Brisbane North CHAMBER OF COMMERCE

Constitution of

Brisbane North Chamber *of* Commerce

November 2025

Contents

1. Name 1
2. Area 1
3. Interpretations and Definitions 1
4. Objects 2
5. Powers 3
6. Classes of Members 4
7. Membership 5
8. Membership Fees 6
9. Admission and Rejection of Members 6
10. Termination of Membership 6
11. Appeal against Rejection or Termination of Membership 7
12. Register of Members 7
13. Secretary 8
14. Membership of Executive Committee 8
15. Vacancies on Executive Committee 10
16. Functions of the Executive Committee 10
17. Meetings of the Executive Committee 10
18. Duties of the Executive Committee Members 12
19. Annual General or General Meetings 13
20. Internal Greviance Policy 137
21. By-Laws 17
22. Alteration of Rules 17
23. Common Seal 17
24. Funds and Accounts 18
25. Documents 19
26. Financial Year 19
27. Distribution of Surplus Assets 19

Revision History				
Date	**Version**	**Authors**	**Reviewed By**	**Change Description**
November 2025	5.0		Bailey Eustace – Governance Officer	
September 2021	4.0	Simon Penrose (President) Julia McCarthy (Executive Officer)		Reviewed for currency and accuracy
December 2020	3.0	BNCC Strategic Working Group	BNCC Strategic Working Group	Reviewed for currency, accuracy and fit for purpose.
December 2018	2.0	B Shaw R Froehlich	Executive Committee	Gender neutral, clarifications, electronic as well as and physical
July 2012	1.0			

Constitution of Brisbane North Chamber of Commerce

1. Name

1.1 The name of this incorporated association will be “Brisbane North Chamber of Commerce Inc” (referred to as the “BNCC”). (the association).

2. Area

The general area of operation of the BNCC is within the geographic region of Brisbane North, Queensland.

3. Interpretations and Definitions

3.1 Definitions

(a) **Annual General Meeting** means the General Meeting held each year as required by the Constitution;

(b) **BNCC** means Brisbane North Chamber of Commerce Inc;

(c) **Executive Committee Positions** means the President, Vice President, Treasurer and Secretary;

(d) **Executive Committee** means the Members appointed or chosen under rule 14;

(e) **In writing** means any document that can be stored either physically or electronically;

(f) **Member** means a person who has been duly accepted as such by the Executive Committee in accordance with the Constitution and who has paid the BNCC all current fees, subscription, charges and other fees;

(g) **Newsletter** refers to a bulletin issued periodically to the Members.

(h) **Relative** means legal or defacto spouse, partner, fiancé, child, stepchild, foster child, parent, brother, sister, brother in law, sister in law, daughter in law, son in law, step brother or step sister, niece, nephew, uncle, aunt, grandparent and grandchild.

(i) **Rule** refers to a provision of this Constitution;

3.2 **Interpretation**

(a) Any reference to ("**the Act**") means reference to the Association Incorporation Act 1981 in the State of Queensland as amended.

(b) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

(c) Headings are for convenience only and do not affect interpretation unless the context indicates a contrary intention.

(d) "Person" includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporate or unincorporated), a partnership or a trust.

(e) A word importing the singular includes the plural (and vice versa) and a word indicating a gender includes every other gender.

(f) Words of masculine gender include feminine gender; and words of singular number include plural numbers.

(g) A reference to a statute includes its delegated legislation and a reference to statute or delegated legislation or a provision of either includes consolidations, amendments and reenactments.

(h) "Month" means calendar month.

(i) "Writing" or "written" includes printing or other modes of reproducing.

(j) References to "books" include computer files or any other form of record keeping.

4. Objects

4.1 The objects and duties of the BNCC are:

(a) to discuss and deal with any subjects affecting the interests of Members and the community in its general area of operation;

(b) to assist in the development of trade and industry;

(c) to collect and disseminate information on matters of interest to commerce, industry and the community;

(d) to affiliate with the Business Chamber Queensland (BCQ) as amended from time to time and such other organisations as the Executive Committee deems appropriate;

(e) to promote and conduct education and networking events and opportunities for the benefit of the Members;

(f) to generally carry on any activities which the Executive Committee may deem appropriate for the development of trade and commerce or otherwise for the benefit or education of its Members and the community;

(g) to operate in a non-partisan and non-sectarian manner in relation to all of its activities; and

(h) policy development and advocacy.

