

# Rules of

# Queensland Chamber of Commerce and Industry Limited ACN 009 622 060

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## PART A - NAME AND INTERPRETATION

### 1 Name

- 1.1 The name of the Industrial Organisation is **Queensland Chamber of Commerce and Industry Limited ACN 009 662 060**.
- 1.2 The Industrial Organisation is a corporation which is known as **Queensland Chamber of Commerce and Industry Limited ACN 009 662 060 (Chamber)**.
- 1.3 The Registered Office of the Chamber at the date of these Rules is 375 Wickham Terrace, Spring Hill QLD 4000.

### 2 Definitions

- 2.1 In these Rules the following terms have the following meanings:
  - (a) **Accredited Local Chamber Member** means a member accepted as an Accredited Local Chamber Member pursuant to clauses 8.4 and 9.1.
  - (b) **Act** means the Corporations Act 2001.
  - (c) **Annual General Meeting** means the annual general meeting of the Chamber referred to in clause 16.
  - (d) **Board** means the board of Board Members of the Chamber responsible for the governance of the Chamber.
  - (e) **Board Members** means the Members appointed to the Board of the Chamber from time to time.
  - (f) **Business Leader** means a person who in the opinion of the Policy Advisory Board is representative of:
    - (i) industry;
    - (ii) regional issues;
    - (iii) commerce;
    - (iv) contemporary business expertise; and/or
    - (v) any other relevant matter, issue, skill or expertise deemed beneficial to the Chamber.
  - (g) **Chamber** means the company referred to in clause 1.2.
  - (h) **Chamber of Commerce** means any organisation whose name includes the words "Chamber of Commerce" and whose objects are similar to the objects of the Chamber.
  - (i) **Chief Executive Officer** means the chief executive officer of the Chamber appointed under clause 34.

- (j) **International Chambers of Commerce** means any business organisations or international or bilateral business council or Chambers of Commerce operating in Queensland.
- (k) **IR Law** means the Industrial Relations Act 1999 (Qld) or another law relating to industrial relations.
- (l) **Local Chamber of Commerce** means any organisation in Queensland whose name includes the words “Chamber of Commerce” and whose objects are similar to the objects of the Chamber.
- (m) **Member** means a member of the Chamber admitted under clause 8.
- (n) **Member’s Representative** means the representative of a Member nominated under clause 15.
- (o) **Membership Fees** means the fee or the fees payable by a person or entity according to their class of membership of the Chamber, as determined by the Board from time to time
- (p) **Notice of Nomination** means a notice in writing in the form (if any) determined by the Board, from a Member specifying a natural person who will act as representative of the Member at meetings of the Chamber, and includes a duly executed power of attorney.
- (q) **Objects** means the objects of the Chamber pursuant to the clause headed “Objects” of these Rules as amended or varied from time to time.
- (r) **Policy Advisory Board** means the Policy Advisory Board of the Chamber established under clause 35.
- (s) **President** means the President of the Board appointed under clause 32.
- (t) **Region** means a Region of the Chamber established by the Board under clause 38.
- (u) **Regional Policy Chair** means the chairperson of a Regional Council appointed under clause 41.
- (v) **Regional Policy Councillor** means a member of a Regional Council appointed under clause 40.
- (w) **Register of Members** means the register of members maintained by the Secretary under clause 10.
- (x) **Registrar** means a registrar of the QIRC or equivalent body from time to time.
- (y) **Rules** means the document comprising the rules set out herein.

- (z) **Secretary** means the secretary of the Chamber appointed under clause 33.
- (aa) **Special General Meeting** means a general meeting which is not an Annual General Meeting.
- (bb) **Vice President** means the Vice President of the Board appointed under clause 32.

2.2 In interpreting these Rules:

- (a) a reference to a general meeting includes an Annual General Meeting and a Special General Meeting of the Chamber;
- (b) words denoting any gender include all other genders;
- (c) words denoting persons include all bodies, associations, trusts, partnerships, instrumentalities and entities corporate or unincorporated, and vice versa;
- (d) words expressing the singular include the plural and vice versa.
- (e) headings are included for convenience only and do not affect the interpretation of these Rules.
- (f) references to clauses or Parts are to clauses and Parts of these Rules.
- (g) references to dates and times are to Brisbane time.
- (h) references to "\$" and "dollars" are to Australian dollars.
- (i) references to any legislation includes any legislative provision which amends, extends, consolidates or replaces it and any orders, regulations, instruments, proclamations or other subordinate legislation made under it.

## **PART B - OBJECTS, POWERS AND STATUS**

### **3 Objects**

3.1 The objects of the Chamber shall include:

- (a) to promote and advance in a non-politically aligned manner:
  - (i) trade, commerce and industry; and
  - (ii) the interests of persons engaged in trade, commerce and industry,in the State of Queensland, any other State or Territory of Australia, and internationally;
- (b) to promote or oppose legislative and other regulatory measures which affect the interests of Members, trade, commerce and industry;

- (c) to influence government policy in the interests of Members, trade, commerce and industry;
- (d) to promote public discussion of issues relating to trade, commerce and industry;
- (e) to promote and advance the interests of employers and to encourage amicable relations amongst employers;
- (f) to improve relations between employers and employees;
- (g) to improve relations between persons at each level in the chain of production including producers, manufacturers, distributors, retailers and consumers;
- (h) to represent Members and employers before any court, tribunal, commission or committee;
- (i) to assist and advise Members and employers regarding workplace health and safety and any other issues relating to the conduct of trade, commerce and industry;
- (j) to collect, organise and disseminate information relating to trade, commerce, industry and the objects of the Chamber. This may include establishing library collections, publishing literature, establishing internet sites and electronic media, and making or providing media comment;
- (k) to promote and assist in the export and exhibition of Queensland and Australian goods and services;
- (l) to encourage the study of trade, commerce and industry, including the undertaking of apprenticeships and traineeships;
- (m) to:
  - (i) establish scholarships for educational purposes; and
  - (ii) award prizes for achievement in education, trade, commerce or industry;
- (n) to establish or assist in establishing: colleges or universities;
  - (i) industrial or scientific museums; or
  - (ii) organisations which conduct scientific or industrial research;
- (o) to teach, test by examination the competence of persons, and issue certificates certifying the competence of persons, in fields relating to trade, commerce and industry;
- (p) to act as mediator or arbitrator in settling disputes between Members or employers and their employees;

- (q) to amalgamate or affiliate with, or assist any other person, whose objects are similar to the Chamber's;
- (r) to provide or facilitate the provision of benefits and discounts to Members with respect to the acquisition of goods and services;
- (s) to assist or aid any charitable, educational or public purpose;
- (t) to encourage social exchange between Members; and
- (u) such other matters as the Board, acting in the best interests of the Chamber and consistent with the existing Objects, shall determine from time to time.

