

# CONSTITUTION

## NORTHERN ALLIANCE OF COUNCILS INCORPORATED

### 1 Interpretation

(1) In these rules—

**Act** means the *Associations Incorporation Act 1981 (Queensland)*.

**present**—

- (a) at a Management Committee meeting, see rule 19(6); or
  - (b) at a general meeting, see rule 31(2).
- (2) 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.

### 2 Name

The name of the incorporated association is the Northern Alliance of Councils Incorporated (***the Association***).

### 3 Objects

The objects of the Association are—

- (1) Representation of the Member Local Governments in its dealings with other levels of government, business and the community in relation to the Development of Northern Australia;
- (2) Acting as a body representing the interests of Members;
- (3) Providing advice to assist Members in matters of doubt and difficulty;
- (4) Encourage partnerships between business to leverage maximum use of available Government resources; and
- (5) Others.

### 4 Powers

- (1) The Association has the powers of an individual.
- (2) The Association may, for example—
  - (a) enter into contracts;
  - (b) acquire, hold, deal with and dispose of property;
  - (c) make charges for services and facilities it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Association may take over the funds and other assets and liabilities of the North Queensland Local Government Association.
- (4) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

### 5 Classes of members

- (1) The membership of the Association consists of ordinary members, and any of the following classes of members—
  - (a) Non – Financial Members- a class of members to which the Management Committee has decided that no membership fee is payable, or members of

the Association who have not paid the relevant membership fee for the financial year. Such members may attend and participate in meetings, but have no voting rights;

(b) Associate Members- a class of members comprising local governments whose local government areas are located south of the Tropic of Capricorn. Such members may attend and participate in meetings, but have no voting rights; and

(c) Affiliate Members- a class of members comprising groups or organisations whose membership is made up of local governments located (wholly or partly) north of the Tropic of Capricorn and which are formed for a specific local government purpose, for example Regional Organisations of Councils. Such members may participate in meetings, but have no voting rights.

(1) The number of ordinary members is limited to the number of Councils who are Members.

## **6 Membership**

The Association's membership will consist of those Local Governments whose area or part thereof, is north of the Tropic of Capricorn and who are accepted as members of the Association and retain the membership in the manner required by these Rules.

## **7 Membership Fees**

(1) The membership fee for each ordinary membership and for each other class of membership —

(a) is the amount decided by the members from time to time at a general meeting; and

(b) is payable when, and in the way, the Management Committee decides.

(2) A Member of the incorporated Association who, before becoming a Member, has paid the Member's annual subscription for membership of the unincorporated association on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Management Committee as the day on which the next annual subscription is payable.

## **8 Special Levies**

(2) The Management Committee may make a special levy or levies on members from time to time to establish a fund to defray extraordinary expenditure (incurred or to be incurred) in carrying out a matter to further the objects of the Association.

(3) A special levy made under this Rule is binding on all Members.

(4) The Secretary must give written notice to each Member specifying the: -

(a) amount of the special levy payable by it; and

(b) purpose of which the special levy is made.

## **9 Admission and Rejection of New Members**

(1) The Management Committee must consider an application for membership at the next Committee meeting held after it receives—

- (a) the application for membership; and
  - (b) the appropriate membership fee for the application.
- (2) The Management Committee must ensure that, as soon as possible after the person applies to become a Member of the Association, and before the Management Committee considers the person's application, the person is advised—
- (a) whether or not the Association has public liability insurance; and
  - (b) if the Association has public liability insurance—the amount of the insurance.
- (3) The Management Committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the Members of the Management Committee present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member for the class of membership applied for.
- (5) 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.

## **10 Termination of Membership**

- (1) A Member may resign from the Association by giving a written notice of resignation to the Secretary.
- (2) The resignation takes effect at—
- (a) the time the notice is received by the Secretary; or
  - (b) if a later time is stated in the notice—the later time.
- (3) The Management Committee may terminate a Member's membership if the Member—
- (a) does not comply with any of the provisions of these rules; or
  - (b) has membership fees in arrears for at least two (2) years; or
  - (c) conducts itself in a way that brings the Association into disrepute or otherwise prejudicially affects the interests of the Association.
- (4) Before the Management Committee terminates a Member's membership, the Committee must give the Member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the Member, the Management Committee decides to terminate the membership, the Secretary of the Committee must give the Member a written notice of the decision.

