

Explanatory Memorandum

Notice is given that an Annual General Meeting (AGM) of the Margaret River Busselton Tourism Association (MRBTA) will be held at 17.30 on Thursday October 26th 2017 at Eight Willows Retreat (formerly Willy Bay Resort) - 266 Metricup Road, Metricup, Western Australia 6280.

These Explanatory Notes, which accompany and form part of the Notice of Meeting, describe in more detail those matters to be considered at the AGM including amendments to the MRBTA Constitution and the amount of funds that can be allocated for payment of Board stipends.

In particular, members will be asked to consider, and if thought fit, to pass, the following resolution as a **special resolution**:

"It is resolved that, for the purposes of section 51 of the Associations Incorporation Act 2015, rule 21 of the Association's constitution and for all other purposes, the Association's constitution be amended as shown in mark-up in Annexure A of this Notice of Meeting."

Additionally, members will be asked to consider, and if thought fit, to pass, the following resolution as an **ordinary resolution**:

*"It is resolved that, for the purpose of rule 11(i) of the Constitution, a total sum not exceeding **\$33,000** per annum be allocated (as determined by the Board) for payments of stipends to the Chairperson, the Audit and Risk Committee Chairperson and the Audit and Risk Committee members."*

This document provides information regarding the proposed resolutions to allow members to make informed decisions when casting their vote.

Agenda – Order of Business

As per Rule 17 (M) of MRBTA's Constitution, the order of business for an Annual General Meeting shall be:

- (i) Welcome
- (ii) Apologies
- (iii) Minutes of the last Annual General Meeting
- (iv) Minutes of any Special General Meeting held during the year
- (v) Matter arising from those minutes
- (vi) Chairperson report
- (vii) Financial statements and
- (viii) General Business

Several items (listed below) will be included under General Business and are explained further in this document.

- a) Board Members Election Results
- b) Proposed Constitutional Amendments
including special resolution
- c) Provisions for Board Member stipends

General Business – Board Member Election Results

Further to previous correspondence inviting nominations for MRBTA's Board of Directors, **SEVEN** (7) nominations have been received for the **THREE** vacancies that exist, of which one is casual vacancy (for a term of one year).

As the number of nominations received is greater than the number of vacancies, an election is required to fill the positions. As per the constitution, the election will be conducted via a postal ballot.

The Election will be a simple majority, and as such the 2 candidates that receive the highest number of votes will be duly elected as a Board Member at the 2017 Annual General Meeting for a period of 2 years. The candidate that places 3rd overall, will fill the casual vacancy for a period of 1 year.

The results of this election will be independently checked, before being announced at the 2017 AGM.

Members are encouraged to vote by completing the enclosed/attached Postal Ballots and Signed Voting Authorisation Form and forwarding it to the Public Officer via fax, email, mail or in-person: by **4.30pm on Thursday 26th of October 2017.**

Please note, no ballots will be accepted at the AGM.

General Business – Proposed Constitutional Amendments

With the ongoing evolution of MRBTA as well as the expiration of the Board's Transitional period at the 2017 AGM, MRBTA's Board of Directors obtained legal advice from *Clayton Utz* regarding the development of a new constitution to allow for several updates and amendments.

The proposed updates/amendments include:

- a) Removal of reference to Transitional Board
- b) Updates as required by the new *Association Incorporation Act 2015*, and in line with the new *Model Rules (Associations) 2016*, including:
 - i. Establishment of classes of Members
 - ii. Establishment of by-laws
 - iii. Disciplinary Action, Disputes and Mediation
 - iv. Circumstances in which payment may be made to a member of the Board

The Process for Amending the Constitution

As per Rule 19(a) of MRBTA's constitution, changes to the constitution can only be made via a *Special Resolution* of the Association, which is defined to be:

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 (21 days prior to the meeting)

Rule 19(b) also states amendments to the 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.

Details of Proposed Amendments

Annexure A of this Notice of Meeting consist of a marked-up version of the constitution, showing the proposed amendments. The reasons for these amendment are provided below.

a) Remove reference to Transitional Board (Rule 10)

MRBTA was established via the merger of Augusta Margaret River Tourism Association and Geographe Bay Tourism Association. Rule 10 of the Constitution refers to the Transitional Board established to manage the affairs of the Association during its initial two years of operation, or Transitional period. As outlined in the constitution, this Transitional Period will expire at the 2017 Annual General Meeting thereby making Rule 10 obsolete. It is therefore suggested that Rule 10 and any other reference to the Transitional Board be removed from the constitution.

b) Changes required as per new Association Incorporated Act (WA) 2015 and in line with the new Model Rules (Associations) 2016

In Western Australia the legal requirements for the management of an association were previously outlined in the *Associations Incorporation Act (WA) 1987*. This act was, however, replaced by the *Associations Incorporation Act (WA) 2015* which came into effect on 1 July 2016.

The new Act requires all Association to review and update their rules as outlined on the Department of Commerce Website. An overview of required changes which must be made by 2019 can be found here <https://www.commerce.wa.gov.au/sites/default/files/atoms/files/assocruleschecklist.pdf>.

The suggested amendments to the constitution generally follow the *Model Rules (Associations) 2016*, which can be found here: <https://www.commerce.wa.gov.au/publications/model-rules-associations-2016>.

