

[Proposed changes as described in Annexure [] of the Explanatory Memorandum dated []]

~~The AMRTA has developed a strategic plan to guide activities and priorities. The Strategic Plan was developed through wide consultation with members, community stakeholders, visitors to the region, staff and the Committee of Management. It relied upon industry research and drew upon the operational experiences and historical performance of the Association.~~

~~The Strategic Plan focuses on nine key result areas with special goals, key performance indicators and key strategies. The Strategic Plan will be reviewed annually and monitored quarterly to ensure our Vision and Mission are achieved. Our Strategic plan will inspire and guide us and link to our annual business plans and key performance indicators.~~

~~WHAT OUR VISION MEANS TO US...~~

~~The AMRTA's Vision is to create a world renowned tourism destination.~~

~~WHAT WE AIM TO OFFER VISITORS...~~

~~The Margaret river region possesses great diversity from the amazing beaches to the natural forest and wildflowers, wine and food indulgences and authentic cultural experiences. Coupled with world class tourist attractions and events we aim to offer visitors a friendly, unique and memorable experience.~~

~~HOW WILL WE GET THERE...~~

~~We recognise the most critical success factors will be in our leadership, our people, our planning and our performance. We know the importance of ensuring the 'right' product and service for visitors which requires commitment to our Vision from members and support from the wider community. We know we must continue to invest in our assets, be financially sustainable and espouse high standards of corporate governance procedures.~~

1. TITLE

The name of the Association is Augusta-Margaret River Tourism Association (Inc), hereafter referred to as the Association.

2. OBJECTS

The objects of the Association are:

1. To promote the Augusta-Margaret River region as a tourist destination.
2. To provide tourist services and attractions
3. To protect, preserve and maintain the natural environment of caves and associated land vested in the Association.

Provided 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.

The Association shall operate in a manner that will have due regard to its members' interests.

3. MEMBERSHIP

1. (a) Subject to Sub-Rule 1(b) and Rule 4 and to acceptance by the Board of Directors, any person other than an —employee of the Association may become a member of the Association by notice in writing to the Board of Directors and payment of the prescribed subscription. If a membership application is rejected, the applicant shall be entitled to make written or personal representations to the Board of Directors, whereupon the Board of Directors shall review its decision and subsequently notify the applicant accordingly.

~~(b) With effect on and from the date on which Margaret River Busselton Tourism Association (Inc) assumes the~~

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management of the Association, the Board of Directors shall procure that the only members of the Association are the members of the board of the Margaret River Busselton Tourism Association (Inc). For clarity, nothing in this Rule affects the obligations of the Board of Directors under the Associations Incorporation Act 1987.

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(bc) Application for membership is to be made in such form as the Board of Directors from time to time directs.

2. (a) Where a person is not a natural person, the person shall nominate a natural person on the notice referred to in Sub-Rule 1 of this Rule, to act on its behalf in the affairs of the Association.

(b) A natural person so appointed to represent a member shall be deemed for all purposes to be a member until the appointment is revoked in writing to the Board of Directors.

(c) Such a nominated natural person may be changed by the member, by giving notice to the Board of Directors in writing.

3. The Association may appoint Life Members who shall be deemed to be financial members even though there is no requirement for them to pay the annual subscription.

4. CESSATION OF MEMBERSHIP

Membership of the Association shall cease:

1. If, having given one month's notice in writing of the member's intention to resign, that notice expires.

2. If the member dies or ceases to exist.

3. If the member becomes an employee of the Association.

4. If the member fails to pay the prescribed subscription when due, provided the member has been given not less than two weeks' notice by the Association, of its intention to terminate the membership.

5. If the Association, after proper investigation and by Special Resolution, decides that membership should cease because the member's conduct is seriously detrimental to the interests of the Association.

5. SUBSCRIPTIONS

1. Subscriptions for membership in the Association shall be fixed from time to time by the Board of Directors.

2. In fixing the subscriptions, the Board of Directors may fix different subscriptions and payment terms for different classes of members.

3. Subscriptions become due on the first day of July in each year.

6. 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 natural person nominated in accordance with Sub-Rule 3(2).

(b) Their postal and residential addresses 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 by shall have no right to remove the register for that purpose.

7. BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors (which is to be the committee of the Association for the purposes of section 20 of the Associations Incorporation Act 1987) consisting of –

(a) ~~6 up to 9 elected members, each of whom is to be a financial member of the Association and, subject to Rule 7.6, is to be elected for a term of 2 years; and,~~

(b) ~~[deleted] up to 3 appointed members, who may or may not be financial members of the Association, who are appointed, from time to time, for a term not exceeding two years by a majority of the Board of Directors where that majority includes at least 4 elected members.~~

2. ~~Subject to Rule 7.6, elections to fill vacancies for elected members shall arise with respect to three members successively year by year. Subject to Sub-Rule 3(a) of this Rule, the Board of Directors shall comprise an equal number of representatives from the Association and from the board of the Geographe Bay Tourism Association (Inc), plus an independent Chairperson (who, before his or her appointment, was not a member of the Board of Directors or a member of the board of the Geographe Bay Tourism Association (Inc)) appointed by the Board of Directors.~~

3.(a) ~~Only members who have been financial for at least the 12 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 of Directors caused by the effluxion of time. With effect on and~~

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~~from the date on which Margaret River Busselton Tourism Association (Inc) assumes the management of the Association, the Board of Directors shall comprise the members of the board of the Margaret River Busselton Tourism Association (Inc) from time to time.~~

- (b) ~~There is no limit to the number of times a financial member may be elected, or a person may be appointed, to the Board of Directors[deleted].~~
- (c) ~~[deleted]A person may be reappointed as an appointed member only by a majority of the Board of Directors where that majority includes at least 4 elected members.~~
4. A Board of Directors ~~elected~~ member shall cease to be a member of the Board of Directors if the member –
- (a) dies;
 - (b) ~~ceases to be a financial member of the Association[deleted];~~
 - (c) resigns by notice in writing delivered to the Public Officer;
 - (d) Is convicted of an offence under the Associations Incorporation Act 1987;
 - (e) is absent from more than three scheduled Board of Directors meetings without reasonable cause notified to the Public Officer prior to the meeting;
 - (f) ceases to be the natural person nominated by a member; or
 - (g) while Sub-Rule 3(a) of this Rule applies, ceases to be a member of the board of the Margaret River Busselton Tourism Association (Inc).
5. ~~[deleted]A Board of Directors appointed member shall cease to be a member of the Board of Directors –~~
- ~~—(a) if the member dies;~~
 - ~~—(b) if the member resigns by notice in writing delivered to the Public Officer;~~
 - ~~—(c) if the member is convicted of an offence under the Associations Incorporation Act 1987;~~
 - ~~—(d) if the member is absent for more than 3 scheduled Board of Directors meetings without reasonable cause notified to the Public Officer prior to the meeting; or~~
 - ~~—(e) if the member's appointment is terminated by way of a motion to that effect passed by at least 4 of the elected members of the Board of Directors at a Board of Directors meeting.~~
6. ~~[deleted](a) — If a casual vacancy for an elected member occurs –~~
- ~~(i) — the Board of Directors 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 member of the Board of Directors; 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 7.7 except that the requirement of 6 weeks' notice in Rule 7.7(a) may be reduced where this is not possible or practicable as a result of when the casual vacancy occurred.~~
- ~~(b) — If a casual vacancy for an elected member occurs and the term of that elected member was not due to expire at the next Annual General Meeting, a member elected at that Annual General Meeting to fill that vacancy is to have a term of one year.~~
7. ~~(a) Nominations for election to the Board of Directors shall be called from eligible members, by the Public Officer six weeks before the Annual General Meeting, by notice in writing to each member.[deleted]~~
- ~~(b) — Nominations must be made on the form accompanying the notice, signed by the nominor who must be a financial member and signed by the nominee who must consent to the nomination and include a brief credential statement. Nominor and nominee may be the same person.~~
- ~~(c) — Nominations shall close two 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 member.~~
- ~~(d) — 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 of Directors meeting, shall declare the members so nominated duly elected as members of the Board of Directors.~~
- ~~(e) — If more nominations than vacancies are received, the Public Officer shall cause a postal ballot to be held to elect 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 of Directors meeting, shall declare sufficient members receiving a simple majority of the votes, duly elected as members of the Board of Directors.~~
- ~~(f) — If less nominations than there are vacancies are received, each vacancy unfilled shall be filled by the Board of Directors at its first meeting following the Annual General Meeting as if it were a casual vacancy, as provided in Sub-Rule (6) of this Rule.~~

