



CONSTITUTION

Rules of Association for

Karratha and Districts Tourist Information Centre Incorporated

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1. NAME

The name of the Association is **Karratha and Districts Tourist Information Centre Incorporated**.

The following shall be the Constitution of the Association under the Associations Incorporation Act 1987.

2. DEFINITIONS AND INTERPRETATION

This Constitution shall be known as the Rules of the Association and unless a contrary intention appears:

"Annual General Meeting" is the meeting convened under paragraph (ii) of Rule 16.1;

"Committee Meeting" means a meeting referred to in Rule 15;

"Convene" means to call together for a formal meeting;

"Department" means the government department with responsibility for administering the Associations Incorporations Act (1987);

"Member" means financial member of the Association;

"Ordinary Meeting" shall mean any meeting called by the Board other than the Annual General Meeting.

"General Meeting" means a meeting under Rule 16: to which all members are invited;

"Special General Meeting" means a general meeting other than the Annual General Meeting;

"Special Meeting" shall mean any meeting convened on the requisition of the members as provided by the Constitution

"Ordinary Resolution" means resolution other than a special resolution;

"Special Resolution" has the meaning given by section 24 of the Act, that is –

A resolution is a special resolution if it is passed by a majority of not less than three fourths of the members of the Association who are entitled under the Rules of the Association to vote and vote in person, or where proxies or postal votes are allowed by the rules of the Association, by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least three (3) members of the Association present in person or, where proxies are allowed, by proxy.

'Poll" means voting conducted in written form (as opposed to a show of hands);

"Association" means **Karratha and Districts Tourist Information Centre Incorporated** Trading as Karratha Visitor Centre.

"Financial Year" means the period commencing 1(First) day of July and ending 30 (Thirtieth) day in June the following year.

"Committee Member" means person referred to in paragraph (i), (ii), (iii), (iv) and (v) of Rule 10.1:

"The President" means the person presiding at those meetings in accordance with Rule 11; or if that person is unable to attend, the, Vice President.

"The Commissioner" means the Commissioner of Fair Trading exercising powers under the Act;

"The Committee" means the Committee of Management of the Association referred to I Rule 10.1;

"The Secretary" means the Secretary referred to in paragraph (iii) of Rule 10.1;

"The Treasurer" means the Treasurer referred to in paragraph (iv) of Rule 10.1;

"The Vice President" means the Vice President referred to in paragraph (ii) of Rule 10.1;

"Office of The Association" means the working location at Lot 4548 Karratha Road, Karratha.

Singular includes the plural, masculine includes the feminine and vice versa.

3. *PURPOSE/OBJECTS

To positively and professionally promote towns and Association members within the Shire of Roebourne through all available avenues, encourage, support and promote sustainable growth of the tourism industry and identify and assist in development of tourism products and services.

The objects of the Association are to:

- i. To provide a professional and visitor information service in the Shire of Roebourne for tourists, intending residents, settlers and prospective industries.
- ii. Market and promote the Karratha Visitor Centre and services in a professional manner.
- iii. Encourage community members to become ambassadors for the local tourism industry

- iv. Promote recreation/learning/relaxation opportunities for visitors to maximise their length of stay
- v. To compile, publish and distribute literature in all its forms (including the use of films, radio and television) to promote the area.
- vi. *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.

4. POWERS OF ASSOCIATION

Subject to the Act, the Association may do all things necessary or convenient for carrying out its purpose and objects. In particular the Association may:

- i. acquire, hold, deal with and dispose of any real or personal property;
- ii. open and operate bank accounts;
- iii. invest its money;
- iv. borrow money upon such terms as the Association thinks fit;
- v. To erect, maintain and improve or make alterations to any land or buildings or other property in the care and control, custody or ownership of the Association; and
- vi. To take such steps to engage in such activities as may be necessary for the production, earning, generation or procuring of income, donation or contributions to enable the Association to further its objects.
- vii. give security for the discharge of liabilities incurred by the Association;
- viii. appoint agents to conduct business on its behalf;
- ix. enter into any contracts the association considers necessary or desirable; and
- x. To engage salaried persons to perform services for the Association as necessary to further its objects and the above-mentioned objects.

