

**STATEMENT OF PURPOSE & RULES**

**for**

**Goulburn Region Tourism Inc**

**Associations Incorporation Reform Act 2012**

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**PART 1—PRELIMINARY**

**1 Name**

The name of the incorporated association is Goulburn Region Tourism Incorporated".

**Note**

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

**2 Purposes**

The purpose of the Association is to drive the sustainable growth of the visitor economy throughout the Goulburn Region.

**3 Financial year**

The financial year of the Association is each period of 12 months ending on 30 June.

**4 Definitions**

In these Rules—

***absolute majority***, of the Board, means a majority of the Board members currently holding office and entitled to vote at the time (as distinct from a majority of Board members present at a Board meeting);

***Act*** means the *Associations Incorporation Reform Act 2012 (Vic)* (as amended from time to time) and includes any regulations made under that Act.

***Advisory Committee*** means the committee established under rule 54

***Association*** means *Goulburn Region Tourism Inc*;

***Board*** means the Board having management of the business of the Association;

***Board meeting*** means a meeting of the Board held in accordance with these Rules;

***Board member*** means a member of the Board elected or appointed in accordance with these rules;

***Chair*** means the independent person appointed under rule 46 to act as the chair of Board Meetings and General Meetings;

***disciplinary appeal meeting*** means a meeting of the members of the Association convened under rule 23;

***disciplinary meeting*** means a meeting of the Board convened for the purposes of rule 20;

***disciplinary subcommittee*** means the subcommittee appointed under rule 19;

***financial year*** means the 12-month period specified in rule 3;

***general meeting*** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

***Industry Partners*** means:

- tourism related associations;
- tourism related businesses and businesses providing services to tourists; and

- any other associations, businesses or stakeholders whose objectives or purposes are considered by the Board to align with the purpose of the Association specified under rule 2 [purposes],

that are eligible to apply for membership of the Association;

**Industry Partner Board Members** are Board Members, who are individuals nominated by the Industry Partners in accordance with rule 48;

**LGA Delegate** means a person appointed by a LGA Member in accordance with rule 45 to represent it:

- as a Council appointed Board Member; and
- at General Meetings and in the conduct of the affairs of the Association, and for that purpose a reference to a LGA Member will be a reference to its LGA Delegate as appropriate and vice versa;

**LGA Members** means each of:

- City of Greater Shepparton;
- Strathbogie Shire Council; and
- Mitchell Shire Council;

**member** means a member of the Association admitted to membership in accordance with these rules, and includes LGA Members and Industry Partners;

**member entitled to vote** means a member who under rule 13(2) is entitled to vote at a general meeting;

**Region** means the Goulburn region of the State of Victoria, comprising the local government areas of the LGA Members;

**Representative** means a representative of an Industry Partner (that is not a natural person) appointed to act on behalf of the Industry Person (including represent the Industry Partner at general meetings);

**Secretary** means the Secretary of the Association elected in accordance with rule 55 (2)

**Skills and Nominations Committee** means the committee established under rule 53

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**State Nominee** means a representative or nominee appointed by the Victorian State Government:

- to attend and participate in Board Meetings from time to time but who:
  - is not a Board Member; and
  - does not have a vote for the purposes of rule 62 and
- to participate as a member of the Skills and Nominations Committee in accordance with rule 53

**the Act** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

**the Registrar** means the Registrar of Incorporated Associations;

***Traditional Owners Corporations*** means registered aboriginal parties relevant to the region, including

- Taungurung Land and Waters Council;
- Yorta Yorta Nation Aboriginal Corporation; and
- Wurundjeri Woi-wurrung Cultural Heritage Aboriginal Corporation.

***Traditional Owner Board Representative*** means an individual representing the Traditional Owners Corporations on the Board.

## **PART 2—POWERS OF ASSOCIATION**

### **5 Powers of Association**

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;
  - (g) enter into any other contract it considers necessary or desirable;
  - (h) hire staff as necessary or desirable to assist the Association in the performance of its purposes.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### **6 Not for profit organisation**

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

#### **7 Minimum number of members**

The Association must have at least 5 members.

