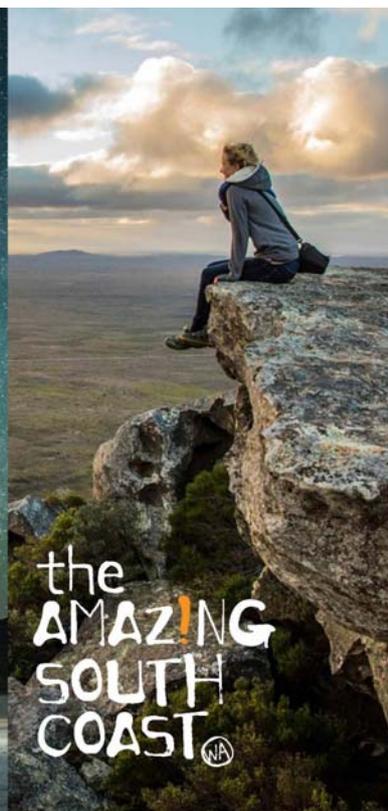




# Constitution

**Amazing South Coast Tourism (Inc)**



## Contents

<b>1.</b>	<b>Name</b> .....	<b>2</b>
<b>2.</b>	<b>Rules of Association</b> .....	<b>2</b>
<b>3.</b>	<b>Defined Terms</b> .....	<b>2</b>
<b>4.</b>	<b>Objects</b> .....	<b>2</b>
<b>5.</b>	<b>Membership</b> .....	<b>3</b>
<b>6.</b>	<b>Life Members</b> .....	<b>3</b>
<b>7.</b>	<b>Cessation of Membership</b> .....	<b>3</b>
<b>8.</b>	<b>Resignation of Members</b> .....	<b>4</b>
<b>9.</b>	<b>Suspension</b> .....	<b>4</b>
<b>10.</b>	<b>Subscriptions</b> .....	<b>5</b>
<b>11.</b>	<b>Register of Members</b> .....	<b>5</b>
<b>12.</b>	<b>Transitional Board</b> .....	<b>5</b>
<b>13.</b>	<b>Board</b> .....	<b>6</b>
<b>14.</b>	<b>Powers of the Board</b> .....	<b>8</b>
<b>15.</b>	<b>Chairperson</b> .....	<b>8</b>
<b>16.</b>	<b>Public Officer</b> .....	<b>8</b>
<b>17.</b>	<b>Meetings of the Board</b> .....	<b>9</b>
<b>18.</b>	<b>Independent Local Tourism Organisation</b> .....	<b>9</b>
<b>19.</b>	<b>General Meetings of the Association</b> .....	<b>9</b>
<b>20.</b>	<b>Finance</b> .....	<b>11</b>
<b>21.</b>	<b>Constitution and bylaws</b> .....	<b>11</b>
<b>22.</b>	<b>Common Seal</b> .....	<b>12</b>
<b>23.</b>	<b>Winding Up</b> .....	<b>12</b>
<b>24.</b>	<b>Disputes and Mediation</b> .....	<b>12</b>
<b>25.</b>	<b>Appointment of Mediator</b> .....	<b>13</b>
<b>26.</b>	<b>Mediation Process</b> .....	<b>13</b>
<b>27.</b>	<b>Definitions</b> .....	<b>13</b>

# Constitution

**Adopted** / /

## Operative provisions

### 1. Name

The name of the Association is Amazing South Coast Tourism (Inc). (“the Association”)

### 2. Rules of Association

This constitution sets out the Association's rules of association for the purposes of Part 3 of the Act.

### 3. Defined Terms

Capitalised terms used in this constitution are defined in rule 25.

### 4. Objects

(A) The objects of the Association are:

- (i) to grow the visitor economy across the “Amazing South Coast”;
- (ii) to promote the Region as a tourist destination;
- (iii) to provide tourist services and attractions and work closely with industry and government to enhance the visitor experience, including building new tourism attractions that generate greater value to the tourism economy
- (iv) to engage in such commercial activities as are from time to time deemed appropriate for the purpose of raising and attracting funds to assist the Association in the achievement of its objects;
- (v) to, preserve and enhance any tourism assets under the management and care of the Association; and
- (vi) to do or be concerned in any other matters or things which may tend to benefit the residents of, commercial interests in and visitors to the Region but subject always to rule 4(B).

(B) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members except in good faith in the promotion of those objects.

(C) The Association shall operate in a manner that will have due regard to its Members' interests.

(D) A payment may be made to a Member out of the funds of the Association only if it is authorised under rule 4(E).

(E) A payment to a Member out of the funds of the Association is authorised if it is —

- (i) the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
- (ii) the payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (iii) the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
- (iv) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

## **5. Membership**

- (A) Subject to this rule 5 and to acceptance by the Board, any person other than an employee of the Association may become a Member by notice in writing to the Board and payment of the prescribed Subscription.
- (B) An individual who has not reached the age of 15 years is not eligible to apply for membership.
- (C) Subject to rule 5(D) below, the Board must consider each application for membership of the Association and decide whether to accept or reject the application. The Board must notify the applicant of its decision to accept or reject the application as soon as practicable after making the decision.
- (D) The Board must not accept an application for membership unless the applicant has applied under rule 5(A) and is eligible under rule 5(B) (however the Board may reject an application even if the applicant has applied under rule 5(A) and is eligible under rule 5(B)). If a membership application is rejected, the applicant shall be entitled to make written or personal representations to the Board, whereupon the Board shall review its decision and subsequently notify the applicant accordingly and shall not be obliged to give any reason for its decision.
- (E) Application for membership is to be made in such form as the Board from time to time directs.
- (F) A natural person, corporation, partnership, incorporated association or an authority may be a Member. Where a Member is not a natural person, the Member shall nominate a natural person (**Representative**) in the notice referred to in rule 5(A), to act on its behalf in the affairs of the Association.
- (G) A Member may change its Representative, by giving notice to the Board in writing.
- (H) A Representative nominated by a Member under rule 5(F) or rule 5(G) shall be deemed for all purposes to be the Member's agent with the authority to exercise all of the Member's rights as a Member of the Association until the Member gives the Board notice in writing of the revocation of the Representative's appointment.
- (I) An applicant for membership of the Association (who applies in accordance with this rule 5) becomes a Member when the Board accepts the application and the Association receives payment of the Subscription.
- (J) A Member shall be provided with a copy of the rules of the Association in electronic or other form on their membership application being accepted.
- (K) The rights of a Member are not transferable and end when membership ceases in accordance with rules 7, 8 or 9 below.

## **6. Life members**

- (A) The Association may nominate a Member to be a life Member of the Association.
- (B) A life Member of the Association is not required to pay any Subscription, but has all of the rights of any other Member of the Association, and for the avoidance of doubt a life Member will be considered to be a Financial Member for the purposes of these rules.

## **7. Cessation of Membership**

A Member will cease to be a Member of the Association if:

- (A) having given one month's notice in writing of the Member's intention to resign in accordance with rule 8, that notice expires;
- (B) the Member dies or ceases to exist;
- (C) the Member becomes an employee of the Association;
- (D) the Member fails to pay the prescribed Subscription within 30 days of the due date for payment, and fails to remedy that failure within 30 days of receiving notice from the Association of its intention to terminate the membership; or
- (E) the Board, after proper investigation, provided the Member is given the opportunity to be heard, decides to expel or suspend a Member on the basis that the Member's conduct is considered detrimental to the Association's reputation or the achievement of the Association's objects in accordance with rule 9.

## **8. Resignation of members**

- (A) A Member may resign from membership of the Association by giving one month's written notice of the resignation to the Association.
- (B) The resignation takes effect:
  - (i) when the Public Officer receives the notice; or
  - (ii) if a later time is stated in the notice, at that later time.
- (C) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association at the time of resignation.

## **9. Suspension**

- (A) The Board may decide to suspend a Member's membership or to expel a Member from the Association if:
  - (i) the Member contravenes any of these rules; or
  - (ii) the Member acts detrimentally to the interests of the Association.
- (B) The Public Officer must give the Member written notice of the proposed suspension or expulsion at least 28 days before the meeting of the Board at which the proposal is to be considered by the Board.
- (C) The notice given to the Member must state:
  - (i) when and where the meeting of the Board is to be held;
  - (ii) the grounds on which the proposed suspension or expulsion is based; and
  - (iii) that the Member, or the Member's Representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion.
- (D) At the meeting of the Board, the Board must:
  - (i) give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
  - (ii) give due consideration to any submissions so made; and
  - (iii) decide whether or not to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension, or whether or not to expel the Member from the Association.
- (E) A decision of the Board to suspend the Member's membership or to expel the Member from the Association takes immediate effect.
- (F) The Board must give the Member written notice of its decision, and the reasons for the decision, within 7 days after the meeting of the Board at which the decision is made.
- (G) During the period a Member's membership is suspended, the Member
  - (i) loses any rights (including voting rights) arising as a result of membership; and
  - (ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (H) When a Member's membership is suspended, the Public Officer must record in the register of members:
  - (i) that the Member's membership is suspended;
  - (ii) the date on which the suspension takes effect; and
  - (iii) the period of the suspension.
- (I) When the period of the suspension ends, the Public Officer must record in the Register of Members that the Member's membership is no longer suspended.

