

**TORRES CAPE INDIGENOUS COUNCIL ALLIANCE (TCICA) INC.
RULES OF ASSOCIATION**

1 NAME

- 1.1 The name of the incorporated Association is the Torres Cape Indigenous Council Alliance (TCICA) Inc. (the Association).

2 DEFINITIONS

- 2.1 In these Rules, unless the context requires otherwise –

The Act means the *Associations Incorporation Act 1981* (Qld).

The Association means the *Torres Cape Indigenous Council Alliance (TCICA) Inc.*

Executive means the office bearers of the Association and is equivalent to a management committee.

Member Council means a Member of the Association.

3 OBJECTS

- 3.1 The objects of the Association are to –

- a) Provide a forum for Member Councils to meet regularly in an atmosphere of goodwill and trust.
- b) Support and advance the local interests of its Members and their constituencies in a regional context.
- c) Formulate policies and strategies from which all Member Councils may act collaboratively in determining complementary plans for the co-ordination and regional growth and management of change.
- d) Foster cooperation amongst Members on issues of mutual concern or to further joint interests.
- e) Work together to proactively promote sustainable growth so as to retain the region's natural assets and the cultural diversity of the people.
- f) Act as an advocate to State and Commonwealth Governments or public bodies on issues of concern to Members.
- g) Address cross boundary issues.
- h) Take forward the collective interests of councils in the region and influence senior decision-makers within government and agencies.
- i) Facilitate the sharing of resources and information between councils to achieve economies of scale and to improve the region.
- j) Facilitate regional economic development and co-operation of mutual benefit to Member councils, communities and businesses.
- k) Develop strategies for doing more with less.
- l) Build effective partnerships with State and Federal agencies which make decisions that affect our region.
- m) Facilitate cooperation with community, business and academic organisations for the benefit of the region.

**TORRES CAPE INDIGENOUS COUNCIL ALLIANCE (TCICA) INC.
RULES OF ASSOCIATION**

4 POWERS

- 4.1 The Association has the powers of an individual. The Association may, for example:
- a) establish and manage the assets and liabilities of the Association;
 - b) hold funds, in accordance with Clause 16 of these Rules;
 - c) purchase, lease, rent or otherwise acquire lands, buildings, or real or personal property for the purposes of or use of the Association provided that any property taken or held by the Association subject to any trust shall be dealt with in the manner allowed by law having regard to such trusts;
 - d) enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - e) enter into contracts in its own right or by facilitating the Member Council's entering into contracts in compliance with the *Local Government Act 2009* (Qld);
 - f) appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
 - g) remunerate any person or body corporate for services rendered, or to be rendered;
 - h) in furtherance of the objects of the Association - 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;
 - i) invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
 - j) print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objectives;
 - k) at any meeting make, amend or repeal policies consistent with its objectives and principles;
 - l) do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association, including all such things to comply with all relevant laws including the *Local Government Act 2009* (Qld) and *Local Government Regulation 2012* (Qld).

5 ACCOUNTABILITY

- 5.1 The Association and its Members are bound by the Association's Charter, which will provide for the purpose, scope and authority of the Association.

6 MEMBERSHIP

- 6.1 Membership of the Association shall consist of ordinary Members.
- 6.2 A Member of the Association must be a local governing authority. Membership of the Association is open to the following local governing authorities –

Aurukun Shire Council

Cook Shire Council

**TORRES CAPE INDIGENOUS COUNCIL ALLIANCE (TCICA) INC.
RULES OF ASSOCIATION**

Hope Vale Aboriginal Shire Council
Kowanyama Aboriginal Shire Council
Lockhart River Aboriginal Shire Council
Mapoon Aboriginal Shire Council
Mornington Shire Council
Napranum Aboriginal Shire Council
Northern Peninsula Area Regional Council
Pormpuraaw Aboriginal Shire Council
Torres Shire Council
Torres Strait Island Regional Council
Weipa Town Authority
Wujal Wujal Aboriginal Shire Council

