b) Members</p> <ul style="list-style-type: none"> i) The members of the Chamber are those: <ul style="list-style-type: none"> a. properly registered members of the Chamber as at the date of adoption of this constitution; and b. applicants that have been admitted as members of the Chamber in accordance with Rules 7& 9 and have not since ceased to be a member. ii) If an applicant is admitted as a member of the Chamber, the secretary must ensure: <ul style="list-style-type: none"> a. the applicant is given notice of admission as a member of the Chamber; and b. the name and details of the applicant are entered in the members' register in accordance with Rule 13. iii) The secretary must ensure each applicant not admitted as a member of the Chamber is informed of this decision. The directors may, but are not required to, provide reasons for the decision not to admit an applicant into membership. <p>(c) Classes of Membership The membership classes shall be as set out in Schedule 1, as amended from time to time or as determined by the management committee.</p>
<p>(d) Special Classes of Membership</p> <ul style="list-style-type: none"> i) Honorary Members The Management committee may appoint a visitor as an honorary member who will be entitled to all the privileges of a subscribing member save the privilege of voting at meetings. ii) Honorary Life Members The Management committee may elect any of its members or past members as honorary life members in recognition of special services to the Chamber and such persons shall thereupon be entitled to all the privileges of subscribing members.

6. NOT USED
7. PROPOSAL AND ELECTION OF NEW MEMBERS
<p>(a) To become a member of the Chamber an applicant must:</p> <ul style="list-style-type: none"> i) satisfy the eligibility criteria under Clause Error! Reference source not found.(a) ii) must be proposed by 1 member of the Chamber (the proposer) and seconded by another member (the seconder) iii) complete and lodge a membership application in such form as determined by the Management committee from time to time which, for the avoidance of doubt, may include applying using the Internet. iv) ensure that all information provided when applying for membership of the Chamber is true and accurate and is not misleading or deceptive. v) pay any joining and annual fee that may be required under Rule 8. vi) agree to comply with any Member Code of Conduct applying from time to time. vii) be admitted into membership by the Management Committee (or their delegate) in such manner as the directors determine (which may include admission into a different class of membership); and viii) satisfy such other membership criteria as the Management committee may resolve from time to time, acting reasonably.
8. MEMBERSHIP FEES
<p>(a) General Fee Structure:</p> <ul style="list-style-type: none"> i) The membership fee for each class of membership shall be determined by the Management committee annually at an ordinary committee meeting or at another time as determined by the Management Committee. ii) Fees are payable in the manner and at the times decided by the Management Committee. <p>(b) Not used</p> <p>(c) Initial Membership: For new members, the annual subscription is due upon admission to membership, and payment must accompany the application form unless otherwise agreed by the Secretary.</p> <p>(d) Not used.</p> <p>(e) Financial Status: Members who pay their subscription shall be considered "financial members" of the Chamber.</p>
9. ADMISSION AND REJECTION OF NEW MEMBERS
<p>(a) The Management committee must consider an application for membership at the next committee meeting held after it receives</p> <ul style="list-style-type: none"> i) the application for membership; and ii) the appropriate membership fee for the application. <p>(b) The Management committee must ensure that, as soon as possible after the person applies to become a member of the Chamber, and before the Management committee considers the person's application, the person is advised:</p> <ul style="list-style-type: none"> i) whether or not the Chamber has public liability insurance; and ii) if the Chamber has public liability insurance—the amount of the insurance. <p>(c) The Management committee must decide at the meeting whether to accept or reject the application.</p> <p>(d) 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.</p> <p>(e) 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.</p>
10. WHEN MEMBERSHIP ENDS
<p>(a) A member may resign from the Chamber by giving a written notice of resignation to the secretary.</p> <p>(b) The resignation takes effect at—</p> <ul style="list-style-type: none"> i) the time the notice is received by the secretary; or ii) if a later time is stated in the notice—the later time. <p>(c) The management committee may terminate a member's membership if the member—</p> <ul style="list-style-type: none"> i) is convicted of an indictable offence; or ii) does not comply with any of the provisions of these rules; or iii) has membership fees in arrears for at least 2 months; or iv) conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Chamber.