5. INCOME AND PROPERTY

- 5.1 The income and property of the Association must be applied solely to the promotion of the objects and purpose of the Association.
- 5.2 No portion of the income or property of the Association may be paid, transferred or distributed, directly or indirectly, to members of the Association, except for payments made with prior approval by the Committee for promotion of the purpose or objects of the Association, including (without limitation) payments by way of:
 - i. reimbursement of expenses relating to the Association; or
 - ii. Remuneration to any officer, employee or other person doing work for the Association.

6. MEMBERSHIP

- 6.1 Membership will be open to all members of the community who have attained the age of 18 years.
- 6.2 A person who wishes to become a member of the Association must submit an application form to the Association with applicable fees and must:
 - i. Be admitted by resolution of the Committee of Management, as to be proposed by one member and seconded by another Member.
- 6.3 The Committee members must consider each application made under sub-rule 6.2 (i) at a Committee meeting and must at that meeting, accept or reject that application
- 6.4 An applicant whose application is rejected must, if he/she wishes to appeal that decision, give notice to the Secretary of his/her intention to do so within a period of 14 days from the date he/she is advised of the rejection.
- 6.5 When such notice is given as in sub-rule 6.4, the Association, must set aside the decision of the Committee to reject the Application, until after having afforded the applicant who gave notice a reasonable opportunity to be heard, or to make presentations in writing to, the Association at a General Meeting.
- 6.6 Membership of the Association may be terminated:
 - i. by notice from a resigning member;
 - ii. for non-payment of membership fees if the fees are not paid within 3 months of the due date; or
 - iii. by expulsion for misconduct under rule 22.
- 6.7 Membership applications may be taken from the floor at the Annual General meeting and approved by Committee members present provided the written application and payment of fees is received on the day.

7. REGISTER OF MEMBERS (Item 4)

- 7.1 The Secretary, on behalf of the Association, must keep an up-to-date register of the names, and residential or postal addresses of all members.
- iv. The Membership register will be kept and maintained by the Secretary at the Office of the Association located at Lot 4548 Karratha Road, Karratha WA 6714.
- 7.2 If a person's membership is terminated, the Secretary must remove the name of the member from the register.
- 7.3 The register will be made available to members for inspection upon request in writing to the Secretary of the Association.

8. MEMBERSHIP FEES (Item 5)

- 8.1 The annual membership fee will be fixed by the Management Committee, subject to approval by the members at the next annual general meeting.
- 8.2 All members must pay the membership fee on joining and after that, fees will be due on the First (1) day of January annually.

9. MANAGEMENT COMMITTEE (Item 6)

The affairs of the Association will be managed by a Committee of Management all of whom must be financial members of the Association The Committee of Management will consist of;

- i. President;
- ii. Secretary
- iii. Vice President
- iv. Treasurer Not less than 1 other person, and;
- v. Ex-officio (non-voting) position representing the Shire of Roebourne
- 9.1 The Management Committee must be elected to membership at the Annual General Meeting or appointed under Rule 12 to manage the business of the Association.
- 9.2 The Management Committee must consist of at least 5 but not more than 8 committee members.
- 9.8 The office bearers referred to in rule 9 will form the Executive Committee.
- 9.9 The Committee reserves the right to terminate a Committee member who misses more than three (3) consecutive meetings without submitting a reason to the Chairperson or Secretary of the Association;

10. OFFICE BEARERS (Item 6)

The office bearers of the Association will be the President, Vice President, Treasurer and Secretary. The roles of these office bearers are:

- i. to attend all Committee meetings, where unable, notify the Secretary or President;
- ii. ensure that all requirements specified in the Constitution, *Associations Incorporation Act 1987*, and financial and legal legislative requirements are met; and

