

# THE OUTBACK QUEENSLAND TOURISM ASSOCIATION INC.

IA05946

## BYLAWS

Incorporated under the  
*Associations Incorporation Act 1981 (Qld)*



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|------------------|-----------------|
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|                                                          |           |
|----------------------------------------------------------|-----------|
| <b>1. INTRODUCTORY PROVISIONS .....</b>                  | <b>3</b>  |
| 1.1. DEFINITIONS .....                                   | 3         |
| 1.2. APPLICATION.....                                    | 3         |
| 1.3. REGIONS AND SUB-REGIONS .....                       | 3         |
| <b>2. MEMBERSHIP .....</b>                               | <b>5</b>  |
| 2.1. MEMBERSHIP CATEGORIES.....                          | 5         |
| 2.2. ORDINARY MEMBERSHIP .....                           | 5         |
| 2.3. LIMITED MEMBERSHIP.....                             | 5         |
| 2.4. AFFILIATED MEMBERSHIP .....                         | 5         |
| 2.5. LIFE MEMBERSHIP .....                               | 6         |
| 2.6. TRANSITION OF EXISTING MEMBERS .....                | 6         |
| <b>3. BOARD STRUCTURE.....</b>                           | <b>7</b>  |
| 3.1. COMPOSITION OF THE BOARD.....                       | 7         |
| 3.2. REGIONAL POSITIONS.....                             | 7         |
| 3.3. INDUSTRY POSITIONS .....                            | 7         |
| 3.4. GENERAL BOARD POSITIONS .....                       | 8         |
| 3.5. ELIGIBILITY FOR ALL BOARD POSITIONS .....           | 8         |
| 3.6. OFFICE BEARERS .....                                | 8         |
| <b>4. TERMS OF OFFICE AND ROTATION .....</b>             | <b>8</b>  |
| 4.1. ROTATION GROUPS .....                               | 8         |
| 4.2. CASUAL VACANCIES .....                              | 9         |
| <b>5. BOARD NOMINATIONS AND ELECTIONS .....</b>          | <b>9</b>  |
| 5.1. CALL FOR BOARD NOMINATIONS .....                    | 9         |
| 5.2. BALLOTING LISTS AND VOTING.....                     | 10        |
| 5.3. AFFILIATED MEMBER DELEGATES.....                    | 10        |
| <b>6. DUTIES AND RESPONSIBILITIES .....</b>              | <b>10</b> |
| 6.1. ALL BOARD MEMBERS.....                              | 10        |
| 6.2. REGIONAL BOARD MEMBERS .....                        | 11        |
| 6.3. INDUSTRY BOARD MEMBERS.....                         | 11        |
| <b>7. CHIEF EXECUTIVE OFFICER AND STAFF .....</b>        | <b>11</b> |
| 7.1. CHIEF EXECUTIVE OFFICER .....                       | 11        |
| <b>8. STAKEHOLDER ENGAGEMENT AND SUBCOMMITTEES .....</b> | <b>11</b> |
| 8.1. AMBASSADORS .....                                   | 11        |
| 8.2. SUBCOMMITTEES .....                                 | 12        |
| <b>9. COMPLEMENTARY DOCUMENTATION .....</b>              | <b>12</b> |
| 9.1. RELATED DOCUMENTS .....                             | 12        |
| <b>10. APPENDIX A: BOARD TERMS.....</b>                  | <b>13</b> |



Capability | Purpose | Resilience | Governance

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## 1. Introductory provisions

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### 1.1. Definitions

#### 1.1.1. In these bylaws:

- a. **affiliated member delegate** means the person nominated by an affiliated member to represent it;
- b. **chair** means the president under the constitution;
- c. **constitution** means the constitution of the association registered on 18 September 2026, as amended from time to time;
- d. **general position** means a board position described in bylaw 3.4;
- e. **industry position** means a board position described in bylaw 3.3;
- f. **previous constitution** means the constitution of the association in force immediately before 18 September 2026;
- g. **region** means the area described in bylaw 1.3.1;
- h. **regional position** means a board position described in bylaw 3.2;
- i. **rotation group** means a group of board positions that fall due for election in the same year, as set out in bylaw 4.1;
- j. **sub-region** means one of the five sub-regions set out in bylaw 1.3.2;
- k. **tourism business** means a business, organisation or event that provides accommodation, attractions, tours, transport, hospitality, events, visitor information or other services to visitors to the region.