5. Powers

5.1 The BNCC has, in the exercise of its affairs, all the powers of an individual and in particular the following powers:

(a) to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the BNCC or persons frequenting the BNCC's premises;

(b) to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the BNCC and to obtain from any such government or authority any rights, privileges and concessions which the BNCC may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

(c) by delegation, to appoint employees and contractors and remove or suspend such employees or contractors as may be necessary or convenient for the purposes of the BNCC;

(d) by delegation, to remunerate any person or body corporate for services rendered, or to be rendered;

(e) to invest and deal with the money of the BNCC not immediately required in such manner as may be thought fit;

(f) to lend and advance money or give credit to any person or body corporate;

(g) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and secure any money and further advances borrowed or to be borrowed alone or with others as aforesaid by security over the BNCC's property or assets;

(h) to draw, make, accept, endorse, discount, execute and issue promissory notes and other negotiable or transferable instruments;

(i) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of

the property and rights of the BNCC;

(j) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the BNCC's property sold by the BNCC, or any money due to the BNCC from purchasers and others;

(k) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the BNCC;

(l) to take such steps by personal or written appeals, public meetings or otherwise, as may be deemed expedient for the purpose of procuring contributions to the funds of the BNCC, in the shape of donations, annual subscriptions or otherwise;

(m) by delegation to print and publish any newspapers, periodicals, books or leaflets that the BNCC may think desirable for the promotion of its objects;

(n) to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the BNCC and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as that imposed on the BNCC by rule 24.9;

(o) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the BNCC is authorised to amalgamate;

(p) to transfer all or any part of the property, assets, liabilities and engagements of the BNCC to any one or more of the incorporated associations with which the BNCC is authorised to amalgamate;

(q) to make gifts and donations for patriotic, charitable or community purposes;

(r) to do all such other things as are incidental or conductive to the attainment of the objects and the exercise of the powers of the BNCC.

6. Classes of Members

6.1 The membership of the BNCC consists of the following categories:

(a) Ordinary membership; and

(b) Life membership.

The number of members in each class is unlimited.

6.2 Ordinary Members:

(a) Any company, firm or person engaged in business or a profession or any director or executive officer of a public institution connected with commerce or industry, will be eligible for consideration as an ordinary member of the BNCC.

(b) Any company or firm who is granted membership will nominate one person to represent them in person or by proxy.

(c) Where a company or firm which is eligible for ordinary membership carries on business from more than one branch or location, then each individual branch or location will be eligible for consideration as an ordinary member in its own right.

(d) Ordinary membership consists of 3 classes:

(i) Sole Traders and Micro Membership (1 – 3 employees)
(ii) Small Business Membership (4 – 20 employees)
(iii) Large Business Membership (21+ employees).

6.3 Life members:

(a) The BNCC may elect any of its members or past members as honorary life members in recognition of special services to the BNCC, and those persons will be entitled to all the privileges of subscribing members.

(b) No more than two life memberships may be conferred in any one calendar year.

7. Membership

7.1 Every applicant for any class of membership of the BNCC must be proposed by one ordinary member ("**the proposer**") of the BNCC and seconded by another ordinary member ("**the seconder**"). The application for membership must be made in writing, signed by the applicant and a proposer and seconder and must be in the form prescribed by the Executive Committee.

8. Membership Fees

8.1 The membership fee for each class of membership is the sum determined by the members at any General Meeting and disclosed on the BNCC website.

8.2 The membership fee for each class of membership is payable at the time and in the manner that the Executive Committee determines.

8.3 A financial member is a member who has paid their current subscription and whose membership has not been terminated.

8.4 If any member fails to pay their annual subscription within 14 days of their renewal date, they will cease to be a member and their name will be deleted from the list of members. However, the Executive Committee has the power to extend the time for payment in its discretion for good and sufficient cause.