#### **4 Powers**

- 4.1 The Objects specified in clause 3 do not limit the legal capacity and powers exercisable by the Chamber under the Act.
- 4.2 The Chamber may obtain licences or registrations from any authority under any law if necessary for achieving the Chamber's objects. This may include registration as an employer organisation under an IR Law.

#### **5 Replaceable Rules**

- 5.1 The replaceable rules specified in the Act do not apply to the Chamber.

#### **6 Profit and Asset Distribution**

- 6.1 The income and property of the Chamber must be used solely for promoting its objects.
- 6.2 No part of the Chamber's income or property may be distributed, paid or transferred by way of bonus, dividend or other similar payment to its Members.
- 6.3 If the Chamber is wound up or dissolved, the assets remaining after satisfying all debts and liabilities must be transferred as determined by Members of the Chamber in General Meeting:
  - (a) to an institution that may be registered under section 149C of the *Taxation Administration Act 2001* (Qld); or
  - (b) to an institution that the Queensland Commissioner of State Revenue is satisfied has a principal object or pursuit mentioned in section 149C(3)(a) of the *Taxation Administration Act 2001* (Qld); or
  - (c) for a purpose the Queensland Commissioner of State Revenue is satisfied is charitable or for the promotion of the public good.

### **PART C - LIABILITY OF MEMBERS**

#### **7 Limitation of Liability of Members**

- 7.1 The liability of Members is limited as set out in clauses 7.2 and 7.3.

- 7.2 If the Chamber is wound up, then every person who:
- (a) is a Member when the Chamber is wound up; or
  - (b) was a Member within one year prior to the Chamber being wound up,
- undertakes to contribute to the assets of the Chamber for:
- (c) the payment of the debts and liabilities of the Chamber, contracted or incurred before the Member ceased to be a Member;
  - (d) the expenses of winding up the Chamber; and
  - (e) the adjustment of the rights of contributories among themselves.
- 7.3 The amount of the contribution under clause 7.2 will not exceed \$100 for each Member.
- 7.4 The person in control of the Chamber during a winding up cannot levy Membership Fees under clause 12. However this does not prevent that person from recovering payment of Membership Fees that were outstanding prior to the winding up commencing.

## **PART D - MEMBERSHIP**

### **8 Membership**

- 8.1 The Chamber has the following classes of Members:
- (a) Ordinary Members;
  - (b) Association Members;
  - (c) Accredited Local Chamber Members;
  - (d) Affiliate Chamber Members;
  - (e) Life Members;
  - (f) Past President Retired Members;
  - (g) Ex Officio Members; and
  - (h) Student Members.
- 8.2 The Board may:
- (a) establish one or more new classes of membership and determine the privileges attaching to those classes; or
  - (b) change the existing classes of membership and the privileges attaching to those classes. This may include abolishing a class of membership.



8.3 The Board may in its absolute discretion admit any person to membership of a class specified in clause 8.1 or established under clause 8.2, if that person:

- (a) in the case of a natural person, is at least 18 years of age and for students, at least 17 years of age;
- (b) is eligible under this clause 8 for admission to that class of membership;
- (c) applies for membership in the form (if any) specified by the Board; and
- (d) pays to the Chamber the Membership Fees (if any) payable for the relevant class of membership.

8.4 The following table sets out the eligibility criteria and privileges for each class of membership:

<b>Class</b>	<b>Eligibility Criteria</b>	<b>Privileges</b>
Ordinary Members	<p>Any person engaged as owner or employer in any trade, profession, industry or business; or</p> <p>Any government department, instrumentality or corporation which may in the opinion of the Board promote or advance trade commerce, industry and the objects of the Chamber; or</p> <p>Any person who may in the opinion of the board promote or advance trade, commerce, industry and the objects of the Chamber; or</p> <p>Any Life Member or Past President Retired Member, however upon admission as an Ordinary Member such member is no longer exempt from payment of Membership Fees.</p>	To attend and vote at general meetings of the chamber
Association Members	Any industry association, federation, chamber or similar body (not being a Chamber of Commerce) including any International Chambers of Commerce formed for the purpose of promoting and advancing trade, commerce and industry.	To attend and vote at general meetings of the Chamber.
Accredited Local Chamber Members	Any Chamber of Commerce, federation of Chambers of Commerce, or other association which has applied for accreditation	To attend and vote at general meetings of the Chamber.

Class	Eligibility Criteria	Privileges
	and been accepted by the Board to Membership under the heading "Accredited Local Chamber Members" of these Rules. A member of an Accredited Local Chamber Member will not, as of right become an Ordinary Member, but may become an Ordinary Member, either in their own right or through obtaining a combined membership of the Chamber and the Accredited Local Chamber Member	
Affiliate Chamber Members	Any Chamber of Commerce (not being an Accredited Local Chamber Member), Federation of Chamber of Commerce or other association or entity having objects which in the opinion of the Board are of such a nature that affiliation would assist the promotion of the Objects of the Chamber.	To attend and vote at general meetings of the Chamber.
Life Members	<p>Any person who has rendered distinguished service to the Chamber, and who in the opinion of the Board should be recognised for such service.</p> <p>For clarity, Life Members may, at their discretion, also apply to be Ordinary Members.</p>	<p>To attend at general meetings of the Chamber and be heard, but not to vote at general meetings;</p> <p>To be exempt from payment of Membership Fees in this class.</p>
Past President Retired Members	<p>Any past President of the Chamber.</p> <p>For clarity, Past President Retired Members may, at their discretion, also apply to be Ordinary Members.</p>	<p>To attend at general meetings of the Chamber and be heard, but not to vote at general meetings;</p> <p>To be exempt from payment of Membership Fees in this class.</p>
Ex Officio Members	<p>Any person who holds the following office within the State of Queensland:</p> <p>(a) Consul-General of any foreign country;</p> <p>(b) Queensland Manager of</p>	<p>To attend at general meetings of the Chamber and be heard, but not to vote at general meetings;</p> <p>To be exempt from payment of</p>

Class	Eligibility Criteria	Privileges
	<p>Austrade;</p> <p>(c) Regional Director of the Department of Foreign Affairs and Trade;</p> <p>(d) any other office which may from time to time be based in Queensland and which the Board considers to have an impact on trade, commerce and industry in Queensland.</p> <p>For clarity, Ex Officio members may, at their discretion, also apply to be Ordinary Members.</p>	<p>Membership Fees in this class.</p>
<p>Student Members</p>	<p>Any paid up Student Member wishing to pursue a career in business or a business related career.</p>	<p>To attend at general meetings but not to vote at general meetings.</p>

8.5 The Board may delegate its power to consider and determine membership applications, to any person determined by the Board.

8.6 If an unincorporated partnership, association or organisation is admitted as a Member, that Member is deemed to consist of its members for the time being.