#### 1.1.2. Words and expressions defined in the constitution have the same meaning in these bylaws.

### 1.2. Application

- 1.2.1. The board makes these bylaws under clause 12.5.1 of the constitution. These bylaws complement and are to be read in conjunction with the constitution. If a bylaw is inconsistent with the constitution, the constitution prevails.
- 1.2.2. In accordance with clause 12.5.2 of the constitution, a bylaw may be set aside by a majority vote of the affiliated member delegates at a general meeting.

### 1.3. Regions and sub-regions

- 1.3.1. The region comprises the local government areas of the following councils:
  - a. Balonne Shire Council;
  - b. Banana Shire Council;
  - c. Barcaldine Regional Council;
  - d. Barcoo Shire Council;
  - e. Blackall-Tambo Regional Council;

- f. Boulia Shire Council;
- g. Bulloo Shire Council;
- h. Cloncurry Shire Council;
- i. Diamantina Shire Council;
- j. Flinders Shire Council;
- k. Longreach Regional Council;
- l. Maranoa Regional Council;
- m. McKinlay Shire Council;
- n. Mount Isa City Council;
- o. Murweh Shire Council;
- p. Paroo Shire Council;
- q. Quilpie Shire Council;
- r. Richmond Shire Council; and
- s. Winton Shire Council.

1.3.2. The region is divided into the following sub-regions:

- a. North West: Cloncurry Shire, Flinders Shire, McKinlay Shire, Mount Isa City and Richmond Shire;
- b. Central West: Barcaldine Regional, Blackall-Tambo Regional, Longreach Regional and Winton Shire;
- c. South West: Balonne Shire, Bulloo Shire, Maranoa Regional, Murweh Shire, Paroo Shire and Quilpie Shire;
- d. Far West: Barcoo Shire, Boulia Shire and Diamantina Shire; and
- e. East: Banana Shire.

1.3.3. The Regional Economic Development Organisations (REDOs) relevant to the region are:

- a. Mount Isa to Townsville Economic Zone (MITEZ);
- b. Remote Area Planning and Development Board (RAPAD); and
- c. South West Queensland Regional Organisation of Councils (SWQROC).

1.3.4. The board may change the region, sub-regions or REDOs by amending these bylaws, including when a local government joins or leaves the association. Before making a change to a region or sub-region, the board must consult and provide a reasonable opportunity for feedback to be considered.

## **2. Membership**

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### **2.1. Membership categories**

- 2.1.1. Each membership category carries the rights, privileges and obligations of its class under the constitution.
- 2.1.2. The board decides the fees and benefits for each membership category and must publish them on the association's website.
- 2.1.3. An application for membership must state the class and category applied for, in the form decided by the board.

### **2.2. Ordinary membership**

- 2.2.1. The categories of ordinary membership are:
  - a. supporter member: an individual who supports the objects of the association;
  - b. volunteer member: an individual who volunteers with the association, for example at events or in visitor servicing; and
  - c. governance member: an individual who holds, or intends to nominate for, a board position.
- 2.2.2. Ordinary members:
  - a. must be at least 18 years of age;
  - b. are not entitled to vote at general meetings unless acting as an affiliated member delegate; and
  - c. are eligible to hold board positions.

### **2.3. Limited membership**

- 2.3.1. The board may decide categories of limited membership from time to time.
- 2.3.2. Limited members:
  - a. must be at least 18 years of age;
  - b. are not entitled to vote at general meetings unless acting as an affiliated member delegate; and
  - c. are not eligible to hold board positions.