President	Chair meetings as required. Be a member of and/or chair sub-committees as required; Ensure a minimum of Four (4) Committee meetings are held annually; Prepare an agenda for the meetings with the Manager of the service; Lead the meeting through the agenda, keeping discussion relevant; Sign the minutes after they have been confirmed as an accurate record of the previous meeting; Ensure that a Strategic Plan is developed and reviewed annually.
Vice-President	Meet the requirements specified in the <i>Constitution, Associations Incorporation Act 1987</i> , <i>financial</i> legislative requirements and the Associations Policies and Procedures. Perform the duties of the Chairperson in His/Her absence;
Treasurer	Make sure financial accounts are properly maintained, recorded and kept safe; Ensure financial reports are produced and presented at all Committee meetings; Ensure an audit of financial accounts is prepared annually, showing financial position at the end of the preceding financial year.
Secretary	Convene and attend meetings, take minutes and keep records of all business conducted at meetings of members, Management Committee and Executive Committee. Ensure minutes of all meetings are signed off by the President or Vice President as an accurate record and properly filed; Ensure that a list of incoming and outgoing correspondence is available. Make sure that copies of the minutes are distributed to Committee members; Ensure the Association keeps a current register of all members;

11. ELECTION OF MANAGEMENT AND EXECUTIVE COMMITTEE MEMBERS (Item 6)

- 11.1 Management Committee members will be elected at the annual general meeting for a one year term.
- 11.2 A member standing for election must be nominated and seconded by two members of the Association.
- 11.3 Nominations must be in writing on the Association Form and signed by the nominator, seconder and nominee.
- 11.4 Nominations must be sent to the Secretary not less than 14 days before the meeting at which the elections are to be held and may be sent by email or posted.
- 11.5 No member may stand for election who has served for 3 consecutive terms immediately before the election.
- 11.6 The members of the Management Committee must be elected to Office at the Annual General Meeting;
- 11.7 Except for nominees a person is not eligible for election to membership of the Committee unless a financial member has nominated him or her for election in writing;
- 11.8 A person who is eligible for re-election or election may;
 - i. Nominate him/herself ; and
 - ii. Vote for him/herself
- 11.9 If the number of persons nominated for election to the Committee does not exceed the number of vacancies to be filled, the President must declare those nominees to be duly elected as Members of the Committee.
 - i. If vacancies remain on the Committee after the declaration under sub-rule 9.6 additional nominations may be accepted from the floor of the Annual General Meeting.
 - ii. Where nominations received are in excess of available positions elections for those positions must be conducted;
 - iii. Where more than one (1) nomination is received for a position, elections for that position must be conducted by poll.

12. CASUAL VACANCIES (Item 6)

A casual vacancy in any office because of death, resignation, removal or otherwise must be filled by a member of the Management Committee until the next election of office bearers.

13. ANNUAL GENERAL MEETING (Items 7 and 8)

- 13.1 The Annual General Meeting (AGM) of the Association shall be held in October each year or within four (4) months after the end of financial year as determined by the management committee to:
 - i. present the annual report;
 - ii. receive and approve financial reports;
 - iii. elect a new committee;
 - iv. determine subscription fees for the following 12 months; and
 - v. consider any other matter of which notice has been given in the notice of meeting.
- 13.2 All members will be notified of date, time and venue of the Annual General Meeting (AGM) by writing or electronic notification at least fourteen (14) days before the event.
- 13.3 Posting of the notices of the Annual General Meeting (AGM) shall be recorded in a register of outgoing mail.
- 13.4 The quorum for the meeting is 50% of the board plus one other board member present in person or by telephone.
- 13.5 Resolutions at annual general meetings will be passed by a simple majority of the votes entitled to be cast by the members present at the meeting in addition to those cast as proxy votes.
- 13.6 Voting on general business at the annual general meeting will be by a show of hands. The President will have the deciding vote if the vote is tied (equal).
- 13.7 Voting for the election of officers and committee members will be by secret ballot.
- 13.8 Hand written and emailed Proxy votes on the Association Proxy Form will be allowed. Proxy votes must reach the Secretary at least 72 hours before the commencement time for the annual general meeting.
- 13.9 The Association Proxy vote form will be in the following or similar form:

Karratha and Districts Tourist Information Centre Incorporated Proxy Form

I _____(Name) of _____(address) being a member of **the Karratha and Districts Tourist Information Centre Incorporated** hereby appoint (Name) _____of (Address) _____ as my proxy to vote on my behalf at the Annual General Meeting to be held on the (Day) __ of (Month) __ (Year) 20__ .My proxy is authorised to vote in favor of/against (delete which is not applicable) the following resolution/s or for the following members: _____

Signed:..... this.....day of20.....