8.7 Membership, and the privileges attaching to membership, are not transferable.

## 9 Accredited Local Chamber Members

9.1 Accredited Local Chamber Members must:

- (a) have objects and rules which do not conflict with those of the Chamber and are approved by the Board of the Chamber;
- (b) do all that is reasonably necessary to enable the Objects of the Chamber to be achieved;
- (c) promulgate and enforce its own rules and the By-Laws and Rules of the Chamber and relevant legislation;
- (d) at all times act in the best interests of the Chamber, the Members and the chamber movement generally;

- (e) be responsible and accountable to the Chamber for fulfilling its obligations pursuant to the Chamber's strategic plan as revised from time to time;
- (f) provide the Chamber with a copy of its annual report and associated documentation following its annual general meeting;
- (g) be bound by By-Laws and these Rules and applicable legislation, as varied from time to time;
- (h) act in good faith and loyally to maintain and enhance the Chamber and its Objectives and business in general, its standards, quality and reputation for the collective and natural benefit of the Chamber, its Members and business in general;
- (i) at all times operate with and promote mutual trust and confidence between the Chamber and the Members, promoting the economic and strategic success, strength and stability with each other in the pursuit of its Objects;
- (j) maintain a database of its local members, (registered in accordance with its rules) to provide a copy of such database to the Chamber upon reasonable request from time to time by the Chamber and to obtain the consent of its local members to the provision of the database to the Chamber for the purposes of dissemination of information by the Chamber to such local members or for the use by the Chamber of the information contained within the database in such manner as the Chamber shall require from time to time;
- (k) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality, intellectual property and reputation of the Chamber and of business in general and its promotion and advancement in accordance with these Rules and to enter into an Operational Support and Licence Agreement (or such other document) as may be required by the Board from time to time; and
- (l) advise the Chamber as soon as practicable of any serious administrative, operational or financial difficulties, assist the Chamber in investigating those issues and co-operate with the Chamber in addressing those issues.

9.2 The Chamber has a reciprocal responsibility to act in accordance with these Rules and these clauses for the best interests of Accredited Local Chamber Members, its members and business generally.

9.3 The rules of Accredited Local Chamber Members must:

- (a) Reflect the Objects (in whole or in part as are applicable to Accredited Local Chamber Members) with such incidental variations as are necessary or appropriate, having regard to changes made to these Rules or variations to it or as otherwise reasonably required by the Board;

- (b) Each Accredited Local Chamber Member shall take all steps necessary to ensure its constituent documents are amended in conformity with future amendments to these Rules, and any other arrangement or understanding between the Chamber and the Accredited Local Chamber Member subject to any prohibition or inconsistency with any relevant legislation which may override these Rules.

9.4 Each Accredited Local Chamber Member shall have, as part of its name, the words, logo or other identifying indicia of the Chamber, as defined in the Agreement (referred to in clause 9.1(k) of these Rules) as may be amended or revised by the Chamber from time to time.

## **10 Register**

10.1 The Secretary will cause to be kept:

- (a) a Register of Members in accordance with the Act; and
- (b) a Register of Board Members;
- (c) a Register of Policy Advisory Board Members; and
- (d) a Register of Regional Policy Councillors.

10.2 The Register of Members will specify the Region where the Member's place of business is located, and the Member will for the purposes of these Rules be taken to be a Member of that Region.

10.3 The Board may determine the Region in which a Member's name is entered:

- (a) where the Member carries on business in more than one location; or
- (b) where it is not otherwise possible to define the Region in which the Member's principal place of business or registered office is located (to be determined in consultation with the Member).

10.4 Although the Chamber will encourage Ordinary Members to seek membership of an Accredited Local Chamber Member, nothing in these Rules will require Ordinary Members to take such membership.

## **11 Cessation of Membership**

11.1 A Member may resign from being a Member by giving notice in writing to the Secretary.

11.2 The Board may forfeit a Member's membership if the Member has not paid any Membership Fees payable under clause 12 within 2 months after the due date.

11.3 The Board may cancel the membership of a Member in accordance with clause 11.4 of these Rules. If this occurs the Chamber will refund

that Accredited Local Chamber Member's annual Membership Fees pro rata for the unexpired portion of the relevant year.

- 11.4 The Board may cancel the membership of a Member if the Member:
- (a) infringes any provision of these Rules;
  - (b) engages in conduct which may bring the Chamber into disrepute;
  - (c) engages in conduct which is contrary to the Objects of the Chamber;
  - (d) in the case of a natural person, becomes bankrupt;
  - (e) in the case of an incorporated entity:
    - (i) is being wound up;
    - (ii) has had a receiver or receiver and manager appointed in respect of its property;
    - (iii) is under administration; or
    - (iv) has executed a deed of compromise or company arrangement;
  - (f) in the case of a natural person, is convicted of a crime the term of imprisonment for which is equal to or exceeds 1 year.
- 11.5 If the Board proposes to cancel a Member's membership under clause 11.4(a), 11.4(b) or 11.4(c), it will first give notice in writing to the Member asking the Member to show cause why its membership should not be cancelled. If the Member does not respond within 14 days after the Board's notice to show cause was given, the Board may cancel the Member's membership without regard to the Member's response.
- 11.6 A Member whose membership ceases has no claim against the Chamber in respect of the cessation of its membership, except as provided in clause 11.3.
- 11.7 The cessation of a Member's membership does not affect any liability the Member had to the Chamber, including liability to pay a subscription, at the time of cessation.

## **12 Membership Fees**

- 12.1 The Membership Fees payable by Members, and the time frame for payment, will be determined by the Board. Without limitation, Membership Fees may include:
- (a) an initial joining fee;
  - (b) an annual Membership Fee; and

- (c) such other fees or levies as may be necessary to enable the Chamber to carry out its activities.
- 12.2 To assist in the calculation of Membership Fees payable by a Member, the Member will if asked by the Secretary provide the Secretary with the following information:
- (a) the number of persons employed by the Member;
  - (b) the total salary, wages and other similar amounts paid or payable by the Member during a financial year nominated by the Secretary; and
  - (c) for Association Members, Affiliate Chamber Members and Accredited Local Chamber Members the number of members belonging to the Association Member, Affiliated Chamber Member or Accredited Local Chamber Member.
- 12.3 A Membership Fee issued by the Chamber is a debt owing by the relevant Member to the Chamber.
- 12.4 This clause 12 is subject to clause 7.4.

### **13 Unfinancial Members**

- 13.1 If a Member has not paid a subscription referred to in clause 12 within 2 months of the due date, the Board may determine that the Member is not entitled to:
- (a) vote at general meetings of the Chamber;
  - (b) receive notices of meetings of the Chamber;
  - (c) be a Board Member, or member of a Policy Advisory Board or a Regional Policy Council; or
  - (d) receive services from the Chamber as referred to in clause 14,
- until the subscription is paid. The Board may also take action under clause 10.2.
- 13.2 The Board will give the Member notice of its determination under clause 13.1.

### **14 Services**

- 14.1 Members are entitled to receive from the Chamber, those services which the Board determines are applicable to the Member's class of membership.

### **15 Representatives**

- 15.1 Each Member who is not a natural person will give a Notice of Nomination to the Secretary within 14 days after the Member is notified by the Chamber that it has been accepted as a Member.

- 15.2 A Member who is a natural person may give a Notice of Nomination to the Secretary.
- 15.3 A Member may by notice in writing to the Secretary revoke the Notice of Nomination, but a Member who is not a natural person must within 14 days after doing so give the Secretary a further Notice of Nomination.
- 15.4 A Notice of Nomination may be:
- (a) in the case of a Member who is a natural person, signed by the Member;
  - (b) in the case of a Member who is a corporation, signed by a director or secretary of the Member;
  - (c) in the case of a Member who is a partnership, signed by a partner of the Member;
  - (d) in the case of a Member who is an association or other organisation, signed by a member of the management committee of the association or organisation; and
  - (e) in the case of a Member who is a government department, instrumentality, authority or corporation, signed by the principal officer of the Member.
- 15.5 The Secretary is not obliged to ascertain the authority of the person signing a Notice of Nomination on behalf of a Member. If the Notice of Nomination appears to have been signed by a person specified in clause 15.4(a), 15.4(b), 15.4(c), 15.4(d) or 15.4(e) the person signing will be deemed to have the authority of the Member.
- 15.6 A representative nominated under this clause 15 binds the Member in all things which the representative does on behalf of the Member in connection with these Rules.

## **PART E - GENERAL MEETINGS**

### **16 Annual General Meetings**

- 16.1 An Annual General Meeting of the Chamber will be held in each year as required by the Act.
- 16.2 The Board will call the Annual General Meeting.
- 16.3 The Annual General Meeting will occur in the State of Queensland, at a place, day and time determined by the Board.

### **17 Special General Meetings**

- 17.1 All general meetings, other than Annual General Meetings, will be referred to as Special General Meetings.
- 17.2 The Board may call a Special General Meeting.



- 17.3 The Board must call a Special General Meeting on the requisition of:
- (a) Members with at least 5% of the votes that may be cast at a meeting; or
  - (b) at least 100 Members who are entitled to vote at a meeting.
- 17.4 Special General Meetings will occur in the State of Queensland, at a place, day and time determined by the Board.

## **18 Notice of Special General Meetings and Annual General Meetings**

- 18.1 At least 21 days' notice must be given of a Special General Meeting or Annual General Meeting.
- 18.2 The notice referred to in clause 18.1 must:
- (a) be given to each Member entitled to vote at the meeting; specify the place, day and time of the meeting; and
  - (b) describe the general nature of business to be considered at the meeting.
- 18.3 However, the business of an Annual General Meeting may include any of the following, even if not referred to in the notice of meeting:
- (a) the consideration of the annual financial report, Board Members' report and auditor's report;
  - (b) the appointment of an auditor; and
  - (c) any other matter which the Act specifies may be considered even if the matter was not referred to in the notice.
- 18.4 The accidental omission to give notice under this clause 18 or the non-receipt by any Member of the notice does not invalidate the meeting.

## **19 Quorum for Annual General Meetings and Special General Meetings**

- 19.1 No business will be transacted at any meeting unless a quorum of Members is present at the time when the meeting proceeds to and conducts business.
- 19.2 A quorum is 12 Members entitled to vote, present in person.
- 19.3 A Member is, for the purposes of these Rules, present in person if:
- (a) in the case of a Member who is a natural person, the Member is present;
  - (b) in the case of a Member who has nominated a representative under clause 15, the Member's Representative is present.
- 19.4 If a quorum is not present within 15 minutes of the time appointed for the meeting:

- (a) where the meeting was called in response to a requisition of Members, the meeting is dissolved;
- (b) in any other case the meeting stands adjourned in accordance with clause 19.5.

19.5 A meeting adjourned for lack of a quorum is adjourned to the same day in the next week at the same time and place, unless the Board determines another day, time and place. If at the adjourned meeting a quorum is not present within 15 minutes of the time appointed for the meeting:

- (a) a quorum is seven (7) Members entitled to vote, present in person; and
- (b) if the quorum referred to in clause 19.5(a) is not present, the meeting is dissolved.

## **20 Chairperson of Special General Meetings and Annual General Meetings**

- 20.1 The President is the chairperson of every meeting.
- 20.2 If the President is not present, the Vice President is the chairperson of the meeting.
- 20.3 If neither the President nor the Vice President is present within 15 minutes of the time appointed for the meeting, the Members present who are entitled to vote will appoint one of themselves to be chairperson of the meeting.
- 20.4 The chairperson has control of the conduct of the meeting and the chairperson's declaration of the result of any show of hands is conclusive.
- 20.5 If a question about the interpretation of these Rules arises, the chairperson may make a ruling on the matter. The chairperson's ruling is conclusive and binding unless a three fourths majority of Members present and entitled to vote resolve upon a different interpretation, in which case that interpretation will be given effect.
- 20.6 The chairperson may:
  - (a) adjourn the meeting to a later day, time and place; or
  - (b) adjourn a matter being considered at the meeting, either to a later time at the same meeting or to an adjourned meeting.

If the chairperson adjourns a meeting under this clause 20.6, only matters left unfinished may be considered at the adjourned meeting.

## **21 Voting at Special General Meetings and Annual General Meetings**

- 21.1 A resolution at a meeting will be decided on a show of hands, unless a poll is demanded.
- 21.2 Each Member present in person who is entitled to vote:

- (a) has one vote on a show of hands; and
- (b) has one vote on a poll.

Clause 21.2(a) is subject to clause 21.3.

21.3 A person who has been appointed as representative of more than one Member under clause 15:

- (a) has one vote on a show of hands where that representative has been directed by those Members to vote in the same way; and
- (b) cannot vote on a show of hands where that representative has been directed by those Members to vote in different ways.

21.4 In the case of an equality of votes whether on a show of hands or a poll, the chairperson has a second or casting vote.

21.5 A poll may be demanded:

- (a) before a vote is taken;
- (b) before the voting results on a show of hands are declared; or
- (c) immediately after the voting results on a show of hands are declared.

21.6 A poll may be demanded by:

- (a) at least five (5) Members present in person who are entitled to vote;
- (b) Members present in person with at least 5% of the votes that may be cast on the resolution on a poll; or
- (c) the chairperson of the meeting.

21.7 The demand for a poll may be withdrawn.

21.8 If a poll is demanded as provided in this clause 21, it is to be taken in the manner and at the time and place the chairperson directs. The demanding of a poll does not prevent the continuance of the meeting in respect of matters about which a poll was not demanded.

21.9 A poll cannot be demanded regarding:

- (a) the election of a chairperson of a meeting; or
- (b) the adjournment of a meeting.

## **PART F - THE BOARD**

### **22 The Board**

22.1 There will be a Board of the Chamber comprising not less than four (4) and no more than seven (7) Board Members, provided that where an

unexpected vacancy arises, the Board will act with an appropriate regard to due diligence in filling that vacancy as soon as practicable.

