



# Bringing Info Centres Together

## Queensland Information Centres Association CONSTITUTION

### NAME

1. The name of the incorporated association shall be Queensland Information Centres Association ~~Inc.~~

### OBJECTS

2. The objects for which the association is established are:
  - a) to encourage the professionalism of Visitor Information Centres; and
  - b) to encourage the effective dissemination of information; and
  - c) to promote goodwill and establish lines of communication between Visitor Information Centres and other tourism organisations and stakeholders; and
  - d) to promote and encourage the patronage of visitor information centres throughout the state of Queensland
  - e) to encourage the implementation of relevant training courses, forums and other quality improvement activities.

### POWERS

3. (1) The association has, in the exercise of its affairs, all the power of the individual.  
(2) The association, may for example –
  - a) enter into contracts; and
  - b) acquire, hold, deal with and dispose of property; and
  - c) make charges for services and facilities it supplies; and
  - d) do other things necessary or convenient to be done in carrying out it's affairs.  
(3) The association may take over the funds and other assets of the present unincorporated association known as the Queensland Information Centres Association.  
(4) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

### MEMBERSHIP – CLASSES

4. (1) The membership of the association shall consist of the following classes of members:
  - a) base members
  - b) associate members;
  - c) life members;
  - d) honorary members  
(2) For the purpose of these rules, 'member' shall refer to the organisation that has applied, and been granted membership of the association by the management committee. Each member

organisation must be represented by one person who is nominated by the member organisation to represent their interests.

- (3) (a) To be eligible for membership of the association in the class of base member, the applicant / organisation must operate a Visitor Information Centre in the state of Queensland.  
  
(b) To be eligible for membership of the association in the class of an associate member, the applicant organisation must operate a business or be an organisation that is involved in the tourism industry.  
  
(c) Each member organisation must nominate a person to represent their organisation in regard to all matters pertaining to the association.  
  
(d) Nominated representatives of member organisations may be awarded life membership or honorary membership by a vote of the majority of the management committee from time to time.
- (4) The number of ordinary and associate members shall be unlimited.
- (5) Every organisation that at the date of incorporation of the association was a member of the unincorporated association shall be admitted by the management committee to the same class of membership of the association as that member held in the unincorporated association.
- (6) The application for membership shall be made in writing, signed by the nominated representative, and shall be in the form as the management committee from time to time prescribes.

#### MEMBERSHIP – FEES

5. (1) The membership fees for each class of membership shall be such sum as the management committee shall from time to time determine.  
  
(2) The membership fees shall be payable at such time and in such manner as the management committee shall from time to time determine.

#### MEMBERSHIP – ADMISSION & REJECTION

6. (1) 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 determine upon the admission or rejection of the applicant.  
  
(2) Any applicant who receives a majority of the votes of the members of the management committee present at the meeting at which the application is considered, shall be accepted as a member in the class of membership applied for.  
  
(3) If an application for the membership is rejected by the management committee, the applicant may resubmit an application for a different class of membership, which will, in turn be dealt with under rule 6.1  
  
(4) 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

#### MEMBERSHIP – TERMINATION

7. (1) A member may resign from the association at any time by giving notice in writing to the secretary.  
  
(2) 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 date.  
  
(3) If a member –

- a) is convicted of an indictable offence; or
- b) fails to comply with provisions of these rules; or
- c) has membership fees in arrears for a period of 2 months or more; or
- d) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the association.

The member concerned shall be given a full and fair opportunity of presenting the members' case and if the management committee resolves to terminate the membership, it shall instruct the secretary to advise the member in writing accordingly.

- (4) An organisation whose application for membership has been rejected or whose membership has been terminated may within 1 month of receiving written notification thereof, lodge with the secretary written notice of the applicant's intention to appeal against the decision of the management committee.
- (5) Upon receipt of a notification of intention to appeal against rejection or termination or membership the secretary shall convene within 3 months of the date of the receipt by the secretary of such notice, a general meeting to determine the appeal.
- (6) At any such meeting, the applicant shall be given the opportunity to fully present the applicant's case and the management committee or those members thereof who rejected the application of membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- (7) The appeal shall be determined by the vote of the members present at such a meeting.
- (8) Where an organisation 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 fee paid.
- (9) A member who has their membership terminated or resigns for any reason whatsoever, shall not be entitled to a refund of any fees or portion of fees that may have been paid.

#### MEMBERS – REGISTER

- 8. (1) The management committee shall cause a register to be kept in which shall be entered the business names and addresses of all organisations admitted to membership of the association and the dates of their admission and the name of their nominated representative.
- (2) Particulars shall also be entered into the register of resignations, terminations and reinstatements of membership and any further particulars as the management committee or the members at any general meeting may require from time to time.
- (3) The register shall be open for inspection at all reasonable times by any member representative who previously applies in writing to the secretary for such inspection.