- (d) 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.
- (e) 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

- (a) 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.
- (b) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (c) 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

- (a) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (b) 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.
- (c) 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.
- (d) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (e) 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 A. GRIEVANCE PROCEDURE

- (a) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.
- (b) To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the rules provide for an appeal process against the termination.
- (c) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute to—
 - i) the other party; and
 - ii) if the other party is not the management committee—the management committee.
- (d) If 2 or more members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.
- (e) Subject to rule 12B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- (f) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the Chamber’s secretary to refer the dispute to mediation.
- (g) Subject to rule 12B, if the aggrieved party asks the Chamber’s secretary to refer the dispute to mediation under subrule 11A (f), the management committee must refer the dispute within 14 days after the request.
- (h) If the aggrieved party does not ask the Chamber’s secretary to refer the dispute to mediation under subrule 11A (f), the grievance procedure in relation to the dispute ends.

12 B GRIEVANCE PROCEDURE NOT CONTINUED IN PARTICULAR CIRCUMSTANCES

- (a) This rule applies if—
 - i) a member initiates a grievance procedure in relation to a dispute and the Chamber or Chamber’s management committee is the other party to the dispute; or
 - ii) the aggrieved party asks the Chamber’s secretary to refer the dispute to mediation under rule 12A(f).
- (b) The management committee does not have to act under rule 12A(e) or (g) if—

<ul style="list-style-type: none"> i) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the management committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure: or ii) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party’s membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or iii) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the Chamber, or to refuse to serve liquor to the aggrieved party at the premises; or iv) the dispute could reasonably be considered frivolous, vexatious, misconceived or lacking in substance, or relates to a matter that has already been the subject of the grievance procedure.
<p>12 C APPOINTMENT OF MEDIATOR</p>
<p>(a) If a dispute under rule 12A is referred to mediation—</p> <ul style="list-style-type: none"> i) the parties to the dispute must choose a mediator to conduct the mediation; or ii) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be— <ul style="list-style-type: none"> (1) for a dispute between a member and another member—a person appointed by the management committee; or (2) for a dispute between a member and the management committee or the Chamber—an accredited mediator or a mediator appointed by the director of a dispute resolution centre. <p>(b) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.</p> <p>(c) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.</p>
<p>12 D. CONDUCT OF MEDIATION</p>
<p>(a) If a mediator is appointed under rule 12C, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.</p> <p>(b) Subrule (a) does not apply if the mediator is a mediator appointed by the director of a dispute resolution centre.</p> <p>(c) The mediator—</p> <ul style="list-style-type: none"> i) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and ii) must comply with natural justice; and iii) must not act as an adjudicator or arbitrator; and iv) during the mediation—may see the parties with or without their representatives, together or separately. <p>(d) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the period mentioned in subrule (a).</p> <p>(e) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.</p> <p>(f) If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.</p>
<p>12 E. REPRESENTATION FOR GRIEVANCE PROCEDURE</p>
<p>(a) A party to a dispute may appoint any qualified person to act on behalf of the party in the grievance procedure.</p> <p>(b) For subrule (a), a person is qualified to act on behalf of a party if the person—</p> <ul style="list-style-type: none"> i) has sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and ii) is authorised to negotiate an agreement for the party. <p>(c) If a party appoints a person under subrule (a) to act on the party’s behalf, the party must give written notice of the appointment to each of the following entities—</p> <ul style="list-style-type: none"> i) the other party to the dispute. ii) the management committee. iii) if a mediator has been appointed before the party appoints the person—the mediator.
<p>12 F. ELECTRONIC COMMUNICATION FOR GRIEVANCE PROCEDURE</p>
<p>Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agree.</p>

13. REGISTER OF MEMBERS

- (a) The management committee must keep a register of members of the Chamber.
- (b) The register must include the following particulars for each member—
 - i) the full name of the member.
 - ii) the postal or residential address of the member.
 - iii) the date of admission as a member and the category of membership to which they were admitted.
 - iv) the date of death or time of resignation of the member.
 - v) details about the termination or reinstatement of membership, including where a member is admitted to a different class of membership.
 - vi) any other particulars the management committee or the members at a general meeting decide.
- (c) The register must be open for inspection by members of the Chamber at all reasonable times.
- (d) A member must contact the secretary to arrange an inspection of the register.
- (e) However, the management committee may, on the application of a member of the Chamber, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- (a) A member of the Chamber must not—
 - i) 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
 - ii) 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.
- (b) Subrule (a) does not apply if the use or disclosure of the information is approved by the Chamber.