MRBTA's existing constitution was drafted under the old Act and as such several changes are required to ensure the association and its activities are compliant.

i. Classes of Membership

Currently MRBTA's constitution defines only a single class of members, all of which have voting rights. The *Model Rules (Associations) 2016* provide for the creation of classes of members. This has been reflected in the new draft constitution – namely 'associate' members (no voting rights), 'ordinary' members (voting rights), and 'life' members (voting rights and no charge for membership). Currently only the 'ordinary' and 'life' member categories have been enacted. The proposed change to the constitution would allow for a non-voting category of members to be created by resolution of the members at a General Meeting in future.

ii. Establishment of by-laws

MRBTA members currently accept Terms and Conditions (T&C's) as part of their membership. By-laws are secondary rules which are subject to the constitution but don't actually form part of the constitution.

The establishment of by-laws in the constitution, as per the new Model Rules, would allow MRBTA to create rules outside of the constitution. These rules relating to terms and conditions of membership would then become enforceable, and enable MRBTA to better manage the quality of tourism product on behalf of the organisation and its membership.

iii. Disciplinary Action, Disputes and Mediation

Currently information regarding circumstances in which a membership can be cancelled is included in the Membership T&C's. Because of the importance of membership cancellation, rules in relation to Disciplinary Action, Disputes and Mediation have been included in the draft constitution to provide a transparent process for managing such issues should they arise.

iv. Circumstances in which payment may be made to a member of the Board

While it is typical for many Boards to pay their Directors a daily or per diem sitting fee, MRBTA's Board Directors volunteer their time to attend and actively participate in regular meetings throughout the year.

The Chair has many responsibilities over and above attending and participating in these meetings and therefore, as per Rule 12(g) of the current constitution is paid an honorarium of \$30,000 per annum.

Also over and above the involvement in Board meetings is the work done by the Audit and Risk Committee (ARC) which consists of two Board representatives, as well as an independent (non-Board) member. ARC plays an important role in MRBTA by assisting and overseeing the financial management of the organisation. The members of this committee attend five additional meetings a year and providing ongoing consultation and advice, as necessary. As a token of appreciation, and an acknowledgement of the time ARC members spend away from their own businesses to fulfill ARC responsibilities, the Board would like to extend the eligibility of those paid an honorarium to include the ARC Chair or committee members.

The Board is therefore seeking to amend the constitution to allow for the establishment of a pool of funds from which payments of stipends to the Chairperson, the Audit and Risk Committee Chairperson and the Audit and Risk Committee members.

As per the *Association Incorporation Act (WA) 2015*, the provision permitting such payments must provide for the approval of the payments by resolution of the members and as such the amount to be included in this pool will require a separate resolution to be passed by members, as per Agenda item *General Business - Provisions for Board Member stipends*.

Special Resolution

To effect all of the proposed changes to the MRBTA Constitution, members will be asked to consider, and if thought fit, to pass, the following resolution as a **special resolution**:

"It is resolved that, for the purposes of section 51 of the Associations Incorporation Act 2015, rule 21 of the Association's constitution and for all other purposes, the Association's constitution be amended as shown in mark-up in Annexure A of this Notice of Meeting."

General Business – Provision For Board Stipends

Assuming that members vote to allow the payment of a stipend to the Chair, ARC Chair and ARC Committee Members, members will be asked to consider the amount of funds to be collectively allocated for these payments.

The Board recommends that a total of \$33,000 per annum be allocated for the provision of Board Stipends, which will be distributed as follows:

- Board Chairperson \$30,000 p.a.
- Audit & Risk Committee Chair \$300 per meeting x 6 = \$1,800
- Audit & Risk Committee Member \$200 per meeting x 6 = \$1,200

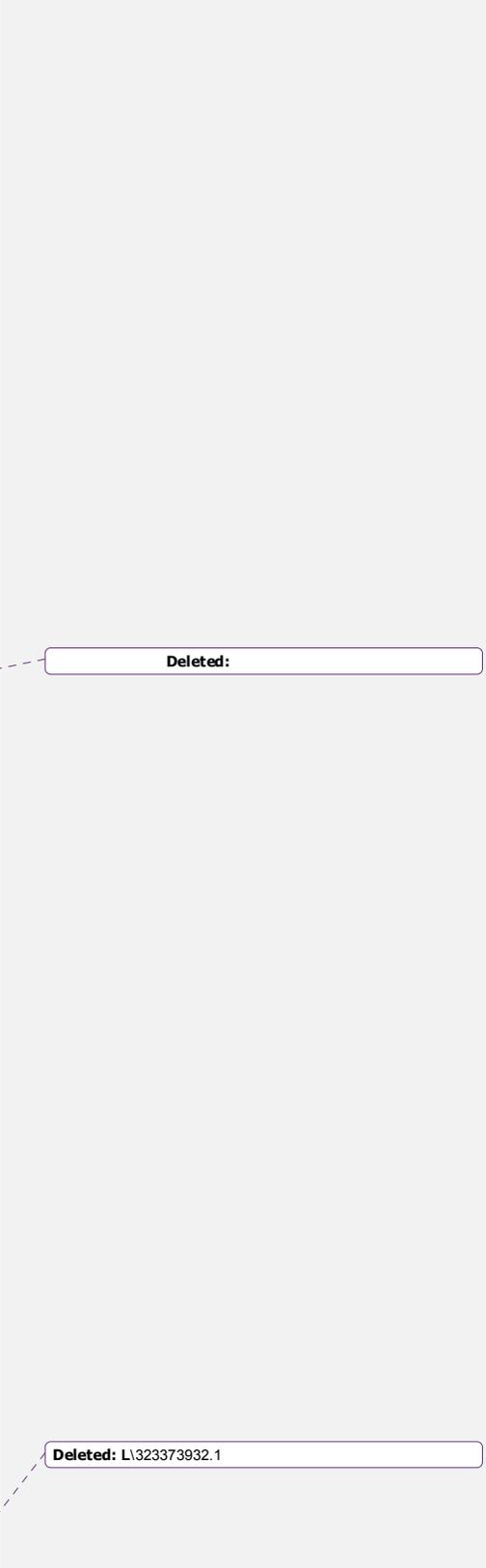
Members are therefore asked to consider, and if thought fit, to pass, the following resolution as an **ordinary resolution**:

*"It is resolved that, for the purpose of rule 11(i) of the Constitution, a total sum not exceeding **\$33,000** per annum be allocated (as determined by the Board) for payments of stipends to the Chairperson, the Audit and Risk Committee Chairperson and the Audit and Risk Committee members."*

Annexure A - Marked-up Constitution with Proposed Amendments

Constitution

Margaret River Busselton Tourism Association (Inc)



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Constitution

Date

Operative provisions

1. Name

The name of the Association is Margaret River Busselton Tourism Association (Inc).

2. Rules

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

3. Defined terms

Capitalised terms used in this constitution are defined in rule 24.

4. Objects

- (a) The objects of the Association are:
- (i) to promote the Region as a tourist destination;
 - (ii) to provide tourist services and attractions;
 - (iii) 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;
 - (iv) to undertake all reasonable measures to protect, preserve and maintain the natural environment of assets under the management and care of the Association; and
 - (v) 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.

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 of the Association by notice in writing to the Board and payment of the prescribed Subscription. The application must specify the class of membership to which the application relates. If a membership application is rejected, the applicant shall be entitled to make written or

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personal representations to the Board, whereupon the Board shall review its decision and subsequently notify the applicant accordingly.

- (b) Application for membership is to be made in such form as the Board from time to time directs.
- (c) 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.
- (d) A Member may change its Representative, by giving notice to the Board in writing.
- (e) A Representative nominated by a Member under rule 5(c) or rule 5(d) 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.
- (f) The Association consists of Ordinary Members, Life Members and any Associate Members provided for under rule 5(g).
- (g) The Association may have any class of associate membership approved by resolution at a General Meeting, including honorary membership.
- (h) A person can only be an Ordinary Member, Life Member or belong to one class of associate membership.
- (i) An Ordinary Member has full voting rights and any other rights conferred on members by this constitution or approved by resolution at a General Meeting.
- (j) An Associate Member has the rights referred to in rule 5(i) other than the right to vote at any meeting of the members of the Association.
- (k) The number of members of any class is not limited unless otherwise approved by resolution at a General Meeting.

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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 fees, but has all of the rights of an Ordinary Member of the Association.

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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, 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, and fails to remedy that failure within 30 days of receiving notice from the Association of its intention to terminate the membership; or

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- (e) the Board, after proper investigation, provided the Member is given the opportunity to be heard, decides to expel or suspend a Member pursuant to rule 18.

8. 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.
- (c) Subscriptions shall be due for payment on the date to be determined by the Board.

9. 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(c);
- (b) the class of membership to which each Member belongs; and
- (c) the postal addresses of each Member; and

upon request of a Member of the Association, shall make the register available for the inspection of the Member 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.

10. Board

- (a) 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 9 Board Members comprising:
 - (i) at least 6 elected Board Members, each of whom is to be an Eligible Member or an Eligible Member Representative and, subject to rule 10(h), is to be elected for a term of 2 years at an Annual General Meeting; and
 - (ii) up to 3 appointed Board Members, who may or may not be Eligible Members (or Eligible Member Representatives), who are appointed, from time to time, for a term not exceeding 2 years by a majority of the Board where that majority includes at least 4 elected Board Members.
- (b) Subject to rule 10(h), elections to fill vacancies for elected Board Members shall arise with respect to half of the Board Members successively year by year (rounded up or down as necessary to ensure that, during each two year period, elections arise with respect to all elected Board Members).
- (c) Only Ordinary Members who have been Financial Members for at least the 12 consecutive months immediately prior to the election and whose Representative (if the Ordinary Member is not a natural person), is a principal of the Ordinary Member, a spouse of a principal of the Ordinary Member or an employee of the Ordinary Member (Qualified Representative), or their Qualified Representatives, shall be eligible for nomination to fill a vacancy for an elected Board Member caused by the effluxion of time.

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<#>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 20 of the Act) consisting of 9 Transitional Board members, initially comprising:¶

<#>4 members of the AMRTA board (**AMRTA Representatives**) appointed by the AMRTA board, one of whom will be a Vice-Chairperson of the Transitional Board;¶

<#>4 members of the GBTA board (**GBTA Representatives**) appointed by the GBTA board, one of whom will be a Vice-Chairperson of the Transitional Board; and¶

<#>an independent Chairperson (who is not a member of the AMRTA board or the GBTA board) appointed by the boards of the AMRTA and the GBTA.¶

<#>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-Chairpersons will preside on a rotating basis ... [1]