9. Admission and Rejection of Members

9.1 At the next meeting of the Executive Committee after the receipt of an application and the fee applicable for a class of membership, the application will be considered by the Executive Committee, which will decide whether to admit or reject the applicant.

9.2 Any applicant who receives a majority of the votes of the members of the Executive Committee present at the meeting at which the application is considered will be accepted as a member to the class of membership applied for.

9.3 On acceptance or rejection of an application for any class of membership the Secretary must promptly give the applicant notice in writing of the decision.

10. Termination of Membership

10.1 A member may resign from the BNCC at any time by either giving notice in writing or by not paying their membership fee on renewal. The resignation takes effect at this time unless a later date is specified in the notice, in which case it takes effect on that later date. The member is not entitled on resignation to any refund of membership fees.

10.2 If a member:

(a) is convicted of an indictable offence;

(b) fails to comply with any of these Rules

(c) subject to rule 8.4, has membership fees in arrears for a period of 14 days or more; or

(d) conducts themselves in a manner considered to be injurious

or prejudicial to the character, objects, or interests of the BNCC,

the Executive Committee will consider whether their membership should be terminated.

10.3 The member concerned must be given a full and fair opportunity of presenting their case. If after all representations are made by the member, if the Executive Committee resolves to terminate their membership it will instruct the Secretary to advise the member in writing accordingly.

11. Appeal against Rejection or Termination of Membership

11.1 A person whose application for membership is rejected or whose membership is terminated may within one month of receiving written notification of the rejection or termination, lodge with the Secretary written notice of their intention to appeal against the decision of the Executive Committee.

11.2 On receipt of a notification of intention to appeal against rejection or termination of membership the Secretary must convene, within 3 months of the date of receipt by the Secretary of the notice, a General Meeting to determine the appeal. At that meeting the applicant must be given the opportunity to fully present their case and the Executive Committee or those members of it who rejected the application for membership or terminated the membership must likewise have the opportunity of presenting its or their case. The appeal will be determined by the vote of the members present at the meeting.

11.3 Where a person whose application is rejected does not appeal against the decision of the Executive Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary must promptly refund any fee paid.

12. Register of Members

12.1 The Executive Committee must cause a register to be kept containing the names and residential/ business addresses of all persons admitted to membership of the BNCC and the dates of their admission.

12.2 The register must also contain particulars of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Executive Committee may require.

12.3 The register will be open for inspection at all reasonable times by any member who previously applies to the Secretary to inspect it.

12.4 The Executive Committee, may on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for

inspection if the Executive Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

12.5 A member of the BNCC must not: -

(a) use information obtained from the register of members of the BNCC to contact, or send material to, another member of the BNCC for the purpose of advertising for political or religious purposes; or

(b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

13. Secretary

13.1 The members of the Executive Committee must ensure a secretary is appointed or elected for the BNCC.

13.2 The secretary will need to be aged eighteen (18) years of age or older in line with every other Executive Committee Member.

13.3 If a vacancy happens in the office of secretary, the members of the Executive Committee must ensure a secretary is appointed or elected for the BNCC within 1 month after the vacancy happens.

13.4 The secretary must be an individual residing in Queensland who is: -

(a) a member of the BNCC elected by the BNCC as secretary; or

(b) any of the following persons appointed by the Executive Committee –

i. a member of the association's Executive Committee.
ii. a member of the BNCC.
iii. another person.

13.5 The Executive Committee may appoint and remove the secretary at any time.

14. Membership of Executive Committee

14.1 The Executive Committee of the BNCC consists of no more than **twelve** ordinary members of the BNCC duly elected at the Annual General Meeting.

14.2 A member of the Executive Committee, other than the secretary, must be a member of the BNCC.

14.3 Members of the Executive Committee are appointed for a **term of two years.**

14.4 At the Annual General Meeting, **one half of** the members of the Executive Committee must retire from office but are eligible upon nomination for re-election.

