

# The North Queensland State Alliance Inc.

## Constitution (Alliance Rules)

(Originally adopted by resolution 8 Feb. 2017; Amended by Special Resolutions 5 August 2018, Special Resolution 26 September 2020 and Special Resolutions on 13 March 2021)

### PART I - ALLIANCE ESTABLISHMENT AND PURPOSE

#### 1. Introduction & Name

This is the Constitution (Alliance Rules) of the North Queensland State Alliance Inc. (the Alliance).

The Alliance is an Incorporated Alliance under the *Associations Incorporation Act 1981* (Qld) (the Act).

Upon attaining membership of 500, the Association may, following approval by resolution at a general meeting, apply to register as a political party under the Electoral Act 1992 (Qld).

#### 2. Interpretation

(1) In these rules—

*Act* means the *Associations Incorporation Act 1981*.

*Chief executive* means the chief executive of the public sector unit administering the *Associations Incorporation Act 1981*(Qld)<sup>1</sup>.

*Alliance* means the North Queensland State Alliance.

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

#### 3. Alliance Objectives

The Alliance's primary objective is improvement in the quality of life of North Queenslanders. To achieve the primary objective, the Alliance's guiding principles are that—

- the strength of Australia as a nation lies in its federal structure and its democratic institutions; and
- the quality of life of North Queenslanders, and all Australians, will be enhanced by the separation of territory from Queensland, in accordance with s.124 of the Commonwealth of Australia Constitution, to form a new State in the Australian Federation called North Queensland.

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<sup>1</sup> See s.33(11) of the *Acts Interpretation Act 1954* (Qld)

#### 4. Powers

- (1) The Alliance has the powers of an individual.
- (2) The Alliance may, for example—
  - (a) enter into contracts; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) make charges for services it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.

#### 5. Membership

##### 5.1. Membership Definition and Eligibility

The Alliance shall be a voluntary Alliance of people, referred to throughout this Constitution as “members” or “Alliance members”. The number of Alliance members is unlimited.

Any permanent resident or citizen of Australia is eligible to become a member of the Alliance.

A person cannot become a member of the Alliance if the person has been convicted of a disqualifying electoral offence within 10 years of applying for membership<sup>2</sup>.

##### 5.2. Membership Fees

The membership fee for each Alliance member—

- (a) is the amount decided by the management committee; and
- (b) is payable when, and in the way, the Management Committee decides.

The Management Committee may decide an amount of membership fee on a pro-rata basis for part of a membership year.

A membership year for the purposes of these rules begins on 1 July and ends on 30 June the following year.

Once a person has paid their membership fee, for the purpose of these rules, they become a financial member.

##### 5.3. Automatic Membership

A person who, on the day the Alliance is incorporated, was a member of the unincorporated North Queensland State Steering Committee and who, on or before a day fixed by the management committee, agrees in writing to become a member of the Alliance, must be admitted by the management committee.

##### 5.4. New Membership

An applicant for membership of the Alliance must be proposed by one (1) member of the Alliance (the *proposer*) and seconded by another member (the *second*).

- (2) An application for membership must be—
  - (a) in writing (including e-format); and
  - (b) in the form decided by the management committee.

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<sup>2</sup> For a definition of ‘disqualifying electoral offence’, see the *Electoral Act 1992* s.2.

### 5.5. Termination of Membership

Members of the Alliance may, in writing to the Secretary, resign their membership. A person resigning their membership may apply to the Management Committee to have their fee for the current membership year refunded. The Management Committee may refund the membership fee either wholly or in part.

Membership of a member terminates if the member dies.

Membership shall also terminate 30 days after the end of a membership year where the member has not renewed their financial membership.

A person cannot become, or be, a member of the Alliance if the person has been convicted of a disqualifying electoral offence<sup>3</sup>.

The Management Committee may terminate the membership of a person on the grounds that the person is not a fit and proper person to be a member of the Alliance, or that they have brought the Alliance into disrepute. A person whose membership is terminated by the Management Committee may appeal the decision to a general meeting of the Alliance. The appeal must be heard within three (3) months of the Management Committee's decision. The person appealing (the appellant) must be accorded natural justice in the appeal. The appeal is to be decided by a majority vote of the members present and eligible to vote at the meeting. A person whose membership is terminated under this sub-clause shall have their membership refunded on a pro rata basis.

Alliance membership may not be terminated in any way other than as described in this clause.

