Constitution

Greater Caboolture Chamber of Commerce

CONTENTS

1. Name and Area
2. Interpretation
3. Objects
4. Powers
5. Profit and Asset Distribution
6. Members
7. Proposal and Election of New Members
8. Liability of Members
9. Votes
10. Subscription
11. Membership Fees
12. Honorary Members
13. Member Resignation or Expulsion
14. Committee
15. Powers of the Committee
16. Resignation and Removal of Committee Members
17. Committee Member's Conflict of Interests
18. Committee Meetings
19. Annual General Meetings
20. Remuneration
21. Alteration or Amendment to Rules
22. Duties of Office Holders
23. Conduct of Meetings
24. Register of Members
25. Resolutions of Committee Without Meeting
26. Funds and Accounts
27. Documents
28. By-Laws
29. Schedule 1 – Area
30. Schedule 2 – Policies and Procedures
31. Schedule 3 – Operational Support and License Agreement

1. NAME AND AREA

1.1. This Chamber shall be called "Greater Caboolture Chamber of Commerce Inc" ("the Chamber").

1.2. The general area of operation of the Chamber will be within the area identified in Schedule 1 - Area.

2. INTERPRETATION

2.1. Any reference to "the Act" means reference to the Associations Incorporation Act 1981 of the State of Queensland as amended.

2.2. In this Constitution the following words shall have the following meanings:

a) **Annual General Meeting** means the annual general meeting of the Chamber.

b) **Area** means the area identified in Schedule 1.

c) **Committee** means the committee of the Chamber which shall be responsible for the governance of the Chamber.

d) **Committee Member** means a member appointed to the Committee of the Chamber from time to time.

e) **Delegate** has the meaning set out in Clause 15.4.

f) **Member** means a member of the Chamber.

g) **Membership fees** means the fees payable by the Member to become, or continue to be, a Member of the Chamber

h) **Objects** means the objects of the Chamber.

i) **Special Resolution** means a resolution of the Chamber that has been passed by a majority of the votes cast by Members entitled to vote on the issue. Even numbers shall decide the matter in the negative.

j) **Insufficient for the purposes of Clause 14.3(e)** means that less than one nomination is received for any of the positions of President, Vice President, Treasurer or Secretary or less than eight other member nominations have been received in accordance with Clauses 14.3(a) and (b).

k) Unless otherwise stated:

i. headings are included for convenience only and do not affect the interpretation of this Constitution.

ii. references to Clauses or Parts are to Clauses and Parts of this Constitution.

iii. references to dates and times are to Brisbane time.

iv. references to "$" and "dollars" are to Australian dollars.

3. OBJECTS

3.1. The Objects and duties of the Chamber shall include:

a) To promote and advance, in a non-politically aligned manner, trade, commerce, and industry.

b) To promote a positive perception of the Greater Caboolture region both internally and externally; influence legislative and regulatory measures affecting members' interests; foster public discussion on trade, commerce, and industry; advance the interests of employers; and encourage amicable relations among them.

c) To assist or support any charitable, educational, or public purpose.

d) To encourage social exchange between Members and to discuss and address matters affecting the best interests of Members and the broader community in the Area.

e) To affiliate with other organisations as the Chamber may deem appropriate.

3.2. The Chamber shall be strictly Non-Party Political and Non-Sectarian

4. POWERS

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

4.2. The Chamber may, for example:

a) enter into contracts; and

b) acquire, hold, deal with and dispose of property; and

c) do other things necessary or convenient to be done in carrying out its affairs.

5. PROFIT AND ASSET DISTRIBUTION

5.1. The Chamber must not distribute any profits of the Chamber by way of dividend or otherwise, to Members.

5.2. Clause 5.1 does not prevent:

a) payment of remuneration to, contractors or suppliers of the Chamber have provided goods or services to the Chamber;

b) payment of rent to Members who have let property to the Chamber; or

c) reimbursement of expenses to Members who have with the Chamber's authority expended money in furtherance of the Chamber's Objects.

5.3. If the Chamber is wound up, the remaining assets after satisfaction of all debts and liabilities will be given to an organisation having objects similar to the

Chamber's as determined by members of the Chamber in General Meeting.

6. MEMBERS

6.1. Classes of Membership

The Chamber has the following classes of Members:

a) Ordinary Members.

6.2. The Chamber will recognise membership of any Member of a Queensland

Chamber of Commerce in good standing. Such Members:

a) shall be entitled to any discounts to attend events where there is a member discount offered;

b) will not be entitled to vote;

c) will not be entitled to attend any Member Only events.

6.3. The Committee may:

a) establish one or more new classes of membership and determine the privileges attaching to those classes; and/or

b) change the existing classes of membership and the privileges attaching to those classes. This may include abolishing a class of membership.

6.4. The Committee may in its absolute discretion admit any person to membership of a class specified

a) in the case of a natural person, is at least 18 years of age

b) pays to the Chamber the Membership Fees (if any) payable for the relevant class of membership.

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

Class	Eligibility Criteria	Privileges
Ordinary Members	Any person engaged as owner or employer in any trade, profession, industry or business; or Any person who may, in the opinion of the board, promote or advance trade, commerce, industry and the objects of the Chamber.	To attend and vote at general meetings of the Chamber; To receive any and all discounts as a fully paid up Member

6.6. Membership will be unlimited in numbers, but subject to the Eligibility Criteria detailed in Clause 6.5.

6.7. While membership takes effect upon payment, it remains subject to Committee approval at the next scheduled meeting.

7. PROPOSAL AND ELECTION OF NEW MEMBERS

7.1. New members may apply themselves or be nominated by any current financial member. Applications shall be referred to the Committee for consideration and decision. Acceptance requires a majority vote of the Committee in favour. The decision of the Committee shall, subject to the appeal process in the following sub-clause, be final.

8. LIABILITY OF MEMBERS

8.1. The liability of Members is limited as set out in Clauses 8.2 and 8.3.

8.2. If the Chamber is wound up, every person who is a current financial member, undertakes to contribute up to a maximum of $10 each towards the payment of the Chamber's debts and liabilities, the expenses of winding up, and the adjustment of the rights of contributories among themselves.

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

9. VOTES

9.1. Only current financial members may be entitled to one vote in person or by signed proxy at any General Meeting of the Chamber.

10. SUBSCRIPTION

10.1. Membership fees are due on joining and then annually, 12 months after the member's initial admission and each year thereafter.

11. MEMBERSHIP FEES

11.1. 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. HONORARY MEMBERS

12.1. The Chamber may elect any of its Members or past Members as Life Members in recognition of special services to the Chamber and such persons shall thereupon be entitled to all the privileges set out in this Constitution, including Clause 6.4.

13. MEMBER RESIGNATION OR EXPULSION

13.1. Members may resign at any time by giving notice to the Secretary in writing without affecting their liability to pay the Membership Fee for the current year. 13.2. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

13.3. The Committee shall consider whether a membership shall be terminated if a Member:

a) is convicted of an indictable offence; or

b) fails to comply with any of the provisions of this Constitution; or

c) has Membership Fees in arrears for a period of two months or more; or

d) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Chamber; or

e) is bankrupt.

13.4. The Member concerned shall be given a full and fair opportunity of presenting their case and if the Committee resolves to terminate the membership it shall instruct the Secretary to advise the Member in writing accordingly.

13.5. A general meeting to decide the appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.

At that meeting:

i). The appellant (the person appealing the rejection or termination) must be given a full and fair opportunity to present their case and explain why their application should not be rejected or why their membership should not be terminated.

ii). The Management Committee, including those Committee members who made the original decision, must be given a full and fair opportunity to present the reasons for rejecting the application or terminating the membership.

iii). The appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

iv). If a person whose application for membership has been rejected does not appeal within 1 month, or the appeal is unsuccessful, the Secretary must refund any Membership Fee paid by the applicant as soon as practicable.

v). If a person whose membership has been terminated appeals but the termination is upheld (or does not appeal within the required timeframe**),** the member forfeits any remaining portion of their Membership Fee**.**

14. COMMITTEE

14.1. The Committee shall consist of a President, at least one (1) but no more than two (2) Vice-President, Secretary, Treasurer and a maximum of six (6) others, all of whom shall be current financial members of the Chamber and be fit and proper persons to hold such office and be elected at the Annual General Meeting and hold office for twelve months but will be eligible for re-election subject to the ballot conditions set out in Clause 19.11(f).

14.2. The maximum consecutive term for a President shall be three (3) years.

14.3. The election of officers and other members of the Committee shall take place in the following manner:

a) any two (2) Members of the Chamber shall be at liberty to nominate any other Member to serve as an officer or other member of the Committee;

b) the nomination, which shall be in writing and signed by the Member being nominated, the Member's proposer and seconder, shall state the position for which the candidate is being nominated ie President, Vice President, Secretary, Treasurer or Other Member and shall be lodged with the Secretary at least

fourteen (14) days before the Annual General Meeting at which the election is to take place;

c) a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Chamber or digitally for at least seven (7) days immediately preceding the Annual General Meeting;

d) should more than one nomination be received for any of the positions of

President, Treasurer or Secretary, more than two nominations received for Vice President, or more than eight nominations received for other member positions, balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, then nominations may be taken from the floor. Any remaining vacancies shall be taken to be casual vacancies and treated in accordance with Clause 14.4.

f) In the case of the position of Secretary not being filled, this role will fall to the President.

14.4. The Committee shall have power at any time to appoint any Member of the Chamber to fill any casual vacancy on the Committee until the next Annual General Meeting.

14.5. A person cannot be a Committee Member unless that person is:

a) a Member in good standing; or

b) a Member's Representative.

15. POWERS OF THE COMMITTEE

15.1. Except as otherwise provided by this Constitution and subject to resolutions of the Members of the Chamber carried at any General Meeting the Committee: a) shall have the general control and management of the administration of the affairs, property and funds of the Chamber; and

b) shall have authority to interpret the meaning of this Constitution and any matter relating to the Chamber on which this Constitution are silent.

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

15.3. The Committee may exercise all the powers of the Chamber:

a) to borrow or raise or secure the payment of money in such manner as the Members of the Chamber may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Chamber in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Chamber's property, both present and future, and to purchase, redeem or pay off any such securities;

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

15.4. The Committee may delegate any of its powers to:

a) a Committee Member;

b) a Subcommittee of the Committee;

c) an employee of the Chamber.

16. RESIGNATION AND REMOVAL OF COMMITTEE MEMBERS

16.1. A Committee 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.

16.2. The Chamber may by ordinary resolution in a Special General Meeting or Annual General Meeting remove a Committee Member.

a) 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 they should not be removed from office.

b) A member has no right of appeal against the members removal from office under this rule.

16.3. The office of a Committee Member becomes vacant if:

a) the Committee Member is the President and is required to relinquish the presidency under Clause 14.1;

b) the Committee Member ceases to be qualified as a Committee Member;

c) the Committee Member is removed under Clause 13.3;

d) the Committee Member becomes of unsound mind, or becomes a person who or whose estate is liable to be dealt with under a law relating to mental health; g) the Committee Member is disqualified under the Act from being a Committee Member; or

h) if the Committee Member is disqualified under this Constitution.

16.4. In recognition of the non-political alignment of the Chamber, no Committee Member, may hold public office while on the Committee.

16.5. If a Committee Member expresses an intention to stand for public office which is vacant or the subject of an upcoming election the Committee Member shall tender their resignation as a Committee Member but shall remain a Member of the Chamber.

16.6. The Committee may, at any time, remove a person appointed as President, Vice President, Treasurer, or Secretary.
a) If the removed person is a Committee member, they shall remain a member of the Committee.
b) If the removed person was appointed to fill a casual vacancy on the Committee, they shall remain a Member.

17. COMMITTEE MEMBER'S CONFLICT OF INTERESTS

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

17.2. A Committee Member who has a material personal conflict of interest in a matter that is being considered at a Committee meeting may:

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

b) vote on the matter, if the Committee Member has complied with Clause 17.1.

17.3. A Committee Member of the Chamber and any employee of the Chamber must at the first opportunity disclose to the Committee:

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

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

17.4. Nothing in this Constitution shall prohibit a Committee Member or employee from being a member of a political party.

18. COMMITTEE MEETINGS

18.1. The Committee shall meet at least once every two months to exercise its functions.

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

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

18.4. A Special Meeting of the Committee shall be convened by the Secretary on the requisition in writing signed by two (2) members of the Committee, which requisition shall clearly state the reasons why such Special Meeting is being convened and the nature of the business to be transacted.

18.5. At every meeting of the Committee four (4) members of that Committee shall constitute a quorum. If a quorum is not achieved, the meeting may proceed but no voting shall take place.

18.6. Subject to this Constitution, the Committee may meet together and regulate its proceedings as it thinks fit.

18.7. Questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

18.8. A member of the Committee shall not vote in respect of any contract or proposed contract with the Chamber in which they is interested, or any matter arising thereout, and if they do so vote their vote shall not be counted.

18.9. Not less than seven (7) days notice shall be given by the Secretary to members of the Committee of any Special Meeting of the Committee.

a) Such notice shall clearly state the nature of the business to be discussed.

18.10. The President shall preside as President at every meeting of the Committee, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, any one of the Vice Presidents shall be President or if a Vice- President is not present at the meeting then the members may choose one of their number to be President of the meeting. 18.11. If within half an hour from the time appointed for the commencement of a Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Committee, shall lapse.

18.12. In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

18.13. All acts done by any meeting of the Committee or of a Subcommittee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

18.14. A resolution in writing signed by a majority of the members of the Committee for the time being entitled to receive notice of a meeting of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held provided it is sent by either post or facsimile transmission to all the members of the Committee.

a) Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

19. ANNUAL GENERAL MEETINGS

19.1. An Annual General Meeting of the Chamber will be held in each year as required by the Act.

19.2. The Committee will call the Annual General Meeting.

19.3. The Annual General Meeting will occur in Greater Caboolture, at a place, day and time determined by the Committee.

19.4. The financial year of the Chamber shall commence on 1 July each year and conclude on 30 June each year.

19.5. At all Annual General Meetings ten members shall form a quorum – if no quorum be present at twenty minutes past the hour of meeting, the President may adjourn or cancel the meeting as follows:

a) If within half an hour from the time appointed for the commencement of an Annual General Meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half

an hour from the time appointed for the meeting, the members present shall be a quorum.

b) The President may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

d) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19.6. The following business must be transacted at every Annual General Meeting:

a) the receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the

Chamber for the last financial year;

b) the receiving of the auditor's report, if one is conducted, on the financial affairs of the Chamber for the last financial year;

c) the presenting of the audited statement, or unaudited statement if no audit was conducted, to the meeting for adoption;

d) the election of members of the Committee;

e) the appointment of an auditor, should one be required.

19.7. The Secretary shall convene a Special General Meeting by sending out notices of the meeting within fourteen (14) days of:

a) being directed to do so by the Committee; or

b) being given a requisition in writing signed by not less than one- third of the members presently on the Committee or not less than ten percent (10%) of Ordinary Members of the Chamber presently entitled to vote; or

19.8. A requisition mentioned in Clause 19.7(b) shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted.

19.9. The Secretary shall convene all Annual General Meetings and Special General Meetings of the Chamber by giving at least 10 days notice of any such meeting to the Members of the Chamber. Such notice can be given by any reasonable means including but not limited to advertisement in the

Chamber's newsletter.

19.10. Notice of an Annual General Meeting or Special General Meeting shall clearly state the nature of the business to be discussed.

19.11. Unless otherwise provided by this Constitution, at every Annual General Meeting or Special General Meeting –

a) the President shall preside as Chair, or if there is no President, or if they are not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, any Vice-President shall be the President or if a Vice- President is not present or is unwilling to act then the Members present shall elect one of their number to be President of the meeting; and

b) the Chair shall maintain order and conduct the meeting in a proper and orderly manner; and

c) every question, matter or resolution shall be decided by a majority of votes of the Members present; and

d) every Member present shall be entitled to one vote and in the case of an equality of votes the Chair shall have a second or casting vote; and

e) however, only current financial Members shall be entitled to vote at any Annual General Meeting or Special General Meeting; and

f) voting shall be by show of hands or a division of Members, unless not less than one fifth of the Members present demand a ballot, in which event there shall be a secret ballot; and

g) the Chair shall appoint two (2) Members to conduct the secret ballot in such manner as they shall determine and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting of which the ballot was demanded; and

h) a Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote and in a secret ballot every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote; and

i) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and

j) a proxy must be a Member of the Chamber; and

k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and

l) where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

CHAMBER NAME:

of, being a

Member of the abovenamed Chamber, hereby appoint

of , or failing him, 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 thereof.

Signed this day of 20

Signature

m) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

n) the Secretary shall record full and accurate minutes of all questions, matters, resolutions and other proceedings of every Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any current financial member who previously applies to the Secretary for that inspection.

o) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Committee meeting shall be signed by the President of that meeting or the President of the next succeeding Committee meeting verifying their accuracy.

p) Similarly, the minutes of every general meeting shall be signed by the President of that meeting or the President of the next succeeding general meeting;

q) However, the minutes of any Annual General Meeting shall be signed by the President of that meeting or the President of the next succeeding general meeting or Annual General Meeting.

20. REMUNERATION

20.1. The Committee of the Chamber will not be paid remuneration of any kind.

20.2. The Chamber may pay the Committee Members' travelling and other expenses that they properly incur in their function:

a) in attending Committee meetings or any meetings of Subcommittees;

b) in attending any general meetings of the Chamber; and

c) in connection with the Chamber's business.

20.3. No expenses shall be approved for payment unless previously authorised by the Committee, except for amounts up to $500 for the President or $100 for each Committee member.

21. ALTERATION OR AMENDMENT TO RULES

21.1. Subject to the provisions of the Act, any amendment of this Constitution shall be affected only by Special Resolution which is passed at any Annual General Meeting of the Chamber by the Member desiring so to alter or amend the same,

such notice of motion to contain a verbatim copy of the alteration or amendment proposed.

21.2. However an amendment, repeal or addition is valid only if it is registered by the President to the Office of Fair Trade.

22. DUTIES OF OFFICE HOLDERS

22.1. The duties and responsibilities of officeholders of the Committee are set out in the by-laws to be adopted by the Chamber.

23. CONDUCT OF MEETINGS

23.1. The conduct of meetings and the interpretation of this Constitution or any terms in it and this Constitution shall be at the sole discretion of the President for the time being at each meeting and his/her directions and ruling shall be final.

24. REGISTER OF MEMBERS

24.1. The Committee must maintain a register of Members, which may be reviewed at any time by any Member upon request to the Secretary.

25. RESOLUTIONS OF COMMITTEE WITHOUT MEETING

25.1. A written resolution, signed by all Committee members or approved via email, is as valid and effective as if it had been passed at a properly called and conducted Committee meeting.

25.2. A resolution mentioned in Clause 25.1 may consist of several documents in like form, each signed by one (1) or more members of the Committee.

25.3. The circulation or distribution of written resolutions must accompany all documentation referred to in the resolution.

26. FUNDS AND ACCOUNTS

26.1. The funds of the Chamber must be kept in an account in the name of the Chamber in a financial institution decided by the Management Committee.

26.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Chamber.

26.3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.

26.4. All payments must be made by electronic funds transfer.

26.5. Each electronic funds transfer must be authorised by any 2 of the following:
a) the president;

b) the secretary;

c) the treasurer;

d) or any other member of the Management Committee who have been authorised by the Management Committee to authorise electronic transfers by the Chamber.

26.6. All expenditure must be approved or ratified at a Management Committee meeting.

27. DOCUMENTS

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

28. BYLAWS

28.1. The Committee may make, amend or delete By-Laws at its discretion.

28.2. See Schedule 2 for Greater Caboolture Chamber of Commerce By-Laws and Code of Conduct

29. SCHEDULE 1

Area: Caboolture, Burpengary, Burpengary East, Narangba, Morayfield, Elimbah, Ningi, Beachmere, Bellmere, Wamuran, Woodford, Sandstone Point

Unincorporated Association: Greater Caboolture Chamber of Commerce

30. SCHEDULE 2

GREATER CABOOLTURE CHAMBER OF COMMERCE (GCCC) BY-LAWS & CODE OF CONDUCT

PART A – FUNCTIONS OF OFFICERS

1. Functions of the President

The President is the chief elected officer of the Chamber and is responsible for leadership, governance oversight, and ensuring the effective operation of the Management Committee.

The President's functions include, but are not limited to:

1 Preside over meetings of the Management Committee and General Meetings of the Chamber.

2 Consult with the Chief Executive Officer (if applicable) and the Secretary regarding business to be discussed at meetings.

3 Supervise and approve the preparation of meeting agendas.

4 Ensure all reports accompanying the agenda and minutes are distributed to members in sufficient time prior to meetings.

5 Review the minutes of previous meetings and sign them as an accurate record.

6 Be fully acquainted with any reports, correspondence, or business to be presented at meetings.

7 Work with the Secretary to ensure tasks assigned between meetings are monitored and completed.

The Management Committee may delegate any of the President's functions, from time to time, to the Chief Executive Officer or another authorised person on such terms and conditions as it sees fit.

2. Functions of the Vice-President(s)

The Vice-President(s) support the President and ensure leadership continuity.

The Vice-President's functions include, but are not limited to:

1 Assist and support the President in all duties.

2 Assume the President's duties and responsibilities when the President is absent or unable to act.

3 Undertake specific portfolios or delegated responsibilities as determined by the Management Committee.

The Management Committee may delegate any of the Vice-President's functions, from time to time, to the Chief Executive Officer or another authorised person on such terms and conditions as it sees fit.

3. Functions of the Treasurer

The Treasurer is responsible for financial governance, oversight, and accountability of the Chamber.

The Treasurer's functions include, but are not limited to:

1 Provide financial transparency and accountability to the Chamber.

2 Ensure financial processing, compliance, and reporting requirements are met.

3 Prepare and present financial statements to the Management Committee and members as required.

4 Ensure the finances of the Chamber are managed appropriately and prudently and compliant to relevant regulations and protection against fraud.

5 Ensure sufficient funds are available at all times to meet the Chamber's liabilities.

6 Review annual Profit and Loss Statements and Balance Sheets.

7 Ensure that any required annual audit is undertaken in a timely manner and in accordance with legislative requirements.

8 Make recommendations to the Management Committee regarding income, expenditure, investments, and liabilities.

9 Ensure appropriate financial controls and financial management systems are maintained.

The Management Committee may delegate any of the Treasurer's functions, from time to time, to the Chief Executive Officer or another authorised person on such terms and conditions as it sees fit.

4. Functions of the Secretary

The Secretary is responsible for administrative governance, records management, and ensuring procedural compliance.

The Secretary's functions include, but are not limited to:

1 Check the Chamber's postal box and manage incoming correspondence, raising relevant items at Management Committee meetings as required.

2 Collate the meeting agenda in consultation with the President and distribute it to Committee members at least seven (7) days prior to meetings.

3 Attend all Management Committee meetings and take accurate minutes and notes of proceedings.

4 Circulate draft minutes to Committee members within 24 hours of the meeting for review and arrange for signing by the President (or other authorised officer).

5 Maintain proper records by filing draft and signed minutes on the Chamber's designated records system, including digital storage platforms.

6 Maintain a current and accurate register of financial members.

7 Prepare and collate committee reports, grant documentation, progress updates, and resolutions for consideration at meetings.

8 Record, set, and monitor action items between meetings, including maintaining an action register or calendar to ensure completion.

The Management Committee may delegate any of the Secretary's functions, from time to time, to the Chief Executive Officer or another authorised person on such terms and conditions as it sees fit.

PART B – CODE OF CONDUCT

1. Purpose

The purpose of this Code of Conduct is to promote ethical, professional, and respectful behaviour by all members, Board and Committee representatives, employees, contractors, and volunteers of the Greater Caboolture Chamber of Commerce.

It provides a framework for integrity, accountability, and good governance in all Chamber activities.

2. Scope

This Code applies to:

- All financial members of the Chamber;
- All Board and Committee members;
- Employees, contractors, and volunteers acting on behalf of the Chamber.

3. Guiding Principles

Members and representatives of the Chamber agree to:

1 Act with integrity and honesty — Conduct all dealings in a fair, transparent, and ethical manner.

2 Promote the interests of the business community — Place the collective good of the Chamber and its members above personal or business gain.

3 Be respectful and inclusive — Treat others with courtesy, dignity, and without discrimination, bullying, or harassment.

4 Uphold confidentiality — Protect sensitive or privileged information obtained through Chamber activities.

5 Comply with laws and Chamber policies — Adhere to the Chamber's Constitution, By-Laws, policies, and applicable legislation.

6 Demonstrate professionalism — Represent the Chamber positively at events, in public forums, and on social media.

4. Responsibilities of Board and Committee Members

In addition to the above Guiding Principles, those in leadership positions must:

1 Exercise due care, skill, and diligence in decision-making.

2 Act in good faith and in the best interests of the Chamber as a whole.

3 Avoid and declare actual, potential, or perceived conflicts of interest and abstain from related discussions or votes where appropriate.

4 Respect collective decisions of the Board, even where personal views differ.

5 Maintain confidentiality of Board discussions and documentation.

6 Support good governance and contribute constructively to meetings.

7 Refrain from using their position for personal advantage or to the detriment of another member or the Chamber.

5. Responsibilities of Members

Members agree to:

1 Conduct business in a lawful, honest, and ethical manner.

2 Respect the diversity of opinions within the Chamber.

3 Support and promote the Chamber's programs and events.

4 Avoid conduct that could bring the Chamber into disrepute.

5 Address disputes or complaints through the Chamber's internal processes in a respectful and constructive manner.

6. Behaviour at Chamber Events and Public Representation

All members and representatives must:

1 Conduct themselves professionally at Chamber events and activities.

2 Refrain from behaviour that is discriminatory, harassing, aggressive, or disruptive.

3 Represent the Chamber responsibly when speaking publicly or on social media.

4 Avoid making statements that imply official Chamber endorsement unless authorised to do so.

7. Breaches of the Code

1 Alleged breaches of this Code may be referred to the Board for consideration.

2 The Board may seek clarification, mediation, or issue warnings depending on the nature and severity of the breach.

3 In serious or repeated cases, the Board may take disciplinary action in accordance with the Chamber's Constitution and By-Laws, including suspension or termination of membership.

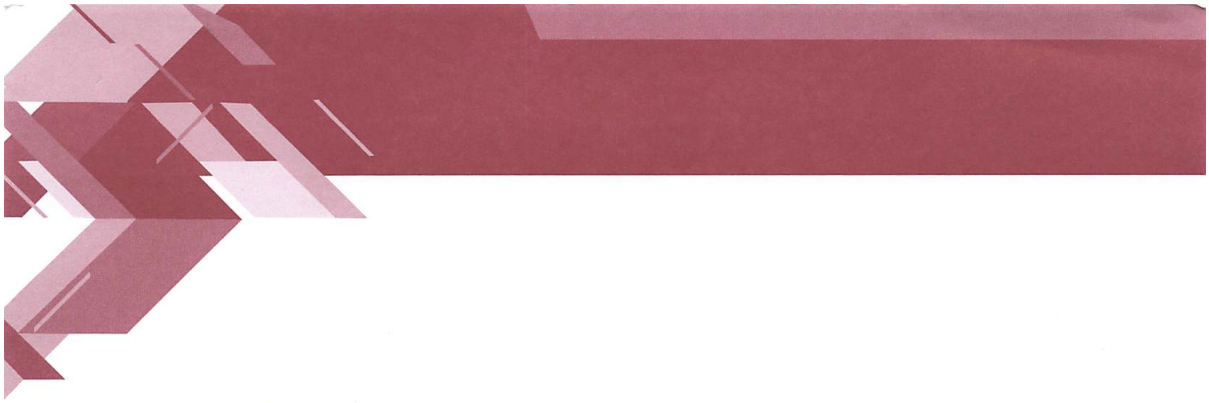
8. Review and Approval

The Committee reserves the right to amend The Code of Conduct from time to time.

All members and representatives are expected to familiarise themselves with the current version and abide by its principles.

31. SCHEDULE 3

Certificate of incorporation.



QUEENSLAND

Associations Incorporation Act 1981
Section 15

Form 15

Incorporation Number **IA4582574**

Certificate of Incorporation

This is to certify that

GREATER CABOOLTURE CHAMBER OF COMMERCE INC

is, on and from the sixth day of April 2022 incorporated under the Associations Incorporation Act 1981.

Dated this sixth day of April 2022

Delegate of the Director-General

21_1284FT

Office of Fair Trading
www.qld.gov.au/fairtrading

Queensland Government