



BUSSELTON | DUNSBOROUGH | YALLINGUP | COWARAMUP | MARGARET RIVER | AUGUSTA

WESTERN AUSTRALIA'S NATURAL PLAYGROUND

GeoprapheBay

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

GEOGRAPHE BAY TOURISM ASSOCIATION INC.

CONSTITUTION



LAST AMENDMENT DATE: 20th SEPTEMBER 2012

GEOGRAPHE BAY TOURISM ASSOCIATION (INC)

CONSTITUTION

NAME

- 1 The name of the Association is the "Geographe Bay Tourism Association (Inc)".

OBJECTS

- 2 The mission statement of the Geographe Bay Tourism Association is to "Develop, market and manage sustainable tourism for the benefit of its members, the community and visitors, through leadership, advocacy and the development of our human resources".

The Associations objects are:

- (a) To assume responsibility for all matters previously the responsibility of the Busselton Tourist Bureau (Inc) and the Cape Naturaliste Tourism Association Inc, including its facilities for tourists and visitors.
- (b) To promote in Western Australia and elsewhere, the Geographe Bay and Margaret River Wine Region areas meaning the area which is from time to time within the municipal boundaries of the Shire of Busselton and extending to include surrounding Shires in accordance with the geographic spread of financial members.
- (c) To provide advice and assistance to visitors relating to all forms of short stay accommodation, tours, attractions, services and activities available in the Geographe Bay and Margaret River Wine Region area.
- (d) 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 performance of its functions and the achievement of its objectives.
- (e) To promote the interests of the Association and its members.
- (f) To arrange and/or conduct tours and travel the purpose of which is to encourage tourism and to do all things conducive of incidental to the foregoing, including the operation of the Busselton and Dunsborough Visitor Centres and establishing and maintaining other agencies in connection therewith.
- (g) To collect and classify information on all matters relating to existing or prospective business within the Geographe Bay and Margaret River Wine Region area and to publish such information as may be useful or of interest to the public or which may assist in the attraction of investment in commerce or industry in that area.
- (h) 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 Geographe Bay and Margaret River Wine Region area but in no case for the pecuniary benefit of the members of the Association.



MEMBERSHIP

- 3 (a) ~~Any Subject to clause 3(e), any~~ person firm or corporation who agrees to abide by this Constitution and who pays a membership fee as prescribed by the Board shall be eligible for membership. Applicants shall be admitted to membership if a resolution to that effect is passed by the Board by a simple majority.
- (b) Membership fees shall be for a period as prescribed by the Board and any member who is in arrears for more than one month shall be deemed to be no longer a member.
- (c) The Association shall maintain a register of members and record therein the names and addresses of members and details of their subscription payments. Members may inspect, copy or take extracts from the Association's register, rules and record of Board members.
- (d) All members of the Association agree to be bound by this Constitution (as amended from time to time) and by the rules adopted by the Association or as determined by its governing body.
- (e) With effect on and from the date on which Margaret River Busselton Tourism Association (Inc) assumes the management of the Association, the Board 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 under the Associations Incorporation Act.

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MANAGEMENT

- 4 (a) The management of the Association shall be vested in the Board consisting of a ~~President~~Chairperson, a Vice ~~President~~Chairperson (or 2 Vice-Chairpersons); a Chief Executive Officer, one member nominated by each of the City of Busselton, the Busselton Chamber of Commerce and the Dunsborough/Yallingup Chamber of Commerce, together with up to an additional and seven up to seven other members, ~~elect~~elect each year at the Annual General Meeting.
- (b) ~~A member of the Board who for any reason ceases to be a member of the Association shall be deemed to have simultaneously vacated his/her office~~[deleted].
- (c) ~~The Board shall have power to co-opt any member of the Association to fill any vacancy on the Board~~[deleted].
- (d) ~~At each Annual General Meeting all co-opted Board members together with all elected Board members whose appointment to the Board terminates at that time by virtue of clause 5 hereof shall retire but shall be eligible for re-election~~[deleted].
- (e) The Board shall comprise not less than six or more than ~~thirteen~~nine in number. Membership of the Board shall be limited to members who are natural persons, or in the case of corporations which are members of the Association, natural persons nominated in writing by such members.
- (f) ~~Membership of the Board shall be limited to natural persons, who are financial members of the Association in their own right, or in the case of a corporation which is a member of the Association a~~



~~natural person nominated in writing by the corporation as its representative [deleted], and who has been a financial member of a representative of a financial corporate member, for a continuous period of no less than 13 consecutive months.~~

