

Notice of Meeting & Explanatory Memorandum

Notice is hereby given that an Annual General Meeting (AGM) of the Margaret River Busselton Tourism Association (MRBTA) will be held at 17.30 on Wednesday October 30th 2019 at Aravina Estate.

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 which seek to realign the terms of Board Directors to better manage Board succession and the retention of corporate memory.

Members will therefore 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."

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 16 (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) Proposed Constitutional Amendments
including special resolution
- b) Board Election Results

General Business – Proposed Constitutional Amendments

To better manage the succession of Board Directors, several amendments to MRBTA's constitution are proposed. These are further explained below.

The Process for Amending the Constitution

As per Rule 21(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 21(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

The specific amendments to the constitutional are shown below:

Proposed Constitutional Amendments	
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: <ul style="list-style-type: none">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 Error! Reference source not found., is to be elected for a term of 3 2 years at an Annual General Meeting; andii. 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 3 2 years by a majority of the Board where that majority includes at least 4 elected Board Members.
b)	Subject to rule Error! Reference source not found. , elections to fill vacancies for elected Board Members shall arise with respect to a third half of the Board Members successively over a three year period year by year (rounded up or down as necessary to ensure that, during each three two year period, elections arise with respect to all elected Board Members).

Rule 10(h) relates to Casual Vacancies

Reason for Amendment

At present, MRBTA's Board Directors are elected/appointed for a 2-year term, with 4 or 5 Directors terms expiring every alternate year. To better manage the succession of Board Directors and reduce the potential disruption caused if there is a high turnover of Directors, the Board seeks to amend the constitution to increase the length of Board Directors Terms to 3 years.

By introducing 3-year terms, 3 Directors (1 Appointed & 2 Elected) would be due for re-election each year over a 3-year rolling period. It is felt this amendment will not only assist in the protection of MRBTA's corporate memory but maximise the efficiency of the Board in performing its duties whilst also providing Directors with a greater opportunity to add value to the Association, after an initial induction period.

Special Resolution

To effect 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."

Rolling-out the new terms

In order to facilitate a smooth transition from 2 to 3 year-terms, the introduction of 3-year terms for elected Directors will be staggered. As such,

- 2 x Directors will be elected at the 2019 AGM for 2 years, with re-election due in 2021
- 2 x Directors will be elected at the 2020 AGM for 3 years, with re-election due in 2023
- 2 x Directors will be elected at the 2020 AGM for 2 years, with re-election due in 2022

In order to facilitate a smooth transition from 2 to 3 year-terms of appointed directors, the 2019 AGM the Board would to appoint

- Glenn Callegari for a 3- year term, with a decision to re-appoint due in 2022
- Trent Bartlett for a 2-year term, with a decision to re-appoint due in 2021
- Tony Pickworth for a 1-year term, with a decision to re-appoint due in 2020

The proposed rollout is shown in the table below.

Appointed/Elected	Currently held by	Current		Transition		Going Forward	
		Date Elected	Tenure End Date	Proposed Length (years)	Expiry	Proposed Length (years)	Expiry
Appointed Position 1	Glenn Callegari	2017	2019	3	2022	3	2025
Appointed Position 2	Trent Bartlett	2017	2019	2	2021	3	2024
Appointed Position 3	Tony Pickworth	2017	2019	1	2020	3	2023/2026
Elected Position 1	Daniel Robe	2017	2019	2	2021	3	2024
Elected Position 2	Peter Gordon *	2018	2019	2	2021	3	2024
Elected Position 3	Janine Carter	2018	2020	3	2022	3	2025
Elected Position 4	Debbie Noonan	2018	2020	3	2022	3	2025
Elected Position 5	Keith Warwick	2018	2020	2	2023	3	2026
Elected Position 6	David Willcox	2018	2020	2	2023	3	2026

* Elected position 2 was previously held by Clive Johnson, who resigned at the 2018 AGM creating a casual vacancy for 1 year (i.e. the duration of the term). PG was therefore elected to fill that position from 2018-19

General Business – Board Member Election Results

Further to previous correspondence inviting nominations for MRBTA's Board of Directors, **THREE (3)** nominations have been received for the **TWO** 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 2019 Annual General Meeting for a period of 2 years.

The results of this election will be independently checked, before being announced at the 2019 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 Wednesday 30th of October 2019**.

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