14.5 Members of the Executive Committee have equal voting rights at all meetings.

14.6 The Executive Committee must elect the president, vice president and treasurer of the BNCC each year, within 30 days of the Executive Committee being elected.

14.7 The election of officers and other members of the Executive Committee will take place in the following manner:

(a) any 2 ordinary members of the BNCC may nominate any other ordinary member to serve as an officer or other member of the Executive Committee.

(b) the nomination, which must be in writing and signed by the member and their proposer and seconder, must be lodged with the Secretary at least 14 days before the Annual General Meeting at which the election is to take place;

(c) a list of the candidate's names in alphabetical order, with the proposer's and seconder's name must be posted in a conspicuous place on the BNCC's website for at least 7 days immediately preceding the Annual General Meeting;

(d) balloting lists must be prepared (if necessary) containing the names of the candidates in alphabetical order, and each ordinary member present at the Annual General Meeting is entitled to vote for any number of such candidates not exceeding the number of vacancies;

(e) if, at the commencement of the meeting, there is an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

14.8 The office of a member of the Executive Committee becomes vacant if the person:

(a) ceases to be a member of the BNCC.

(b) resigns from office or membership by giving notice in writing to the Secretary;

(c) is absent without apology from 3 consecutive meetings of the Executive Committee; or

(d) is removed from office at a General Meeting of the BNCC where that member was given the opportunity to fully present their case. The question of removal will be determined by the vote of the members present at such a General Meeting.

15. Vacancies on Executive Committee

15.1 The Executive Committee may at any time appoint any ordinary member of the BNCC to fill a casual vacancy on the Executive Committee until the next Annual General Meeting.

15.2 The continuing members of the Executive Committee may act notwithstanding any casual vacancy in the Executive Committee but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Executive Committee, the continuing member or members may act for the purpose of increasing the number of members of the Executive Committee to that number or of summoning a General Meeting of the BNCC, but for no other purpose.

16. Functions of the Executive Committee

16.1 Except as otherwise provided by these Rules and subject to any resolution of the members of the BNCC carried at any General Meeting, the Executive Committee will:

(a) have the general control and management of the administration of the affairs, property, and funds of the BNCC; and

(b) have the authority to interpret the meaning of these Rules and any matter relating to the BNCC on which these Rules are silent but any interpretation must have regard to the Act, including any regulation made under the Act.

16.2 The Act prevails if the association's rules are inconsistent with the Act.

16.3 The Executive Committee may exercise all the powers of the BNCC.

17. Meetings of the Executive Committee

17.1 The Executive Committee must meet at least once every two calendar months to exercise its functions.

17.2 The Executive Committee under the Act may hold meetings, or permit members to partake in meetings through audio-visual technology that reasonably allows members to take part in discussions in real time.

17.3 A member of the Executive Committee who participates in a meeting as provided under clause 17.2 is considered to be present at the meeting.

17.4 For the purposes of this clause, audio-visual technology includes teleconferencing and live video conferencing.

17.5 A special meeting of the Executive Committee must be

convened by the Secretary:

(a) on the requisition in writing signed by not less than one-third of the members of the Executive Committee, which requisition must clearly state the reason that the special meeting is being convened and the nature of the business to be transacted at it; or

(b) on the direction of the Executive.

17.6 At every meeting of the Executive Committee a quorum will be constituted by 4 current members elected or appointed to the Executive Committee. In calculating the number appointed to the Executive Committee, a reduction in number will be made for any member who has been granted a temporary leave of absence from the Executive Committee.

17.7 The Executive Committee may grant a temporary leave of absence not exceeding three (3) months, to any member of the committee, upon receipt of a written request outlining the reasons for such request.

17.8 Subject to this rule 17, the Executive Committee may meet and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Executive Committee will be decided by a majority of votes and, in the case of equality of votes, the question will be taken to be decided in the negative.

17.9 A member of the Executive Committee must not:

(a) unless a majority of the Executive Committee agree, be present for discussion of; or

(b) vote,

in respect of any contract or proposed contract with the BNCC, in which the member or a Relative of the member is interested, and if the member does so vote, the member's vote will not be counted.