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- (d) There is no limit to the number of times a Board Member may be elected, or appointed, to the Board.
- (e) A person may be reappointed as an appointed Board Member only by a majority of the Board where that majority includes at least 4 elected Board Members.
- (f) An elected Board Member shall cease to be a Board Member if the elected Board Member:
- (i) dies or becomes permanently incapacitated;
 - (ii) ceases to be a Financial Member of the Association or, if the elected Board Member is a Representative, the Member of the Association which he or she represents ceases to be an Eligible Member;
 - (iii) resigns by notice in writing delivered to the Public Officer;
 - (iv) is convicted of an offence under 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; or
 - (vi) is a Representative and the elected Board Member ceases to be the Representative nominated by the Ordinary Member whose Representative the elected Board Member was when the elected Board Member was last elected to the Board, or ceases to be a Qualified Representative of that Ordinary Member.
- (g) An appointed Board Member shall cease to be a Board Member:
- (i) if the Board Member dies;
 - (ii) if the Board Member resigns by notice in writing delivered to the Public Officer;
 - (iii) if the Board Member is convicted of an offence under the Act;
 - (iv) if the Board 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; or
 - (v) if the Board Member's appointment is terminated by way of a motion to that effect passed by at least 4 of the elected Board Members at a Board meeting.
- (h) If a casual vacancy for an elected Board Member occurs:
- (i) the Board may appoint an Eligible Member (or an Eligible Member Representative) 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; 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 10(i), except that the requirement of 6 weeks' notice in rule 10(i) may be reduced where this is not possible or practicable as a result of when the casual vacancy occurred.

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- (i) If a casual vacancy for an elected Board Member occurs and the term of that elected Board Member was not due to expire at the next Annual General Meeting, a Board Member elected at that Annual General Meeting to fill that vacancy is to have a term of one year.
- (j) Nominations for election to the Board shall be called from Eligible Members, by the Public Officer six weeks before the Annual General Meeting, by notice in writing to each Eligible Member.
- (k) Nominations must be made on the form accompanying the notice, signed by the nominator who must be an Eligible Member and signed by the nominee who must consent to the nomination and include a brief credential statement. The nominor and nominee may be the same person.
- (l) Nominations shall close 2 weeks after being called, whereupon the Public Officer in the week next following, shall 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 Eligible Member.
- (m) 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 persons so nominated duly elected as members of the Board.
- (n) If more nominations than vacancies are received, the Public Officer shall cause a postal ballot to be held to elect Board Members to fill the vacancies and 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 persons receiving a simple majority of the votes, duly elected as members of the Board.
- (o) 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 10(h).

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11. 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 of the Association in addition to Board Members, provided that Financial Members shall not be in a minority at its meetings and a Board Member shall be Chairperson.

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(f) The Board may make, amend or revoke By-laws;

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(i) for the regulation of the conduct of persons at the Association's premises or at tourist attractions managed or conducted by the Association including the price of admission, the issuance of free passes, the times and dates of opening Association premises and attractions. Such By-laws may include the power to refuse entry to or eject from the premises or attractions, any person whose presence or actions may not be conducive to the attainment of the objects in rule 4; or

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(ii) which provide for any other matter which the Board considers necessary or convenient to be dealt with in the By-laws;

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(g) A By-law is of no effect to the extent that it is inconsistent with the Act, the Regulations or this constitution.

(h) At the request of a Member, the Association must make a copy of the By-laws available for inspection by the Member.

(i) The Board may resolve to pay an honorarium or stipend to any Board Member, provided that such payment is approved by resolution at a General Meeting.

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(j) The Board may resolve to pay a Board Member out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred in the following circumstances:

(i) in attending a Board Meeting;

(ii) in attending a General Meeting; or

(iii) otherwise in connection with the Association's business.

(k) The Board may appoint a Chief Executive Officer of the Association from time to time.

12. Chairperson

(a) The Chairperson and Vice-Chairperson of the Board are each:

(i) to be elected by, and from, the Board Members by way of a motion passed by at least 4 of the elected Board Members at a Board meeting; and

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(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 Board Members; or

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(ii) at any meeting of the Board by, and from, the elected and appointed Board Members.

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(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.

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13. Public Officer

- (a) Unless otherwise determined by the Board, the Association's Chief Executive Officer shall be the Public Officer. Deleted: appoints another
- (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. Deleted: M
 - (ii) giving notice to Members, in accordance with these rules, of the date, time and place of General and Board meetings. Deleted: G
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 - (iii) the preparation and presentation of minutes of General and Board meetings. Deleted: T
 - (iv) the preparation and presentation of the annual accounts to the Annual General Meeting. Deleted: T
 - (v) preparation and presentation of reports to the Board, on the operation of the Association. Deleted: P
 - (vi) preparation and maintenance of the Register of Members. Deleted: P
 - (vii) maintenance of an up to date copy of the rules and By-laws of the Association. Deleted: M
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 - (viii) maintenance of an up to date copy of the record of office holders of the Association containing the names and residential or postal addresses of the persons who hold the offices of the Association. Upon the request of a Member, 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 but shall have no right to remove the record for that purpose. Deleted: M
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 - (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. Deleted: M
 - (x) acting as Returning Officer, for the determination of the numbers of votes cast in postal ballots called under this constitution. Deleted: A

14. Meetings of the Board

- (a) The Board shall meet at least once every 2 months for conducting the business of the Association, at a time and place fixed by the Board provided that, subject to rule 14(g), at least 7 days' notice of such meeting must be given to Board Members. Deleted: 14(g)14(g)15(g)
- (b) A quorum of 5 Board Members shall be present before the meeting can commence. Deleted: m
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- (c) If there is no quorum present within 30 minutes of the time fixed for the Board meeting, the meeting shall be abandoned and the Public Officer, under the direction from the Chairperson, shall give Board Members at least seven days' notice of the next meeting. Deleted: members

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- (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 conflict of interest with respect to a matter under Board consideration must declare their conflict and abstain from voting on the matter.
- (f) Members may attend a Board meeting under such conditions as the Board may fix from time to time. Having fixed the conditions for attendance at the Board meetings, the Board shall as soon as practicable, advise ~~Board Members~~ of the conditions so fixed.
- (g) An exceptional Board meeting may be convened by the Chairperson, or by 4 or more Board ~~Members~~, 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.