15. APPOINTMENT OR ELECTION OF SECRETARY

- (a) The secretary must be an adult residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - i. a member of the Chamber elected by the management committee as secretary; or
 - ii. any of the following persons appointed by the management committee as secretary—
 - 1. a member of the Chamber's management committee.
 - 2. another member of the Chamber.
 - 3. another person.
- (b) 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.
- (c) If the management committee appoints a person mentioned in subrule (a)(ii)(2) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (d) However, if the management committee appoints a person mentioned in subrule (a)(ii)(2) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (e) If the management committee appoints a person mentioned in subrule (a)(ii)(3) as secretary, the person does not become a member of the management committee.
- (f) 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

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

- (b) at the meeting in consultation with the president of the Chamber; and
- (c) keeping minutes of each meeting; and
- (d) keeping copies of all correspondence and other
- (e) documents relating to the Chamber; and
- (f) maintaining the register of members of the Chamber.

18. MEMBERSHIP OF MANAGEMENT COMMITTEE

- (a) The management committee of the Chamber consists of a president, treasurer, and not more than 9 additional members the Chamber members elect at an Annual General Meeting.
- (b) A member of the management committee, other than a secretary appointed by the management committee under rule 15 (b), must be a member of the Chamber.
- (c) A member of the Chamber may be appointed to a casual vacancy on the management committee under Rule 22.

18A. TERM OF OFFICE

- (a) The President and Treasurer shall serve a two (2) year term of office.
- (b) All other members of the management committee shall serve a one (1) year term of office and at the annual general meeting retire from office and subject to rule 18 A (c) in this rule are eligible, on nomination, for re-election.
- (c) All management committee members can serve a maximum of six (6) consecutive years in office.

19. ELECTING THE MANAGEMENT COMMITTEE

Subject to their eligibility in accordance with Rule 19A:

- (a) A member of the management committee may only be elected as follows—
 - i. any 2 members of the Chamber may nominate another member (the **candidate**) to serve as a member of the management committee.
 - ii. the nomination must be—
 - 1. in writing; and
 - 2. signed by the candidate and the members who nominated him or her; and
 - 3. given to the secretary at least 14 days before the annual general meeting at which the election is to be held.
 - iii. 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.
 - iv. if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (b) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be published on the Chamber's website and communicated to members via email at least 7 days immediately preceding the annual general meeting.
- (c) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (d) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
 - i. whether or not the Chamber has public liability insurance; and
 - ii. if the Chamber has public liability insurance—the amount of the insurance.

19 A ELIGIBILITY AND UNDERTAKINGS FOR COMMITTEE CANDIDATES

A person may be a candidate for election to the Committee only if they meet all the following requirements:

- (a) Eligibility Criteria

The candidate must:

 - i. be an adult (18 years or older); and
 - ii. not be ineligible for election under [Section 61A of the Act] or any other applicable law; and
 - iii. not have served six or more consecutive years on the management committee (excluding any time served by filling a casual vacancy), or where their election to the Committee would result in the candidate serving a sixth or greater consecutive year on the management committee.
- (b) Written Declaration

The candidate must submit a signed nomination form acknowledging they:

 - i. understand and accept the responsibilities of a committee member; and
 - ii. are willing and able to fulfill the following duties:
 - 1. Attend scheduled Committee meetings.
 - 2. Participate in working groups, subcommittees, or special projects as required.
 - 3. Represent the Chamber at public events, advocacy initiatives, or stakeholder