- 6.3 Local governing authorities not listed above may be admitted as a Member Council by a resolution of the Members of the Association.
- 6.4 Each Member Council shall be entitled to be represented by **the Mayor and the CEO of the Member Council**. A Mayor of the Member Council may appoint another elected Member of the Member Council to act as his/her representative.
- 6.5 Representatives of Member Councils are appointed for a term of not less than one year except as this might be varied by notice given by a Member Council.
- 6.6 Meetings are open to councillors of Member Councils to attend as observers.
- 6.7 While not eligible for Membership, the Local Government Association of Queensland may appoint a representative to observe meetings, unless instructed otherwise by the Association.
- 6.8 Members may agree to invite other observers to meetings from time to time.
- 6.9 If, at any time, the number of ordinary Members of the Association falls below **three (3)**, the Association shall cease to exist and the funds and assets of the Association shall be disposed of in accordance with Clause 25 of these Rules.
- 6.10 **Voting and Decision Making**
- a) Every question, matter or motion arising at a meeting shall be decided by a majority of votes of the Members present at the meeting and eligible to vote;
 - b) An eligible Member is a financial Member.
 - c) Every financial Member shall be entitled to **one (1) vote**
 - d) The count of such votes may be recorded;
 - e) Any Member may request the recording of and have recorded any dissent from or qualification of a majority decision.
 - f) In the event of an equality of votes on any question, matter or motion, the person presiding may exercise a second or casting vote.
 - g) A Member may vote through its representative or authorise in writing, any other person to be its proxy in accordance with its directions. An instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

7 WHEN A MEMBERSHIP ENDS

**TORRES CAPE INDIGENOUS COUNCIL ALLIANCE (TCICA) INC.
RULES OF ASSOCIATION**

- 7.1 A Member may resign from the Association by giving a written notice of resignation to the Secretary.
- 7.2 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.
- 7.3 The Executive may terminate a Member's Membership if the Member:-
- a) Does not comply with any of the provisions of these rules; or
 - b) Has Membership fees in arrears for at least 6 months; or
 - c) Conducts itself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 7.4 Before the Executive terminates a Member's Membership, the Executive must give the Member a full and fair opportunity to show why the Membership should not be terminated.
- 7.5 If, after considering all representations made by the Member, the Executive decides to terminate the Membership, the Secretary of the Executive must give the Member written notice of the decision.

8 APPEAL AGAINST TERMINATION OF MEMBERSHIP

- 8.1 A Member whose application for Membership has been terminated may give the Secretary written notice of the Member's intention to appeal against the decision **within one (1) month** of receiving the written notice of decision.
- 8.2 If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after receiving the notice, call a general meeting to decide the appeal.

9 GENERAL MEETING TO DECIDE APPEAL

- 9.1 The general meeting to decide an appeal must be held within three (3) months after the Secretary receives the notice of intention to appeal.
- 9.2 At the meeting, the Member must be given a full and fair opportunity to show why the Membership should not be terminated.
- 9.3 Also, the Executive must be given a full and fair opportunity to show why the Membership should be terminated.
- 9.4 An appeal must be decided by a majority vote of the Members present and eligible to vote at the meeting.

10 REGISTER OF MEMBERS

- 10.1 The Executive shall establish and maintain a register of the Members of the Association specifying the name and address of each Local Government that is a Member of the Association together with the date on which the Local Government became a Member.
- 10.2 The register shall be open for inspection at all reasonable times by any Member who previously applies to the Executive for such inspection.

11 MEMBERSHIP FEES

- 11.1 The Membership fee for ordinary Members is such sum as the Members shall determine at or around the March ordinary meeting.

**TORRES CAPE INDIGENOUS COUNCIL ALLIANCE (TCICA) INC.
RULES OF ASSOCIATION**

- 11.2 A Membership is for the twelve (12) month period commencing 1 July each year.
- 11.3 Members are financially committed to the Membership fee unless written resignation is received prior to the start of the new Membership period.
- 11.4 Only financial Members of the Association shall be permitted a vote.
- 11.5 In addition to the Membership fee, the Members may decide at an Annual General Meeting or at any other meeting on a notice of motion given at least fourteen (14) days prior to an Annual General Meeting or any other meeting, to apply a special levy on Members to enable the Association to fulfil its objects. Any such resolution will have no force or effect unless the vote is unanimous.

