



Cooktown Chamber of Commerce & Tourism Incorporated Rules

1. Interpretation

Act means the Associations Incorporation Act 1981. A word or expression in these rules that is defined in the Act has, if the context permits, the meaning given by the Act. Subject to the Act, these rules may be changed by a special resolution at a general meeting with changes becoming valid only upon registration.

2. Name

The name of the incorporated Association is the **Cooktown Chamber of Commerce & Tourism** (*the Association*).

3. Objects

The Association's objective is to promote business and tourism in Cooktown and its immediate region.

4. Powers

The Association has the powers of an individual.

5. Members

- 5.1. The Association's membership is unlimited and consists of ordinary members who may be a corporation, an individual, a partnership or any other legal entity. Where a member is not an individual it must nominate an individual to represent it from time to time and that person will be treated as the member for the purposes of these rules.
- 5.2. Members must pay their membership fee in the amounts and at the times set by the management from time to time. The management committee may set different levels of ordinary membership levels with different levels of privileges and fees.
- 5.3. Any person or legal entity may apply for membership in the manner decided by the management committee from time to time. The management committee must consider an application for membership at the next committee meeting held after it receives the application. The secretary of the Association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.
- 5.4. A member may resign from the Association by giving a written notice to the secretary which takes effect when received unless a later date is stated in the notice.
- 5.5. The management committee may terminate membership if a member:
 - 5.5.1. Is convicted of an indictable offence.
 - 5.5.2. Does not comply with any rule.
 - 5.5.3. Has membership fees in arrears for at least 2 months.
 - 5.5.4. Conducts themselves in a way considered to be prejudicial to the Association.Before the management committee terminates a membership, it must give the member a full and fair opportunity to show why the membership should not be terminated. If the management committee decides to terminate the membership, the secretary of the committee must give the member written notice of the decision.
- 5.6. A person whose application for membership has been rejected, or whose membership has been terminated, may appeal by giving the secretary written notice of appeal within 1 month of the decision. Within 1 month of receiving the notice, the secretary must call a general meeting to decide the appeal to be held within 3 months of the notice.
- 5.7. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated. The management committee must also be given a full and fair opportunity to show why the



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application should be rejected or the membership should be terminated. The appeal is decided by a majority vote of the members present and eligible to vote at the meeting.

- 5.8. The treasurer must, as soon as practicable, refund any membership fee paid by a person whose application for membership has been rejected and who does not appeal or appeals unsuccessfully.
- 5.9. The management committee must keep a register of members of the Association with such details as are necessary to conduct the Association's activities. The management committee may make a list of members available to a member for what they determine are valid reasons consistent with the objectives of the Association. A member must not disclose such information to a non-member or use information obtained from the register of members to directly or indirectly contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

6. Secretary

- 6.1. The management committee must ensure that the Association has a secretary. The secretary may be a member of the committee appointed by the committee or a person engaged by the committee to act as the Association's secretary upon such terms (including remuneration) as it considers reasonable. The management committee may at any time remove a person appointed by the committee as the secretary.
- 6.2. The secretary's functions include calling meetings, keeping meeting records, maintaining the register of members and records of the Association and such other administrative tasks as the management committee requires.

7. Management committee

- 7.1. The management committee consists of 5 members (unless otherwise resolved in general meeting) elected at each annual general meeting. The management committee may appoint another member of the Association to fill a casual vacancy.
- 7.2. The members of the management committee automatically retire from office (unless re-elected) with effect from the end of each annual general meeting.
- 7.3. Following their appointment at an annual general meeting the members of the management committee must decide who will fill the role of president, treasurer and secretary (where the secretary is to be a member of the management committee).
- 7.4. At each annual general meeting the chairperson must call for nominations to the management committee (who must be adult and not disqualified by section 61A of the Act). Members may nominate themselves. Where there are more nominations than management committee positions the meeting may determine by ordinary resolution to increase the number of positions so all nominations become members. If not, the secretary must arrange for a vote where each member entitled to vote has one vote for each position on the management committee.
- 7.5. A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 7.6. A member may be removed from the management committee by ordinary resolution at a general meeting of the Association. Before a vote of members is taken the member must be given a full and fair opportunity to show cause why he or she should not be removed from office. A member has no right of appeal.