17.10 Not less than 14 days' notice must be given by the Secretary to members of the Executive Committee of any special meeting of the Executive Committee. The notice must clearly state the nature of the business to be discussed at the meeting.

17.11 The President will preside as Chairperson at every meeting of the Executive Committee, or if there is no President, or if at any meeting he is not present within 10 minutes after the time appointed for holding a meeting, the Vice President will be Chairperson or, if the Vice President is not present at the meeting, then the members may choose one of their number to be Chairperson of the meeting.

17.12 If within half an hour after the time appointed for the commencement of an Executive Committee meeting a quorum is not present, the meeting, if convened on the requisition of members of the Executive Committee, lapses. In any other case it stands adjourned to the same day in the next week at the same time and place, or to another day and at another time and place determined by the

Executive Committee, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting lapses. If the Executive Committee meeting fails to achieve a quorum on three (3) consecutive meetings. All Executive Committee members present at the next meeting will be deemed a quorum and the meeting will proceed.

17.13 The Executive Committee may delegate any of its powers to a sub-committee consisting of such members of the BNCC as the Executive Committee thinks fit. Any sub-committee so formed must in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee.

17.14 A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members may choose one of their number to be Chairperson of the meeting.

17.15 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting will be determined by a majority of votes of the members present and, in the case of equality of votes, the question will be taken to be decided in the negative.

17.16 All acts done by any meeting of the Executive Committee or of a sub-committee or by any person acting as a member of the Executive Committee will, despite it afterwards being discovered that there was some defect in the appointment of any such member of the Executive Committee or person acting as aforesaid, or that the members of the Executive 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 Executive Committee.

17.17 A resolution in writing signed by not less than 75% of the members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee is as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Executive Committee.

18. Duties of the Executive Committee Members

18.1 The Executive Committee members must:

(a) disclose material personal interests (other than an interest that arises only from the person's position as an employee or member of an association) in a matter being considered at an Executive Committee meeting;

(i) once they become aware of a conflicting interest, provide notice to the Executive Committee, and

at the next general meeting of an association they will provide the relevant details of the

material personal interest which will be recorded in the minutes.

(b) abstain from voting where an Executive Committee Member has a material personal interest in a matter being considered at an Executive Committee meeting.

(i) For the abundance of clarity, the Executive Committee Member must not be present while the matter is being considered or vote on the matter, unless the Executive Committee determines otherwise. The decision of the Executive Committee must be recorded in the minutes of the meeting, disclosed at the next general meeting of an association and provided to association members on request;

(c) exercise a duty of care and diligence ensuring the Executive Committee members discharge their duties with the degree of care and diligence that a reasonable person in the same position would exercise;

(d) ensure the Executive Committee members discharge their duties in good faith in the best interests of an association and for a proper purpose;

(e) must not improperly use their position or information obtained from their position to gain a pecuniary benefit or material advantage for themselves or another person, or to cause detriment to the association;

(f) exercise a duty to prevent insolvent trading **and** not incur a debt if:

(i) the association is insolvent when the debt is incurred or becomes insolvent by incurring that debt, or by incurring debts including that debt; and

(ii) immediately before the debt was incurred, either:

- there were reasonable grounds to expect that an association was insolvent; or
- there were reasonable grounds to expect that, if an association incurred the debt, an association would become insolvent.

(g) The Executive Committee must use respectful communications when communicating with other Executive Committee Members and other Members of the Association.

19. Annual General or General Meetings

19.1 The Annual General Meeting must be held within six months of the close of the financial year (ending 30 June each year) and at a place determined by the Executive Committee**.**

19.2 The business to be transacted at every Annual General Meeting is:

(a) the receiving of the Executive Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the BNCC for the preceding financial year;

(b) the receiving of the auditor's report, if required by law and agreed to by a majority of the Executive Committee prior to the Annual General Meeting, on the books and accounts for the preceding financial year;

(c) the presenting the audited statements if required by law and agreed to by a majority of the Executive Committee prior to the Annual General Meeting, to the meeting for adoption;

(d) the election of members of the Executive Committee; and

(e) the appointment of an auditor if required by law and agreed to by a majority of the Executive Committee prior to the Annual General Meeting,

19.3 An incorporated association under the Act may hold meetings, or permit members to partake in meetings by way of audio-visual technology that reasonably allows members to take part in discussions in real time.