12 EXECUTIVE

- 12.1 The Executive shall consist of three (3) persons which will include a Chair.
- 12.2 The Chairperson, Deputy Chairperson and Treasurer shall be elected by the Association Members at an Annual General Meeting.
- 12.3 Any two Members of the Association may nominate another Member to serve as a Member of the Executive. Nominations may be taken from the floor of the meeting.
- 12.4 Each Member of the Association present and eligible to vote at the Annual General Meeting may vote for one (1) candidate for each vacant position on the Executive.
- 12.5 The Secretary may be elected from the Executive or be appointed by the Executive.
- 12.6 Members of the Executive must be financial Members of the Association at the time of election and for the term of their appointment.
- 12.7 At each Annual General Meeting of the Association, the Members of the Executive must retire from office, but are eligible, on nomination, for re-election.
- 12.8 The Executive, subject to the Act, the Regulations and these Rules, and to any resolution passed by the Association at an Annual General Meeting or ordinary meeting:-
 - a) shall control and arrange the affairs of the Association;
 - b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by an ordinary meeting of the Members of the Association; and
 - c) shall have the power to perform all such acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of the Association.
- 12.9 **Secretary/Treasurer**
 - a) The Secretary's functions include, but are not limited to:-
 - i) Calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the Chair of the Association;
 - ii) Keeping minutes of each meeting;
 - iii) Keeping copies of all correspondence and other documents relating to the Association; and
 - iv) Maintaining the register of Members of the Association.
 - b) The Treasurer's functions include, but are not limited to:-
 - i) Leading the financial management of the Association;

**TORRES CAPE INDIGENOUS COUNCIL ALLIANCE (TCICA) INC.
RULES OF ASSOCIATION**

- ii) Keeping and maintaining financial records and documentation for payments, deposits, cheque books and petty cash balances; and
 - iii) Preparation of financial statements for the Executive and Members, including reporting required under the *Local Government Act 2009 (Qld)*, *Local Government Regulation 2012 (Qld)*, *Auditor-General Act 2009 (Qld)*, *Associations Incorporation Act 1981 (Qld)* or *Associations Incorporations Regulation 1999 (Qld)*.
- c) The Secretary/Treasurer may delegate responsibilities of this position to the Executive Officer, in accordance with a policy developed for that purpose.

12.10 Resignation, removal or vacation of office of Executive Member

- a) A Member of the Executive may resign from the Executive by giving written notice of resignation to the Secretary.
- b) The resignation takes effect at:-
 - i) The time the notice is received by the Secretary; or
 - ii) If a later time is stated in the notice – the later time.
- c) A Member may be removed from office at a general meeting of the Association if a majority of the Members present and eligible to vote at the meeting vote in favour of removing a Member.
- d) Before a vote of Members is taken about removing a 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.
- e) A Member has no right of appeal against the Member's removal from office under this rule.
- f) A Member immediately vacates the office of Member in the circumstances mentioned in section 64(2) of the Act.

12.11 Casual Vacancies

- a) For the purpose of these Rules, a casual vacancy in the office of a Member of the Executive occurs if the person holding that office:-
 - i) dies, resigns;
 - ii) the local government authority of the person holding office ceases to be a Member of the Association; or
 - iii) the person holding office ceases to be a local government councillor.
- b) Where a casual vacancy occurs in the office of the Chair pursuant to Clause 12.11 a):-
 - i) the Deputy Chair, becomes the Chair for the remainder of the Chair's term of office without the requirement for a further election;
 - ii) the Executive must select another Member to be the new Deputy Chair; and
 - iii) a vacancy is deemed to have occurred in the office of the other Member of the Executive who becomes Chair.
- c) Where a vacancy occurs in the office of Deputy Chair or Secretary/Treasurer pursuant to Clause 12.11 a):-
 - i) Such position shall be appointed by the Executive for the remaining term of office without the requirement for a further election
- d) Where any other casual vacancy occurs pursuant to Clause 12.11 a) the Member Council shall appoint a delegate to fill that vacancy.