## **10. Subscriptions**

- (A) Subscriptions for membership in the Association shall be fixed from time to time by the Board.
- (B) In fixing the Subscriptions, the Board may fix different Subscriptions and payment terms for different classes of members (if applicable).
- (C) Subscriptions shall be due for payment on the date to be determined by the Board.

## **11. Register of Members**

The Public Officer of the Association shall keep and maintain in an up to date condition, a register of the members of the Association with:

- (A) the Member name and if applicable, the name of the Representative nominated in accordance with sub-rule 5(F);
- (B) the postal address and email address (if any) of each Member;
- (C) the class of membership (if applicable) to which each Member belongs; and
- (D) the date on which each Member becomes a Member, and

upon request of a Member, shall make the register available for the inspection of the Member without charge and the Member may make a copy of or take an extract from the register but shall have no right to remove the register or use the information contained in the register for any purpose other than in connection with the affairs of the Association. The Board may authorise the issue of a copy of the register to a Member at a reasonable charge set by the Board.

## **12. Transitional Board**

- (A) The affairs of the Association shall be managed during the Transitional Period by a Transitional Board (which is to be the committee of the Association for the purposes of section 38 of the Act) consisting of up to 9 Transitional Board members, initially comprising:
  - (i) 2 members of the DTI board (DTI Representatives) appointed by the DTI board, one of whom will be a Vice-Chairperson of the Transitional Board;
  - (ii) 2 members of the DAF board (DAF Representatives) appointed by the DAF board, one of whom will be a Vice-Chairperson of the Transitional Board;
  - (iii) 1 representative of MBTB;
  - (iv) Up to 3 members appointed by unanimous agreement of the representatives of DTI, DAF and MBTB having skills appropriate to the achievement of the objects; and
  - (v) a Chairperson appointed with the approval of the boards of DTI and DAF.
- (B) The Chairperson, or in his or her absence, a Vice-Chairperson, shall preside over all meetings of the Association and the Transitional Board during the Transitional Period. In the Chairperson's absence, the Vice-Chairperson will preside. Should both the Chairperson and the Vice-Chairperson be absent from a meeting, the members or Transitional Board members (as appropriate) then present shall elect one of their number to be Chairperson for that meeting.
- (C) A member of the Transitional Board shall cease to be a member of the Transitional Board if:
  - (i) the member dies or becomes permanently incapacitated;
  - (ii) the member resigns by notice in writing delivered to the Public Officer;
  - (iii) the member is convicted of an offence under the Act; or
  - (iv) the member is absent for 3 scheduled Board meetings in any 12 month period without reasonable cause notified to the Public Officer prior to the meeting.
- (D) All of the members of the Transitional Board will retire on or before the first Annual General Meeting.
- (E) If a person's membership of the Transitional Board ceases during the Transitional Period for any reason, the Transitional Board shall appoint a replacement Transitional Board member and if the departing member:
  - (i) is a DTI Representative, the replacement Transitional Board member shall be a DTI Representative; and

- (ii) is a DAF Representative, the replacement Transitional Board member shall be a DAF Representative; and
  - (iii) is an MBTB representative, the replacement Transitional Board member shall be a MBTB Representative.
- (F) The rules of this constitution with respect to the Board (other than rule 13) will apply to the Transitional Board in the same way as to the Board except that the provisions of this rule 12 will prevail over any inconsistent rules to the extent of the inconsistency.

### 13. Board

- (A) On and from the expiry of the Transitional Period, the affairs of the Association shall be managed by a Board (which is to be the committee of the Association for the purposes of section 38 of the Act) consisting of not more than 7 Board members comprising:
- (i) at least 4 elected Board members, each of whom is to be a Financial Member of the Association and, subject to rule 13(I), is to be elected at an Annual General Meeting for a term of 2 years from the date of that Annual General Meeting except at the first Annual General Meeting the two Board members receiving the lowest number of votes shall be elected for a term of 1 year; and
  - (ii) up to 3 appointed Board members, who may or may not be Financial Members of the Association, who are appointed, from time to time, for a term not exceeding 2 years from the date of their appointment by a majority of the Board where that majority includes at least 4 elected Board members and, where there is no Board member elected pursuant to sub-rule (i) representing the tourism industry in any of Albany, Denmark or Plantagenet municipalities then one shall be appointed under this rule.
- (B) A person may be a Board member if the person is an individual who has reached 18 years of age.
- (C) Only Board members who have been Financial Members for at least the 3 consecutive months immediately prior to the election and whose Representative (if the Member is not a natural person), is a principal of the Member, a spouse of a principal of the Member or an employee of the Member, shall be eligible for nomination to fill a vacancy for an elected member on the Board.
- (D) The number of times a Financial Member may be elected, or a person may be appointed, to the Board shall be limited to three terms.
- (E) Subject to rule 13(G) a person may be reappointed as an appointed member of the Board only by a majority of the Board where that majority includes at least 4 elected members of the Board.
- (F) A Board member elected under rule 13(A)(i) shall cease to be a member of the Board if that member:
- (i) dies or becomes permanently incapacitated;
  - (ii) ceases to be a Financial Member of the Association;
  - (iii) resigns by notice in writing delivered to the Public Officer in accordance with rule 13(M);
  - (iv) is convicted of an offence under the Act;
  - (v) becomes ineligible under the provisions of section 39 of the Act;
  - (vi) is absent for 3 scheduled Board meetings in any 12 month period without reasonable cause notified to the Public Officer prior to the meeting; or
  - (vii) removes its Representative and fails to notify the Board of a new Representative in accordance with rule 5(G).
- (G) A Board appointed Board member (appointed under rule 13(A)(ii)) shall cease to be a member of the Board if that member:
- (i) dies or becomes permanently incapacitated;
  - (ii) resigns by notice in writing delivered to the Public Officer in accordance with rule 13(M);
  - (iii) is convicted of an offence under the Act;
  - (iv) becomes ineligible under the provisions of section 39 of the Act;
  - (v) is absent for 3 scheduled Board meetings in any 12 month period without reasonable cause notified to the Public Officer prior to the meeting;
  - (v) has his or her appointment terminated by way of a motion to that effect passed by at least 4 of the elected members of the Board at a Board meeting; or
  - (vi) removes its Representative and fails to notify the Board of a new Representative in accordance with rule 5(G).

- (H)** If a casual vacancy for an elected Board member occurs:
- (i) the Board may appoint a Financial Member of the Association to fill the vacancy until the next Annual General Meeting;
  - (ii) the person filling the vacancy is to be regarded for all purposes as an elected Board member of the Board; and
  - (iii) at the next Annual General Meeting, nominations for election to fill the vacancy are to be called from eligible members in accordance with rule 13(I), except that the notice requirement in rule 13(I) may be reduced where this is not possible or practicable as a result of when the casual vacancy occurred.
- (I)** Nominations for election to the Board shall be requested from eligible members by the Public Officer by no later than 42 days before the date of the relevant Annual General Meeting by notice in writing to each Member.
- (J)** Nominations must be made on the form accompanying the notice referred to in rule 13(I) above, signed by the nominator who must be a Financial Member and signed by the nominee who must consent to the nomination and include a brief credential statement. The nominator and nominee may be the same person.
- (K)** Nominations shall close 28 days before the date of the Annual General Meeting, whereupon the Public Officer shall by no later than 14 days before the date of the Annual General Meeting circulate a list of the nominees with a copy of their credentials and if the number of nominations exceeds the number of vacancies, a postal ballot form to each Member.
- (L)** If the same number of nominations as there are vacancies or less are received, the Chairperson of the Annual General Meeting or in the case of a casual vacancy, the Chairperson of the next succeeding Board meeting, shall declare the members so nominated duly elected as members of the Board.
- (M)** If more nominations than vacancies are received, the Public Officer shall cause a postal ballot to be held to elect persons to fill the vacancies. The Chairperson of the Annual General Meeting - or in the case of a casual vacancy, the Chairperson of the next succeeding Board meeting - shall declare sufficient members receiving a simple majority of the votes, duly elected as members of the Board.
- (N)** If less nominations than there are vacancies are received, each vacancy unfilled shall be filled by the Board at its first meeting following the Annual General Meeting as if it were a casual vacancy, as provided in rule 13(H).
- (O)** Where a person ceases to be a Board member they shall, as soon as practicable after ceasing to be a Board member, deliver to a Board member all of the relevant documents and records held by them pertaining to the management of the Association's affairs.
- (P)** A Board member may resign from the Board by written notice given to the Public Officer or, if the resigning Member is the Public Officer, given to the Chairperson.
- (Q)** The resignation takes effect when the notice is received by the secretary or chairperson or, if a later time is stated in the notice, at the later time.
- (R)** At a General Meeting, the Association may by resolution remove a Board member from office and elect a person who is eligible under this rule 13 to fill the vacant position. A Board member who is the subject of a proposed resolution under this rule 13(O) may make written representations (of a reasonable length) to the Public Officer or Chairperson and may ask that the representations be provided to the Members. The Public Officer or Chairperson may give a copy of the representations to each Member or, if they are not so given, the Board member may require them to be read out at the General Meeting at which the resolution is to be considered.
- (S)** A Board member, including any member of a subcommittee of the Board, is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
- (i) in attending a meeting of the Board;
  - (ii) in attending a General Meeting; or
  - (iii) otherwise in connection with the Association's business.
- (T)** All members of the Board must exercise their powers and discharge their duties in good faith in the best interests of the Association, and must not use their position (or use any information they obtain as a result of being a Board member) to gain an advantage or to cause detriment to the Association.

#### **14. Powers of the Board**

- (A) Subject to the powers of the members at General Meetings under this constitution and the Act, the Board shall have all such powers and do all such things as are necessary to carry out the objects referred to in rule 4 and the day to day management of the Association.
- (B) The Board may delegate specific powers to persons employed in the service of the Association and may revoke or vary such powers.
- (C) The Board may form sub-committees to which specific powers are delegated other than:
  - (i) the power of delegation; and
  - (ii) a function or power which is a duty imposed on the Board by the Act or any other law.
- (D) The Board may cancel the appointment of the sub-committee so formed at any time.
- (E) A sub-committee may have in its composition Financial Members, advisers or employees in addition to members of the Board, provided that Financial Members shall not be in a minority at its meetings and a Member of the Board shall be Chairperson.
- (F) The Board may resolve to pay a reasonable honorarium or stipend to the Chairperson.
- (G) The Board may appoint a Chief Executive Officer from time to time.

#### **15. Chairperson**

- (A) The Chairperson and Vice-Chairperson of the Board are each:
  - (i) to be elected by, and from, the members of the Board by way of a motion passed by at least 4 of the elected Board members at a meeting of the Board; and
  - (ii) to hold office from their election until the first meeting of the Board after the next Annual General Meeting.
- (B) The Chairperson and Vice-Chairperson may be elected:
  - (i) at the first meeting of the Board after the Annual General Meeting by, and from, the elected members of the Board; or
  - (ii) at any meeting of the Board by, and from, the elected and appointed members of the Board.
- (C) The Chairperson, or in his or her absence, the Vice-Chairperson, shall preside over all meetings of the Association and the Board.
- (D) Should both the Chairperson and the Vice-Chairperson be absent from a meeting, the Members or Board members (as appropriate) then present shall elect one of their number to be Chairperson for that meeting.

#### **16. Public Officer**

- (A) Unless the Board appoints another, the Association's Chief Executive Officer shall be the Public Officer.
- (B) The Public Officer shall be responsible for:
  - (i) Maintenance of an office at the principal place of business of the Association and lodging with the Commissioner, a notice of an address for the service of any process, notice or other document on the Association.
  - (ii) Giving notice to Members, in accordance with these rules, of the date, time and place of General Meetings and Board meetings.
  - (iii) The preparation and presentation of minutes of General Meetings and Board meetings.
  - (iv) The preparation and presentation of the annual accounts to the Annual General Meeting.
  - (v) Preparation and presentation of reports to the Board, on the operation of the Association.
  - (vi) Preparation and maintenance of the Register of Members.
  - (vii) Maintenance of an up to date copy of the rules and bylaws of the Association.

- (viii) Maintenance of an up to date copy of the record of office holders of the Association containing the names and residential or postal and email (if any) addresses of the persons who hold the offices of the Association including any person authorised to witness the affixing of the common seal of the Association and any trustee appointed or acting as trustee on behalf of the Association. Upon the request of a Member of the Association, the Public Officer shall make the record of office holders available for the inspection of the Member and the Member may make a copy of or take an extract from the record at its own cost but shall have no right to remove the record for that purpose.
- (ix) Maintenance and safekeeping of all records, books of account and securities and the carrying out of such other matters as are prescribed by the rules.
- (x) Acting as returning officer, for the determination of the numbers of votes cast in postal ballots called under this constitution.

## **17. Meetings of the Board**

- (A) The Board shall meet at least once every 3 months for the conducting the business of the Association, at a time and place fixed by the Board provided that, subject to rule 17(G), at least 7 days' notice of such meeting must be given to Board members setting out the date, time and place of the meeting and describing the general nature of the business to be conducted at the meeting. Attendance may be by electronic means and the method of attendance shall be recorded in the minutes of the meeting.
- (B) A quorum of 5 Board members shall be present before the meeting can commence.
- (C) If there is no quorum present within 30 minutes of the time fixed for the Board meeting, the meeting shall be adjourned to a date, place and time specified by the Chairperson and the Public Officer, under the direction from the Chairperson, shall give members at least seven days' notice of the adjourned meeting.
- (D) Matters before the Board shall be decided by majority vote but where there is an equality of votes, the Chairperson shall have a casting vote in addition to the deliberative vote only if all Board members able to vote have voted.
- (E) A Board member with a material conflict of interest with respect to a matter under Board consideration must disclose the nature and extent of their interest and abstain from voting on the matter and shall disclose the nature and extent of the interest at the next general meeting of the Association. Every such disclosure shall be recorded in the minutes of those meetings.
- (F) Members may attend a Board meeting under such conditions as the Board may fix from time to time (including by telephone or other means of instantaneous communication). Having fixed the conditions for attendance at the Board meetings, the Board shall as soon as practicable, advise members of the conditions so fixed.
- (G) An exceptional Board meeting may be convened by the Chairperson, or by 4 or more Board members (comprising, during the Transitional Period, at least 2 DTI Representatives and at least 2 DAF Representatives), to deal with matters requiring urgent attention when and at such place and time as he, she or they think fit (as applicable), by giving each Board member not less than 24 hours' notice of the meeting.
- (H) A resolution agreed to by a majority of the Board and made in writing or by electronic means from the usual email address of a Board Member shall be accepted as a resolution made by the Board as if at a meeting of the Board provided that such resolution is ratified at a subsequent meeting of the Board.
- (I) Minutes must be taken and kept of each meeting of the Board and entered in the Association's minute book within 30 days after the meeting is held.

## **18. Independent Local Tourism Organisation**

The Association shall at all times operate as an independent local tourism organisation.

## **19. General Meetings of the Association**

- (A) The Annual General Meeting of the Association shall be held each year between 1 July and 30 November as determined by the Board. If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's financial year, the Public Officer must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- (B) All Members shall receive at least 21 days' notice in writing to the address appearing in the Register of Members, of the date, time and place of the Annual General Meeting, together with a statement showing the number of vacancies to be filled in the Board and a nominations form in accordance with rule 13.

- (C) By no later than 14 days before the date of the Annual General Meeting, Members shall be provided with a statement showing the number of vacancies on the Board, a copy of the credentials supplied by each nominee, notice of any motion to be put to the Annual General Meeting and detail of any special matter to be raised by the Chairperson.
- (D) No business is to be conducted at a General Meeting unless a quorum is present. 20 Financial Members shall be a quorum and, if that number is not present within 30 minutes of the advertised start time for the meeting, the meeting shall be adjourned to a date, place and time specified by the Chairperson, even though the date is not within the time prescribed by rule 19(A).
- (E) On any question arising at a General Meeting, each Member has one vote on a show of hands or on a poll, and each Member may vote personally or by proxy. A Member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a Member, to vote on behalf of the body corporate on any question at a particular general meeting or at any General Meeting, as specified in the document by which the appointment is made (a copy of which must be given to the Public Officer before any General Meeting to which the appointment applies).
- (F) Except as is otherwise provide for in this constitution or the Act, voting on any matter before the meeting shall be by a show of hands, with the matter being determined by a simple majority. The Chairperson shall declare the result.
- (G) In the event of at least 6 members disagreeing with the declaration by the Chairperson, the matter shall be decided by poll in a manner to be determined by the Chairperson. The Chairperson shall have a deliberative and casting vote.
- (H) A Member may appoint in writing a representative, who is a natural person, to be the proxy of the appointing Member and to attend, and vote on behalf of the appointing Member at, any General Meeting. The proxy appointment must be in the form approved by the Board from time to time.
- (I) Proxy appointments must be received in writing by the Public Officer at least 72 hours before the commencement of the General Meeting.
- (J) Except at the first Annual General Meeting of the Association, no Member shall be entitled to vote, whether by show of hands, proxy, postal vote, ballot or poll, unless that Member is a Financial Member and has been a Financial Member for at least 3 months.
- (K) A Member entitled to vote on any matter before an Annual General Meeting, who is unable to attend, may vote by postal vote or by written proxy to another person who is able to attend and that person may cast a vote on behalf of the Member.
- (L) Non-Financial Members may attend an Annual General Meeting, may speak on any matter before the meeting but shall not be entitled vote in determining the matter.
- (M) Persons not being members may attend an Annual General Meeting on such conditions as the Chairperson may prescribe but in any event, shall not speak on any matter before the meeting unless so requested by the Chairperson.
- (N) The order of business for an Annual General Meeting shall, unless otherwise determined by the Board, be:
  - (i) Welcome;
  - (ii) Apologies;
  - (iii) Minutes of the last Annual General Meeting;
  - (iv) Minutes of any Special General Meetings held during the year;
  - (v) Matters arising from those minutes;
  - (vi) Chairperson's report;
  - (vii) Financial Statements;
  - (viii) Declaration of results of Board election; and
  - (ix) General Business.
- (O) Minutes of the last Annual General Meeting, minutes of any Special General Meetings held during the year and the Financial Statements to be presented to an Annual General Meeting shall be made available on request to members, at the principal place of business of the Association during the week immediately prior to the Annual General Meeting.
- (P) Special General Meetings of the Association may be called for by the Board or by at least 20% of the Financial Members giving a request to the Public Officer, indicating the matter to be decided.