#### MANAGEMENT COMMITTEE

- 9. (1) The management committee of the association shall consist of a minimum of 5 and a maximum of 8 representatives of member Organisations.
- (2) Additional management committee representatives can be added as the management committee deem necessary from time to time
- (3) The positions on the management committee will consist of a president, vice-president, secretary, treasurer, and membership coordinator, all of whom shall be representatives of base members of the association.

- (4) At the annual general meeting of the association, all the members of the management committee who have served at least 2 years, shall retire from office, but shall be eligible upon nomination for re-election.
- (5) The election of the officers of the management committees shall take place in the following manner:
  - a) any 2 base members of the association shall be at liberty to nominate any representative of a base member to serve as an officer of the management committee;
  - b) the nomination, which shall be in writing and signed by the member, the proposer and the seconder, shall be lodged with the secretary at least 14 days before the annual; general meeting at which the election is to take place;
  - c) should more than 8 nominations be received, numbered ballot papers shall be prepared with the names of the candidates in alphabetical order. These ballot papers shall be mailed to all members of the association at least 7 days preceding the annual general meeting;
  - d) each member shall be entitled to vote for up to 5 candidates by completing the numbered ballot paper and returning it to the secretary prior to the annual general meeting;
- (6) During the annual general meeting the votes for each candidate will be counted. The management committee will be formed by;
  - a) the highest polling candidate for each vacant position

(7) Should there be an insufficient number of candidates nominated for the management committee by close of nominations, the nominated candidates will be appointed to the management committee during the annual general meeting. The remaining vacant places will be filled by calling for nominations from the floor of the meeting, and a separate ballot will be held during this meeting and only members attending that meeting will be eligible to vote.

#### PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER

10. (1) The secretary must be an individual residing in the state who is –
  - a) a member of the association elected by the association as secretary; or
  - b) a member of the associations management committee appointed by the committee as secretary; or
  - c) appointed by the management committee as secretary (whether or not the individual is a member of the association).
- (2) The management committee may appoint and remove the secretary at any time.

#### VACANCIES ON MANAGEMENT COMMITTEE

11. (1) 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 or such member may be removed from office at a general meeting of the association where that member shall be given the opportunity to fully present the members case.
- (2) The question of removal shall be determined by the vote of the members present at such a general meeting.
- (3) There is no right of appeal against a member's removal from office under this section.

- (4) If a vacancy happens in any position of the management committee, the remaining members of the management committee must appoint or elect a replacement within 14 days after the vacancy occurs.
- (5) 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.
- (6) The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee, but if and so long their number is 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 or of summoning a general meeting of the association, but for no other purpose.

#### FUNCTIONS OF THE MANAGEMENT COMMITTEE

12. (1) 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 –
  - a) shall have the general control and management of the administration of the affairs, property and funds of the association; and
  - b) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
- (2) The management committee may exercise all the powers of the association –
  - a) to borrow or raise or secure the payment of money in such a matter 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 associations property, both present and future, and to purchase, redeem or pay off any such securities;
  - b) to borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association, and to provide and pay off any such securities; and
  - c) to invest in such manner as the members of the association may from time to time determine.
- (3) For the sub-section 12 (b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by –
  - a) the financial institution for the association; or
  - b) if there is more than 1 financial institution for the association – the financial institution nominated by the association.

#### MEETINGS OF THE MANAGEMENT COMMITTEE

13. (1) The management committee shall meet at least once every 2 calendar months to exercise its functions.
- (2) The management committee must decide how a meeting is to be called, either in person or via teleconference
- (3) Notice of a meeting is to be given in the way decided by the management committee.

- (4) A special meeting of the management committee shall be convened by the secretary 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 transact thereat.
- (5) Not less than 14 days notice shall be given by the secretary to members of the management committee of any special meeting of the management committee.
- (6) 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.
- (7) Subject as previously provided in this rule, the management committee may meet together and regulate its proceedings as it thinks fit.
- (8) 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 question shall be deemed to be decided in the negative.
- (9) A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising thereof, and if the member does so vote the members vote shall not be counted.
- (10) The president shall preside as chairperson at every meeting of the management committee, or if there is not a president, or at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or if the vice-president is not present at the meeting then the members may choose 1 of their number to be chairperson of the meeting.
- (11) 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.
- (12) 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 meeting shall lapse.
- (13) The management committee may delegate any of its powers to a subcommittee consisting of such members of the management committee as the management committee thinks fit.
- (14) Any subcommittee 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.
- (15) A subcommittee may elect a chairperson of its meetings.
- (16) If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (17) A subcommittee may meet and adjourn as it thinks proper
- (18) 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.
- (19). All acts done by any meeting of the management committee or of a subcommittee or by any person acting as a member of the management committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the management committee or person acting as aforesaid, or that the members of the management committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the management committee.

- (20). A resolution in writing signed by all members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held.
- (21) Any such resolution may consist of several documents in like form, each signed by 1 or more members of the management committee.

#### FIRST GENERAL MEETING

- 14 (1) The first general meeting must be held not less than 1 month, and not more than 3 months, after the day the association is incorporated.
- (2) The management committee must decide where the meeting is to be held.
- (3) The business to be transacted at the first general meeting must include the appointment of an auditor.