**TORRES CAPE INDIGENOUS COUNCIL ALLIANCE (TCICA) INC.
RULES OF ASSOCIATION**

12.12 Members and Quorum

- a) The Executive shall convene at such time and place as the Executive may determine.
- b) Oral or written notice of a meeting of the Executive shall be given by the Secretary to each Member of the Executive at least forty-eight (48) hours (or such other reasonable time) before the time appointed for the holding of the meeting.
- c) The notice of the meeting given under Clause 12.12 b) shall specify the general nature of the business to be transacted at the meeting, and Executive Members may present at the meeting further business as General Business.
- d) At every meeting of the Executive a simple majority of Members equal to the number of Members elected and appointed to the Executive as at the close of the last Annual General Meeting of the Members shall constitute a quorum.
- e) The minutes of every Executive meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding meeting verifying their accuracy.

13 APPOINTMENT OF ADVISORY COMMITTEES

- 13.1 The Executive has the power to form an advisory committee for any specific purpose with the powers to co-opt.
- 13.2 An advisory committee shall, as far as practicable, appoint a Member of the Executive, or failing that, an Executive Member's delegate who is a Member of the Association as Chairperson.
- 13.3 If the Chairperson is not present at a meeting within ten (10) minutes after the time appointed for holding the meeting, the persons present may choose one (1) of their number to be chairperson of the meeting.
- 13.4 An advisory committee may meet and adjourn as it thinks proper.
- 13.5 All advisory committees shall report their findings and deliberations directly to the Executive.
- 13.6 Questions arising at any meeting of an advisory committee shall be determined by a majority of votes of the persons present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 13.7 Advisory committees formed by the Executive will at all times operate within these Rules.
- 13.8 Advisory committees formed by the Executive are not empowered to transact or undertake any contractual agreement on behalf of the Association or its Members without the approval of the Association's Executive.

14 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- 14.1 An act performed by the Executive, an Advisory Committee or a person acting as a Member of the Executive is taken to have been validly performed.
- 14.2 Subrule 14.1 applies even if the act was performed when:-
 - a) There was a defect in the appointment of a Member of the Executive, Advisory Committee or person acting as a Member of the Executive; or
 - b) An Executive Member, Advisory Committee Member or person acting as a Member of the management committee was disqualified from being a Member.

**TORRES CAPE INDIGENOUS COUNCIL ALLIANCE (TCICA) INC.
RULES OF ASSOCIATION**

15 ANNUAL GENERAL MEETINGS AND ORDINARY MEETINGS

- 15.1 The Annual General Meeting of the Association shall –
- a) be held at least once per year; and
 - b) within four (4) months after the end of the Association’s previous financial year.
- 15.2 The following business must be conducted at each Annual General Meeting:-
- a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year;
 - b) receiving the auditor’s report on the financial affairs of the Association for the last financial year;
 - c) presenting the financial statement and audit report to the meeting for adoption;
 - d) appointing an auditor for the coming year; and
 - e) Electing a Chairperson, Deputy Chairperson and Treasurer.
- 15.3 A quorum for an Annual General Meeting or ordinary meeting of the Association shall be more than 50 per cent of financial Members.
- 15.4 No business may be conducted at an Annual General Meeting or ordinary meeting unless there is a quorum of Members when the meeting proceeds to business.
- 15.5 A Member may take part and vote in a meeting in person, by proxy or by using any technology that reasonably allows a member to hear and take part in discussions as they happen.
- 15.6 A Member who participates in a meeting as mentioned in subrule 15.5 is taken to be present at the meeting.
- 15.7 Fourteen (14) days’ notice shall be given of every Annual General Meeting.
- 15.8 Ordinary meetings shall be held on at least seven (7) days’ notice and can be:-
- a) determined by the Members at a previous meeting;
 - b) called by the Chairperson; or
 - c) at the request of any three (3) financial Members.
- 15.9 Ordinary meetings of the Association shall be held at least four (4) times a year.
- 15.10 The Secretary must call a special general meeting by giving each member of the association a notice of the meeting within five (5) days of:-
- a) being directed to call the meeting by the Executive; or
 - b) a request by no fewer than one third financial Members.
- 15.11 Five (5) days’ notice shall be given to Members of every special meeting advising of the business to be conducted at said meeting. The notice must state why the special meeting is being called and the business to be conducted at the meeting.
- 15.12 The minutes of every ordinary and special meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding ordinary meeting, verifying their accuracy.
- 15.13 The minutes of the Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding ordinary meeting or Annual General Meeting.
- 15.14 The minutes of every ordinary and special meeting shall be circulated to Members within fourteen (14) days.