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15. Independent local tourism organisation

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

16. Meetings of the Association

- (a) Subject to rule ~~16(c)~~, the Annual General Meeting of the Association shall be held each year between 1 July and 31 October.
- (b) 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.
- (c) At least 2 weeks before the Annual General Meeting, ~~Members~~ shall be provided with a statement showing the number of vacancies, 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) ~~A total of 20 Eligible Members and Life Members~~ shall be a quorum and, if that number is not present within 30 minutes of the advertised time for the meeting, the meeting shall be abandoned and a new date advertised, even though the date is not within the time prescribed by rule ~~16(a)~~.
- (e) Except as is otherwise provide for in this constitution 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.
- (f) In the event of at least 6 ~~Ordinary 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.
- (g) ~~An Ordinary Member~~ may appoint in writing a representative, who is a natural person, to be the proxy of the appointing ~~Ordinary Member~~ and to attend, and vote on behalf of the appointing ~~Ordinary Member~~ at, any General Meeting. The proxy appointment must be in the form approved by the Board from time to time.
- (h) Proxy appointments must be received in writing by the Public Officer at least 72 hours before the commencement of the General Meeting.
- (i) 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

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- that Member is an Ordinary Member who is a Financial Member and has been a Financial Member for at least 3 months, or is a Life Member.
- (j) A Member entitled to vote on any matter before a 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.
- (k) Non-Financial Members and Associate Members may attend an Annual General Meeting, may speak on any matter before the meeting but shall not be entitled to vote in determining the matter.
- (l) 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.
- (m) The order of business for an Annual General Meeting shall 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; and
 - (viii) General Business.
- (n) 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.
- (o) Special General Meetings of the Association may be called for by the Board or by at least 20% of Eligible Members giving a request to the Public Officer, indicating the matter to be decided.
- (p) In either event, the Public Officer shall arrange for a Special General Meeting to be held within 45 days of the request, by giving appropriate notice to the Members as prescribed in rule 16(b).
- (q) The other provisions of this rule, relating to Annual General Meetings, shall be applied with suitable modification to a Special General Meeting, provided that no matter other than that described in the request may be dealt with.
- (r) 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.

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17. Finance

- (a) All financial arrangements undertaken by or for the Association shall conform with legal requirements and good accounting and business practice.

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- (b) 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.
- (c) All monies received by the Association shall be deposited or electronically transferred into a cheque account at a trading bank.
- (d) 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 Board Member specifically named for that purpose.
- (e) Remittances in payment of Board Members' Travel Trust Account balances due shall be signed by the Public Officer and one senior employee of the Association designated by the Board.
- (f) Funds in excess of normal operating requirements may be invested in a nominated bank account or other authorized trustee securities.
- (g) 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.
- (h) 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.
- (i) The Board is not empowered to enter into a lease of property or contract or contracts for the development of a project which in total will cost the Association an amount equal to more than 25% of its previous year's gross revenue, without the prior approval of Ordinary Members.
- (j) The Financial Year shall commence on July 1st.

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18. Disciplinary action

- (a) A Member commits an Offence if:
 - (i) the Member contravenes any of these rules or the By-laws; or
 - (ii) the Member acts detrimentally to the Association's reputation or the achievement of the Association's objects.
- (b) The Board will:
 - (i) in the case of a first Offence, give the Member a formal written warning;
 - (ii) in the case of a second Offence, suspend the Member's membership for 3 months or such other period as the Board may determine; and
 - (iii) in the case of a third Offence, expel the Member from the Association.
- (c) In the case of an Offence under rule 18(a)(ii), the Board may expel the Member from the Association without first giving a written warning or a suspension if the Board considers the detriment to the Association's reputation or the achievement of the Association's objects is sufficiently serious.
- (d) A decision of the Board to suspend the Member's membership or to expel the Member from the Association (including under subrule (c)):

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- (i) _____ may only be made following compliance with rule 7(e); and
 - (ii) _____ takes immediate effect.
- (e) _____ The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- (f) _____ A Member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision, give written notice to the Public Officer requesting the appointment of a mediator under rule 20.
- (g) _____ If notice is given under subrule (f), the Member who gives the notice and the Board are the parties to the mediation. For the purpose of this subrule and rule 20, "Member" in relation to a Member who is suspended or expelled from the Association, includes former or suspended Member.
- (h) _____ 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.
- (i) _____ 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; and
 - (ii) _____ the date on which the suspension takes effect; and
 - (iii) _____ the period of the suspension.
- (j) _____ When the period of the suspension ends, the secretary must record in the Register of Members that the Member's membership is no longer suspended.

19. Disputes

- (a) _____ The procedure set out in this section (the **Grievance Procedure**) applies to disputes:
- (i) _____ between Members; or
 - (ii) _____ between one or more Members and the Association other than a matter the subject of disciplinary action under rule 18.
- (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 19(b), 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.

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- (d) Within 28 days after the Public Officer is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (e) The Public Officer must give each party to the dispute written notice of the Board meeting 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 Board meeting 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, prior to the date of the Board meeting, stating that the party:
 - A. does not agree to the dispute being determined by the Board; and
 - B. requests the appointment of a mediator under rule 20.
- the Board must not determine the dispute.
- (h) At the Board meeting 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; and
 - (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 Board Meeting 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 subrule 19(h)(iii), give written notice to the Public Officer requesting the appointment of a mediator under rule 20.
- (k) If notice is given under rule 19(i), each party to the dispute is a party to the mediation.

