

Noosa Chamber of Commerce & Industry Inc

Policy and Procedures

Schedule 3

As at 8 December 2023

Policy & Procedures Document

The Policy & Procedures Document sets guidelines for the Management Committee to work within when making decisions impacting on the affairs of the Local Chamber and also sets guidelines for the general control and administration of the property and funds of the Local Chamber. The procedures set out the role of the office bearers and non-office bearers of the Management Committee.

OBJECTIVES

Purpose

The purpose of this policy is to assist in:

- Directing and controlling the various activities of a Local Chamber
- Achieving results that are desirable for the organisation; and the avoidance of unacceptable results (in particular insolvency);
- Ensuring the organization operates in ways that are acceptable, and avoiding of unacceptable methods.

This policy sets out in pursuit of good corporate governance of the Local Chamber by providing policy and objectives in relation to the:

- 1 Management Committee
- 2 Composition, succession planning and management of the Management Committee;
- 3 Governance Roles – i.e. roles and responsibilities of the Management, its members and any Sub-Committees;
- 4 Process and Performance Standards

Governance

The Management Committee is the governing body of the Local Chamber and is responsible for the overall corporate governance of the Local Chamber. The power of the Management Committee is derived from the Local Chamber Rules of Association or Constitution.

The Management Committee must ensure that the Local Chamber:

- Has developed and periodically reviews a Strategic Plan;
- Has set an annual operating budget and business plan(s);
- Establishes and adopts Policies;
- Oversees the performance of the Members of the Management Committee;

- Liaises with Business Chamber Queensland and engages appropriately with Regional Chambers;
- Ensures the good governance of the Chamber;
- Ensures that Chamber's assets are protected via a suitable risk management strategy.

COMPOSITION, SUCCESSION PLANNING AND MANAGEMENT OF THE MANAGEMENT COMMITTEE

The Management Committee will develop a statement of desirable attributes for members (including the desirability of maintaining a level of diversity in backgrounds of members).

The Management Committee will agree a process by which succession will be managed, and this will include:

- Identifying any current gaps in skills and experience;
- Agreeing on the priority of gaps to address currently and into the future;
- Identifying and encouraging prospective members to appointment.

MANAGEMENT COMMITTEE CODE OF CONDUCT

Purpose

The purpose of this code is to assist members of the Management Committee in carrying out their duties and responsibilities and to identify minimum standards of professional conduct.

Members of the Management Committee must present NCCI positively and professionally in both their roles as members and in their everyday professional capacity.

Code of Conduct

Each member of the Management Committee:

- 1 Will act in the best interest of NCCI as a whole, honestly, and in good faith.
- 2 Has a duty to use due care and diligence in fulfilling the functions and exercising the powers of their office.

- 3 Will appropriately prepare for and attend meetings.
- 4 Must interact in a positive and constructive manner and have regard for the interests of stakeholders.
- 5 Must be independent in their judgments and actions, and exercise their own mind in relation to all decisions taken by the Management Committee.
- 6 Must not disclose confidential information of NCCI to others.
- 7 Must not engage in conduct which discredits NCCI or harms its public image.

Duties to the Chamber and its Stakeholders

- Each member should endeavor to ensure that the functions and methods of operation of the Management Committee have been specified clearly, and are properly understood and are competently discharged, in the overall interests of the organisation.
- A member should endeavor to ensure that the Local Chamber's management is competent and is devoting its best endeavours to further the interests of the Local Chamber within the framework approved by the Management Committee.
- A member should seek to ensure that the organisation remains financially viable, and that the non-financial and financial objectives of the Local Chamber are given proper balance in decision making and other activities.
- Members must ensure that the Local Chamber complies with the legal framework applicable to its operations and must be conscious of the impact of their operations on broader society.
- Members should be prepared, if necessary, to express disagreement. In the absence of a need to express disagreement, members should implement and support decisions of the Management Committee.

Due Diligence

- A member should attend all Management Committee meetings, but where attendance is not possible, appropriate steps should be taken to obtain leave of absence.

- A member should acquire knowledge about the business and operation of the Local Chamber and Business Chamber Queensland and be aware of the regulatory environment in which they operate.
- Members should obtain all relevant information needed to allow proper consideration of relevant issues.
- The Management Committee may obtain independent expert advice in order to discharge its duties properly.

Conflicts of Interest

- A member must not take improper advantage of their position on the Management Committee to gain, whether directly or indirectly, a personal advantage or an advantage for an associated person or group (whether the advantage be monetary or otherwise).
- Where obligations to other people or bodies preclude an independent position on an issue the member concerned should disclose the position and consider whether to be absent from participating in the consideration of the issue. Any potential/actual conflict of interest should be disclosed in each instance.
- A member must record (by way of Members' Register of Interests) any interest(s) the member has which potentially or actually conflicts with an interest of the Local Chamber or Business Chamber Queensland.
- Members must ensure that the Members' Register of Interests, as it pertains to that member, is at all times accurate and up to date.

POLICY

It is the policy of the Management Committee that any decisions and recommendations made by the Management Committee in the course of managing the affairs of the Local Chamber will:

- Abide by the Constitution
- Employ accepted business practice
- Be fair and equitable to members, non-members, employees and sub-contractors

- Be economically responsible
- Abide by policies and procedures of the Local Chamber
- Be consistent with any code of Ethics that each member of the Committee has signed and agreed to observe.

PROCEDURE

Outgoing Committee

The Outgoing Committee or retiring Committee Members will hand over to the incoming committee all documentation and management tools used to manage and administer the affairs, property and funds of the Association including but not limited to:

- All financial data including computer discs
- All cheque books and deposit books
- Signed banking forms for change of signatures
- Data file of e-mail addresses and membership listing in a forma that can be accessed
- Letterhead and other stationery
- Policy and Procedure documentation;
- Business plan incorporating the budget;
- Details of outstanding debtors if applicable
- Copy of the Constitution
- Keys, password and other matters relevant to the operation of the website
- Key to post box
- Common seal.