<p>engagements.</p> <p>4. Uphold the Chamber's objectives, policies, and fiduciary obligations</p> <p>iii. Additional Disclosures</p> <p>The nomination form must include:</p> <ol style="list-style-type: none"> 1. A declaration of any conflicts of interest (actual or potential); and 2. Confirmation that the candidate has read and will adhere to the Chamber's Code of Conduct, Induction Manual and Constitution. <p>(c) Non-Compliance</p> <p>Failure to meet these undertakings without reasonable cause may result in the Committee seeking resignation from the Committee as provided in rule 20 and declaring the position vacant and filling the vacancy as provided under rule 21.</p>
<p>20. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER</p>
<p>(a) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.</p> <p>(b) The resignation takes effect at—</p> <ol style="list-style-type: none"> i. the time the notice is received by the secretary; or ii. if a later time is stated in the notice—the later time. <p>(c) 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.</p> <p>(d) 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.</p> <p>(e) A member has no right of appeal against the member's removal from office under this rule.</p> <p>(f) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.</p>
<p>21. VACANCIES ON MANAGEMENT COMMITTEE</p>
<p>(a) 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.</p> <p>(b) The continuing members of the management committee may act despite a casual vacancy on the management committee.</p> <p>(c) However, if the number of committee members is less than the number fixed under rule 24 as a quorum of the management committee, the continuing members may act only to—</p> <ol style="list-style-type: none"> i. increase the number of management committee members to the number required for a quorum; or ii. call a general meeting of the Chamber.
<p>22. FUNCTIONS OF MANAGEMENT COMMITTEE</p>
<p>(a) 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.</p> <p>(b) 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.</p> <p><i>Note—</i></p> <p><i>The Act prevails if the Chamber's rules are inconsistent with the Act—see section 1D of the Act.</i></p> <p>(c) The management committee may exercise the powers of the Chamber—</p> <ol style="list-style-type: none"> i. to borrow, raise or secure the payment of amounts in a way the members of the Chamber decide; and ii. 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 Chamber's property, both present and future; and iii. to purchase, redeem or pay off any securities issued; and iv. to borrow amounts from members and pay interest on the amounts borrowed; and v. to mortgage or charge the whole or part of its property; and vi. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the chamber; and vii. to provide and pay off any securities issued; and

- viii. to invest in a way the members of the chamber may from time to time decide.
- (d) For subrule (C)(iv), 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—
 - i. the financial institution for the Chamber; or
 - ii. if there is more than 1 financial institution for the Chamber—the financial institution nominated by the management committee.

23. MEETINGS OF MANAGEMENT COMMITTEE

- (a) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.

Note—
See also sections 70B and 70C of the Act about requirements relating to the proceedings of the management committee if a member of the committee has a material personal interest in a matter being considered at a meeting of the committee.
- (b) The management committee must meet at least once every 4 months to exercise its functions.
- (c) The management committee must decide how a meeting is to be called.
- (d) Notice of a meeting is to be given in the way decided by the management committee.
- (e) The management 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.
- (f) A committee member who participates in the meeting as mentioned in subrule (e) is taken to be present at the meeting.
- (g) 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 president shall have a casting vote.
- (h) The president is to preside as chairperson at a management committee meeting.
- (i) 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.

24. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- (a) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (b) 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.
- (c) 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—
 - i. the meeting is to be adjourned for at least 1 day; and
 - ii. the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (d) 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.

25. SPECIAL MEETING OF MANAGEMENT COMMITTEE

- (a) 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.
- (b) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (c) A request for a special meeting must state—
 - i. why the special meeting is called; and
 - ii. the business to be conducted at the meeting.
- (d) A notice of a special meeting must state—
 - i. the day, time and place of the meeting; and
 - ii. the business to be conducted at the meeting.
- (e) 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.

26. MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- (a) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered and recorded in the minute book.
- (b) 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.
27. APPOINTMENT OF SUBCOMMITTEES
<p>(a) The management committee may appoint a subcommittee consisting of members of the Chamber considered appropriate by the committee to help with the conduct of the Chamber’s operations.</p> <p>(b) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.</p> <p>(c) A subcommittee may elect a chairperson of its meetings.</p> <p>(d) 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.</p> <p>(e) A subcommittee may meet and adjourn as it considers appropriate.</p> <p>(f) 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.</p>
28. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS
<p>a. 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.</p> <p>b. Subrule (a) applies even if the act was performed when—</p> <ol style="list-style-type: none"> i. 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 ii. a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.
29. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING
<p>a. A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.</p> <p>b. A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.</p>
30. NOT USED
31. ANNUAL GENERAL MEETING
<p>Each annual general meeting must be held—</p> <ol style="list-style-type: none"> a. at least once each year; and b. within 6 months after the end date of the Chamber’s reportable financial year.
31 A. MANAGEMENT COMMITTEE MEMBERS TO BE ELECTED AT ANNUAL GENERAL MEETING
The Chamber must elect the members of the Management committee at each annual general meeting of the Chamber in accordance with rule 19.
32. OTHER BUSINESS FOR ANNUAL GENERAL MEETING OF LARGE, INCORPORATED CHAMBERS AND PARTICULAR MEDIUM AND SMALL INCORPORATED ASSOCIATIONS
<p>a. This rule applies if the Chamber is—</p> <ol style="list-style-type: none"> i. a large, incorporated association to which sections 59A and 59AA of the Act apply; or ii. a medium incorporated association to which sections 59A and 59AA of the Act apply; or iii. a small, incorporated association to which sections 59A and 59AA of the Act apply. <p>b. The following business must be conducted at each annual general meeting of the Chamber—</p> <ol style="list-style-type: none"> i. receiving the Chamber’s financial statement, and audit report, for the last reportable financial year. ii. presenting the financial statement and audit report to the meeting for adoption. iii. for a large, incorporated Chamber—appointing an auditor or an accountant for the present financial year. iv. for a medium or small incorporated Chamber—appointing an auditor, an accountant or an approved person for the present financial year.
33. OTHER BUSINESS FOR ANNUAL GENERAL MEETING OF OTHER MEDIUM INCORPORATED CHAMBERS
<p>a. This rule applies if the association is a medium incorporated Chamber to which sections 59A and 59AB of the Act apply.</p>

- b. The following business must be conducted at each annual general meeting of the Chamber—
 - i. receiving the Chamber’s financial statement, and verification statement, for the last reportable financial year.
 - ii. presenting the financial statement and verification statement to the meeting for adoption.
 - iii. appointing an auditor, an accountant or an approved person for the present financial year.

34. OTHER BUSINESS FOR ANNUAL GENERAL MEETING OF OTHER SMALL, INCORPORATED CHAMBERS

- a. This rule applies if the association is a small, incorporated Chamber to which sections 59A and 59AB of the Act apply.
- b. The following business must be conducted at each annual general meeting of the Chamber—
 - i. receiving the Chamber’s financial statement, and verification statement, for the last reportable financial year.
 - ii. presenting the financial statement and verification statement to the meeting for adoption.

35. NOTICE OF GENERAL MEETING

- a. The secretary may call a general meeting of the Chamber.
- b. The secretary must give at least 14 days’ notice of the meeting to each member of the Chamber.
- c. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- d. The management committee may decide the way in which the notice must be given.
- e. However, notice of the following meetings must be given in writing—
 - i. 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.
 - ii. a meeting called to hear and decide a proposed special resolution of the Chamber.
- f. A notice of a general meeting must state the business to be conducted at the meeting.

36. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- a. 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.
- b. However, if all members of the Chamber are members of the management committee, the quorum is the total number of members less 1.
- c. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- d. 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.
- e. 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—
 - i. the meeting is to be adjourned for at least 7 days; and
 - ii. the management committee is to decide the day, time and place of the adjourned meeting.
- f. 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.
- g. 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.
- h. 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.
- i. 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.

37. PROCEDURE AT GENERAL MEETING

- a. 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.
- b. A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- c. At each general meeting—
 - i. the president is to preside as chairperson; and
 - ii. 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
 - iii. the chairperson must conduct the meeting in a proper and orderly way.

38. VOTING AT GENERAL MEETING

- a. 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.
- b. Each member present and eligible to vote is entitled to the number of votes granted to each member of the relevant membership category vote as noted out in Schedule 1 and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- c. 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.
- d. The method of voting is to be decided by the management committee.
- e. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- f. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- g. 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.