#### **8 Who is eligible to be a member**

The following organisations are eligible to apply for membership of the Association:

- (a) LGA Members; and
- (b) Industry Partners

## **9 Membership Policy and Application for membership**

- (1) The Board must develop a membership policy which provides for the form in which an application for membership must be made and an efficient process for the consideration and approval of an application for membership and the notification of the approval or rejection of an application for membership.
- (2) Notwithstanding sub rule (1) the membership policy must provide:
  - (a) that an organisation wishing to apply to become a Member must make such application in writing in a form approved by the Board from time to time;
  - (b) in the case of Industry Partners, provide the name, postal address, email address and telephone number of the person (if any) that will act as its Representative if the application for membership is approved;
  - (c) in the case of LGA Members provide the name, postal address, email address and telephone number of the person that will act as its LGA Delegate if the application for membership is approved; and
  - (d) no reason needs to be given by the Board for the rejection of an application for membership.

## **10 New membership**

- (1) If an application for membership is approved by the Board, the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) An organisation becomes a member entitled to exercise their rights of membership from the date, whichever is the later, on which—
  - (a) notice is provided to the organisation that its application for membership is approved; or
  - (b) the organisation pays the joining fee.

## **11 Representatives of Industry Partners**

- (1) An Industry Partner that is not a natural person must appoint a Representative and may change its Representative by notice in writing to the Association.
- (2) A Representative has all the rights of an Industry Partner relevant to the purposes of the appointment as a Representative.
- (3) To avoid doubt:
  - (a) a notice or communication given to or received by an Industry Partner is deemed to have been given to or received by its Representative; and
  - (b) a notice or communication given to or received by a Representative of an Industry Partner is deemed to have been given to or received by the Industry Partner.

## **12 Joining fee and annual subscription fee**

- (1) The joining fee and annual subscription fee for membership will be such amounts that are determined by the Board from time to time.

- (2) The Board will determine the amount and payment terms for subscription fees payable by Members for each Financial Year. The subscription fees may have regard to the industry, size and location of the Members and whether the Member is a LGA Member, Traditional Owner or Industry Partner.
- (3) The Member must pay the subscription fee(s) in accordance with any payment terms determined by the Board in accordance with subrule 1.
- (4) The rights of a Member (including the right to vote) that has not paid the subscription fee by the due date will be suspended until the fee is paid.

### **13 General rights of members**

- (1) A member of the Association who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 76; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
  - (a) more than 30 business days have passed since they became a member of the Association; and
  - (c) the member's membership rights are not suspended for any reason.

### **14 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

### **15 Ceasing membership**

- (1) The membership of a person ceases on resignation or expulsion.
- (2) If a person or organisation ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
- (c) A person or organisation will not be entitled to a refund of its joining fee or any subscription fees on resignation or expulsion.

### **16 Resigning as a member**

- (1) An Industry Partner may resign by notice in writing given to the Association.

#### **Note**

Rule 75(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the Board.

- (2) An LGA Member may resign by giving the Association at least 12 months' notice in writing prior to the next annual General Meeting.
- (3) A member is taken to have resigned if—
  - (a) the member's annual subscription is more than 12 months in arrears; or
  - (b) where no annual subscription is payable—



- (i) the Secretary has made a written request to the member to confirm that they wish to remain a member; and
- (ii) the member has not, within 3 months after receiving that request, confirmed in writing that they wish to remain a member.

## **17 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) the Member's LGA Delegate (if applicable);
    - (v) any other information determined by the Board;
    - (vi) the Representative of an Industry Partner (if applicable); and
  - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

## **Division 2—Disciplinary action**

## **18 Grounds for taking disciplinary action**

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association; or
- (d) brings the Association in to disrepute.

