



THE OUTBACK QUEENSLAND TOURISM ASSOCIATION INC.

CONSTITUTION

REVISION: October 2024

CONSTITUTION

1) TITLE

The name of the incorporated association is:-

THE OUTBACK QUEENSLAND TOURISM ASSOCIATION INC. (*the association*)

and shall at all times be addressed as such.

- For marketing purposes only, the Association may use the name:- **Outback Queensland Tourism.**

2) INTERPRETATION

A. In this Constitution, the following words and/or phrases shall have the meanings assigned to them, namely:-

TOURIST INDUSTRY: To include any industry or association or corporate body catering for tourism.

ASSOCIATION: The Outback Queensland Tourism Association Inc., and every one of its members at any given date.

CONSTITUTION: This Constitution and/or any amendments or replacements to the same made from time to time under the provisions hereof.

CHAIRPERSON: The elected Chairperson for the time being of the Association and where necessary the persons from time to time elected to be Vice-Chairperson of the Association.

SECRETARY: The Secretary for the time being of the Association and where necessary any person carrying out the duties of Secretary.

TREASURER: The Treasurer for the time being of the Association and where necessary any person carrying out the duties of Treasurer.

MANAGEMENT COMMITTEE: The Management Committee for the time being of the Association.

SUB-COMMITTEE: Any Sub-Committee appointed by the Management Committee and consisting of those members appointed by the Management Committee for the purpose of investigating and reporting back to the Management Committee on any matter or thing within the scope of the Association.

STAFF: The employees for the time being of the Association and where necessary any person carrying out the duties of such employees.

MEETING: Any regular meeting of the Management Committee and, where necessary, any meeting of any Committee or Sub-Committee.

ANNUAL GENERAL MEETING: The Annual Meeting of the Association at which the reports for the year of the Chairperson are presented to the Association and at which financial reports are submitted and Auditors to the Association are appointed and which is called in accordance with this Constitution.

MINUTES: Any minutes of any Meeting or Annual General Meeting called in accordance with this Constitution.

MEMBER: Any Financial Member of the Association.

OQTA: The Outback Queensland Tourism Association Inc.

REGION: The Area of Operation of the Association.

RULES: This Constitution and/or any amendments or replacements of same made from time to time under the provisions hereof or any rule as prescribed by the Management Committee.

ACT: means the Associations Incorporation Act 1981.

- B. A word or expression that is not defined in this Constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.
- C. Words in the singular include the plural and vice versa, and words importing a gender include any other gender.
- D. A reference to an individual or person includes a corporation or other legal entity.
- E. A reference to a clause or paragraph is a reference to a clause or paragraph in this Constitution.

3) OBJECTIVES

The objectives of the Outback Queensland Tourism Association Inc. shall be:

- A. To encourage more visitors and longer length of stay to the area of the Association's operation.
- B. To advise, where appropriate, on tourism planning and activity within the Region.
- C. To liaise with and assist commercial organisations, community bodies and individuals involved in any way with tourism in and to the Region.
- D. To promote existing tourism product and to identify and the development of appropriate new product in the Region.
- E. To promote, assist and/or encourage the training of employers and employees so that they may be enabled to provide better and more efficient service to visitors.
- F. To raise finance from all possible sources and by all possible lawful means to enable the Association to achieve its aims and objects.
- G. To represent the Region in any discussions in regards to tourism, with Government or any other authorities to assist in planning, developing and promoting the Region and to protect the interests of the Region.
- H. To do other such lawful things as are necessary for the promotion and development of tourism, the preservation and promotion of existing product and experiences, and the creation and promotion of new ones.

4) POWERS

The powers of the Association are:-

- A. The Association has the powers of an individual.
- B. To be responsible for funds and other assets of the Association known as "THE OUTBACK QUEENSLAND TOURISM ASSOCIATION Inc."
- C. To subscribe to or become a member of and/or co-operate with any other association or organisation, whose objects are similar to those of the Association.
- D. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property. Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- E. To work enter into any lawful arrangements with any Government Departments or associations that are conducive to obtaining the objectives of the Association.
- F. To appoint, remove or suspend staff necessary for the purpose of the Association.
- G. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly, to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- H. To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- I. To take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate.
- J. 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 whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay off any such securities.

- K. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- L. In furtherance of the objects of the Association 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 Association.
- M. 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 Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others. To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule 4C.
- N. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise.
- O. To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- P. In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of sub-rule 32.
- Q. In furtherance of the objects of the Association 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 Association is authorised to amalgamate.
- R. In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations which the Association is authorised to amalgamate.
- S. To make donations for patriotic, charitable or community purposes.
- T. To do all such other things as are incidental of, and conducive to the attainment of the objects and the exercise of the powers of the Association.