8. Functions and meetings of management committee

- 8.1. Subject to these rules or a resolution at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the Association.



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- 8.2. The management committee has authority to interpret these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 8.3. The management committee may exercise the powers of the Association to borrow and invest moneys in any way the members decide from time to time.
- 8.4. The management committee may meet and conduct its proceedings as it determines from time to time. Meetings may use any technology that allows the member to hear and take part in discussions as they happen even if not physically present. The secretary must maintain accurate records of proceedings signed for verification by the chairperson of the meeting or the following meeting.
- 8.5. A quorum is 3 members. The president, if present, is to preside as chairperson, otherwise the chairperson is elected by those present.
- 8.6. The management committee must meet at least every 4 months. Decisions are to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative. The secretary must maintain a record of decisions of the management committee.
- 8.7. A written resolution signed or approved in writing (including by email) by each member of the management committee is as effectual as if passed at a validly held meeting.
- 8.8. A member of the management committee cannot vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract.
- 8.9. An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed even if the act was performed when there was a defect in the appointment of a member or he or she was disqualified from being a member.

9. Annual general meetings and general meetings

- 9.1. An annual general meeting must be held within 6 months after the end of the Association's financial year at which the business required by the Act must be conducted and the management committee for the forthcoming year must be elected.
- 9.2. The secretary may call a general meeting by giving at least 14 days' notice to each member. A notice must state the business to be conducted at the meeting and may be given by email or such other way as the management committee may decide.
- 9.3. A quorum is 6 members. No business may be conducted unless there is a quorum present in person, by proxy, by attorney or by using any technology that reasonably allows them to hear and take part in discussions as they happen.
- 9.4. A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 9.5. At each general meeting:
 - 9.5.1. The president presides as chairperson or if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect the chairperson.
 - 9.5.2. Each matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present and entitled to vote. If the votes are equal, the chairperson has a casting vote as well as a primary vote.
 - 9.5.3. A special resolution is passed only if at least 75% of members present and entitled to vote support it.



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- 9.5.4. Each member present and eligible to vote is entitled to 1 vote. However, a member is not entitled to vote if the member's annual subscription is in arrears at the date of the meeting.
- 9.5.5. The method of voting is as decided by the management committee. However, if at least 20% of the members present and entitled to vote demand a secret ballot, voting must be by secret ballot in which case the chairperson must appoint 2 members to conduct the ballot in the manner that the chairperson determines. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.
- 9.6. The secretary must call a special general meeting if requested to do so by a written request signed by at least 20% of members stating the business to be conducted.
- 9.7. A member may appoint a proxy to represent the member at any general meeting. The proxy for a meeting must be in writing, nominate the person to act as proxy and be signed by the member. The proxy may state how the proxy is to vote. It must be given to the secretary before the start of the meeting.
- 9.8. The secretary must ensure an accurate record of a meeting is kept and that the record is signed as a true record by the chairperson of the meeting or the following general meeting. The secretary must within 28 days of a member's request make a record available for inspection and provide a copy.

10. Notices, common seal and records

- 10.1. Any notice required by a rule may be given by email.
- 10.2. The management committee must ensure that any common seal is used only under the authority of the management committee and countersigned by at least 2 members of the management committee.
- 10.3. The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

11. General financial matters

- 11.1. The Association's funds must be kept in one or more accounts in the name of the Association in a financial institution approved by the management committee. Records and accounts must be kept showing full and accurate particulars of the financial affairs of the Association. All amounts must be deposited in an Association's account as soon as practicable after receipt. All expenditure must be approved or ratified at a management committee meeting.
- 11.2. The income and property of the Association must be used solely in promoting the Association's objects and exercising its powers. In any winding up under Part 10 of the Act any surplus assets must be given to another entity having similar objects whose rules prohibit distribution of income and assets to members.
- 11.3. The end date of the Association's financial year is 31 December. As soon as practicable after the end date of each financial year:
- 11.3.1. The treasurer must ensure a financial statement for the last year is prepared together with the statement by an auditor, accountant or another approved person required by the Act.
- 11.3.2. The secretary must ensure an annual return is prepared and lodged.