## **19 Disciplinary subcommittee**

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) may be Board members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

## **20 Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and

- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
  - (d) advising the member that they may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **21 Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **22 Appeal rights**

- (1) An organisation whose membership rights have been suspended or who has been expelled from the Association under rule 21 may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person or organisation has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—

- (i) the name of the Member against whom the disciplinary action has been taken; and
- (ii) the grounds for taking that action; and
- (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person or organisation should be upheld or revoked.

## **23 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the organisation whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The provisions of Rule 35 apply to the quorum applicable to a disciplinary appeal meeting, as if the disciplinary appeal meeting was a general meeting.
- (5) Subject to a quorum of members being present in accordance with subrule (4), the decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **Division 3—Grievance procedure**

### **24 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Board;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **25 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

### **26 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 14 days—
  - (a) notify the Board of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.

- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Board; or
    - (ii) if the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **27 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **28 Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

# **PART 4—GENERAL MEETINGS OF THE ASSOCIATION**

## **29 Annual general meetings**

- (1) The Board must convene an annual general meeting of the Association in the month of September, October or November in each year.
- (2) Despite subrule (1), the Association may hold its first general meeting at any time within 6 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Board on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
  - (c) to elect the Industry Partner Board members to the Board;

- (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **30 Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

### **31 Special general meeting held at request of members**

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 5% of the total number of members, including at least 50% of LGA members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **32 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and

- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) if a special resolution is to be proposed—
  - (i) state in full the proposed resolution; and
  - (ii) state the intention to propose the resolution as a special resolution.

(3) This rule does not apply to a disciplinary appeal meeting.

### **33 Proxies**

Voting by proxy is not permitted at a general meeting.

### **34 Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **35 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence of:
  - (a) at least 50% of the LGA Members entitled to vote; and
  - (b) at least five Industry Partners of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 31—the meeting must be dissolved;
  - (b) in any other case—
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 60 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 5) may proceed with the business of the meeting as if a quorum were present.

### **36 Adjournment of general meeting**

- (1) The Chair of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or

- (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

### **37 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may only vote personally; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 23.

### **38 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

### **39 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chair of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority of members attending the general meeting; or
  - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
  - (a) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
  - (b) the Chair must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chair or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chair.

### **40 Minutes of general meeting**

- (1) The Board must ensure that minutes are taken and kept of each general meeting.

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- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and
  - (c) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### **PART 5—BOARD**

#### **Division 1—Powers of Board**

##### **41 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Board may—
  - (a) appoint and remove the Association's chief executive officer or other appointed executive;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

##### **42 Delegation**

- (1) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
- (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

#### **Division 2—Composition of Board**

##### **43 Initial Board**

The initial Board of the Association are those Board Members named in the application for incorporation of the Association.

##### **44 Composition of Board**



The Board will consist of—

- (a) one LGA Delegate for each LGA Member; and
- (b) up to 6 Industry Partner Board Members; and
- (c) up to 3 Traditional Owner Group Representatives; and
- (d) The Independent Chair appointed in accordance with rule 46

#### **45 Appointment of LGA Delegates**

- (a) Each LGA Member must appoint one LGA Delegate.
- (b) The LGA Delegate of a LGA Member must be the chief executive officer of the LGA Member or their officer delegate with appropriate delegated authority.
- (c) A LGA Member may change its LGA Delegate from time to time.
- (d) The Board shall do all such things necessary to appoint the new LGA Delegate as a Board Member.

#### **45A Appointment of Traditional Owner Board Representatives**

- (a) Each Traditional Owners Corporation may appoint one Traditional Owner Board Representative.
- (b) The Traditional Owner Board Representative of a Traditional Owners Corporation must be a representative with appropriate delegated authority.
- (c) A Traditional Owners Corporation may change its Traditional Owner Board Representative from time to time.
- (d) The Board shall do all such things necessary to appoint the new Traditional Owner Board Representative as a Board Member.

#### **46 Election and tenure of independent Chair**

- 1) Where there is no Chair or the term of office of a Chair has expired and not been extended, the Skills and Nominations Committee:
  - a) must call for the expression of interest from individuals with an appropriate skill base;
  - b) will follow such processes it considers appropriate for the identification and nomination of the Chair;
  - c) must recommend to the Board the responsibilities and remuneration of the Chair (which must be within any guidelines or remuneration ranges approved by the Board); and
  - d) subject to subrule 2, must propose to the Board a person to be approved for election as Chair.
- 2) The Chair must not be a representative of an LGA Member.
- 3) In the absence of manifest error or breach of these rules, the person nominated as Chair and associated arrangements relating to responsibilities and remuneration proposed by the Skills and Nominations Committee must be approved by the Board in a Board Meeting.

- 4) Unless the Chair resigns by written notice to the Secretary, the Chair shall hold office for a term of 2 years and be eligible for re-election (as determined by the Skills and Nominations Committee and in accordance with due process).

## **47 Appointment of Vice-Chair and Secretary**

### **(1) Appointment**

- a. At the first Board Meeting following each annual General Meeting (including the first annual General Meeting), the Board as constituted following the annual General Meeting must:
  - i. declare the positions of Vice-Chair and Secretary vacant;
  - ii. hold elections for the positions of Vice-Chair and Secretary in accordance with this rule 47; and
  - iii. following the elections:
    1. appoint one of the Board Members to be Vice-Chair;
    2. appoint one of the Board Members to be the Secretary.

### **(2) Term of office**

- a. Subject to rule 51, each officer of the Association shall hold office until election of their successor.
- b. A Board Member is eligible for re-election as a Vice Chair or Secretary.

### **(3) Nominations**

- a. Prior to the election of each position, the Chair of the Board Meeting must call for nominations to fill that position
- b. A Board Member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held and that Board Member is eligible.

### **(4) Election**

- a. If there is only one person nominated for a specific position, the Chair of the Board Meeting must declare that Board Member to be elected to the position.
- b. If the number of people nominated for a specific position is more than one, a secret ballot must be held for that position in such form as the Chair of the Board Meeting directs.

## **48 Election and tenure of Industry Partner Board Members**

### **(1) Nominations**

- a) Industry Partners may nominate a person to fill the position of an Industry Partner Board Member.
- b) A nomination must be submitted to the Skills and Nominations Committee in accordance with the timeframe specified by the Skills and Nominations Committee.

### **(2) Election**

- a) The Industry Partner Board Members will be elected by the Members in the General Meeting.
- b) If the number of nominees is the same or less than the number of vacant positions, the Chair must declare those nominees to be elected.

- c) If the number of nominees nominated for a specific position is greater than the number of vacancies, a secret ballot must be held for that position in such form as the Chair directs.

#### **49 Term of office – Industry Partner Board Member**

- (1) The term of office of an Industry Partner Board Member is three years. The expiration of that term is deemed to occur at the conclusion of the third annual General Meeting following the election of that Industry Partner Board Member;
- (2) At the first Board meeting held after the inaugural General Meeting, the Board shall determine by lot as to:
  - a) which 2 members of the Board shall serve for 1 year;
  - b) which 2 members of the Board shall serve for 2 years;
  - c) which 2 members of the Board shall serve for 3 years.
- (3) At the annual General Meeting, all elected Industry Partner Board Members subject for re-election shall retire but shall be eligible for re-election, subject to subrule (4) and (5) and compliance with nomination requirements.
- (4) The maximum term of all Industry Partner Board Members is three terms of three years (Maximum Term).
- (5) Notwithstanding sub rule (4), an Industry Partner Board Member may, by Special Resolution of the Members be re-appointed as a Board Member following the expiration of the Maximum Term.
- (6) For the avoidance of doubt, this rule does not apply to the Chair, Traditional Owner Board Members or LGA Delegates.

#### **50 General Duties**

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) in the interests of all visitors and visitor economy stakeholders in the region; and
  - (c) for a proper purpose.
- (5) Board members and former Board members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

##### **Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

### **Division 3—Election of Board members**

#### **51 Vacancies**

A person ceases to be a Board member if they—

- (a) resign from the Board by written notice to the Secretary;
- (b) cease to be a LGA Delegate; or
- (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

##### **Note**

A Board member may not hold the office of secretary if they do not reside in Australia.