5) AREA OF OPERATION

- A. The Association shall be a regional organisation and shall operate within the geographical area covered by the Local Government Authorities of Balonne Shire Council, Barcaldine Regional Council, Banana Shire Council, Barcoo Shire Council, Blackall Tambo Regional Council, Boulia Shire Council, Bulloo Shire Council, Cloncurry Shire Council, Diamantina Shire Council, Flinders Shire Council, Longreach Regional Council, McKinlay Shire Council, Mount Isa City Council, Murweh Shire Council, Maranoa Regional Council, Paroo Shire Council, Quilpie Shire Council, Richmond Shire Council and Winton Shire Council.
- B. The area of operation may be reduced by the resignation in writing from the Association of any Council which, at the time of the adoption of this Constitution is a member of the Association.
- C. The area of operation may be increased by the application of any Council adjacent to or adjoining the existing area to join the Association and the approval and acceptance of the application by the Management Committee at the next regular meeting or at a Special Meeting convened for that purpose.
- D. Other areas outside the geographical area as mentioned in 5A can be invited or request to work with OQTA on specific projects.

6) TYPES OF MEMBERSHIP

The membership of the Association shall consist of ORDINARY MEMBERS, LIFE MEMBERS and HONORARY MEMBERS. The manner of determining each class shall be:-

ORDINARY MEMBERSHIP shall be open to:-

Any person, persons or organisation whom the Management Committee may decide at a meeting is a fit and proper person to be a member of the Association. The number of Ordinary Members shall be unlimited.

LIFE MEMBERSHIP shall be open to:

Any Ordinary Member who has held continual membership of the Association for at least five calendar years and who, through outstanding service to the Association, is elected to be a Life Member by a majority of Members at a General Meeting of the Association.

HONORARY MEMBERSHIP shall be open to:

Any person, persons or organisation, other than an Ordinary Member who, through outstanding service to the Association, is elected to be an Honorary Member by a majority of Members at a General Meeting of the Association.

The number of Life and Honorary Members shall be unlimited.

7) MEMBERSHIP

Every applicant for any class of membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing and shall be in such form as the Management Committee may from time to time prescribe.

8) MEMBERSHIP FEES

- A. The membership fees for each class of membership shall be such sum as decided from time to time by the Management Committee. The Management Committee may apply different membership contributions to persons or organisations.
- B. The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

9) ADMISSION AND REJECTION OF MEMBERS

- A. At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee who shall thereupon determine upon the admission or rejection of the applicant.
- B. Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member of the class of membership applied for.
- C. Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

10) TERMINATION OF MEMBERSHIP

A. Resignation:

A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

B. Termination:

If a member:-

- i. is convicted of an indictable offence; or
- ii. fails to comply with any of the provisions of these Rules; or
- iii. has membership fees in arrears for a period of two months or more; or
- iv. conducts themselves in a manner considered to be injurious or prejudicial to the character or interest of the Association;

the Management Committee shall consider whether his membership shall be terminated.

C. The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership it shall instruct the secretary to advise the member in writing accordingly.

11) APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

A. A person whose application for membership has been rejected or whose membership has been terminated, may, within one month of receiving written notification thereof, lodge with the Secretary written notice of his intention to appeal against the decision of the Management Committee.

B. Upon receipt of a notification of intention to appeal again rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity of presenting their case. The appeal shall be determined by the vote of the members present at such meeting.

C. Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these Rules, or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any membership fee paid.

12) GENERAL MEETING TO DECIDE APPEAL

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) 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.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

12A Grievance procedure

- (1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.
- (2) To remove any doubt, it is declared that the grievance procedure can not be used by a person whose membership has been terminated if the rules provide for an appeal process against the termination.
- (3) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute to—
 - (a) the other party; and
- (4) if the other party is not the management committee—the management committee.
- (5) If 2 or more members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.
- (6) Subject to rule 12B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- (7) If the parties to the dispute can not resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.
- (8) Subject to rule 12B, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the management committee must refer the dispute within 14 days after the request.
- (9) If the aggrieved party does not ask the association's secretary to refer the dispute to mediation under subrule (6), the grievance procedure in relation to the dispute ends.