ELECTION OF OFFICE BEARERS & APPOINTMENT OF BOARD MEMBERS

- 5 (a) ~~Members of the Board shall be elected at each Annual General Meeting of members. Subject to clause 5(b), the Board shall comprise an equal number of representatives from the Association and from the board of directors of the Augusta Margaret River Tourism Association (Inc), plus an Independent Chairperson (who, before his or her appointment, was not a member of the Board or a member of the board of directors of the Augusta Margaret River Tourism Association (Inc)) appointed by the Board.~~
- (b) ~~With effect on and from the date on which Margaret River Busselton Tourism Association (Inc) assumes the management of the Association, the Board shall comprise the members of the board of the Margaret River Busselton Tourism Association (Inc) from time to time. One member of the Board shall be nominated by each of the City of Busselton, the Busselton Chamber of Commerce Inc (or its successor), and the Dunsborough/Yallingup Chamber of Commerce Inc (or its successor) and those three members shall each be appointed at each Annual General Meeting of members for a term which expires at the next following AGM or the date on which the appointing body notifies the Board that the nomination has been withdrawn, whichever occurs the sooner.~~
- (c) ~~[deleted] Where possible the Board shall comprise of members who are representatives of the various sectors in the following specified percentages:~~

Accommodation	40%
Attraction/Tour/Gallery & Hire	20%
Service & Retail	20%
Winery, Restaurant & Cafe	20%

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- (d) The Board shall elect a ~~President~~Chairperson and a Vice-~~President~~Chairperson (or 2 Vice-Chairpersons) at the first Board meeting after each Annual General Meeting and the person so elected shall hold office until the first Board meeting following the next Annual General Meeting.
- (e) Any Board member failing to attend three consecutive Board meetings without leave of absence shall forfeit his or her position on the Board and in that event a casual vacancy shall be declared.



- (f) ~~The three Board members nominated one each by the City of Busselton, the Busselton Chamber of Commerce Inc and the Dunsborough/Yallingup Chamber of Commerce Inc shall each be appointed for a term of one year until the next following Annual General Meeting. The remaining Board members shall each be appointed for a term of two years, with half of them retiring by rotation (as agreed and in default of agreement then as determined by reference to their length of service) at each AGM.~~

POWERS OF THE BOARD

- 6 The Board shall manage the affairs of the Association. Board members are required to disclose any direct or indirect pecuniary interest during contractual deliberations. The Board shall have the following powers:
- (a) To open and operate accounts at any Bank and to determine who shall have power to draw and sign cheques on such accounts and negotiable instruments.
 - (b) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and rights or privileges which the Board may think necessary or convenient for any of the purposes of the Association.
 - (c) To improve, manage, develop, let, lease, exchange, mortgage, change and dispose of, turn to account, or otherwise deal with all or any part of the real and personal property of which the Association is owner, or over which it has any control, so that the same may be used to the best advantage for the purposes of the Association.
 - (d) To borrow or raise or secure the payment of money, in such manner as all Board thinks fit and including the giving of mortgages or charges upon all or any of the Association property both present and future, and to purchase, redeem, or pay off any such securities.
 - (e) To invest, manage and deal with the moneys of the Association.
 - (f) To engage any servant, employee, contractor, agent or professional adviser of or to the Association and to pay such remuneration or gratuity as the Board thinks fit to any person so engaged whether a member of the Association or not in return for service rendered or to be rendered to the Association.
 - (g) To make regulations, rules and/or by-laws as to the hiring or letting of the Associations property and to regulate the fees and rental to be paid in respect thereof.
 - (h) To delegate all or any of the Board's powers to a sub-committee selected from its members.
 - (i) To do all or any other matters or things for the purposes of achieving the objects of the Association.

~~**6A** 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 20% of its previous year's gross revenue, without the prior approval of members of the Association.~~

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BOARD MEETINGS



- 7 (a) The Board shall meet as often as necessary for the proper administration of the business of the Association ~~but in any event not less frequently than once each two months~~. The Chief Executive Officer shall call meetings of the Board:
- (i) not less frequently than once every two months; and additionally
 - (ii) when instructed to do so by the PresidentChairperson or by any three members of the Board.
- (b) At all Board meetings five members shall constitute a quorum ~~unless the Board comprises thirteen members in which case six members shall constitute a quorum~~.
- (c) If there is no quorum present within thirty minutes of the time appointed for the meeting it shall stand adjourned for one week at the same hour and place. If at such adjourned meeting no quorum be present then those members of the Board present shall be deemed to constitute a quorum and may validly transact all business over which the Board has power.
- (d) All resolutions of the Board shall be passed by a simple majority.
- (e) The PresidentChairperson shall preside over all Board meetings, or in the absence of the PresidentChairperson, the Vice PresidentChairperson shall assume this role. In absence of both PresidentChairperson and Vice PresidentChairperson, the chairman of the meeting shall be elected by those present at that meeting, ~~if there are two Vice-Chairpersons, then:~~
- ~~(i) a reference in this Constitution to "Vice-Chairperson" shall be read as a reference to the Vice-Chairpersons; and~~
 - ~~ii) in the Chairperson's absence the Vice-Chairpersons will preside over meetings on a rotating basis, or as otherwise agreed between the Vice-Chairpersons.~~

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DUTIES OF THE CHIEF EXECUTIVE OFFICER

- 8 (a) The Chief Executive Officer shall carry out all secretarial duties pertaining to the Association and all other duties imposed upon him/her by the Board. The Chief Executive Officer shall:
- (i) keep custody of all records, books, documents, and securities of the Association,
 - (ii) keep all books of account in order, accurate and up to date,
 - (iii) be responsible for the preparation and presentation of the balance sheet, profit and loss, accounts and any other documents to be audited (at the expense of the Association) in sufficient time to enable the same to be presented to the Annual General Meeting.

Any member of the Board may inspect the Association's books of account at any reasonable time and may make extracts there from.

ANNUAL GENERAL MEETING



9 The Annual General Meeting of the Association shall be held ~~in the month of August or September~~between 1 July and 31 October in each year, at a time and place to be fixed by the Board. ~~Notice At least of such meeting shall be given by advertisement at least once in a local newspaper, not less than twenty one (21) days, before the date of the written notice of such meeting shall be given to members.~~ At the Annual General Meeting the following shall be the order of business:

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- (a) Reading and confirmation of minutes of the last Annual General Meeting and of any Special General Meeting held since the last Annual General Meeting, and matters arising there from;
- (b) Receiving the ~~President~~Chairperson's report;
- (c) Receiving, discussing and adopting the audited balance sheet, profit and loss account and financial statements;
- (d) The election of Board members for the ensuing year;
- (e) Any special business notice of which was included in the notice convening the meeting; and
- (f) General business.

SPECIAL GENERAL MEETINGS

10 The Chief Executive Officer shall call a general meeting of members (called a Special General Meeting) when instructed to do so by the Board or on receipt of a requisition signed by at least ~~six~~four financial members of the Association. Notice of Special General Meetings shall be given by ~~advertisement at least once in a local newspaper not less than fourteen (14) days before the date of the meeting and also by~~ notice in writing posted to each member at his/her last known address not ~~less than seven~~fourteen (14) days before the meeting. Notice of all Special General Meetings shall specify the subject matter for discussion at such meeting and no business of which notice has not been given shall be discussed at a Special General Meeting.

QUORUM AT ANNUAL OR SPECIAL GENERAL MEETING

11 At all Annual General Meetings and Special General Meetings ~~fifteen~~five financial members shall constitute a quorum. If within 30 minutes after the time appointed for the meeting there is no quorum present the meeting shall stand adjourned for one week at the same hour and place, but if at such adjourned meeting there is no quorum present then in the case of an Annual General Meeting those members present shall be deemed to constitute a quorum and may validly transact all business capable of being transacted at that meeting, and in the case of a Special General Meeting, the meeting shall lapse.

VOTING RIGHTS OF MEMBERS OF ASSOCIATION

- 12 (a) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (b) At each Board of Management meeting, Board Members only present are entitled to a deliberative vote.



- (c) At general meetings and Board meetings, the ~~President~~Chairperson, or in his/her absence the ~~officer of~~ member presiding, shall have both a deliberative vote and if necessary to decide an outcome, ~~and~~ additional casting vote.
- (d) All resolutions and questions for decision at an Annual General Meeting or any Special General Meeting shall be decided by a show of hands unless a poll is requested by any ~~six~~four financial members.
- (e) ~~Members at a general meeting or a Board meeting shall only have a deliberate vote if they are present in person and no proxy may be appointed. A member entitled to vote on any matter before a 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.~~

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AUDIT

- 13 Every year after the expiration of the Association's financial year on the 30th June and prior to the Annual General Meeting the Associations books of account, balance sheet, profit and loss account and financial statements shall be audited by a person qualified for the purpose and appointed by the Association.

COMMON SEAL

- 14 The Association shall have a Common Seal which shall be used or affixed only by the authority of the Board and shall be affixed by and in the presence of any two of the following Board members namely the ~~President~~Chairperson, a Vice-~~President~~Chairperson, and Chief Executive Officer. The Chief Executive Officer shall retain custody of the Common Seal.

EXPULSION OF MEMBERS

- 15 (a) The Association shall have power at a Special General Meeting called for the purpose to expel any member who in the opinion of two thirds of those voting (which vote shall be by poll) has brought the Association into disrepute.
- (b) Any member being considered for expulsion shall be called before the Special General Meeting by letter posted not less than seven (7) days prior to the date of the proposed meeting and given the opportunity to hear and satisfactorily account for the conduct giving rise to the proposal for expulsion. The decision of the meeting shall be final.

ORDER OF BUSINESS

- 16 At all meetings of the Board the following shall be the order of business:
- (a) The reading and confirmation of the minutes of the previous meeting;
 - (b) Business arising out of the minutes;
 - (c) Finance;



- (d) Correspondence and business arising there from;
- (e) Reports of sub-committee;
- (f) Any special business;
- (g) General business.

AMENDMENT TO CONSTITUTION

17 This Constitution may only be amended varied or added to by special resolution passed at any Special General Meeting called for such purpose of which at least fourteen (14) days' notice has been given specifying an intention to consider a motion to do so and circulating a draft of the proposed changes. A special resolution to amend, vary or add to this Constitution shall be passed by a 75% majority of members present in person or by proxy and entitled to a vote at such a meeting.

ASSETS OF THE ASSOCIATION

18 ~~The property and assets of the Association shall belong to its members for the time being as joint tenants and no person who resigns or is expelled from membership shall have any claim whatsoever on or to the property or assets of the Association.~~

DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

19 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Associations Incorporation 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.