### **2.4. Affiliated membership**

- 2.4.1. Affiliated members are financial members and partners of the association. The categories of affiliated membership are:
  - a. bronze member: a tourism business operating in the region;
  - b. silver member: a tourism business or organisation that takes part in the association's marketing programs and campaigns;

- c. gold member: a business or organisation that sells or distributes tourism product through the travel trade, or that organises an event in the region;
  - d. local government partner: a local government in the region that contributes to the association under the association's local government contributions policy; and
  - e. supporter (friends of OQTA): a business or organisation that supports tourism operators in their day-to-day business, such as marketing consultants, pharmacies and associations.
- 2.4.2. Subject to the constitution, each affiliated member may nominate one delegate, who is entitled to one vote at general meetings.
- 2.4.3. An affiliated member's delegate must be an owner, director, officer or employee of the affiliated member or, for a local government partner, an elected councillor or council officer.
- 2.4.4. Affiliated member delegates are nominated and replaced in accordance with bylaw 5.3.
- 2.4.5. As legal entities, affiliated members are not eligible to hold board positions.

## **2.5. Life membership**

- 2.5.1. Life membership is conferred in accordance with clause 3.1.1.e of the constitution.
- 2.5.2. Life members are not required to pay membership fees.
- 2.5.3. Life members are not entitled to vote at general meetings unless acting as an affiliated member delegate but are eligible to hold board positions.

## **2.6. Transition of existing members**

- 2.6.1. A member who holds an existing membership level when these bylaws are made moves to the following category for the balance of their current membership period:
  - a. board member or board candidate: ordinary membership, governance member category;
  - b. bronze: affiliated membership, bronze member category;
  - c. silver: affiliated membership, silver member category;
  - d. gold: affiliated membership, gold member category;
  - e. life: life membership;
  - f. supporter (friends of OQTA): affiliated membership, supporter category; and
  - g. council partners: affiliated membership, local government partner category.

- 2.6.2. Honorary membership is not carried forward under the constitution. Honorary members may be offered a suitable membership category by the board.
- 2.6.3. Each affiliated member must notify the secretary of its delegate before the balloting lists for the 2026 annual general meeting are made available.

### **3. Board structure**

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#### **3.1. Composition of the board**

- 3.1.1. In accordance with clause 6.1.1 of the constitution, the board comprises at least seven members, being:
  - a. North West regional position;
  - b. Central West regional position;
  - c. South West regional position;
  - d. Far West regional position;
  - e. MITEZ industry position;
  - f. RAPAD industry position;
  - g. SWQROC industry position; and
  - h. the number of general positions, if any, the board determines under clause 6.1.4 of the constitution before each annual general meeting.
- 3.1.2. A person may hold only one board position at a time.

#### **3.2. Regional positions**

- 3.2.1. To be eligible for a regional position, a candidate must, at the close of nominations, meet at least one of the following criteria:
  - a. live in the sub-region the position represents; or
  - b. own, operate, manage or be employed by a business or organisation based in that sub-region.
- 3.2.2. Every affiliated member delegate may vote for every regional position, in accordance with clause 7.1.1.e of the constitution.

#### **3.3. Industry positions**

- 3.3.1. To be eligible for an industry position, a candidate must, at the close of nominations, meet at least one of the following criteria:
  - a. hold a senior role in the tourism industry in the region; or
  - b. own, operate or manage a tourism business in the region; or
  - c. have held a role described in bylaw 3.3.1.a or 3.3.1.b within the previous five years.

### **3.4. General board positions**

- 3.4.1. Any individual who is eligible under the constitution and these bylaws may be nominated for a general board position.
- 3.4.2. Before the secretary calls for nominations, the board must determine the number of general positions, if any, under clause 6.1.4 of the constitution.
- 3.4.3. The board may identify the skills, qualifications or experience it seeks for general positions (for example finance, law, governance, marketing or digital) and include this in the call for nominations to guide candidates and affiliated member delegates.

### **3.5. Eligibility for all board positions**

- 3.5.1. In addition to the requirements of clause 7.1.2 of the constitution, a candidate for any board position must:
  - a. be an ordinary member or a life member of the association at the close of nominations;
  - b. not be an employee of the association, in accordance with clause 3.1.4 of the constitution; and
  - c. not be an affiliated member delegate when they take office, in accordance with clause 3.1.1 of the constitution.
- 3.5.2. A person connected with an affiliated member, such as a council officer or an employee of a member business, who wishes to stand for the board must first become an ordinary member in their own right. The board should consider membership applications from intending candidates at a board meeting held before nominations close.

### **3.6. Office bearers**

- 3.6.1. Immediately after each annual general meeting the board must elect a chair and a treasurer from among its members.
- 3.6.2. At the same meeting, the board may elect a vice-chair from among its members.
- 3.6.3. Subject to the constitution, the chair, vice-chair and treasurer hold office until the board's first meeting after the next annual general meeting and are eligible for re-election to those positions.
- 3.6.4. A person appointed as secretary becomes a board member only in the circumstances set out in clause 10.1 of the constitution. A secretary who is not a board member may not vote at board meetings.

## **4. Terms of office and rotation**

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### **4.1. Rotation groups**

- 4.1.1. In accordance with clause 6.2.1 of the constitution, each board member holds office until the conclusion of the third annual general meeting following their election.

- 4.1.2. In exercising its power under clause 6.2.3 of the constitution, the board allocates board rotations as outlined in Appendix A.

## **4.2. Casual vacancies**

- 4.2.1. When filling a casual vacancy in a regional or industry position, the board should, where practicable, appoint a member who meets the eligibility criteria for that position.
- 4.2.2. A person appointed to fill a casual vacancy holds office until the next annual general meeting. At that annual general meeting, the position is elected for the balance of the original term, so that the rotation under bylaw 4.1 is preserved.
- 4.2.3. If a board member elected to a regional or industry position stops meeting the eligibility criteria for that position during their term, they may complete their term but may not stand again for that position unless they again meet the criteria.

## **5. Board nominations and elections**

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### **5.1. Call for board nominations**

- 5.1.1. Calls for board nominations must set out:
  - a. each board position to be elected;
  - b. the eligibility criteria for each position;
  - c. the term that applies to each position; and
  - d. any skills, qualifications or experience the board seeks for general positions under bylaw 3.4.3.
- 5.1.2. Board nominations must be made on the form decided by the board, which must include:
  - a. the position for which the candidate is nominated;
  - b. the signatures of the candidate and the members who nominate them;
  - c. the candidate's consent to the nomination and declaration that they meet the eligibility criteria for the position; and
  - d. a statement of no more than 100 words about the candidate's skills and experience relevant to the position.
- 5.1.3. The board, or a subcommittee to which the board delegates this task, must confirm that each candidate meets the eligibility criteria before the balloting lists are prepared. If a nomination is invalid, the secretary must advise the candidate and their nominators in writing, with reasons, before the balloting lists are made available.

## **5.2. Balloting lists and voting**

- 5.2.1. The balloting lists must set out the candidates under the position for which they are nominated, in an order determined by lot within each position, together with each candidate's statement.
- 5.2.2. Each affiliated member delegate eligible to vote may vote for one candidate for each vacant board position.
- 5.2.3. The board decides whether the secret ballot is conducted by electronic, postal or other means, and may appoint a returning officer, who is not a candidate, to assist the secretary to conduct the ballot.

## **5.3. Affiliated member delegates**

- 5.3.1. Unless an affiliated member notifies the secretary otherwise, the person named as its primary contact in its membership records is taken to be its affiliated member delegate. An affiliated member may nominate or replace its delegate at any time by written notice to the secretary, in the form decided by the board.
- 5.3.2. If an affiliated member notifies the secretary of a delegate change after the relevant cut-off time below, the change does not take effect until the end of that general meeting, and the existing delegate continues to represent the affiliated member at the meeting:
  - a. for a general meeting at which board members are elected, the time the balloting lists are made available to members; and
  - b. for any other general meeting, 24 hours before the meeting starts.
- 5.3.3. Despite bylaw 5.3.2, the board may accept a change of delegate after the cut-off time if the existing delegate dies, stops being connected with the affiliated member under bylaw 2.4.3, or is otherwise unable to act.
- 5.3.4. An affiliated member delegate may not simultaneously serve as a board member.
- 5.3.5. If an affiliated member delegate is elected to the board, they cease being a delegate when they take office and the affiliated member must nominate a replacement delegate.

## **6. Duties and responsibilities**

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### **6.1. All board members**

- 6.1.1. All board members must:
  - a. act in good faith, in the best interests of the association, for a proper purpose and with care and diligence, including when they hold a regional or industry position;
  - b. comply with the constitution, these bylaws and the association's policies and codes of conduct;
  - c. disclose any material personal interest in accordance with clause 8.6 of the constitution;

- d. prepare for and attend board meetings;
- e. keep board information confidential; and
- f. support board decisions once they are made.

## **6.2. Regional board members**

- 6.2.1. Each board member holding a regional position must:
  - a. act as a link between the board and the members, local governments and tourism operators in their sub-region;
  - b. liaise with any sub-regional committee or regional organisation of councils operating in their sub-region; and
  - c. provide a brief report on activities in their sub-region at each board meeting.

## **6.3. Industry board members**

- 6.3.1. Each board member holding an industry position must:
  - a. bring the perspective of tourism operators to board discussions; and
  - b. provide a brief report on industry matters at each board meeting.

## **7. Chief executive officer and staff**

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### **7.1. Chief executive officer**

- 7.1.1. The board appoints a chief executive officer to manage the association's operations and deliver the board's strategic direction.
- 7.1.2. The chief executive officer is responsible to the board through the chair.
- 7.1.3. The chief executive officer's duties, delegations and authorities are set out in a position description and delegations approved by the board under the constitution.
- 7.1.4. The chief executive officer may employ staff within the structure and budget approved by the board.
- 7.1.5. The chief executive officer and other employees are not eligible to be board members. The chief executive officer attends board meetings as a non-voting participant, unless the board decides otherwise for a particular item.

## **8. Stakeholder engagement and subcommittees**

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### **8.1. Ambassadors**

- 8.1.1. The board may appoint one or more ambassadors to promote the association and the region. An ambassador is not a board member and may not vote at board meetings, but the board may invite an ambassador to attend board meetings.

## **8.2. Subcommittees**

- 8.2.1. The board may establish subcommittees, including a finance subcommittee to work with the treasurer and the chief executive officer on the association's financial matters and report to each board meeting.

## **9. Complementary documentation**

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### **9.1. Related documents**

- 9.1.1. Other internal and external documentation that complements the association's constitution and these bylaws includes:
  - a. OQTA Management Committee Policies, to be updated to reflect the constitution and these bylaws;
  - b. board nomination form;
  - c. affiliated member delegate nomination form;
  - d. chief executive officer position description and delegations; and
  - e. codes of conduct.

## 10. Appendix A: Board terms

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### 10.1.1. Board terms and rotations

| Board Title        | Current Term End | AGM Vacate | Next Term                 |
|--------------------|------------------|------------|---------------------------|
| Central West       | 2026             | 2027       | 2027 - 2030               |
| Far West           | 2026             | 2026       | 2026 - 2029               |
| North West         | 2026             | 2026       | 2026 - 2029               |
| South West         | 2027             | 2027       | 2027 - 2030               |
| MITEZ              | 2028             | 2028       | 2028 - 2031               |
| RAPAD              | 2028             | 2028       | 2028 - 2031               |
| SWQROC             | 2028             | 2028       | 2028 - 2031               |
| General Position 1 | 2026             | 2027       | As determined<br>by board |
| General Position 2 | 2026             | 2026       | 2026 - 2029               |
| General Position 3 | Vacant           | 2026       | 2026 - 2029               |