12B Grievance procedure not continued in particular circumstances

- (1) This rule applies if—
 - (a) a member initiates a grievance procedure in relation to a dispute and the association or association's management committee is the other party to the dispute; or
 - (b) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 12A(6).
- (2) The management committee does not have to act under rule 12A(5) or if—
 - (a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the management committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
 - (b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or

- (c) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or
- (d) the dispute could reasonably be considered frivolous, vexatious, misconceived or lacking in substance, or relates to a matter that has already been the subject of the grievance procedure.

12C Appointment of mediator

- (1) If a dispute under rule 12A is referred to mediation—
 - (a) the parties to the dispute must choose a mediator to conduct the mediation; or
 - (b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be—
 - (i) for a dispute between a member and another member—a person appointed by the management committee; or
 - (ii) for a dispute between a member and the management committee or the association—an accredited mediator or a mediator appointed by the director of a dispute resolution centre.
- (2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- (3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12D Conduct of mediation

- (1) If a mediator is appointed under rule 12C, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- (2) Subrule (1) does not apply if the mediator is a mediator appointed by the director of a dispute resolution centre.
- (3) The mediator—
 - (a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
 - (b) must comply with natural justice; and
 - (c) must not act as an adjudicator or arbitrator; and
 - (d) during the mediation—may see the parties with or without their representatives, together or separately.
- (4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the period mentioned in subrule (1).
- (5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- (6) If the mediator can not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12E Representation for grievance procedure

- (1) A party to a dispute may appoint any qualified person to act on behalf of the party in the grievance procedure.
- (2) For subrule (1), a person is qualified to act on behalf of a party if the person—
 - (a) has sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
 - (b) is authorised to negotiate an agreement for the party.
- (3) If a party appoints a person under subrule (1) to act on the party's behalf, the party must give written notice of the appointment to each of the following entities—
 - (a) the other party to the dispute;
 - (b) the management committee;
 - (c) if a mediator has been appointed before the party appoints the person—the mediator.

12F Electronic communication for grievance procedure

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agree.

13) REGISTER OF MEMBERS

- A. The Management Committee must keep a register of members of the association.
- B. The register must include the following particulars for each member –
 - (i) Full name of the member
 - (ii) The postal or residential address of the member
 - (iii) The date of admission of the member
 - (iv) The date of death or of resignation of the member
- C. Details of termination or reinstatement of the member.
- D. Any other particulars, i.e. class of membership, that the Management Committee or the members at a general meeting decide.
- E. The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.
- F. A member must contact the Secretary to arrange an inspection of the register.
- G. However, the Management Committee may, on the application by a member of the Association, withhold information about that member (other than the member's name) from the register available for inspection.
- H. The Management Committee may withhold information on a member if it believes it has reasonable grounds for believing the disclosure of information would put a member at risk of harm.

14) PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- a) A member of the Association must not:
 - Use information obtained from the register of members of the Association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or

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.

- b) Clause 13.a. does not apply if the use or disclosure of the information is approved by the Association.

15) MEMBERSHIP OF MANAGEMENT COMMITTEE

- A. The Management Committee of the Association shall consist of the following, all of whom shall be natural persons and members of the Association, but not necessarily residing in the areas specified.
- (i) One Representative nominated by at least two members from the geographical area of the North West Sub-Region encompassed by the Local Authorities of Cloncurry Shire, Flinders Shire, McKinlay Shire, Mount Isa City Council and Richmond Shire.
 - (ii) One representative nominated by at least two members from the geographical area of the Central West Sub-Region encompassed by the Local Authorities of Barcaldine Regional Council, Blackall /Tambo Regional Council, Winton Shire, and Longreach Regional Council.
 - (iii) One representative nominated by at least two members from the geographical area of the South West Sub-Region encompassed by the Local Authorities of Balonne Shire Council, Bulloo Shire, Murweh Shire, Paroo Shire, Maranoa Regional Council and Quilpie Shire.
 - (iv) One Representative nominated by at least two members from the geographical area of the Far West Sub-Region encompassed by the Local Authorities of Boulia Shire, Diamantina Shire and Barcoo Shire.
 - (v) One Representative nominated by each of the three Regional Economic Development Organisations in the Region being the Mount Isa to Townsville Economic Zone Inc. (MITEZ), the Remote Area Planning and Development Board (RAPAD).and South West QLD Regional Organisation of Councils (SWQROC).
 - (vi) Three representatives nominated by the Management Committee to provide the appropriate mix of skills-based expertise for proper governance of the Association.
 - (vii) The Management Committee may also appoint an Ambassador of the Association. The Ambassador will have the rights and responsibilities of a full Management Committee Member.
- B. (a) The Members of the Management Committee shall appoint the Chairperson, Treasurer, and Secretary for a consecutive term no greater than three years. The Chairperson, Secretary, and Treasurer shall be current members of the Management Committee.
- (b) The Members of the Management Committee shall hold office for the following periods:
- (i) The Representative from each of the categories specified in Rule 14 (A) (i), (ii), (iii) and (iv), for a period of two (2) years.
 - (ii) The Representatives from each of the categories specified in Rule 14 (A) (v), (vi) and (vii), for a period of four (4) years in line with Queensland Local Government terms.