8. POWERS OF THE BOARD OF DIRECTORS

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1. Subject to the powers of the members at General Meetings under; these Rules and the Associations Incorporation Act 1987, the Board of Directors shall have all such powers and do all such things as are necessary to carry out for the purposes of achieving the objects referred to in Rule 2 of these Rules.
2. The Board of Directors may delegate specific powers to persons employed in the service of the Association and may revoke or vary such powers.
3. (a) The Board of Directors may form sub-committees to which specific powers are delegated.
(b) The Board of Directors may cancel the appointment of the sub-committee so formed at any time.
(c) A sub-committee may have in its composition, financial members, advisers or employees in addition to members of the Board of Directors, provided that financial members shall not be in a minority at its meetings and a member of the Board of Directors shall be Chairperson.
4. The Board of Directors may make bye-laws 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. The bye-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 2 of these Rules.

9. CHAIRPERSON

1. The Chairperson and Vice-Chairperson of the Board of Directors are each –
 - (a) to be elected by, and from, the members of the Board of Directors; and
 - (b) to hold office from their election until the first meeting of the Board of Directors after the next Annual General Meeting.
- 1A. The Chairperson may be elected –
 - (a) at the first meeting of the Board of Directors after the Annual General Meeting by, and from, the elected members of the Board of Directors; or
 - (b) at any meeting of the Board of Directors by, and from, the elected and appointed members of the Board of Directors.
2. The Chairperson, or in his or her absence, the Vice-Chairperson, shall preside over all meetings of the Association and the Board of Directors.
3. Should both the Chairperson and the Vice-Chairperson be absent from a meeting, the members then present shall elect one of their number to be Chairperson for that meeting.
4. There may be two Vice-Chairpersons. If there are two Vice-Chairpersons, then:
 - (a) a reference in these Rules to "Vice-Chairperson" shall be read as a reference to the Vice-Chairpersons;
 - and
 - (b) in the Chairperson's absence the Vice-Chairpersons will preside over meetings on a rotating basis, or as otherwise agreed between the Vice-Chairpersons.

10. PUBLIC OFFICER

Except if the Board of Directors appoints another, the Association's chief executive officer shall be the Public Officer.

The Public Officer shall be responsible for:

1. Maintenance of an office at the principle-principal place of business of the Association and lodging with the Commissioner for Corporate Affairs, a notice of an address for the service of any process, notice or other document on the Association.
2. Giving notice to members in accordance with these Rules, of the date, time and place of General and Board of Directors meetings.
3. The preparation and presentation of minutes of General and Board of Directors meetings.
4. The preparation and presentation of the annual accounts to the Annual General Meeting.
5. Preparation and presentation of reports to the Board of Directors, on the operation of the Association.
6. Preparation and maintenance of the Register of Members.
7. Maintenance of an up to date copy of the Rules and bye-laws of the Association.
8. 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.
9. Acting as Returning Officer, for the determination of the numbers of votes cast in postal ballots called under these Rules.

11. MEETINGS OF THE BOARD OF DIRECTORS

1. The Board of Directors shall meet regularly for conducting the business of the Association, at a time and

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place fixed by the Board of Directors provided that the Chairperson may summons a special meeting to deal with matters requiring urgent attention, by giving not less than 24 hours notice of such meeting.

2. A quorum of five members shall be present before the meeting can commence.
3. If there is no quorum present within 30 minutes of the time fixed for the Board of Directors meeting, the meeting shall be abandoned and the Public Officer, under the direction from the Chairperson, shall give members at least seven days' notice of the next meeting.
4. Matters before the Board of Directors 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.
5. Members may attend a Board of Directors meeting under such conditions as the Board of Directors may fix from time to time. Having fixed the conditions for attendance at the Board of Directors meetings, the Board of Directors shall as soon as practicable, advise members of the conditions so fixed.