- (Q) In either event, the Public Officer shall arrange for a Special General Meeting to be held within 28 days of the request, by giving at least 14 days' notice to the members setting out the date, time and place of the meeting.
- (R) The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (S) The provisions of this rule, except where they expressly relate to Annual General Meetings, shall be applied to all General Meetings (including Special General Meetings) of the members.
- (T) Any resolution by members at an Annual General Meeting or a Special General Meeting, which seeks to amend this constitution, or which seeks to effect a winding up of the Association, shall not be valid unless notice has been given that the resolution is to be a Special Resolution.
- (U) Minutes must be taken and kept of each General Meeting and entered in the Association's minute book within 30 days after the meeting is held.

## **20. Finance**

- (A) All financial arrangements undertaken by or for the Association shall conform with legal requirements (including, without limitation, those under Part 5 of the Act) and good accounting and business practice.
- (B) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (C) All payments by the Association and to the Association shall be recorded in appropriate books of account, with receipts given for all monies received and cheques or remittance advices written for all monies paid.
- (D) All monies received by the Association shall be deposited or electronically transferred into the account referred to in rule 20(B) above.
- (E) Payments made by the Association may only be drawn on deposited funds or within overdraft limits set for operational purposes pursuant to a prior commitment authorized by budget or a Board resolution and signed by the Public Officer and a Member of the Board specifically named for that purpose.
- (F) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
  - (i) two Board members; or
  - (ii) one Board member and a person authorised by the Board.
- (G) Funds in excess of normal operating requirements may be invested in a nominated bank account or other authorized trustee securities.
- (H) The books of account shall be kept in such a manner as will enable true and fair accounts of the Association to be prepared and audited from time to time.
- (I) The accounts presented to the Annual General Meeting shall consist of an income and expenditure account and a balance sheet duly audited by a person qualified for that purpose. The auditor shall be appointed by the Board at the first meeting of the Board next following the Annual General Meeting and the Auditor shall receive notice of the Annual General Meeting and any other general meeting of Member.
- (J) The Financial Year of the Association shall commence on 1 July in each year.

## **21. Constitution and Bylaws**

- (A) This constitution, including the name of the Association, may be amended only by a Special Resolution of the Association.
- (B) Amendment of this constitution shall commence by way of notice of meeting giving precise detail of the amendment sought and a brief statement setting out the reason for the amendment.
- (C) Copies of the up to date constitution and bylaws shall be available for inspection by members at the principal place of business of the Association. Members are entitled to a free copy of the constitution on becoming a Member of the Association and whenever there is a change of the constitution. Other copies may be made available to members at a reasonable cost.

## **22. Common Seal**

- (A)** The Association shall have a common seal on which its name shall appear in legible characters.
- (B)** The common seal of the Association must not be used without the express authority of the Board. Every use of the common seal shall be recorded in the minutes of the meeting of the Board following its use and in the Register which is kept for that purpose.
- (C)** The affixing of the common seal of the Association shall be witnessed by the Chairperson of the meeting authorising its use and either one other Member of the Board specifically named for that purpose or the Public Officer. If the Chairperson is unable to attend the affixing of the seal, then the Public Officer shall obtain Board approval for one of its members to so act.
- (D)** The common seal of the Association shall be kept in the custody of the Public Officer.
- (E)** The Association may execute a document without using a common seal if the document is signed by:
  - (i)** two Board members; or
  - (ii)** one Board member and a person authorised by the Board.