- C. The election members to the Management Committee shall take place in the following manner:-
- (i) Any two members in the set geographical areas of the Association shall be at liberty to nominate (in the prescribed format) any other member as a member of the Management Committee.
 - a) A person may be a candidate only if the person:is an adult; and
 - b) is not ineligible to be elected as a member of section 61A of the Act.
 - (ii) The nominations which shall be in writing and signed by the member, their seconder and proposer and shall be lodged with the Secretary at least 42 days prior to the Annual General Meeting.
 - (iii) The Management Committee may reject a nomination for membership of the Management Committee on the grounds that the nominee, in the reasonable opinion of the Management Committee, is not a fit and proper person to hold a position on the Management Committee, or has been removed from office at any time.
 - (iv) The election process will be by ballot, giving due consideration to occupation and a brief outline on why they should be elected to the Board. The proposer and seconder shall appear for each candidate.
 - (v) Voting should be received by the Returning Officer at least three (3) working days prior to the Annual General Meeting at which the announcement of the ballot is due to take place.
 - (vi) The method of voting is to be decided by the Management Committee. Voting must commence no later than 21 days prior to the Annual General Meeting. Such method may include postal, electronic or other means as determined by the Management Committee.
 - (vii) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of calling the ballot.
 - (viii) The result of the ballot and elected Board members will be presented at the AGM.

16) ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- i) An act performed by the Management Committee, a sub-committee or a person acting as a member of the Management Committee is taken to have been validly performed.
- ii) Rule 15) i) applies even if the act was performed when-
 - a. There was a defect in the appointment of a member of the Management Committee, sub-committee or person acting as a member of the Management Committee; or
 - b. A Management Committee member, sub-committee member or person acting as a member of the Management Committee was disqualified from being a member.

17) RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- i) 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.
- ii) A resolution mentioned in 16) i) may consist of several documents in like form, each signed by one (1) or more members of the Committee.
- iii) The Resolution may be transmitted and received by electronic means.

**THE OUTBACK QUEENSLAND TOURISM
ASSOCIATION INC.
MANAGEMENT COMMITTEE NOMINATION FORM**

We, the undersigned financial members of the Outback Queensland Tourism Association Inc. nominate _____ on behalf of the

NORTH WEST / CENTRAL WEST / SOUTH WEST / FAR WEST sub-region
(please circle one region)

for the Management Committee of the Outback Queensland Tourism Association Inc.

Proposed: _____ Signature

Seconded: _____ Signature

I, _____ hereby consent to my nomination for election to
(Name) & (Occupation)

the Management Committee of the Outback Queensland Tourism Association Inc. I am committed to meeting the objects of the Association and provide the following information about my skills and experience relevant to my nomination. (Please detail relevant experience in space provided or overleaf in less than 100 words).

Signature _____(Nominee)

Date: _____

18) RESIGNATION OR REMOVAL FROM OFFICE

- A. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- B. A member of the Management Committee may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

19) VACANCIES ON MANAGEMENT COMMITTEE

- A. The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
- B. The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is not reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number of summoning a general meeting of the Association, but for no other purpose.

20) FUNCTION OF THE MANAGEMENT COMMITTEE

- A. Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee:-
 - (i) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - (ii) shall have authority to interpret the meaning of these Rules and any other matter relating to the Association on which these rules are silent, to the extent that the Act allows.
- B. The Management Committee may exercise all the powers of the Association:-
 - (i) To borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property both present and future, and to purchase, redeem or pay off any such securities;

21) MEETINGS OF THE MANAGEMENT COMMITTEE

- A. The Management Committee may hold meetings, or permit 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. A member of the Management Committee who participates in a meeting by using that technology is taken to be present at that meeting.
- B. A special meeting of the Management Committee shall be convened by the Chairperson on the requisition in writing signed by not less than one third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- C. At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- D. Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and,

in the case of equality of votes, the Chairperson shall have a deciding vote.

- E. A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- F. Not less than fourteen days' notice shall be given by the Chairperson to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- G. The Chairperson of the Association shall preside at every meeting of the Management Committee, or if at any meeting he is not available, the Vice-Chairperson shall be Chairperson or if the Vice-Chairperson is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
- H. If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and it at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

22) SUB-COMMITTEES

- A. The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- B. 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 present may choose one of their number to be Chairperson of the meeting.
- C. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- D. Any sub-committee formed by the Management committee shall act within any budget set by the Management Committee and shall report on its meetings and action to the Management Committee.

23) ANNUAL GENERAL OR GENERAL MEETINGS

- A. The annual general meeting shall be held within six months of the close of the financial year.
- B. The business to be transacted at every annual general meeting shall be:-
 - (i) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - (ii) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (iii) Announcement of the result of the ballot; and
 - (iv) the appointment of an auditor.
- C. The Chairperson shall convene a special general meeting:- when directed to do so by the Management Committee; or on the requisition in writing signed by not less than one third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or upon being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person. The

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

D. Quorum rules:

- (i) At any general meeting the number of members required to constitute a quorum shall be twice the numbers of elected members on the Management Committee plus one.
- (ii) If, within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall constitute a quorum.
- (iii) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting be given as in the case of an original meeting.
- (iv) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

E. Notice:

- (i) The Chairperson shall convene all general meetings of the Association by giving not less than fourteen days' notice of any such meeting to the members of the Association.
- (ii) The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

F. Unless otherwise provided by these rules at every general meeting:-

- (i) The Chairperson shall preside, or if there is no Chairperson, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or he is unwilling to act, the Vice-Chairperson shall be the Chairperson or if the Vice-Chairperson is not present or is unwilling to act then the members present shall elect one of their number to be President of the meeting;
- (ii) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- (iii) Every question, matter or resolution shall be decided by a majority of votes of the members present;
- (iv) Every member present shall be entitled to one vote and in the case of an equality of vote the Chairperson shall have a second or casting vote; provided

- that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting.
- (v) Voting shall be by show of hands or a division of members unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- (vi) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management 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 such minutes, the minutes of every Management Committee meetings shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of the meeting or the Chairperson of the next succeeding general meeting; Provided that the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

24) BY-LAWS

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

25) ALTERATION OF RULES

Subject to the provisions of the Act, these Rules may be amended, repealed, or added to from time to time by a special resolution carried at a General Meeting. However, an amendment, repeal or addition is valid only if it is registered in accordance with the Act.

26) COMMON SEAL

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

27) FUNDS AND ACCOUNTS

- A. The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.
- B. Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature. A Financial Subcommittee, nominated by the Management Committee, shall meet each month to work with the treasurer on financial matters of the OQTA. Their recommendations and minutes from these meetings are to be a permanent agenda item for all Management Committee Meetings.
- C. All moneys shall be banked as soon as practicable after receipt thereof.
- D. Any payment by the Association over \$1,000 must be made by electronic transfer unless the facility is not available in which case it may be paid by cheque. All payments will be counter signed by the Treasurer and one other authorised member of the financial sub-

committee.

- E. Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- F. The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- G. All expenditure shall be approved or ratified at a Management Committee meeting.
- H. As soon as practicable after the end of each financial year the Treasurer shall 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 Association at the close of that year; and
 - c. All such statements shall be examined by the auditor who shall present his report upon such audit to the Chairperson prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- I. The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association, or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association, or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall 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 Association or reasonable and proper rent for premises.

28) ADMINISTRATION

- A. The Association shall appoint a full-time Executive Officer, to effectively carry out the objects of the Association as directed from time to time by the Management Committee.
- B. The Executive Officer, shall be responsible to the Chairperson in the first instance and Management Committee in the second instance.
- C. The duties of the Executive Director will be defined in the Executive Director's Position Description and in the association's Policies and Procedures.

29) STAFF

The Executive Officer, subject to the approval of the Management Committee, may from time to time employ such staff as may be necessary to carry out the objects of the Association.

30) FUNDING

Funding of the Association will be by way of Grants and Subscriptions from Government, Semi-Government authorities, Public and Private Companies, and individuals.

31) DOCUMENTS

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

32) FINANCIAL YEAR

The financial year of the Association shall close on 30th June in each year.

33) DISTRIBUTION OF SURPLUS ASSETS

- a) If the Association shall be wound up in accordance with the provisions under Part 10 of the Act; and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall 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 Association under or by virtue of sub-rule 26.I., such institution or institutions to be determined by the members of the Association.
- b) Refer to section 92(3) of the Act for definition of surplus assets.

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