20. Mediation

- (a) This rule 20 applies if written notice has been given to the Public Officer requesting the appointment of a mediator by a party to a dispute under rule 19(i), or under rule 18(f).
- (b) If this rule 20 applies, a mediator must be chosen or appointed under rule 20(c) or rule 20(d).

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- (c) The mediator must be a person chosen by agreement between the parties to the dispute.
- (d) If there is no agreement for the purposes of rule 20(c), then, subject to rules 20(e) and 20(f), the Board must appoint the mediator.
- (e) 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.
- (f) The person appointed as mediator by the Board may be a Member or former Member of the Association but must not:
 - (i) have a personal interest in the matter that is the subject of the mediation;
or
 - (ii) be biased in favour of or against any party to the mediation.
- (g) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (h) 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.
- (i) In conducting the mediation, the mediator must:
 - (i) give each party to the mediation every opportunity to be heard; and
 - (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.
- (j) The mediator cannot determine the matter that is the subject of the mediation.
- (k) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that takes place in relation to the matter that is the subject of the mediation.
- (l) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator (and if more than one, in equal shares).
- (m) If mediation takes place because a Member whose membership is suspended or who is expelled from the Association gives notice under this rule, and 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 Board meeting or General Meeting during the period of suspension or expulsion.

21. Amendments

- (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.

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- (c) Copies of the up to date constitution 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 cost.

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22. Common Seal

- (a) The Association shall have a common seal on which its corporate 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 Board meeting 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 Board Member 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 the Board Members to so act.
- (d) The common seal of the Association shall be kept in the custody of the Public Officer.

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23. Winding Up or Cancellation of Incorporation

Upon winding up or dissolution, or the cancellation of the incorporation, any surplus property must be given or transferred to another association incorporated under the Act which has similar objectives 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.

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24. Definitions

In this constitution:

Act means the Associations Incorporation Act 2015 (WA).

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Annual General Meeting means a meeting convened under rule 16 (a) and (b).

- Deleted: AMRTA means the Augusta Margaret River Tourism Association (Inc).¶
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Associate Member means a Member with the rights referred to in rule 5(i).

Association means the Margaret River Busselton Tourism Association (Inc).

Board means the board of the Association constituted pursuant to rule 10.

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Board Member means a member of the Board.

By-laws means the by-laws of the Association from time to time, made under rule 11(f).

Chairperson means the person performing the functions described in rule 12 or rule 1.

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Chief Executive Officer means the person appointed in accordance with rule 11(k).

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

Eligible Member means an Ordinary Member who is a Financial Member.

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Eligible Member Representative means the Representative of an Eligible Member which is not a natural person.

Financial Member means a Member who has paid the Subscription or is a Life Member.

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.

Grievance Procedure means the procedures set out in rule 19.

Life Member means a Member with the rights referred to in rule 6(b).

Member means a person (including a body corporate) who is an Ordinary Member, Life Member or an Associate Member of the Association.

Offence has the meaning given in rule 18(a).

Ordinary Member means a Member with the rights referred to in rule 5(i).

Public Officer means the person appointed in accordance with rule 13(a).

Region means the area within the boundaries of the City of Busselton and the Shire of Augusta Margaret River, 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 9.

Regulations means the Associations Incorporation Regulations 2016 and any other regulations made under the Act.

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 an 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 fee payable for membership of the Association in accordance with rule 8.

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

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Deleted: **Transitional Board** the board of the Association during the Transitional Period constituted pursuant to rule 10.¶
Transitional Period means the period from the incorporation of the Association until [the Association's 2017 Annual General Meeting] or any earlier date determined by the Transitional Board.¶

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Transitional Board

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 20 of the Act) consisting of 9 Transitional Board members, initially comprising:

4 members of the AMRTA board (**AMRTA Representatives**) appointed by the AMRTA board, one of whom will be a Vice-Chairperson of the Transitional Board;

4 members of the GBTA board (**GBTA Representatives**) appointed by the GBTA board, one of whom will be a Vice-Chairperson of the Transitional Board; and

an independent Chairperson (who is not a member of the AMRTA board or the GBTA board) appointed by the boards of the AMRTA and the GBTA.

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-Chairpersons will preside on a rotating basis, or as otherwise agreed between the Vice-Chairpersons. Should both the Chairperson and both Vice-Chairpersons 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.

A member of the Transitional Board shall cease to be a member of the Transitional Board if:

the member dies or becomes permanently incapacitated;

the member resigns by notice in writing delivered to the Public Officer;

the member is convicted of an offence under the Act; or

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.

Four of the members of the Transitional Board (being those members who are selected by the Transitional Board) will retire on or before the 2016 Annual General Meeting.

The remaining members of the Transitional Board will retire on or before the 2017 Annual General Meeting.

Following the retirement of the Transitional Board members pursuant to rule 10(d), replacement Transitional Board members will be elected or appointed in accordance with rule 11. If a person's membership of the Transitional Board ceases during the Transitional Period for any other reason, the Transitional Board shall appoint a replacement Transitional Board member and if the departing member:

is an AMRTA Representative, the replacement Transitional Board member shall be an AMRTA Representative; and

is a GBTA Representative, the replacement Transitional Board member shall be a GBTA Representative.

The rules of this constitution with respect to the Board (other than rule 11 and rule 13) will apply to the Transitional Board in the same way as to the Board except that the provisions of this rule 10 will prevail over any inconsistent rules to the extent of the inconsistency.

On and from the expiry of the Transitional Period, t

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By-laws

Margaret River Busselton Tourism Association (Inc)

Definitions:

Accommodation Provider means a member who provides Accommodation.

Bookable Operator means a member who provides a Bookable Product.

Bookable Product means accommodation, tours, events, activities and experiences.

Bookeasy means the integrated booking and tourism product system used by MRBTA.

Bookeasy On Request Operator means a member who offers inventory through Bookeasy that requires confirmation from the Operator.

Bookeasy Gold Medal Operator means a member who offers inventory through Bookeasy that can be instantly confirmed.

Constitution means the constitution of MRBTA.

Map Listing means the listing of the member on the MRBTA's promotional map.

MRBTA means Margaret River Busselton Tourism Association (Inc).

Region has the meaning given in the Constitution.

Short Stay Accommodation means premises ordinarily used for stays of no more than three consecutive months in a 12 month period.

Short Stay Accommodation Provider means a member who offers accommodation used for stays of no more than three consecutive months in a 12 month period.

Subscription means the fee payable for membership of MRBTA in accordance with rule 8 of the Constitution.

Tour Operator means a member who offers tours.

Visitor Centre means a visitor centre operated by MRBTA from time to time.

1. Constitution

Nothing in these By-laws limits or amends any provisions of the Constitution. To the extent that there is any inconsistency between the Constitution and these By-laws, the relevant provisions of the Constitution prevails.

2. Membership period

Membership is valid from 1 July – 30 June every calendar year.

3. Licences and insurance

A member who operates a business in the Region must:

- (a) have an Australian Business Number and a registered business name or be an incorporated entity;
- (b) at all times, maintain all required licences, permits, approvals and authorities to operate that business;

- (c) maintain all insurances which a prudent operator of a similar business would take out, including public liability insurance for at least \$10 million, and provide certificates of currency of those insurance at MRBTA's request;
- (d) ensure that the businesses meet all other legal obligations, including adherence to all applicable Local, State and Federal laws and regulations; and
- (e) indemnify MRBTA against all claims against MRBTA and all loss or damage incurred by MRBTA in connection with any breach by the member of its obligations under this By-law 3.

4. Payment of Subscription

- (a) A member's membership benefits will be activated upon receipt of payment of a member's Subscription.
- (b) The Subscription may be paid by any method allowed by MRBTA from time to time. Cheques are to be made payable to the Margaret River Busselton Tourism Association. The Subscription is non-refundable and non-transferable.
- (c) For renewing members, payment of the Subscription must be received within the term stated from time to time by MBRTA.
- (d) If payment is not received in accordance with clause 4(c), a current member's membership benefits may be suspended at the discretion of the MRBTA (including, for example, the member's webpage being deactivated, a member's map listing being removed, a member's brochures being removed from racking and exclusion from e-communication with MRBTA) until payment is received.

5. MRBTA Offences

Any breach of these By-laws, including (without limitation) the following, will constitute an Offence for the purpose of rule 18 of the Constitution:

- (a) a member fails to comply with by-law 3 (licences and insurances);
- (b) a member receives more than one written negative feedback received during the membership year;
- (c) a member fails to update its rates and availability in Bookeasy;
- (d) a member fails to comply with By-law 19(a) (promotion of alternative booking); and
- (e) a member fails to offer rate parity as required by by-law 21.

6. MRBTA Negative Customer Feedback

- (a) Each member must ensure all negative customer feedback is followed up within 3 days of receipt of the complaint.
- (b) Each member must use reasonable endeavours to resolve all complaints of customers reported to the MRBTA and fully cooperate with the MRBTA in any settlement negotiations, including making offers of refunds where appropriate.
- (c) In appropriate circumstances, and at the discretion of the MRBTA, the MRBTA will direct dissatisfied customers to lodge a formal complaint with the Department of Commerce.

- (d) If MRBTA receives two or more negative customer feedback responses in regards to a member's business, then an inspection of the business will be conducted by MRBTA representatives to confirm that the issues the subject of the complaint have been addressed and any improvements that are needed are implemented.
- (e) Where there are numerous complaints, especially in regards to safety, hygiene or cleanliness, the MRBTA reserves the right to suspend or terminate membership pursuant to rule 18 of the Constitution.

7. Members record & database

- (a) The MRBTA membership database is the property of the MRBTA.
- (b) Members who have a product or service they would like to offer for the benefit of MRBTA members, can submit this to the MRBTA for approval, and if approved by MRBTA, in its sole discretion, the product or service will be circulated through MRBTA preferred channels.

8. Accident and emergency reporting

- (a) Each member must ensure its business management and staff are aware of the management responsibilities of the member and endeavour to continuously improve the standard of services that the member offers.
- (b) As part of each member's business Risk Management Quality Policy, in the event of an accident or incident, details must be documented and recorded to mitigate reoccurrence and be able to be provided to MRBTA, if requested.

9. Additional product membership

Additional products may only be added to a member's membership if that member's businesses or service are registered under the same ABN as the primary member's business. If any additional business is registered under a separate ABN, then a separate membership application will be required.

10. Brochures

- (a) Members who display brochures must ensure that all brochure stock is DL sized (210mm x 99mm).
- (b) Members must ensure:
 - (i) that all brochures displayed under By-law 10(a) are true, accurate and up to date;
 - (ii) that the prices on the displayed brochures are honoured; and
 - (iii) that sufficient brochure stock is provided to the Visitor Centres.

11. Member details changes

Each member must promptly notify the MRBTA in writing of any changes to ownership, management, address, standards, operations or bank details.

12. Member induction & Bookeasy console training

- (a) Each person, upon becoming a member of MRBTA will receive an initial induction and training session free of charge as part of the membership induction. This induction includes instruction and assistance with setting up of property/tour information, availability and rates.
- (b) If any additional training is requested by the member during the membership year due to change of management/ownership or otherwise, this training will be charged at a fee of \$60.00 per hour and be subject to availability.

13. Website details

- (a) Each member must update and maintain their business webpage on the margaretriver.com website (via their Bookeasy user console).
- (b) All information published on the website must be true, accurate and current.
- (c) Members are required to ensure details and prices listed are honoured as required under the Australian Consumer Law.
- (d) The MRBTA reserves the right to deactivate web listings that do not meet these guidelines, until such time that any issues have been rectified.

14. Website images

- (a) To maintain the integrity of our website, each member must upload images that are relevant and correctly represent the business on their dedicated web page (for example, to match the description of the room/ accommodation type, an image of that particular room/accommodation type must be displayed).
- (b) Business pages that do not contain images will be deactivated by MRBTA until such time when the images are uploaded.

15. Website details changes

- (a) Each member must make the appropriate changes to their business page content in Bookeasy on their Bookeasy console, to ensure that the content is correct and up-to-date.
- (b) MRBTA staff can be authorised by the member to make changes to a member's business page content in Bookeasy.
- (c) Such changes to business page content actioned by MRBTA staff will incur a \$60.00 fee per change (incl. GST) for which the member will be immediately invoiced.
- (d) The MRBTA will not be responsible for errors made by staff changing information.

16. Bookable Operator - Specific Terms

- (a) Members who are Short Stay Accommodation Providers must not use the listed accommodation as their primary place of residence.
- (b) Accommodation Providers and Tour Operators must ensure that Visitor Centres have direct telephone communication to the Accommodation Provider's or Tour Operator's owners or managers at all times. A mobile telephone number must be entered into each member's Bookeasy console.

- (c) Members who have a Bookable Product are required to be able to manage bookings via their online calendar, and be reached via email as well as by phone.

17. Map Listings

- (a) The following will qualify for a Map Listing on the printed Regional Touring Map:
 - (i) in respect of a member who is an Accommodation Provider, if the member has an onsite manager;
 - (ii) in respect of member who is a Tour Operator, if the member has on-site reception or office; and
 - (iii) members located within the municipal boundaries of the City of Busselton and the Shire of Augusta Margaret River.
- (b) A member is only entitled to a Map Listing if the member has purchased a type of membership that entitles it to a Map Listing.

18. Supply of product/service

- (a) Members are responsible for providing accurate rates and availability in Bookeasy. If a member is unable to honour the product or service as advertised, the member is responsible for providing an alternative product or service at equal or greater value at the member's expense. Bookeasy Gold Medal Operators offering real-time availability who are unable to honour a confirmed booking will be relegated to 'on request' status for seven days. If the member requires MRBTA assistance to find an alternative product or service for their client, the member must pay MRBTA a \$60.00 fee.
- (b) If a second instance of dishonouring bookings occurs, then this will be treated as an Offence, and rule 18 of the Constitution will apply. The Bookable Operator will remain 'on request' at the discretion of the MRBTA.
- (c) The MRBTA will also direct dissatisfied consumers in such circumstances to lodge a formal complaint with the Department of Commerce.

19. Website contact details

- (a) Any member with a Bookable Product must not display any contact details (including URLs) or other calls to action on their web page on margaretriver.com, redirecting users to an alternative booking method or site. This includes any reference or links that direct users to any web-based search engines guiding them to make a search for an alternative website. Examples include "Google/Facebook us on ..."
- (b) The MRBTA reserves the right to remove any such details from margaretriver.com.
- (c) If a member does not comply with By-law 19(a), this will be treated as an Offence, and rule 18 of the Constitution will apply.

20. Commission rates

- (a) All members with a Bookable Product must pay a service commission to MRBTA at the following rates:
 - (i) 10% for Bookeasy Gold Operators (real-time);

- (ii) 12.5% for Bookeasy On Request Operators (24-hour confirmation); and
 - (iii) 15% for WA Holiday Guide bookings.
- (b) Bookable Operators can request not to be mapped to the WA Holiday Guide website.
- (c) MRBTA has the right to collect commission on cancelled bookings where the balance has been paid in full.
- (d) A member must pay a service commission to MRBTA in the following instances:
 - (i) if the client chooses to deal directly with the member after seeking the assistance of the MRBTA;
 - (ii) MRBTA is unable to book available inventory via Bookeasy; or
 - (iii) the client pays the member directly.
- (e) In the circumstances in 20(d), MRBTA will issue an invoice for the commission.

21. Pricing and inventory

All members with Bookable Product must provide inventory for commissionable bookings to the MRBTA.

22. Price match policy

- (a) Commission must be included in published tariffs and the published tariffs must be consistent with each member's advertising and distribution channels including direct sales.
- (b) If a member elects to offer a lower retail rate and/or special rates with extra inclusions, the member agrees that the MRBTA will be able to access such rates or specials in order to price match. The MRBTA's usual commission rate will apply.
- (c) If a member elects to offer different booking conditions or payment terms, the member agrees that MRBTA will be able to access such conditions or terms in order to price match. The MRBTA's usual commission rate will apply.
- (d) The booking price and offers displayed to users of margaretriver.com must be at least as competitive as offered on any other channels (whether online or offline) and including the members own website for the same period.

23. Bond and/or security deposits

- (a) Bookable Operators who require a bond must stipulate this as a booking condition in their Bookeasy console.
- (b) Bookable Operators (accommodation operators only) are responsible for the collection and return of all bond monies.