## **23. Winding Up**

Upon winding up or dissolution, any surplus property remaining after (i) satisfaction of the debts and liabilities of the Association, and (ii) the costs, charges and expenses of winding up or cancelling the incorporation of the Association must be given or transferred to another association incorporated under the Act (or other entity set out in section 24(1) of the Act) which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

## **24. Disputes and Mediation**

- (A)** The procedure set out in this rule 24 applies to disputes between Members or between one or more Members and the Association.
- (B)** The Parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each Party.
- (C)** If the Parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 24(G), any Party to the dispute may start the grievance procedure by giving written notice to the Public Officer of:
  - (i)** the Parties to the dispute; and
  - (ii)** the matters that are the subject of the dispute.
- (D)** Within 28 days after the Public Officer is given the notice, a meeting of the Board must be convened to consider and determine the dispute.
- (E)** The Public Officer must give each Party to the dispute written notice of the meeting of the Board at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (F)** The notice given to each Party to the dispute must state:
  - (i)** when and where the meeting of the Board is to be held; and
  - (ii)** that the Party, or the Party's Representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (G)** If:
  - (i)** the dispute is between one or more Members and the Association; and
  - (ii)** any Party to the dispute gives written notice to the Public Officer stating that the Party does not agree to the dispute being determined by the Board and requests the appointment of a mediator under rule 25,the Board must not determine the dispute.
- (H)** At the meeting of the Board at which a dispute is to be considered and determined, the Board must:
  - (i)** give each Party to the dispute, or the Party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute;

- (ii) give due consideration to any submissions so made; and
  - (iii) determine the dispute.
- (I) The Board must give each Party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the meeting of the Board at which the determination is made.
- (J) A Party to the dispute may, within 14 days after receiving notice of the Board's determination under rule 24(I), give written notice to the Public Officer requesting the appointment of a mediator under rule 25.
- (K) If notice is given under rule 24(J), each Party to the dispute is a party to the mediation.

## 25. Appointment of mediator

- (A) The mediator must be a person chosen by agreement between the Parties to the dispute.
- (B) If there is no agreement for the purposes of rule 25(A), then, subject to rules 25(C) and 25(D), the Board must appoint the mediator.
- (C) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.
- (D) The person appointed as mediator by the Board may be a Member or former Member of the Association but must not have a personal interest in the matter that is the subject of the mediation or be biased in favour of or against any party to the mediation.

## 26. Mediation process

- (A) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (B) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (C) In conducting the mediation, the mediator must:
  - (i) give each party to the mediation every opportunity to be heard;
  - (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (D) The mediator cannot determine the matter that is the subject of the mediation.
- (E) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (F) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (G) If as the result of the mediation, the decision to suspend the Member's membership or expel the Member is revoked, that revocation does not affect the validity of any decision made at a meeting of the Board or General Meeting during the period of suspension or expulsion.

## 27. Definitions

In this constitution:

**Act** means the Associations Incorporation Act 2015 (WA).

**Annual General Meeting** means a meeting convened under rule 19 (a) and (b).

**Association** means Amazing South Coast Tourism Inc.

**Board** means the board of the Association constituted pursuant to rule 13.

**Chairperson** means the person performing the functions described in rule 15 or rule 12.

**Chief Executive Officer** means the person appointed in accordance with rule 14(G).

**Commissioner** means the person designated as the Commissioner under section 153 of the Act.

**DAF** means Discover Albany Foundation Ltd.

**DTI** means Denmark Tourism (Inc),

**Financial Member** means a Member who has paid the Subscription.

**Financial Year** means a period commencing 1 July and ending on 30 June in the following year.

**General Meeting** means a meeting to which all members of the Association are invited.

**MBTB** means the Mt. Barker Tourist Bureau (Inc.)

**Member** means a Member of the Association.

**Party to a dispute** includes a person who is a party to the dispute and who ceases to be a Member within 6 months before the dispute has come to the attention of each party to the dispute.

**Public Officer** means the person appointed in accordance with rule 16(a).

**Region** means the area within the boundaries of the City of Albany and the Shires of Denmark and Plantagenet, and such other areas as are determined by the Board from time to time having regard to the geographic spread of Financial Members.

**Register of Members** means the register of members kept by the Association in accordance with rule 11.

**Representative** means a natural person appointed by a Member who is not a natural person to act as its representative in accordance with rule 5.

**Special General Meeting** means a General Meeting other than Annual General Meeting.

**Special Resolution** means a resolution passed by a majority of not less than three- quarters of the members who are entitled under this constitution to vote, in attendance (either in person or by proxy) at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution.

**Subscription** means the annual fee payable (if any) for membership of the Association in accordance with rule 10.

**Transitional Board** the board of the Association during the Transitional Period constituted pursuant to rule 12.

**Transitional Period** means the period from the incorporation of the Association until the Association's 2018 Annual General Meeting or any earlier date determined by the Transitional Board.

**Vice-Chairperson** means a vice-chairperson referred to in rule 15 or rule 12.