## **11 Register of Members**

- (1) The Management Committee must keep a Register of Members of the Association.
- (2) The Register must include the following particulars for each Member—
- (a) the name of the Member;
  - (b) the postal or residential address of the Member;
  - (c) the date of admission as a Member; and
  - (d) any other particulars the Management Committee or the Members at a general meeting decide.

- (3) The Register must be open for inspection by Members of the Association at all reasonable times.
- (4) A Member must contact the Secretary to arrange an inspection of the Register.

## **12 Secretary/Treasurer**

- (1) The Secretary/Treasurer must be an individual residing in Queensland, who is—
  - (a) the Chief Executive Officer of the Member Council of the President of the Association for the time being; or
  - (b) another person having such skills or experience to provide the necessary service to the Association. i.e. a dedicated Chief Executive Officer employed directly by the Association, as determined from time to time by the Management Committee.

## **13 Removal of Secretary**

- (1) The Management Committee of the Association may at any time remove a person appointed by the Committee as the Secretary.

## **14 Functions of Secretary/Treasurer**

The Secretary's/Treasurer's functions include, but are not limited to—

- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and
- (b) keeping minutes of each meeting;
- (c) keeping copies of all correspondence and other documents relating to the Association, including financial records;
- (d) maintaining the Register of Members of the Association.

## **15 Membership of Management Committee**

- (1) The Management Committee of the Association consists of—
  - (a) President;
  - (b) Vice President; and
  - (c) five (5) others.
- (2) A member of the Management Committee must be a Councillor from a Member of the Association.
- (3) All members shall be elected quadrennially, following the Local Government Quadrennial Elections, by the delegates at the Annual General Meeting of the Association.
- (4) A Councillor of a Member Council of the Association may be appointed to a casual vacancy on the Management Committee under rule 18.

## **16 Electing the Management Committee**

- (1) A member of the Management Committee may only be elected as follows—
  - (a) any two (2) Members of the Association may nominate another Member (the candidate) to serve as a member of the Management Committee;
  - (b) the nomination must be—
    - (i) in writing;

- (ii) signed by the candidate and the Members who nominated him or her; and
- (iii) given to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held;
- (c) each Member of the Association present and eligible to vote at the Annual General Meeting may vote for one (1) candidate for each vacant position on the Management Committee;
- (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

#### **17 Resignation, Removal or Vacation of Office of Management Committee Member**

- (1) A member of the Management Committee may resign from the Committee by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect at—
  - (a) the time the notice is received by the Secretary; or
  - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a meeting of the Management Committee if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) 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 he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

#### **18 Vacancies on Management Committee**

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the Committee may appoint another Member of the Association to fill the vacancy until the next Annual General Meeting.
- (2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) Should a vacancy occur at the Member Council of the Secretary, the incoming Mayor shall hold the position of Acting President until the Annual General Meeting Quadrennial Elections.
- (4) However, if the number of Committee members is less than the number fixed under rule 21(1) as a quorum of the Management Committee, the continuing members may act only to increase the number of Management Committee members to the number required for a quorum.

#### **19 Functions of Management Committee**

- (1) Subject to these rules or a resolution of the Members of the Association carried 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.

- (2) The Management Committee has authority to interpret the meaning of 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.

*Note—*

The Act prevails if the Association's rules are inconsistent with the Act—see section 1B of the Act.

- (3) The Management Committee may exercise the powers of the Association—
  - (a) to borrow, raise or secure the payment of amounts in a way the Members of the Association decide;
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Associations property, both present and future;
  - (c) to purchase, redeem or pay off any securities issued;
  - (d) to borrow amounts from Members and pay interest on the amounts borrowed;
  - (e) to mortgage or charge the whole or part of its property;
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the members of the Association may from time to time decide.
- (4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
  - (a) the financial institution for the Association; or
  - (b) if there is more than one (1) financial institution for the Association—the financial institution nominated by the Management Committee.

## **20 Meetings of Management Committee**

- (1) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every four (4) months to exercise its functions.
- (3) The Management Committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Management Committee.
- (5) The Management Committee may hold meetings, or permit a Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.

- (7) A question arising at a Committee meeting is 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.
- (8) A member of the Management Committee must not 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 and, if the Member does vote, the Member's vote must not be counted.
- (9) The President is to preside as Chairperson at a Management Committee meeting.
- (10) If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the Vice President will assume the Chair. If neither the President nor Vice President is present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose one (1) of their number to preside as Chairperson at the meeting.

## **21 Quorum for, and Adjournment of, Management Committee Meeting**

- (1) At a Management Committee meeting, more than 50% of the Members elected to the Committee as at the close of the last general meeting of the Members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the Committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the Committee—
  - (a) the meeting is to be adjourned for at least one (1) day; and
  - (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **22 Special Meeting of Management Committee**

- (1) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the Committee by giving each member of the Committee notice of the meeting within 14 days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- (3) A request for a special meeting must state—
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.

- (5) A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

### **23 Minutes of Management Committee Meetings**

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting.
- (2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Management Committee meeting, verifying their accuracy.

### **24 Appointment of Subcommittees**

- (1) The Management Committee may appoint a subcommittee consisting of Members of the Association considered appropriate by the Committee to help with the conduct of the Association's operations.
- (2) A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (3) A subcommittee may elect a Chairperson of its meetings.
- (4) If a Chairperson is not elected, or if the Chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be Chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

### **25 Acts not affected by Defects or Disqualifications**

- (1) 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.
- (2) Subrule (1) applies even if the act was performed when—
  - (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
  - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

### **26 Resolutions of Management Committee without Meeting**

- (1) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by one (1) or more members of the Committee.



## **27 First Annual General Meeting**

The first Annual General Meeting must be held within six (6) months after the end date of the Association's first reportable financial year.

## **28 Subsequent Annual General Meetings**

Each subsequent Annual General Meeting must be held—

- (a) at least once each year; and
- (b) within six (6) months after the end date of the Association's reportable financial year.
- (c) the Association may hold meetings or commit members to take part in its meetings by using any technology that reasonably allows members to hear and take part in discussions as they happen, eg telephone, teleconference or video conferencing.

## **29 Business to be conducted at Annual General Meeting**

- (1) The following business must be conducted at each Annual General Meeting of the Association—
  - (a) confirmation of Minutes;
  - (b) business arising out of Minutes;
  - (c) correspondence referred to the Meeting of the Management Committee;
  - (d) President's Report;
  - (e) Secretary's/Treasurer's Report;
  - (f) receiving the Association's financial statement, and audit report, for the last reportable financial year;
  - (g) presenting the financial statement and audit report to the meeting for adoption;
  - (h) electing members of the Management Committee;
  - (i) appointing an auditor or an accountant for the present financial year;
  - (j) fixing of Fees; and
  - (k) General Business.

## **30 Notice of General Meeting**

- (1) The Secretary must call a general meeting of the Association each year.
- (2) The Secretary must give at least 14 days notice of the meeting to each member of the Association.
- (3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (4) The Management Committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing—
  - (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision—
    - (i) to reject the person's application for membership of the Association;
    - or
    - (ii) to terminate the person's membership of the Association;
  - (b) a meeting called to hear and decide a proposed special resolution of the Association.

- (6) A notice of a general meeting must state the business to be conducted at the meeting.

### **31 Quorum for, and Adjournment of, General Meeting**

- (1) The quorum for a general meeting of the Association shall be when a majority of affiliated Local Governments is represented.
- (2) Should there be no quorum at a meeting of the Association, it shall be postponed to a date to be fixed by the President.
- (3) No business may be conducted at a general meeting unless there is a quorum of Members when the meeting proceeds to business.
- (4) Only the items contained on the agenda paper shall be dealt with at the general meeting. Any other business brought forward shall be permitted only with the consent of the delegates present at the meeting.

### **32 Procedure at General Meeting**

- (1) The Association shall meet once each year.
- (2) A Member may take part and vote in a general meeting in person.
- (3) At each general meeting—
  - (a) the President is to preside as Chairperson;
  - (b) 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 one (1) of their number to be Chairperson of the meeting; and
  - (c) the Chairperson must conduct the meeting in a proper and orderly way.
- (4) The following business must be conducted at each general meeting of the Association—
  - (a) confirmation of Minutes;
  - (b) business arising out of Minutes;
  - (c) correspondence referred to the meeting of the Management Committee;
  - (d) business arising out of “Replies to Resolutions”;
  - (e) Secretary's/Treasurer's Report; and
  - (f) General Business.
- (5) No discussion shall take place unless a motion is moved and seconded. The mover of a motion shall have the right of reply after all the other speakers have spoken.
- (6) Delegates shall speak once only to any motion except by way of explanation and then only by the permission of the Chairperson. Members in speaking must address their remarks to the Chairperson.
- (7) No more than two (2) delegates shall speak in succession either for or against any motion. The mover and seconder shall be deemed to have supported the motion. In cases where amendments to motions have been moved, supporters of the amendment shall be deemed to have opposed the motion.
- (8) When an amendment is made on any motion, no second amendment shall be taken until the first is disposed of. If that amendment be carried it shall be then put as the substantive motion, upon which a further amendment may be moved. If the amendment be negatived then a further amendment may be moved to the

original motion, but only one (1) amendment may be submitted for discussion at a time. It shall be competent for the Chairperson to receive a motion “That the question be now put”.

- (9) A delegate bringing up business shall be limited to five (5) minutes and he or she shall propose a motion for discussion. The mover of the amendment shall be limited to five (5) minutes and all other persons speaking to three (3) minutes. An extension of time may be granted to any speaker by the consent of the delegates.

### **33 Voting at General Meeting**

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Members present.
- (2) Each Local Government represented at a meeting of the Association shall be entitled to two (2) votes to be exercised in the following manner--
  - (a) if only one (1) delegate is present he or she shall be entitled to two (2) votes
  - (b) if two (2) delegates are present, each delegate may have one (1) vote.
- (3) A Member is not entitled to vote at a general meeting if the Member's annual subscription is in arrears at the date of the meeting.
- (4) The Chairperson shall not only have a primary vote, but also a casting vote should the voting on any question be equal.
- (5) The method of voting shall be by show of hands except when delegates shall decide for a division or a ballot.
- (6) The result of any ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **34 Minutes of General Meetings**

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting.
- (2) To ensure the accuracy of the minutes—
  - (a) the minutes of each general meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next general meeting, verifying their accuracy; and
  - (b) the minutes of each Annual General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next meeting of the Association that is a general meeting or Annual General Meeting, verifying their accuracy.
- (3) If asked by a member of the Association, the Secretary must, within 28 days after the request is made—
  - (a) make the minutes for a particular general meeting available for inspection by the Member at a mutually agreed time and place; and
  - (b) give the Member copies of the minutes of the meeting.
- (4) The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

### **35 By-laws**

- (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association.
- (2) A by-law may be set aside by a vote of Members at a general meeting of the Association.

### **36 Alteration of Rules**

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at the Annual General Meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

### **37 Common Seal**

- (1) The Management Committee must ensure the Association has a common seal.
- (2) The common seal must be—
  - (a) kept securely by the Management Committee; and
  - (b) used only under the authority of the Management Committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
  - (a) the Secretary;
  - (b) another member of the Management Committee; or
  - (c) someone authorised by the Management Committee.

### **38 Funds and Accounts**

- (1) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any two (2) of the following—
  - (a) the President;
  - (b) the Secretary;
  - (c) the Treasurer;
  - (d) any one (1) of three (3) other members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association.
- (6) However, one (1) of the persons who signs the cheque must be the President, the Secretary or the Treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.

- (9) All expenditure must be approved or ratified at a Management Committee meeting.

**39 General Financial Matters**

- (1) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

**40 Documents**

The Secretary must ensure the safe custody of books, documents, instruments of title and securities of the Association.

**41 Financial Year**

The end date of the Association's financial year is 31 March in each year.

**42 Distribution of Surplus Assets to Another Entity**

- (1) This rule applies if the Association—
  - (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the Members of the Association.
- (3) The surplus assets must be given to another entity—
  - (a) having objects similar to the Association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its Members.
- (4) In this rule— surplus assets see section 92(3) of the Act.