### 5.6. Register of Members

The Management Committee must keep a register of members of the Alliance. The register must include the following particulars for each member—

- (a) the full name of the member;
- (b) the postal or residential address of the member;
- (c) the date of admission as a member;
- (d) the date of death or time of resignation of the member;
- (e) details about the termination or reinstatement of membership;
- (f) the State Electoral Branch of the Alliance the member is registered to; and
- (g) any other particulars the Management Committee or the members at a general meeting decide.

The register must be open for inspection by members of the Alliance at all reasonable times. However, the Management Committee may, on the application of a member of the Alliance, withhold information about the member (other than the member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm. A member must contact the secretary to arrange an inspection of the register.

### 5.7. Prohibition on Use of Information on Register of Members

A member of the Alliance must not—

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<sup>3</sup> For a definition of 'disqualifying electoral offence', see the Electoral Act 1992 s.2

(a) use information obtained from the register of members of the Alliance to contact, or send material to, another member of the Alliance for the purpose of advertising for religious, charitable or commercial purposes; or

(b) disclose information obtained from the register to someone else (who is not a member of the Alliance) knowing that the information is likely to be used to contact, or send material to, another member of the Alliance for the purpose of advertising for political, religious, charitable or commercial purposes.

## **PART II - ALLIANCE STRUCTURE**

### **6. Governing/Sovereign Body – General Meetings**

The governing body of the Alliance is the membership of the Alliance in General Meeting.

#### **6.1. First Annual General Meeting**

The first annual general meeting must be held within six (6) months of the end date of the Alliance's first reportable financial year.

#### **6.2. Subsequent Annual General Meetings**

Each subsequent annual general meeting must be held—

- (a) at least once each year; and
- (b) within six (6) months of the end date of the Alliance's reportable financial year.

#### **6.3. Business at Annual General Meetings**

The following business must be conducted at each annual general meeting of the Alliance—

- (a) receiving the Alliance's financial statement and audit report for the last reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption; (c) electing members of the management committee; and
- (d) appointing an auditor or accountant for the present financial year.

#### **6.4. Notice of General Meetings**

The secretary may call a general meeting of the Alliance.

The secretary must give at least 14 days' notice of the meeting to each member of the Alliance.

If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

The Management Committee will decide the way in which the notice must be given. However, notice of the following meetings must be given in writing—

- (a) a meeting called to hear and decide the appeal of a person against the management committee's decision to terminate a person's membership of the Alliance;
- (b) a meeting called to hear and decide a proposed special resolution of the Alliance.

A notice of a general meeting must state the business to be conducted at the meeting.

#### 6.4.1. Quorum For, and Adjournment Of, General Meetings

The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the Alliance's last general meeting plus one (1).

However, if all members of the Alliance are members of the management committee, the quorum is the total number of members less one (1).

No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Alliance, the meeting lapses.

If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Alliance—

- (a) the meeting is to be adjourned for at least seven (7) days; and
- (b) the Management Committees to decide the day, time and place of the adjourned meeting.

The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

If a meeting is adjourned under sub-rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

#### 6.4.2. Procedure at General Meetings

A member may take part and vote in a general meeting in person, by attorney, or by using any technology that the chairperson determines to reasonably allow the member to hear and take part in discussions as they happen.

A member who participates in a meeting as mentioned in sub-rule (1) is taken to be present at the meeting.

At each general meeting—

- (a) the president is to preside as chairperson; and
- (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one (1) of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way.

#### 6.4.3. Voting at General Meetings

At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

A member is not entitled to vote at a general meeting unless they are a financial member.

The method of voting is to be decided by the chairperson.

However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.

The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

#### 6.4.4. Special General Meetings

The secretary must call a special general meeting by giving each member of the Alliance notice (which may include public notice) of the meeting within 14 days after—

- (a) being directed to call the meeting by the management committee; or
- (b) being given a written request signed by—
  - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
  - (ii) at least the number of ordinary members of the Alliance equal to double the number on the Management Committee when the request is signed plus one (1); or
- (c) being given a written notice of an intention to appeal against the decision of the Management Committee to terminate a person's membership.

A request mentioned in sub-rule (b) above must state—

- (a) why the special general meeting is being called; and
- (b) the business to be conducted at the meeting.

A special general meeting must be held within three (3) months after the secretary— (a) is directed to call the meeting by the management committee; or

- (b) is given the written request mentioned in sub-rule (1)(b); or
- (c) is given the written notice of an intention to appeal mentioned in sub-rule (1)(c).