14. MANAGEMENT COMMITTEE MEETINGS (Item 6)

- 14.1 The Management Committee will hold a minimum of one (1) Committee meeting per quarter...
- 14.2 The quorum for the meetings is 4 members and may include attendance by telephone.
- 14.3 Each member will have one vote.
- 14.4 Voting will be by show of hands unless otherwise decided.
- 14.5 The President may not vote on a motion but will have the deciding vote when there is a tie.
- 14.6 On any question of procedure the decision of the President is final.
- 14.7 A Management Committee member who fails to attend 3 consecutive committee meetings without apology will be taken to have resigned, unless the Management Committee (in the absence of that member) decides otherwise.
- 14.8 Any Committee Member who has a conflict of or a pecuniary interest in any item on the agenda must openly declare such interest and it is to be noted in the minutes prior to the meeting commencement. The Committee member with the declared conflict or pecuniary interest;
 - i. may discuss those matter/s with Committee Members to provide required information;
 - ii. is not permitted to vote on decisions regarding those matter/s;
 - iii. will accept the Committees request to leave the meeting during discussions on the matter/s of interest in order for a decision to be made;
 - iv. will accept the Committees decision as delivered by the President as final;

15. SPECIAL MEETINGS (Item 8)

- 15.1 The Secretary may call a special meeting at any time on written request signed by at least 10 members or on the authority of the Management Committee.
- 15.2 The special meeting must be held within one month of the date when the Secretary receives the request or is given the authority by the Management Committee.
- 15.3 Members must be given at least 14 day's notice of the meeting.
- 15.4 A special resolution must be passed by a majority of not less than 75% of the members who are entitled to vote and do vote, in person or by proxy.
- 15.5 Proxy votes are allowed in accordance with Rule 13.9.

16. MINUTES OF MEETINGS (Item 7)

- 16.1 The Secretary must keep proper minutes of proceedings of all general and committee meetings.
- 16.2 The President must ensure that the minutes taken of a general meeting or committee meeting are checked and signed as correct by the President of that (or the next) general meeting or committee meeting.

17. FINANCE AND ACCOUNTS (Item 9)

- 17.1 The Association must keep accurate records of all monies received and spent.
- 17.2 The Association must conduct its financial transactions through a financial institution approved by the Management Committee.
- 17.3 All Association monies must be deposited in the name of the Association. At least four signatures are to be lodged with the financial institution for the purposes of operations on the account, with at least two to sign on any transaction, One signature can include the General Manager or bookkeeper
- 17.4 The primary source of funding for the Association will be fees for membership, sponsorships and the Roebourne Shire Council.
- 17.5 Additional funding solely for the purpose of achieving the objects of the Association is to be raised through sponsorship, selling of local products and souvenirs, delivering tours and appropriate fundraising activities as agreed by the Management Committee.
- 17.6 The financial year commences on 1 July each year and ends 30 June the following year.
- 17.7 An auditor must be appointed annually to conduct an audit of the accounting records, prior to the annual

general meeting, and to provide a written report as required. The auditor must not be a member of the Association.

18. COMMON SEAL (Item 12)

- 18.1 The common seal of the Association must be kept in the custody of the office administrator.
- 18.2 The common seal must not be stamped on any document without the authority of the Management Committee and the signatures of the President or Vice President and the Secretary.
- 18.3 Every use of the common seal must be recorded in the minute book or a seal register.