#### FIRST ANNUAL GENERAL MEETING

15. The first annual general meeting must be held within 18 months after the day the association is incorporated.

#### SUBSEQUENT ANNUAL GENERAL MEETINGS

16. Each subsequent annual general meeting must be held –
  - a) at least once a year; and
  - b) within 3 months after the end of the associations previous financial year.

#### BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

17. The following business must be transacted at every annual general meeting –
  - a) the receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the last financial year.
  - b) the receiving of the auditors report on the financial affairs of the association for the last financial year;
  - c) the presenting of the audited statement to the meeting for adoption;
  - d) the election of members of the management committee;
  - e) the appointment of an auditor.

#### SPECIAL GENERAL MEETING

18. (1) The secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of:-
  - a) being directed to do so by the management committee; or
  - b) being given a 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;
  - c) 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.

- (2) A requisition mentioned in subsection 18.1 shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

#### QUORUM AT GENERAL MEETING

19. (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the management committee plus 1.
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (3) For the purposes of rules 19.1 & 19.2 , , ‘member’ includes a person attending a proxy and presents written authority to represent the nominated representative of the member organisation.
- (4) 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.
- (5) 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 that adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (6) 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.
- (7) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (8) 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.

#### NOTICE OF GENERAL MEETING

20. (1) The secretary shall convene all general meetings of the association by giving not less than 14 days notice of any such meeting to the members of the association.
- (2) The manner by which such notice shall be given shall be determined by the management committee.
- (3) However, 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.
- (4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

#### PROCEDURE AT GENERAL MEETING

21. (1) Unless otherwise provided by these rules, at every general meeting –
- a) the president shall preside as chairperson, or if there is not president within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairperson or if the vice-president is not present or unwilling to act then the members present shall elect 1 of their number to be chairperson of the meeting; and
- b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and



- c) every question, matter or resolution shall be decided by a majority of votes of the members present; and
- d) every member present shall be entitled to 1 vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and
- e) however, no member shall be entitled to vote at any general meeting if the member's annual subscription is not fully paid at the time of the meeting; and
- f) 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; and
- g) the chairperson shall appoint 2 members to conduct the secret ballot in such a manner as the chairperson shall determine and the result of that ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
- h) a member may vote in person or by proxy or by attorney on a show of hands and every person present who is a member or a representative of a member shall have 1 vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have 1 vote; and the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of the appointer's attorney duly authorised in writing or, and a proxy need not be a member of the association.
- i) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and
- j) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit –

<b>Queensland Information Centres Association</b>			
I,	_____ of _____	being a member of the above mentioned association	
hereby appoint	_____ of _____	as my proxy to vote for me on my behalf at the	
(annual) general meeting of the association, to be held on the	_____ day of _____	in the year _____	and at any
adjournment thereof.			
	Signed this _____ day of _____	in the year of _____	
	Signature _____		
This form is to be used <u>in favour of</u> * / <u>against</u> *the resolution.			
* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit).			

- (k) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

21. (2) 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 in writing to the secretary for that inspection.

21. (3) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every management committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy.
21. (4) Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next such succeeding general meeting.
21. (5) However, 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 meeting.

#### BY-LAWS

22. 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.

#### ALTERATION OF RULES

23. (1) Subject to the provisions of the Associations Incorporation Act 1981, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- (2) However an amendment, rescission or addition is valid only if it is registered by the security as directed by the management committee.

#### COMMON SEAL

24. (1) The management committee shall provide for a common seal and for its safe custody.
- (2) The common seal shall only be used by 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.

#### FUNDS AND ACCOUNTS

25. (1) The funds of the association must be kept in the name of the association in a financial institution decided by the management committee.
- (2) 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.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All amounts of \$100 or over shall be paid by cheque signed by any 2 of the president, secretary, treasurer or other member authorised from time to time by the management committee.
- (5) Cheques shall be crossed 'not negotiable' except those in payments of wages, allowances or petty cash recouperment's which may be open.
- (6) The management committee shall determine the amount of petty cash which shall be kept on the impress system.
- (7) All expenditure shall be approved or ratified at a management committee meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the 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.
- (9) If the association is incorporated within 3 months of the end of the association's financial year, subsection 25 (8) does not apply for the financial year the association is incorporated.
- (10) The auditor must examine the statement prepared under subsection 25 (8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (11) The auditor must be appointed by the management committee after the AGM and prior to the end of the financial year.
- (12) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.
- (13) The association is operated not for profit.

#### DOCUMENTS

- 26. (1). The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the association.

#### FINANCIAL YEAR

- 27. (1). The financial year of the association shall close on the 30<sup>th</sup> June in each year.

#### DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- 28. (1). This section applies if the association is wound up under part 7 of the Act and there are surplus Assets. The surplus assets must not be distributed among the members but must be given to another entity –
  - a) that has objectives similar to the association's objectives; and
  - b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (2) In this section 'surplus assets' has the meaning given by section 47(3) of the Act.