PRESIDENT

The duties of the President will include

- Representing the Local Chamber generally
- Attending and represent the Local Chamber at meetings both locally and regionally
- Actively promote the Local Chamber and Business Chamber Queensland as relevant
- Acting as Official spokesman to the media or delegating the role
- Chair meeting and lead discussion at all meetings including committee meetings
- Coordinate the preparation of an annual business plan
- Organise speakers, in consultation with the executive committee
- Ensure that speakers are thanked
- Ensure the preparation of annual general reports, eg, Presidents report, audited financials
- Preparation of Local Chamber newsletter if applicable
- Ex-Officio member of all sub-committees.

MANAGEMENT COMMITTEE

Vice President

The Vice Presidents duties include

- Deputy to the President when required
- Chair meetings and lead discussion at meetings in the absence of the President
- Coordinate and supervise activities of the Committee
- Assist President where necessary
- Participate in discussion and vote on issues at meetings
- Actively promote events and activities
- Actively promote the Local Chamber and Business Chamber Queensland as relevant

Secretary

The secretary's duties include:

- Collect, note and distribute all incoming mail and stamp with the date received
- Prepare a report of incoming mail and outgoing mail for the general meeting
- Write correspondence as required
- Keep current the membership list with business name, contact person, address, email addresses.
- Record, prepare and circulate minutes of General meeting and committee meeting
- Prepare the agenda in consultation with the President and committee members at committee meeting
- Send out a reminder of the general meeting with agenda and supporting documentation during the week prior to the general meeting
- Distribute to members via email, fax and as last resort by mail any communications from the Management Committee.
- Participate in discussion and vote on issues at management meetings
- Send thanks to speakers

Treasurer

The Treasurer is solely responsible for all financial duties unless duties are specifically delegated to another committee member.

The Treasurer's duties include:

- Banking – the banking of all income receipts on a timely basis.
- Receipting – write out a receipt of any monies received to be available at the next general meeting on request.
- Reporting the financial position of the Association on a cash basis to the members at the general meeting (ie. a report of income and expenditure on a monthly basis).
- Present necessary accounts for payment with supporting documentation to committee to be passed for payment

- Collect and process Membership fees and provide a tax invoice for membership and other supplies.
- Report outstanding Debtors (outgoing invoice not paid) on a monthly basis to Management Committee
- Pay bills on a timely basis and report unpaid bills to committee
- Ensure that every account presented for payment is a tax invoice with ABN
- Reconcile supplier accounts to ensure that double payments are not made
- Reconcile the back account on a monthly basis
- Ensure that a Business Activity statement is completed as per statutory requirements if applicable.
- Prepare reports and supporting documentation for audit prior to the annual general meeting and liaise with auditor
- Prepare a budget in consultation with the Management Committee at the beginning of the committee's term.
- Participate in discussion and vote on issues at meetings
- Ensure that all insurances are up to date

Other Management Committee Members

Duties include:

- Attend all committee meetings
- Assist with management of the Local Chamber where required
- Participate in discussion and vote on issues at meetings of the Management Committee.
- Adhere to the code of ethics and respect confidentiality of committee meetings and
- Act on sub-committee where required
- Committee members will lose their place on the committee if more than three committee meetings are missed without leave of absence being applied for and granted.

MANAGEMENT COMMITTEE MEETINGS

The President will chair meetings of the Management Committee

A Quorum for the Management Committee is as per the Constitution or Rules of Association

All discussions will be treated as confidential unless the rules provide otherwise.

The Management Committee is entitled to invite experts to attend specific meetings.

Management Committee meetings will be held on a monthly basis.

The Management Committee will check the minutes from the previous general meeting for accuracy before the minutes are accepted.

The agenda for the next general meeting will be set.

An individual member of the Management Committee is expected to respect and support the group decision of the Management Committee at a general meeting and to not advocate for a contrary view.

SUB-COMMITTEES

A sub-committee:

- May only exercise delegated powers in the way the Management Committee decides
- May meet and adjourn as it considers appropriate
- Can be formed from general membership for specific roles
- Can be disbanded at the discretion of the Management Committee once a task/project has been completed
- Will report recommendations to the Management Committee in writing and then the Management Committee will present recommendations to members with a written report.

SUPPLIERS

Where it is necessary to engage an external supplier

- Three quotes are to be obtained for purchases over \$1000
- Suppliers must provide a tax invoice with ABN

- Preference of supplier will be given to a business within the Local Chamber geographic area if all other criteria are equal.
- Members shall not be precluded from being appointed as a supplier provided that due process has been followed.

EMPLOYEES AND SUB-CONTACTORS

If it is necessary for the Local Chamber to engage any employee or sub-contractor:

- The position will be advertised
- All applications or quotes will be considered by the Management Committee
- A written report will advise the general meeting of the recommendation of the Management Committee
- Employees and subcontractors will be directed by the Management Committee in writing as to their duties and remuneration.

COMMUNICATION WITH MEMBERS

Members will receive on a timely basis:

- Minutes of all EGMs
- Agenda for meetings
- Notice of date, time and place of EGMs

For ease of communication and to reduce costs, information will be sent to members via email for those that have this facility, otherwise information will be sent via normal mail.

All incoming and outgoing communication with regards to general business will be made available for perusal by members at the general meeting.

Financial reports will be available for perusal by members at the general meetings or on reasonable request to the Treasurer.

Email addresses and telephone numbers of the President and Committee members will be made available to members for direct communication

The Management Committee will consider for distribution to members any communication received by the Local Chamber from Business Chamber Queensland.