19. * CUSTODY AND INSPECTION OF RECORDS (Item 13 and 14)

- 19.1 *The Association will have custody of all books, records and registers including custody of all securities, and documents of a financial nature.
- 19.2 A member may at any reasonable time upon written request, inspect the records, books, documents and securities of the Association.
- 19.3 No records, books, documents or securities of the Association may be removed from the Association without the President written authority.

20. AMENDMENTS TO RULES (Item 11)

- 20.1 The Association may alter, rescind or add to these rules by special resolution in accordance with the procedure set out in sections 17, 18 and 19 of the Act as set out below;
- 20.2 Within one month of passing a special resolution altering the rules the Association must lodge the notice with (**Department of Commerce**). The notice of the special resolution must set out the particulars of the alteration(s) together with;
 - i. a certificate given by a member of the Management Committee or paid officer certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act.
- 20.2 An alteration of the rules of the Association does not take effect until the notice and certificate have been lodged.
- 20.3 Alterations to the Rules of the Association having effect to change the name of the Association does not take effect until sub-rules 20.2 (i) to 20.2 are complied with.
- 20.3 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

21. COMPLAINTS AND DISPUTES

- 21.1 Any complaint made by a member or member of the public against the Association or a member must be submitted in writing to the Management Committee within 3 months of the incident or cause of complaint.
- 21.2 The Management Committee must investigate the complaint fully.
- 21.3 The person(s) making the complaint will be informed of the outcome in writing.
- 21.4 In the case of a dispute, the parties to the dispute must meet and discuss the matter, and try and resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 21.5 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 21.6.1 The mediator must be:
 - i. a person chosen by agreement between the parties; or in the absence of agreement:
 - ii. in the case of a dispute between a member and another member, a person appointed by the Management Committee; or
 - iii. in the case of a dispute between a member or non-member and the Association, a person who is a mediator appointed to, or employed with, a not-for-profit organisation.
- 21.7 A member of the Association can be a mediator, provided they are not a party to the dispute.
- 21.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 21.9 The mediator must:
 - i. give the parties to the mediation process every opportunity to be heard;
 - ii. allow due consideration by all parties of any written statement submitted by any party; and
 - iii. ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

- 21.10 The mediator must not determine the dispute.
- 21.11 The mediation must be confidential and without prejudice.
- 21.12 If the dispute is not resolved by mediation, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

22. SUSPENSION AND EXPULSION

If the Committee of Management considers that a member should be suspended or expelled from the membership of the Association because his or her conduct is detrimental to the interests of the Association; the Committee must communicate in writing to that member to give:

- i. Notice of the proposed suspension or expulsion not less than 14 days before advising the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided.
 - ii. Particulars of that conduct which caused the decision:
- 22.1 A member may be suspended or expelled if his or her conduct is detrimental to the Association.
 - 22.2 The Management Committee must inform the member in writing before deciding on suspension or expulsion stating the reason for proposed suspension or expulsion.
 - 22.3 The member has 30 days to respond to the notice of proposed suspension or expulsion, saying why he or she should not be suspended or expelled.
 - 22.4 Any submission made by the member must be taken into account by the Management Committee in making its decision on suspension or expulsion.
 - 22.5 If the member is suspended or expelled, the member has 21 days in which to appeal the decision.
 - 22.6 A special general meeting will be convened to decide on the suspension or expulsion.
 - 22.7 The voting at the meeting will be by majority of members by secret ballot.

23. *DISSOLUTION

- 23.1 The Association may be dissolved by special resolution passed by a 75% majority of votes cast at a special meeting called for that purpose.
- 23.2 Surplus property that exists after winding up or dissolution is to be given or transferred to another association incorporated under the Act which has similar objects and which is not carried on for the purposes of profit or gain to its individual members.
- *23.3 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 Act which has similar objects 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.
- 23.4 The Australian Taxation Office shall be notified of the date of dissolution of the Association.

We hereby certify that this is a true and correct copy of the Constitution of the **Karratha and Districts Tourist Information Centre Incorporated**.

President	Signature;
Name:	Date:
Vice President	Signature;
Name:	Date:

Please place Common Seal Here and initial:

