

GEOGRAPHE BAY TOURISM ASSOCIATION INC.

CONSTITUTION

AMENDED: 16 SEPTEMBER, 1997

AMENDED: 17 JUNE, 2004

AMENDED 21 SEPTEMBER, 2005

AMENDED 22 NOVEMBER, 2007

AMENDED 24 SEPTEMBER 2009

GEOGRAPHE BAY TOURISM ASSOC. (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 & 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 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) All annual membership fees must be paid by December 31st. 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.
- (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.

MANAGEMENT

- 4 (a) The management of the Association shall be vested in the Board consisting of a President, a Vice-President, a Chief Executive Officer, one member nominated by each of the Shire of Busselton, the Busselton Chamber of Commerce and the Dunsborough/Yallingup Chamber of Commerce, together with up to an additional seven members elected 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.
- (c) The Board shall have power to co-opt any member of the Association to fill any vacancy on the Board.
- (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.

- (e) The board shall comprise not less than six nor more than thirteen 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, 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 & BOARD

- 5** (a) Members of the Board shall be elected at each Annual General Meeting of members.
- (b) One member of the Board shall be nominated by each of the Shire 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) 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%

(August 07)

- (d) The Board shall elect a President and a Vice-President 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 Shire 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 and 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, 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.

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 President 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 President shall preside over all board meetings, or in the absence of the President, the vice-President shall assume this role. In absence of both President and Vice-President, the chairman of the meeting shall be elected by those present at that meeting.

DUTIES OF THE CHIEF EXECUTIVE OFFICER

- 8** 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 General Manager shall also keep all books of account in order, accurate and up to date, and shall be responsible for the preparation and presentation of the balance sheet, profit and loss account and other financial statements are 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 in each year, at a time and place to be fixed by the Board. Notice of such meeting shall be given by advertisement at least once in a local newspaper not less than three days before the date of the meeting. At the Annual General Meeting the following shall be the order of business:
- (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 therefrom;
 - (b) Receiving, discussing and adopting the audited balance sheet, profit and loss account and financial statements;
 - (c) The election of Board members for the ensuing year;
 - (d) Any special business notice of which was included in the notice convening the meeting; and
 - (e) 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 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 seven days before the date of the meeting and also by notice in writing posted to each member at his last known address not less than seven 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 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 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, 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 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.

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, Vice-President , and Chief Executive Officer.

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 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.