- 22.2 The Chamber in a general meeting may by ordinary resolution increase or reduce the number of members to be elected or appointed to the Board.

### **23 Qualification of Board Members**

23.1 A person cannot be a Board Member unless that person is:

- (a) a Member; or
- (b) a Member's Representative.

23.2 The Board, in making appointments pursuant to clause 24, will have regard to:

- (a) Gender diversity;
- (b) Regional representation;
- (c) The strategic direction of the Chamber;
- (d) An appropriate mix of skills, attributes, qualities, experience and capability; and
- (e) Any other relevant matter as determined by the Board.

### **24 Appointment of Board Members**

24.1 Board Members will be appointed to the Board in the following manner:

- (a) the Board Members will be appointed by the Board at a Board Meeting to be convened immediately following each Annual General Meeting with such appointments to take effect immediately following their appointment pursuant to clauses 24, and 25.
- (b) The number of Board Members to be appointed at each Annual General Meeting (or afterwards under clauses 25 and 26, will be the number which is appropriate having regard to the vacancies which exist at the time.
- (c) If a vacancy occurs with respect to the Board Members appointed under clause 24.1(a) the Board will appoint a person to fill the vacancy.

### **25 Rotation of Board Members**

25.1 Each Board Member will retire from office at the third Annual General Meeting occurring after the date of their appointment and subject to clause 25.3 a retiring Board Member is eligible for re-appointment.

25.2 A retiring Board Member holds office until the conclusion of the Annual General Meeting at which they retire.

- 25.3 No Board Member may hold office for more than four (4) terms of three (3) years duration, before such Board Member must stand down as a Board Member and not serve as a Board Member for at least one (1) further full term of three (3) years.

## **26 Resignation and Removal of Board Members**

- 26.1 A Board Member may resign from office by giving written notice of this to the Secretary. The resignation takes effect when the notice is given, unless a later date is specified in the notice.
- 26.2 The Chamber may by ordinary resolution in a Special General Meeting or Annual General Meeting remove a Board Member.
- 26.3 The office of a Board Member becomes vacant if:
- (a) the Board Member is obliged to retire under clause 25.1;
  - (b) the Board Member ceases to be qualified as a Board Member under clause 23.1;
  - (c) the Board Member is removed under clause 26.2;
  - (d) the Board makes a determination under clause 13.1(c) in respect of the Board Member;
  - (e) the Board Member becomes of unsound mind, or becomes a person who or whose estate is liable to be dealt with under a law relating to mental health;
  - (f) the Board Member is disqualified under the Act from being a Board Member; or
  - (g) if the Board Member is disqualified under clause 26.4.
- 26.4 If a Board Member or the Chief Executive Officer acts contrary to these Rules or any By-Law, Rule or Charter in force from time to time, the Board may:
- (a) call upon such Board Member or Chief Executive Officer, on the giving of 14 days' notice, to show cause as to why they should not be required to resign their position as Board Member or Chief Executive Officer in the interests of the Chamber; and
  - (b) call upon them to immediately tender their resignation as a Board Member or Chief Executive Officer should they fail to show cause to the satisfaction of the Board, as the case may be.
  - (c) should the Chief Executive Officer refuse to tender their resignation in accordance with clause 26.4(b), the Board may remove them from office.
  - (d) nothing in this clause, shall prevent the Board from acting to remove the Chief Executive Officer for matters of serious

misconduct following an appropriate process in accordance with clause 26.4(a).

## **27 Board Meetings**

- 27.1 The Board will meet at least bi-monthly on a day and at a place and time determined by the Board.
- 27.2 A quorum is a majority of the number of board members making up the Board at any particular point in time.
- 27.3 Any Board Member may call a Board meeting by giving reasonable notice individually to every other Board Member. Notice may be given by any form of communication consented to by all of the Board Members.
- 27.4 A Board meeting may be held using any technology consented to by all of the Board Members. The consent may be a standing one. A Board Member may only withdraw their consent within a reasonable period before the meeting.
- 27.5 The President is the chairperson of every Board meeting. If the President is not present, the Vice President is the chairperson of the meeting. If neither the President nor the Vice President is present within 15 minutes of the time appointed for the meeting, the Board Members present will appoint one of them to be chairperson of the meeting.
- 27.6 The chairperson has control of the conduct of the meeting.
- 27.7 Without limiting clause 27.6, the chairperson may:
  - (a) adjourn the meeting to a later day, time and place; or
  - (b) adjourn a matter being considered at the meeting, either to a later time at the same meeting or to an adjourned meeting.
- 27.8 A resolution of the Board must be passed by a majority of the votes cast by Board Members present and entitled to vote on the resolution. If there is an equality of votes the chairperson has a second or casting vote.

## **28 Resolution by Flying Minute**

- 28.1 Where in the opinion of the President, a matter requires urgent consideration and no Board meeting is imminent, the Board Members may pass a resolution without a Board meeting being held if all the Board Members entitled to vote on a resolution are informed of the proposed resolution and indicate in writing whether they are in favour of the proposed resolution (flying minute).
- 28.2 A proposed resolution may be passed in the event that more than 50% of all Board Members entitled to vote confirm in writing that they are in favour of the proposed resolution.

- 28.3 The proposed resolution will be passed when the last Board Member required to exceed 50% of all Board Members entitled to vote signs the flying minute.
- 28.4 A resolution passed by way of flying minute shall be reported to the next general meeting of the Chamber.
- 28.5 If two or more separate documents in identical terms are signed in accordance with this clause 28, they are treated as one document containing the resolution.
- 28.6 Except as provided in clauses 27 or 28, the Board may adjourn and otherwise regulate its meetings as it sees fit.

## **29 Powers of the Board**

- 29.1 The business of the Chamber will be managed by the Board, including but not limited to implementation of strategy, finance, investment, marketing, legal and implementation of the Policy of the Chamber, determined by the Policy Advisory Board.
- 29.2 The Board may exercise all the powers of the Chamber, except for powers which the Act or these Rules requires the Chamber to exercise in general meeting.
- 29.3 The Board may delegate any of its powers to:
- (a) a Board Member;
  - (b) a committee of Board Members;
  - (c) the Chief Executive Officer;
  - (d) an employee of the Chamber; or
  - (e) a Member, or Member's Representative.
- 29.4 The Board may appoint a person or persons to be the attorney or attorneys of the Chamber, upon terms determined by the Board.
- 29.5 The Board may in the exercise of its powers under these Rules, create Rules or By-Laws, not inconsistent with these Rules from time to time.

## **30 Board Remuneration**

- 30.1 The Board of the Chamber will be paid the remuneration that the Chamber determines by resolution.
- 30.2 The Board will, from the amount determined under clause 30.1, allocate that among the Board Members.
- 30.3 The Chamber may also pay the Board Members' travelling and other expenses that they properly incur:
- (a) in attending Board meetings or any meetings of committees of Board Members;

- (b) in attending any general meetings of the Chamber; and
- (c) in connection with the Chamber's business.

### **31 Board Member's Interests**

- 31.1 A Board Member of the Chamber who has a material personal interest in a matter that relates to the affairs of the Chamber must give the other Board Members notice of the interest if required by the Act.
- 31.2 Unless prohibited by the Act, a Board Member who has a material personal interest in a matter that is being considered at a Board meeting may:
  - (a) be present while the matter is being considered at the meeting; and
  - (b) vote on the matter, if the Board Member has complied with clause 31.1.

## **PART G - OFFICE HOLDERS**

### **32 Office Holders**

- 32.1 The Board will appoint the following office holders by secret ballot from among the Board Members on the Board:
  - (a) a President; and
  - (b) a Vice-President,at the next Board meeting following each Annual General Meeting.
- 32.2 Each office holder holds office until the earlier of:
  - (a) the date of their resignation (including under clause 26);
  - (b) the date they retire or are removed from office under clauses 25 or 32.4;
  - (c) the date that they cease to be a Board Member of the Chamber; or
  - (d) the date of the first meeting of the Board after the third anniversary of their appointment to that office.
- 32.3 An office holder may resign from that office by giving written notice of this to the Secretary. The resignation takes effect when the notice is given, unless a later date is specified in the notice. An office holder does not by resigning from their office as President or Vice-President, automatically cease to be a Board Member.
- 32.4 The Board may remove an office holder from its office. If the Board does this it must promptly fill that vacancy by appointing another office holder by secret ballot from among the Board Members on the Board.



- 32.5 The President may hold office as President for a maximum of two (2) terms.
- 32.6 In clause 32.5, “term” is the period for which the President may hold that office without being re-appointed, calculated by reference to clause 32.2(d).
- 32.7 In addition to powers and duties prescribed by the Act and elsewhere in these Rules (including the matters set out in clause 20), officers of the Chamber shall have the following powers and duties:
- (a) President
    - (i) The President, in all official relations to the Chamber shall take precedence over all other Members.
  - (b) The President shall preside at all General meetings and all other meetings of the Chamber at which he or she is present. The President shall also be ex-officio on all Committees and Advisory Bodies duly formed. The President shall have the authority usually vested in a chairman of a meeting and without limiting the foregoing the President shall:
    - (i) Keep order;
    - (ii) Direct the manner of debate upon all questions introduced;
    - (iii) Determine what questions shall be discussed and in what order questions shall be introduced.
  - (c) As set out in clause 21.4, the President shall have the right to vote on all questions and in the cases of equality shall have a second or casting vote.
  - (d) Vice President
    - (i) The Vice President shall in the absence of the President possess and exercise all the rights, privileges and powers of the President.

### **33 Secretary**

- 33.1 The Board will appoint a Secretary of the Chamber.
- 33.2 The Secretary holds office on the terms and conditions determined by the Board.
- 33.3 The Secretary must not be a Board Member.

### **34 Chief Executive Officer**

- 34.1 The Board may appoint a Chief Executive Officer of the Chamber.
- 34.2 The Chief Executive Officer holds office on the terms and conditions determined by the Board.

- 34.3 The Chief Executive Officer may attend and speak at Board meetings and general meetings if requested by the Board, but cannot vote.
- 34.4 The same person can be Chief Executive Officer and Secretary.

## **PART H – POLICY ADVISORY BOARD**

### **35 Policy Advisory Board**

- 35.1 There will be a Policy Advisory Board of the Chamber which shall be responsible for determining matters of policy for the Chamber.
- 35.2 The number of persons on the Policy Advisory Board must be:
- (a) at least four persons including the CEO, the President of the CCIQ Governance Board, the Director Advocacy and Workplace Relations and the Manager of Regional Policy (Advocacy) or other equivalent roles determined from time to time; and
  - (b) at most eight persons including 4 elected industry representatives determined by the Policy Advisory Board subject to clause 36.2, together with the CEO, the President of the CCIQ Governance Board, the Director Advocacy and Workplace Relations and the Manager of Regional Policy (Advocacy) or other equivalent roles determined from time to time, all of whom shall be ex-officio members of the Policy Advisory Board.
- 35.3 The Chamber may in a general meeting by ordinary resolution change the number of persons to be appointed or elected to the Policy Advisory Board.
- 35.4 The function of the Policy Advisory Board is to develop policy content for the Chamber. Implementation of policy determinations is the responsibility of the Board.

### **36 Appointment of Policy Advisory Board**

- 36.1 The President of the CCIQ Governance Board, the CEO, the Director Advocacy and Workplace Relations, and the Manager of Regional Policy (Advocacy) are all members of the Policy Advisory Board.
- 36.2 The Policy Advisory Board will nominate the remaining members of the Policy Advisory Board, who must be a Business Leader and not necessarily a Member or Members' Representatives, up to the maximum number specified in clause 35.2(b).
- 36.3 The Policy Advisory Board or Chief Executive Officer may recommend to the Board, candidates nominated for appointment under clause 36.2.
- 36.4 The Board shall approve or refuse to accept any nomination by the Policy Advisory Board pursuant to clause 36.2 or 36.3.

### **37 Policy Advisory Board Meetings**

- 37.1 The Policy Advisory Board will meet at least four (4) times per annum on a day and at a place and time determined by the Board.
- 37.2 A quorum is a majority of the Policy Advisory Board. The quorum must include at least three (3) ex-officio members.
- 37.3 The Board may call a Policy Advisory Board meeting by giving reasonable notice individually to every member of the Policy Advisory Board. Notice may be given by any form of communication determined by the Board.
- 37.4 The President of the CCIQ Governance Board is the Chairperson of the Policy Advisory Board. The Chairperson, may call a Policy Advisory Board meeting, by giving reasonable notice individually to every member of the Policy Advisory Board. Notice may be given by any form of communication determined by the Policy Advisory Board.
- 37.5 A Policy Advisory Board meeting may be held using any technology determined by the Board.
- 37.6 If the chairperson is not present within 15 minutes of the time appointed for the meeting, the Policy Advisory Board members present will appoint one of themselves to be chairperson of the meeting.
- 37.7 The chairperson has control of the conduct of the meeting.
- 37.8 Without limiting clause 37.7, the chairperson may:
- (a) adjourn the meeting to a later day, time and place; or
  - (b) adjourn a matter being considered at the meeting, either to a later time at the same meeting or to an adjourned meeting.
- 37.9 A resolution of the Policy Advisory Board must be passed by a majority of the votes cast by members entitled to vote on the resolution. If there is an equality of votes the chairperson has a second or casting vote.
- 37.10 The Policy Advisory Board may pass a resolution without a meeting being held, if:
- (a) all the members entitled to vote on the resolution sign a document containing the resolution, specifying whether they are in favour or against the resolution, or whether they abstain from voting; and
  - (b) a majority of all members specify on the document that they are in favour of the resolution.

If two or more separate documents in identical terms are signed in accordance with this clause 37.10, they are treated as one document containing the resolution. This clause 37.10 does not affect the Policy Advisory Board's obligations to meet the specified number of times per annum under clause 37.1.

- 37.11 The CCIQ Governance Board may make rules regulating Policy Advisory Board meetings and activities, but those rules cannot be inconsistent with Part H.

## **PART I - REGIONS AND REGIONAL COUNCILS**

### **38 Regions**

- 38.1 For administrative purposes, the State will be divided into geographical Regions determined by the Board from time to time.
- 38.2 Regions do not have legal status separate from the Chamber.

### **39 Regional Policy Councils**

- 39.1 Each Region may have a Regional Policy Council as determined by the Board.
- 39.2 The minimum number of persons on a Regional Policy Council is eight (8) representatives, and the maximum number of persons on a Regional Policy Council is fifteen (15) representatives, unless otherwise determined by the Board.
- 39.3 Each member of a Regional Policy Council is known as a Regional Policy Councillor.
- 39.4 The Regional Policy Council will carry out the functions determined by the Board.

### **40 Appointment of Regional Policy Councillors**

- 40.1 Regional Policy Councillors are not required to be from their respective local chambers however when a vacancy arises, the Regional Policy Chair
- (a) may call for nominations the local chambers; and
  - (b) is entitled to appoint a Regional Policy Councillor for the Region in which the Local Chamber of Commerce is located; and
  - (c) will notify the Policy Advisory Board in writing of the person who it appoints as Regional Policy Councillor.
- 40.2 To be eligible to serve as a Regional Policy Councillor, as per clause 40.1, the nominated Councillor **should**:
- (a) Have a background/interest in policy; and/or
  - (b) Be working in the private sector and/or;
  - (c) Be working in tertiary education or for a research institution; and/or
  - (d) Be an SME owner/entrepreneur; and/or
  - (e) Possess an existing regional Profile; and/or

- (f) Be a representative of an industry sector.
- 40.3 To be eligible to serve as a Regional Policy Councillor, as per clause 40.1, the nominated Councillor **must** (unless otherwise determined by the Policy Advisory Board):
- a) Be a member or partner of CCIQ; and
  - b) Have public and external relations expertise/interest in conducting media on behalf of CCIQ; and
  - c) Demonstrate a commitment to political bi-partisanship; or
  - d) Meet any other requirements as otherwise determined by the Policy Advisory Board from time to time.
- 40.4 A Regional Policy Councillor may hold a seat on a Regional Policy Council for a two year term, provided that this may be renewed by the Regional Policy Chair.
- 40.5 A Regional Policy Councillor may resign by giving written notice to the Regional Policy Chair. The resignation takes effect when the notice is given, unless a later date is specified in the notice.
- 40.6 The Policy Advisory Board may remove a person as Regional Policy Councillor.

#### **41 Appointment of Regional Policy Chair**

- 41.1 The Policy Advisory Board will appoint a Regional Policy Chair in each region in accordance with the eligibility criteria outlined in 41.2. The Regional Policy Chair's appointment takes effect from the point at which the Regional Policy Chair receives written notification of their official appointment in writing from the Chairperson of the Policy Advisory Board.
- 41.2 To be eligible to serve as a Regional Policy Chair as per clause 41.1, the nominated Chair must:
- (a) Demonstrate Industry Expertise within Advocacy / Policy; and Be respected within the Regional Business Community; and ;
  - (b) Have established government and business connections; and
  - (c) Have public and external relations expertise; or
  - (d) Meet any other requirements as otherwise determined by the Policy Advisory Board from time to time.
- 41.3 A Regional Policy Chair may resign from that office by giving written notice of this to the chairperson of the Policy Advisory Board. The resignation takes effect when the notice is given, unless a later date is specified in the notice. A Regional Policy Chair does not, by resigning from office, automatically cease to be a Regional Policy Councillor.

- 41.4 The Board or the Regional Policy Council may remove the Regional Policy Chair from office. If this occurs the Regional Policy Council must promptly fill that vacancy by appointing another Regional Policy Chair by secret ballot from among the Regional Policy Councillors. The Board may, pending this appointment, appoint an interim Regional Policy Chair.
- 41.5 The Regional Policy Chair may hold office as Regional Policy Chair for a maximum of three (3) twelve (12) month terms.
- 41.6 In clause 41.5, “term” is the period for which the Regional Policy Chair may hold that office without being re-appointed.
- 41.7 The Regional Policy Chair in each region must be approved by the Policy Advisory Board prior to their official appointment, and at all times the Policy Advisory Board retains the right to remove a Regional Policy Chair.

## **42 Regional Policy Council Meetings**

- 42.1 Each Regional Policy Council will meet at least four (4) times per annum on a day and at a place and time determined by the Regional Policy Chair.
- 42.2 A quorum is the majority of Regional Policy Councillors appointed at any particular point in time.
- 42.3 The Regional Policy Chair may call a Regional Policy Council meeting by giving reasonable notice individually to every member of the Regional Policy Council. Notice may be given by any form of communication determined by the Board. The Secretary will, if requested by the Regional Policy Chair, assist the Regional Chair in giving notice.
- 42.4 A Regional Policy Council meeting may be held using any technology determined by the Board.
- 42.5 The Regional Policy Chair is the chairperson of every Regional Policy Council meeting. If the Regional Policy Chair is not present within 15 minutes of the time appointed for the meeting, the Regional Policy Councillors present will appoint one of themselves to be chairperson of the meeting.
- 42.6 The chairperson has control of the conduct of the meeting.
- 42.7 Without limiting clause 42.6, the chairperson may:
  - (a) adjourn the meeting to a later day, time and place; or
  - (b) adjourn a matter being considered at the meeting, either to a later time at the same meeting or to an adjourned meeting.
- 42.8 A resolution of the Regional Policy Council must be passed by a majority of the votes cast by Regional Policy Councillors entitled to vote

on the resolution. If there is an equality of votes the Regional Policy Chair has a second or casting vote.

42.9 The Regional Policy Council may pass a resolution without a meeting being held, if:

- (a) all the Regional Policy Councillors entitled to vote on the resolution sign a document containing the resolution, specifying whether they are in favour or against the resolution, or whether they abstain from voting; and
- (b) a majority of all Regional Policy Councillors specify on the document that they are in favour of the resolution.

If two or more separate documents in identical terms are signed in accordance with this clause 42.9, they are treated as one document containing the resolution. This clause 42.9 does not affect the Regional Policy Council's obligations to meet the specified number of times per annum under clause 42.1.

42.10 The CCIQ Governance Board may make rules regulating Regional Policy Council meetings and activities, but those rules cannot be inconsistent with these Rules.

## **PART J - COMMITTEES**

### **43** ..... ..... .....Committees

43.1 There will be a Finance and Audit Committee. The function of this committee is to:

- (a) advise the Board regarding the Chamber's financial matters;
- (b) prepare the Chamber's accounts and financial reports;
- (c) communicate with the Chamber's auditors; and
- (d) carry out any other functions determined by the CCIQ Governance Board.