39. SPECIAL GENERAL MEETING

- a. The secretary must call a special general meeting by giving each member of the Chamber notice of the meeting within 14 days after—
 - i. being directed to call the meeting by the management committee; or
 - ii. being given a written request signed by—
 - a. at least 33% of the number of members of the management committee when the request is signed; or
 - b. at least the number of ordinary members of the Chamber equal to double the number of members of the Chamber on the management committee when the request is signed plus 1; or
 - iii. being given a written notice of an intention to appeal against the decision of the management committee—
 - a. to reject an application for membership; or
 - b. to terminate a person's membership.
- b. A request mentioned in subrule (1)(b) must state—
 - i. why the special general meeting is being called; and
 - ii. the business to be conducted at the meeting.
- c. A special general meeting must be held within 3 months after the secretary—
 - i. is directed to call the meeting by the management committee; or
 - ii. is given the written request mentioned in subrule (1)(b); or
 - iii. is given the written notice of an intention to appeal mentioned in subrule (1)(C).
- d. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

40. PROXIES

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

Stanthorpe & Granite Belt Chamber of Commerce Inc.

ABN 22 309 934 187

I, _____ of _____

being a member of the Stanthorpe & Granite Belt Chamber of Commerce Inc, 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

b. The instrument appointing a proxy must—

i. if the appointor is an individual—be signed by the appointor or the appointor’s attorney properly authorised in writing; or

ii. if the appointor is a corporation—

a. be in accordance with the Corporations’ Act or

b. be signed by a properly authorised officer or attorney of the corporation;

and

iii. received by the Secretary no less than 24 hours prior to the date of the meeting or adjourned meetings at which the person named in the instrument proposes to vote.

c. A proxy may be a member of the Chamber or another person.

d. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

e. Each instrument appointing a proxy must be given to the secretary in the time stated in rule 40 (b)(iii).

f. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

g. 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—

Stanthorpe & Granite Belt Chamber of Commerce Inc.

ABN 22 309 934 187

I, _____ of _____

being a member of the Stanthorpe & Granite Belt Chamber of Commerce Inc, 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]

41. MINUTES OF GENERAL MEETINGS

- a. 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.
- b. To ensure the accuracy of the minutes—
 - i. 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
 - ii. 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.
- c. If asked by a member of the Chamber, the secretary must, within 28 days after the request is made—
 - i. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - ii. give the member copies of the minutes of the meeting.
- d. The Chamber may require the member to pay the reasonable costs of providing copies of the minutes.

42. BY-LAWS

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

43. ALTERATION OF RULES

- a. Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- b. However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the Queensland Office of Fair Trading.

44. FUNDS AND ACCOUNTS

- a. 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.
- b. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Chamber.
- c. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- d. A payment by the Chamber of \$100 or more must be made by electronic funds transfer and must be approved by any 2 of the following—
 - the president.
 - the secretary.
 - the treasurer.
 - any 1 of 3 other members of the Chamber who have been authorised by the management committee to approve payments on behalf of the Chamber.
However, 1 of the persons who approves the payment must be the president, the secretary or the treasurer.
- e. A petty cash account must be kept on the imprest system, and the management committee must decide

<p>the amount of petty cash to be kept in the account.</p> <p>f. All expenditure must be approved or ratified at a management committee meeting.</p>
<p>45. GENERAL FINANCIAL MATTERS</p>
<p>a. 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.</p> <p>b. The income and property of the Chamber must be used solely in promoting the Chamber's objects and exercising the Chamber's powers.</p> <p>c. No part of the Chamber's income or property is to be distributed, paid or transferred by way of a bonus, dividend or other similar payment to the Chamber's members.</p> <p>d. Subrule (c) does not apply to—</p> <ul style="list-style-type: none"> i. reasonable remuneration paid to a member of the Chamber for work done by the member for or on behalf of the Chamber; or ii. (b) any payments or dispositions of property that are incidental to activities of the Chamber in accordance or consistent with the Chamber's objectives.
<p>46. DOCUMENTS</p>
<p>The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Chamber.</p>
<p>47. FINANCIAL YEAR</p>
<p>The financial year of the Chamber shall commence on the 1st of July each year and conclude on the 30th of June each year.</p>
<p>48. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY</p>
<p>a. This rule applies if the Chamber—</p> <ul style="list-style-type: none"> i. is wound-up under part 10 of the Act; and ii. has surplus assets. <p>b. The surplus assets must not be distributed among the members of the Chamber.</p> <p>c. The surplus assets must be given to another entity—</p> <ul style="list-style-type: none"> i. having objects similar to the Chamber's objects; and ii. the rules of which prohibit the distribution of the entity's income and assets to its members. <p>d. Subrule (3) applies subject to rule 50.</p> <p>e. In this rule— surplus assets see section 92(3) of the Act.</p>