**TORRES CAPE INDIGENOUS COUNCIL ALLIANCE (TCICA) INC.
RULES OF ASSOCIATION**

15.15 Confidentiality

- a) Meetings are closed to the general public to protect the confidentiality of the Association's business, unless a Member of the general public is invited as an observer pursuant to clause 6.8;
- b) Minutes of ordinary meetings should not be distributed beyond Members without the authorisation of the Secretary.

16 FUNDS AND ACCOUNTS

- 16.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Executive.
- 16.2 Records and accounts shall be kept and maintained either in written, printed or electronic form in the English language showing full and accurate particulars of the financial affairs of the Association.
- 16.3 All monies shall be deposited in the financial institution account as soon as practicable after receipt thereof.
- 16.4 Wherever practical, the expenses of the Association should be paid by direct deposit to the bank account of the supplier of goods and services, and authorised by any two of the following -
 - a) the Chairperson;
 - b) the Deputy Chairperson;
 - c) the Secretary/Treasurer;
 - d) an officer authorised by the Executive for the purpose.
- 16.5 However, one (1) of the persons who authorises the direct deposit must be the Chairperson, or the Secretary/Treasurer.
- 16.6 The Executive may establish credit card facilities for use by an officer authorised by the Executive. The Executive must authorise or ratify all credit card expenses.
- 16.7 The Executive shall determine the amount of petty cash which shall be kept on the imprest system.
- 16.8 As soon as practicable after the end of the 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.
- 16.9 All such statements shall be presented for examination at the request of the Auditor General.
- 16.10 The assets and income of the Association shall be applied solely in furtherance of its Objects and no portion shall be distributed directly or indirectly to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

17 DOCUMENTS

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

18 FINANCIAL YEAR

**TORRES CAPE INDIGENOUS COUNCIL ALLIANCE (TCICA) INC.
RULES OF ASSOCIATION**

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

19 CO-OPERATION

19.1 For the purposes of performing any powers, duties or functions, the Executive may make use of the services of an employee of a Member provided the prior approval of the Chief Executive Officer of that Member is obtained.

20 ALTERATION OF RULES

20.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting by the votes of seventy five (75) per cent of the Members who are present and entitled to vote on the resolution.

20.2 Any Member proposing a rule change must give a notice of motion to the Chair for distribution to Members at least fourteen (14) days before the meeting at which the proposal is to be considered.

20.3 However, an amendment, repeal or addition is valid only if it is registered by the chief executive pursuant to section 49 of the Act.

21 ALTERATION OF CHARTER

21.1 The Association's Charter may be amended, repealed or added to by a special resolution carried at a general meeting by the votes of seventy five (75) per cent of the Members who are present and entitled to vote on the resolution.

21.2 Any Member proposing a change to the Charter must give a notice of motion to the Chair for distribution to Members at least fourteen (14) days before the meeting at which the proposal is to be considered.

22 COMMON SEAL

22.1 The Executive must ensure the Association has a common seal.

22.2 The common seal must be –

- a) kept securely by the Executive; and
- b) used only under the authority of the Executive.

22.3 Each instrument to which the seal is attached must be signed by a Member of the Executive and countersigned by –

- a) the Secretary/Treasurer;
- b) the Executive Officer;
- c) another Member of the Executive; or
- d) someone authorised by the Executive.

23 PROCEEDINGS AT LAW

23.1 Upon a resolution of the Association to institute proceedings at law, the Chairperson, Deputy Chairperson or other representative appointed by resolution for that purpose may undertake proceedings in his/her name and shall have the right to indemnity, from Association funds, against any claim arising from such representation or in respect to costs properly incurred or any award made against him/her as a representative of the Association.

**TORRES CAPE INDIGENOUS COUNCIL ALLIANCE (TCICA) INC.
RULES OF ASSOCIATION**

24 INSURANCES

- 24.1 The Association must maintain an appropriate level of public liability and professional liability insurance at all times. The Secretary must present a Certificate of Currency to any Member upon written request.
- 24.2 The Executive is to determine the appropriate level of public liability and professional liability insurance.

25 DISTRIBUTION OF SURPLUS ASSETS

- 25.1 In the event of the Association being dissolved, the assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual Members.