If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

#### 6.4.5. Minutes of General Meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered into a minute book.
- (2) To ensure the accuracy of the minutes—
  - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Alliance that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the Alliance, the secretary must, within 28 days after the request is made—
  - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- (4) The Management Committee may require the member to pay the reasonable costs of providing copies of the minutes.

### **7. Management of the Alliance**

#### 7.1. General Administration

Subject to these rules or a resolution of the members of the Alliance carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Alliance.

#### 7.2. Powers and Functions of the Management Committee

The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Alliance on which the rules are silent, but any interpretation must have regard to legislation, including any subordinate legislation.

*Note—*

These rules are subordinate to legislation and if an inconsistency arises between these rules and legislation the latter prevail.

The Management Committee may exercise the powers of the Alliance—

- (a) to borrow, raise or secure the payment of amounts in a way the members of the Alliance decide; and
- (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Alliance in any way; or
- (c) to invest in a way the members of the Alliance may from time to time decide.

#### 7.3. Management Committee Members

The Management Committee of the Alliance consists of a—

- (a) president;

- (b) secretary;
- (c) treasurer; and
- (d) any other members of the Alliance elected at a general meeting.

To be elected as a member of the Management Committee person must be a member of the Alliance.

At each annual general meeting of the Alliance, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.

A member of the Alliance may be appointed to a casual vacancy on the Management Committee under rule 7.7.

#### 7.4. Office of Secretary

(1) The secretary must be an individual residing in Queensland (or North Queensland in the event that it becomes a separate State), or in another State but not more than 65km from the Queensland (or North Queensland if it is separate State) border, who is a member of the Alliance elected by the Alliance as secretary.

(2) If the Alliance has not elected an interim officer as secretary for the Alliance before its incorporation, the members of the Management Committee must ensure a secretary is appointed or elected for the Alliance within one (1) month after incorporation.

(3) If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for the Alliance within one (1) month after the vacancy happens.

(4) For the purposes of these rules, a person appointed under this rule becomes a member of the Management Committee.

(6) If the Management Committee appoints a person under this rule, and at the time of appointment there is more than six (6) months until the next annual general meeting of the Alliance, the President must ensure a general meeting of the Alliance is called to endorse the appointment, or elect a new secretary of the Alliance.

(7) The secretary's functions include, but are not limited to—

- (a) calling general meetings of the Alliance, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Alliance; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the Alliance; and (d) maintaining the register of members of the Alliance.

#### 7.5. Electing the Management Committee

(1) A member of the Management Committee may only be elected as follows—

(a) any two (2) members of the Alliance may nominate another member (the *nominee*) to serve as a member of the management committee;

(b) the nomination must be—

- (i) in writing; and
- (ii) signed by the candidate and the members who nominated him or her; and
- (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;



- (c) each member of the Alliance present and eligible to vote at the annual general meeting may vote for one (1) candidate for each vacant position on the management committee;
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
- (a) is an adult; and
  - (b) is not ineligible to be elected as a member under law<sup>4</sup>.
- (3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Alliance for at least seven (7) days immediately preceding the annual general meeting.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The Management Committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
- (a) whether or not the Alliance has public liability insurance; and
  - (b) if the Alliance has public liability insurance, the amount of the insurance.

#### 7.6. Resignation, Removal, or Vacation of Office of a Management Committee Member

- (1) A member of the Management Committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at—
- (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice, the later time.
- (3) A member may be removed from office at a general meeting of the Alliance if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member (either the member who has been removed, or any other member) has no right of appeal against the member's removal from office under this rule.
- (6) A member is deemed to immediately vacate their office in the Management Committee if required by law<sup>5</sup>.

#### 7.7. Vacancies on the Management Committee

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the Alliance to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the Management Committee may act despite a casual vacancy on the management committee.

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<sup>4</sup> See s. 61A of the *Associations Incorporation Act 1981* (Qld)

<sup>5</sup> See for example s. 64 of the Act.

(3) However, if the number of committee members is less than the number fixed under rule 7.9 as a quorum of the management committee, the continuing members may act only to—

(a) increase the number of Management Committee members to the number required for a quorum; or

(b) call a general meeting of the Alliance.

#### 7.8. Meetings of the Management Committee

(1) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.

(2) The Management Committee must meet at least once every four (4) months to exercise its functions.