SCHEDULE 1 – CLASSES OF MEMBERSHIP

1. Membership Categories

1.1 Small Business & Individuals

- **Definition:** Companies with 1 to 2 employees or individuals who wish to join the network.
- **Annual Price:** Determined annually by the committee. Published on the website.
- **Voting Status:** 1 vote.
- **Benefits:**
 - Allows **1 representative** to engage in Chamber activities.
 - Access to member rates for events and functions.

1.2 Medium Business

- **Definition:** Businesses with **3 or more full-time equivalent (FTE) employees**.
- **Annual Price:** Determined annually by the committee. Published on the website.
- **Voting Status:** 2 votes.
- **Benefits:**
 - Allows **2 company representatives** to engage in Chamber activities.
 - Access to member rates for events and functions.
 - Full member benefits.

1.3 Large or Corporate Business

- **Definition:** Businesses with high revenue and significant workforce, typically with **over 15 FTE employees** or part of a multinational corporation.
- **Annual Price:** Determined annually by the committee. Published on the website.
- **Voting Status:** 2 votes.
- **Benefits:**
 - Allows **4 company representatives** to participate in Chamber activities.
 - Access to member rates for events and functions.
 - Full member benefits.

1.4 Community-Based Not-for-Profit (NFP)

- **Definition:** A registered local community services organisation (CSO).
- **Annual Price:** Determined annually by the committee. Published on the website.
- **Voting Status:** 2 votes.
- **Benefits:**
 - Special category for local nonprofits.
 - Allows **2 representatives** to participate in Chamber activities.
 - Access to member rates for events and functions.

1.5 Student & Young Adults

- **Definition:** Individuals under **25 years old** (students, apprentices, young professionals).
- **Annual Price:** Determined annually by the committee. Published on the website.
- **Voting Status:** 1 Vote.
- **Benefits:**
 - Allows **1 representative** to participate in Chamber activities.
 - Access to member rates for events and functions.

2. General Membership Terms

2.1 Membership Eligibility & Approval

- Membership approval is subject to the rules of the Chamber as set out in this Constitution.
- Applicants must meet the defined criteria for their chosen membership category.
- The Chamber reserves the right to approve, reject, or reclassify any membership application.
- Members must provide accurate business/individual details; false information may result in termination.

2.2 Membership Fees & Renewals

- Fees are **non-refundable** and must be paid annually in advance.
- Membership **auto-renews** unless cancelled in writing **30 days before expiry**.
- Late payments beyond **30 days** may result in suspension of benefits.

2.3 Voting Rights & Governance

- Voting rights are granted per membership category (as specified).
- Corporate/Medium/Nonprofit members must **nominate representatives** for voting.
- Student/Young Adult members have **no voting rights**.

2.4 Access to Events & Benefits

- Member rates apply only to **registered representatives** (as per category limits).
- Event bookings are **non-transferable** unless approved by the Chamber.
- The Chamber may modify benefits with **30 days' notice**.

2.5 Code of Conduct

- Members must adhere to the Chamber's **ethical and professional standards**.
- Misconduct (e.g., harassment, fraud) may lead to **immediate termination**.

2.6 Termination & Refunds

- The Chamber may terminate membership for **breach of terms** without refund.
- Members may cancel voluntarily, but **no pro-rata refunds** will be issued.

Notes:

- **FTE (Full-Time Equivalent):** Calculated based on standard working hours.
- **Amendments:** Any changes to membership terms require approval by the Chamber Committee.