19.4 A member who participates in a meeting under clause 19.3 is taken to be present at the meeting.

19.5 For the purposes of this clause, technology includes teleconferencing and live video conferencing.

19.6 The Secretary must convene a special General Meeting:

(a) when directed to do so by the Executive Committee;

(b) on the requisition in writing signed by not less than one-third of the members presently on the Executive Committee or not less than the number of ordinary members of the BNCC which equals double the number of members presently on the Executive Committee plus one. The requisition must clearly state the reasons that the special General Meeting is being convened and the nature of the business to be transacted at it; or

(c) on being given a notice in writing of an intention to appeal against the decision of the Executive Committee to reject an application for membership or to terminate the membership of any person.

19.7 At any General Meeting the number of members required to constitute a quorum is 20 ordinary members.

19.8 No business may be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as the representative of a corporation that is a

member.

19.9 If within half an hour after the time appointed for the commencement of a General Meeting a quorum is not present, the meeting if convened on the requisition of members of the Executive Committee or the BNCC lapses. In any other case it stands adjourned to the same day in the next week at the same time and place, or to another day and at another time and place determined by the Executive Committee, and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present will be a quorum.

19.10 The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Save as aforesaid it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

19.11 The Secretary will convene all General Meetings of the BNCC by giving not less than 14 days' notice of the meeting to the members of the BNCC.

19.12 The manner by which that notice is given will be determined by the Executive Committee (including without limitation by advertisement in the BNCC's newsletter), provided that notice of a meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of their membership by the Executive Committee must be given in writing. Notice of a General Meeting must clearly state the nature of the business to be discussed at it.

19.13 Unless otherwise provided by these Rules, at every General Meeting:

(a) the President will preside as Chairperson, or if there is no President, or if the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President will be the Chairperson, or if the Vice-President is not present or is unwilling to act then the members present may elect one of their number to be Chairperson of the meeting;

(b) the Chairperson must maintain order and conduct the meeting in a proper and orderly manner;

(c) every question or matter of resolution must be decided by a majority of votes of the members present;

(d) every member present is entitled to one vote and in the case of an equality of votes the Chairperson has a second or casting vote, provided that no member is entitled to vote at any General Meeting if the member's annual subscription is more than 1 month in arrears at the date of the meeting;

(e) voting is 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 will be a secret ballot. The Chairperson must appoint 2 members to conduct the secret ballot in such manner as the Chairperson determines and the result of the ballot as declared by the Chairperson will be taken to be the resolution of the meeting at which the ballot was demanded;

(f) a member may vote in person or by proxy or by attorney. On a show of hands every member present in person or by proxy or by attorney or other duly authorised representative has one vote. In a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative has one vote;

(g) the instrument appointing a proxy must be in writing, in the common or usual form under the hand of the appointer or of their attorney duly authorised in writing or, if the appointer is a corporation, either executed under the hand of an officer or attorney duly authorised or executed under s127 of the *Corporations Act.* A proxy must be a member of the BNCC. The instrument appointing a proxy will be taken to confer authority to demand or join in demanding a secret ballot;

(h) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy must be in the following form or a form as near to it as circumstances permit:

CHAMBER: BRISBANE NORTH CHAMBER of COMMERCE INC.

I, of ,
being a member of the above named Chamber, hereby appoint
of ,
or failing them, 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

This form is to be used ** in favour of* / ** against* *the resolution.*

** Strike out whichever is not designed. (Unless otherwise instructed the proxy may vote as he thinks fit).*

(i) the instrument appointing a proxy must 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

(j) the secretary must cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Executive Committee meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of those minutes:

(i) the minutes of every Executive Committee meeting must be signed by the Chairperson of that meeting or the Chairperson of the next Executive Committee meeting verifying their accuracy;

(ii) the minutes of every General Meeting must be signed by the Chairperson of that meeting or the Chairperson of the next General Meeting; and

(iii) the minutes of any annual General Meeting must be signed by the Chairperson of that meeting or the Chairperson of the next General Meeting or Annual General Meeting.