(3) The Management Committee must decide how a meeting is to be called. (4) Notice of a meeting is to be given in the way decided by the Management Committee.

(5) The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

(6) A committee member who participates in the meeting as mentioned in sub-rule (5) is taken to be present at the meeting.

(7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.

(8) A member of the Management Committee must not vote on a question about:

(a) a contract or proposed contract with the Alliance if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted; or

(b) an endorsement by the Management Committee of a candidate for an election if the Management Committee member is the candidate, or a family member of the candidate.

(9) The president is to preside as chairperson at a Management Committee meeting.

(10) If there is no president or if the president is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose one (1) of their number to preside as chairperson at the meeting.

#### 7.9. Quorum For, and Adjournment Of, Management Committee Meetings

(1) At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

(2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.

(3) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee—

(a) the meeting is to be adjourned for at least one (1) day; and

(b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting mentioned in sub-rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

#### 7.10. Special Meetings of the Management Committee

(1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.

(2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

(3) A request for a special meeting must state—

- (a) why the special meeting is called; and
- (b) the business to be conducted at the meeting.

(4) A notice of a special meeting must state—

- (a) the day, time and place of the meeting; and
- (b) the business to be conducted at the meeting.

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

#### 7.11. Minutes of Management Committee Meetings

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

#### 7.12. Disputes

Unless otherwise provided by these rules or law, the Management Committee has general authority under rule 7.2 above to resolve disputes about matters relevant to the Alliance. The Management Committee may also establish by-laws in the form of procedures for the resolution of disputes under rule 7.13 below.

#### 7.13. By-laws

(1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Alliance.

(2) A by-law may be set aside by a vote of members at a general meeting of the Alliance.

### **8. Alliance Policies – Policy Council Structure and Alliance Branches**

#### 8.1. Establishment of the Policy Council

The Alliance body responsible for development of policies to achieve the objectives of the Alliance is the Policy Council. The makeup of the Policy Council is –

- (a) the Management Committee;
- (b) three (3) delegates from each Alliance Branch; and

(c) elected members of government.

The Management Committee shall ensure that the Policy Council meets at least once per year.

Policies formulated by Policy Council become the policies of the Alliance once endorsed at a general meeting of the Alliance.

## 8.2. Alliance Branches

An Alliance Branch may be established by the Management Committee in each State electorate, or for a combination of State electorates.

On becoming a member of the Alliance the member must disclose their residential address and the State electorate in which they are enrolled. The person will be registered in the Alliance Branch established by the Management Committee under sub-rule (1) for the electorate in which the member is enrolled.

The Management Committee shall appoint co-ordinators for each Alliance Branch to organise Branch matters.

Alliance Branches are not separate entities to the Alliance.

## **PART V -- MISCELLANEOUS**

### **9. Common Seal**

(1) The Management Committee must ensure the Alliance has a common seal.

(2) The common seal must be—

(a) kept securely by the Management Committee; and

(b) used only under the authority of the Management Committee.

(3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—

(a) the secretary; or

(b) another member of the Management Committee; or

(c) someone authorised by the Management Committee.

### **10. Funds and Accounts**

(1) The funds of the Alliance must be kept in an account in the name of the Alliance in a financial institution decided by the Management Committee.

(2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Alliance.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(4) A payment by the Alliance of \$100 or more must be made by cheque or electronic funds transfer.

(5) If a payment of \$100 or more is made under sub-rule (4) above, the payment must be authorised (if by cheque this means by signature) by any two (2) of the following—

(a) the president;

(b) the secretary;

(c) the treasurer;

(d) any one (1) of three (3) other members of the Alliance who have been authorised by

the Management Committee to sign cheques issued by the Alliance.

(6) However, one (1) of the persons who signs the cheque must be the president, the secretary or the treasurer.

(7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

(8) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.

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

## **11. General Financial Matters**

(1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

(2) The income and property of the Alliance must be used solely in promoting the Alliance's objects and exercising the Alliance's powers.

## **12. Documents**

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Alliance.

## **13. Financial Year**

The end date of the Alliance's financial year is April 30 each year.

## **14. Distribution of Surplus Assets to Another Entity**

(1) This rule applies if the Alliance—

(a) is wound-up under part 10 of the Act; and

(b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the Alliance.

(3) The surplus assets must be given to Red Cross Australia.

(4) In this rule— surplus assets see section 92(3) of the Act.

## **15. Alteration of Rules**

(1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

(2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.