43.2 The Board may establish other committees, and dissolve them as required.

43.3 Each committee will be chaired by a Board Member, or if no Board Member is available by a person appointed by the Board.

43.4 The powers and functions of committees are determined by the Board.

43.5 The Board may make rules regulating committee meetings and activities.

## **PART K - GENERAL**

### **44 Industrial Organisation**

- 44.1 This clause 44 applies if the Chamber is registered as an industrial or employer organisation under an IR Law.
- 44.2 The President or Vice-President must give notice to the Industrial Relations Commission of the existence or likelihood of an industrial dispute in a way required by the IR Law.

#### **45 General**

- 45.1 Applicants for membership must be informed of:
  - (a) a Member's financial obligations; and
  - (b) how and when a Member may resign from membership.
- 45.2 The Chamber must not make donations, grants or loans totalling more than \$1,000 ("the payment") to the same person unless the Board:
  - (a) has approved the payment;
  - (b) is satisfied the payment is not otherwise prohibited under these Rules; and
  - (c) if the payment is a loan, it is made on satisfactory terms.

#### **46 Subsidiaries**

- 46.1 The Board may exercise the voting power conferred by any shares or membership the Chamber holds in another company or entity.
- 46.2 A transfer by the Chamber of a share held in a subsidiary of the Chamber, may be approved by the Board.

#### **47 Financial Records and Audit**

- 47.1 The income and property of the Chamber is under the control of the Board.
- 47.2 The Chamber will establish a bank account at a bank or financial institution determined by the Board. All monies received by the Chamber will be paid into the Chamber's bank account. The Chamber may establish more than one bank account at more than one bank or financial institution. The Board will determine who may operate the bank accounts.
- 47.3 The Chamber must keep written financial records that correctly record and explain its transactions, financial position and performance.
- 47.4 The Chamber will prepare the reports required by the Act, and give copies to Members as required by the Act.
- 47.5 The Chamber will engage an auditor to carry out the audits required by the Act. The auditor:
  - (a) must not be a Board Member or Policy Advisory Board Member;



- (b) must not be interested in any transaction of the Chamber in the financial year to which the audit relates, other than as a Member; and
- (c) must meet any other independence requirements specified in the Act.

#### **48 Execution of Documents and Common Seal**

- 48.1 The Chamber may have a common seal, but this is not mandatory.
- 48.2 If the Chamber has a common seal the Board must provide for its safe custody.
- 48.3 The common seal may only be affixed to a document with the authority of the Board.
- 48.4 The Chamber may execute a document with its common seal if the affixing of the seal is witnessed by:
  - (a) the President; and
  - (b) a Board Member or the Secretary of the Chamber.
- 48.5 The Chamber may execute a document without its common seal if the document is signed by:
  - (a) the President; and
  - (b) a Board Member or the Secretary of the Chamber.
- 48.6 The Board may authorise documents to be executed on behalf of the Chamber in other ways.

#### **49 Notices**

- 49.1 The Chamber may give notices to Members:
  - (a) personally;
  - (b) by sending it by post to the address of the Member specified in the Register of Members, or the alternative address (if any) nominated by the Member;
  - (c) by sending it to the facsimile number or electronic address (if any) nominated by the Member;
  - (d) by sending it to the Member by other electronic means (if any) nominated by the Member; or
  - (e) by notifying the Member in accordance with clause 49.2.
- 49.2 If a Member nominates:
  - (a) an electronic means (“nominated notification means”) by which the Member may be notified that notices are available; and

- (b) an electronic means (“nominated access means”) the Member may use to access notices,

the Chamber may give notice by notifying the Member using the nominated notification means:

- (c) that the notice is available; and
- (d) how the Member may use the nominated access means to access the notice.

49.3 Notices are taken to be given:

- (a) if given personally, when given;
- (b) if sent by post, 2 business days after posting;
- (c) if sent by fax, when the sender’s facsimile machine issues a transmission report stating that the transmission was successful;
- (d) if sent by electronic mail, one hour after it was sent; and
- (e) if given under clause 49.2, on the next business day after the day on which the Member is notified that the notice is available.

49.4 Service is not effective if:

- (a) in the case of service by post, the notice is returned to sender;
- (b) in the case of service by facsimile, the sender’s facsimile machine issues a transmission report stating that the transmission was unsuccessful; or
- (c) in the case of service by electronic mail, the sender’s computer reports that delivery failed.

49.5 Failure to give notice to a Member who has not notified the Chamber of its current address does not, if the notice relates to a meeting, invalidate the meeting.

## **50 Minutes**

50.1 The Chamber must keep minutes of all:

- (a) General Meetings;
- (b) Board meetings;
- (c) Policy Advisory Board meetings;
- (d) Regional Policy Council meetings;
- (e) Committee meetings; and
- (f) Resolutions passed without a meeting.

- 50.2 The minutes of a meeting must be signed by the chairperson of the meeting within a reasonable time after the meeting occurred.

## **51 Indemnity and Insurance**

- 51.1 To the extent permitted by law, the Chamber indemnifies:

- (a) every Board Member of the Chamber;
- (b) the Secretary;
- (c) the Chief Executive Officer;
- (d) every member of the Policy Advisory Board; and
- (e) every other officer of the Chamber for the time being,

against any liability incurred by that person in his or her capacity as an officer of the Chamber.

- 51.2 To the extent permitted by law, the Chamber may pay a premium in respect of a contract insuring a person who is or has been an officer of the Chamber against a liability incurred by the person as an officer of the Chamber.

## **52 Amendment of these Rules**

- 52.1 The Chamber may amend these Rules by special resolution in a Special General Meeting or Annual General Meeting, subject to Rule 52.2.

- 52.2 The Board shall have the Power to repeal, alter or add to any clause of these Rules for the purpose only of obtaining the consent of or certification by the Registrar to an alteration of these Rules pursuant to the IR Law or to enable an altered clause to be registered or to remove a ground of objection taken by an objector in accordance with the regulations under the IR Law or by the Registrar under the IR Law.

## **53 Transitional**

- 53.1 Each person who was a Member of a particular class immediately before these Rules came into effect, continues as a Member of that class immediately after these Rules comes into effect.

- 53.2 Upon adoption by the Chamber of these Rules, the current Policy Board will be dissolved and shall be replaced by the Policy Advisory Board.

- 53.3 Prior to the Annual General Meeting next following the meeting at which these Rules are adopted, the Policy Advisory Board must appoint the remaining members to the Policy Advisory Board pursuant to clause 36.2.

- 53.4 At the Annual General Meeting next following the meeting at which these Rules are adopted, the Board must appoint the remaining members to the Board pursuant to clause 24.1(b),

- 53.5 Upon adoption by the Chamber of these Rules, each Regional Council continues as currently constituted.
- 53.6 Upon adoption by the Chamber of these Rules, each committee continues as currently constituted pursuant to Part J.