20. Internal Grievance Policy

20.1 Where a dispute arises between members and the Executive Committee, all parties agree that the internal grievance policy will include a mediation process.

20.2 In the event that there is a dispute between Executive Committee Members, the parties will engage in a discussion of the matter internally failing which the President will be appointed as the Mediator and seek to resolve the Dispute. Where the President cannot resolve the dispute, this will be referred to some form alternative dispute resolution within 14 days.

20.3 The Association will not take any disciplinary action against the complainant member regarding the disputed matter in question until the grievance procedure has been completed.

21. By-Laws

The Executive Committee may make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the BNCC and any by-law may be set aside by a General Meeting of members.

22. Alteration of Rules

Subject to the provisions of the *Associations Incorporations Act 1981*, these Rules may be amended, rescinded or added to by a special resolution carried at any General Meeting, provided that no such amendment, rescission or addition is valid unless it was previously submitted to and approved by the Chief executive of the Department administering the Act.

23. Common Seal

The Executive Committee may provide for a Common Seal and for its safe custody. The Common Seal may only be used by the authority of the Executive Committee and every instrument to which the seal is affixed must be signed by a member of the Executive Committee and countersigned by the Secretary or by a second member of the Executive Committee or by some other person appointed by the Executive Committee for the purpose.

24. Funds and Accounts

24.1 The funds of the BNCC must be banked in the name of the BNCC in the bank which the Executive Committee directs.

24.2 Proper books and accounts must be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the BNCC and the particulars usually shown in books of a like nature.

24.3 All money must be banked as soon as practicable after its receipt.

24.4 All amounts of $250 or over must be authorized by any two of the President, Secretary, Treasurer or other member authorised by the Executive Committee.

24.5 All expenditure must be approved or ratified at an Executive Committee meeting.

24.6 As soon as practicable after the end of each financial year the Treasurer must cause to be prepared a statement containing particulars of:

(a) the income and expenditure for the financial year just ended; and

(b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the BNCC at the close of that year.

24.7 All those statements must be examined by the auditor who must present a report on the audit to the Secretary before the holding of the next Annual General Meeting after the financial year in respect of which the audit was made if required by law and agreed to by a majority of the Executive Committee prior to the Annual General Meeting.

24.8 The income and property of the BNCC, wherever derived from, must be used and applied solely in promotion of its objects and in the exercise of its powers as set out in this Constitution and no portion of it may be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the BNCC. However, nothing in this Constitution prevents the payment in good faith of interest to any member in respect of money advanced by the member of the BNCC or otherwise owing by the BNCC to the member or of

remuneration to any officers or servants of the BNCC or to any member of the BNCC or other person in return for any services actually rendered to the BNCC.

Further, nothing in this Constitution will be construed so as to prevent the payment or repayment to any member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the BNCC or reasonable and proper rent for premises demised or let to the BNCC.

25. Documents

The Executive Committee must provide for the safe custody of books, documents, instruments of title and securities of the BNCC.

26. Financial Year

The financial year of the BNCC closes on 30th June in each year.

27. Distribution of Surplus Assets

If the BNCC is wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, that property must not be paid to or distributed among the members of the BNCC, but must be given or transferred to some other institution or institutions having objects similar to the objects of the BNCC, and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the BNCC under or by virtue of rule 24.9, such institution or institutions to be determined by the members of the BNCC. Business Chamber Queensland (BCQ) as amended from time to time qualifies as a suitable entity in terms of this clause 25, and any surplus assets may be paid to BCQ on the basis it holds the actual amount paid in trust for another BNCC of commerce to be formed in the same or similar region as this BNCC, or if no such BNCC is formed within five years from the date the amount is paid, take such amount for its own use as it in its own discretion deems fit.