12. MEETINGS OF THE ASSOCIATION

1. Subject to Sub-Rule 3 of this Rule, the Annual General Meeting of the Association shall be held each year between 1 July and 31 October.
2. (a) Members shall receive at least ~~six~~ three weeks' notice in writing to the address appearing in the register referred to in Sub-Rule 10(6), 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 of Directors and a nominations form.~~
 - (b) ~~At least two 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[deleted].~~
3. ~~Thirty Five~~ financial 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 Sub-Rule (1) of this Rule.
4. (a) Except as is otherwise provide for in these Rules 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.
 - (b) In the event of at least ~~five~~ four members disagreeing with the declaration by the Chairperson, the matter shall be decided by poll.
 - (c) No member shall be entitled to vote, whether by show of hands, ballot or poll, unless that member is financial ~~and has been a member for at least three months.~~
 - (d) A member entitled to vote on any matter before an Annual General Meeting, who is unable to attend, may vote by giving a written proxy to another person who is able to attend and that person may cast a vote on behalf of the member.
5. (a) Non-financial members may attend an Annual General Meeting, may speak on any matter before the meeting but have not vote in determining the matter.
 - (b) 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.
6. The order of business for an Annual General Meeting shall be:
 - (a) Welcome
 - (b) Apologies
 - (c) Minutes of the last Annual General Meeting
 - (d) Minutes of any Special General Meetings held during the year
 - (e) Matters arising from those minutes
 - (f) Chairperson's report
 - (g) Financial Statements
 - (h) General Business
7. 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 principle place of business of the Association during the week immediately prior to the Annual General Meeting.
8. (a) Special General Meetings of the Association may be called for by the Board of Directors or by at least ~~five~~ four financial members giving a request to the Public Officer, indicating the matter to be decided.
 - (b) 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 Sub-Rule 2 of this Rule.

- (c) 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.
9. Any resolution by members at an Annual General Meeting or a Special General Meeting, which seeks to amend these Rules or which seeks to effect a winding up of the Association, shall not be valid unless notice has been given to the resolution is to be a special resolution and is passed by at least 75% of the votes cast. Such a resolution is for the purposes of Section 24 of the Associations Incorporation Act 1987, a Special Resolution.

13. FINANCE

1. All financial arrangements undertaken by or for the Association shall conform with legal requirements and good accounting and business practice.
2. 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.
3. All monies received by the Association shall be deposited or electronically transferred into a cheque account at a trading bank.
4. (a) 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 of Directors resolution and signed by the Public Officer and a member of the Board of Directors specifically named for that purpose.
(b) Remittances in payment of members' Travel Trust Account balances due shall be signed by the Public Officer and one senior employee designated by the Board of Directors.
5. Funds in excess of normal operating requirements may be invested in bank or other authorized trustee securities.
6. 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.
7. 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 of Directors at the first meeting of the Board of Directors next following the Annual General Meeting.
8. The Board of Directors 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 20% of its previous year's gross revenue, without the prior approval of members of the Association.
9. The financial year shall commence on July 1st.

14. RULES, BYE-LAWS AND RECORDS

1. The Rules of the Association, including the name of the Association, may be amended only by a Special Resolution of the Association.
2. Amendment of the Rules shall commence by way of notice of motion giving precise detail of the amendment sought and a brief statement setting out the reason for the amendment.
3. (a) Copies of up to date Rules and Bye-Laws shall be available for inspection by members at the ~~principle~~ principal place of business of the Association. Members are entitled to a free copy of the Rules on becoming a member of the Association and whenever there is a change of the Rules. Other copies may be made available to members at a cost.
(b) Members may inspect the records and documents of the Association at its ~~principle~~ principal place of business during office hours, subject to there being reasonable time for the material requested to be produced.

15. COMMON SEAL

1. The Association shall have a common seal on which its corporate name shall appear in legible characters.
2. (a) The common seal of the Association ~~shall be affixed to all contracts or financial arrangement and~~ shall not be used without the express authority of the Board of Directors.
(b) Every use of the common seal shall be recorded in the minutes of the Board of Directors meeting following its use and in the Register which is kept for that purpose.
3. 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 of Directors 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 of Directors approval for one of its members to so act.
4. The common seal of the Association shall be kept in the custody of the Public Officer.

16. WINDING UP

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of winding up, that property shall be distributed:

- (a) to another incorporated association having objects similar to those of the Association or
- (b) for charitable purposes, which incorporated association or purposes, as the case may require, shall be determined by resolution of the members when authorising and directing the Board of Directors under Section 33(3) of the Associations Incorporation Act 1987, to prepare a distribution plan for the distribution of the surplus property of the Association.

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