#### **52 Filling casual vacancies**

- (1) The Board may appoint an eligible member of the Association to fill a position on the Board that is an Industry Partner Board Member appointed position and the position:
  - (a) has become vacant under rule 51; or
  - (b) was not filled by election at the last annual general meeting; and
  - (c) such person will hold office until the next annual General Meeting or Board Meeting following the next annual General Meeting as the case may be.
- (2) A LGA Member must promptly appoint a new LGA Delegate to fill a position on the Board if that LGA Delegate ceases to be a Board Member under rule 51.
- (3) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises and that person will be deemed to hold office until the next annual General Meeting.
- (4) The Board may continue to act despite any vacancy in its membership.

#### **53 Skills and Nominations Committee**

- (1) The Board must establish a Skills and Nominations Committee comprising of:
  - (a) one LGA Delegate;
  - (b) the State Nominee; and
  - (c) one Industry Partner Board Member.
- (2) The chair of the Skills and Nominations Committee will be elected by the members of the Skills and Nominations Committee at the first meeting of the Skills and Nominations Committee.
- (3) If the chair of Skills and Nominations Committee is absent, or is unable to preside at a meeting of the Skills and Nominations Committee, the chair of a Skills and Nominations Committee must be another member of the Skills and Nominations Committee elected by the members present at the meeting.

- (4) The Skills and Nominations Committee shall meet as may be determined by the chair of the Skills and Nominations Committee elected in accordance with subrule (2).
- (5) The responsibilities of the Skills and Nominations Committee shall be to:
  - (a) establish and keep updated the job description and requirements for the position of Chair;
  - (b) maintain a register of persons who may be suitable for the role of Chair and Industry Partner Board Members;
  - (c) establish and manage the selection process for nominating a Chair for approval by the Board;
  - (d) establish and manage the selection process for Industry Partner Board Member candidates to be Industry Partner Board Members;
  - (e) establish a skills matrix for the Board;
  - (f) to vet and consider the persons nominated by Industry Partner(s) to stand for election to be Industry Partner Board Members; and
  - (g) Make a recommendation to the Board on the preferred Industry Partner candidates for the Board to make the final decision upon.

#### **54 Advisory Committee**

- (1) The Board will establish an Advisory Committee comprising of:
  - a. one LGA Delegate;
  - b. the Chair; and
  - c. such number of Industry Partners as the Board determines from time to time.
- (2) The Chair will be the chairperson of the Advisory Committee.
- (3) The Advisory Committee shall meet as may be determined by the Chair of the Advisory Committee.
- (4) The Advisory Committee shall be a forum to assist the Board's development and implementation of the Association vision and strategy, including by:
  - a. keeping members on the Advisory Committee informed of the work of the Board; and
  - b. enable members to provide feedback and propose ideas for the Association to pursue.
- (5) The Advisory Committee is advisory in nature and cannot bind the Association.

#### **55 The roles of Chair, Vice-Chair and Secretary**

- (1) Chair and Vice-Chair
  - a. For the avoidance of doubt, the person appointed as the Chair in accordance with rule 46 will become a Board Member upon their appointment.
  - b. The Vice-Chair appointed in accordance with rule 47 must already be a Board Member.
  - c. Subject to subrule d [below], the Chair or, in the Chair's absence, the Vice-Chair will be the Chair of any General Meeting and of any Board Meeting.

- d. If the Chair and the Vice-Chair are both absent, or are unable to preside, the Chair of the meeting must be:
  - i. in the case of a General Meeting, a LGA Delegate elected by the other Board Members present; or
  - ii. in the case of a Board Meeting, a Board Member elected by the Board Members present.

(2) Secretary

- a. The Secretary must be a Board Member.
- b. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- c. The Secretary must:
  - i. maintain the register of Members in accordance with rule 17; and
  - ii. keep custody of the common seal (if any) of the Association and all books, documents and securities of the Association in accordance with rules 73 and 76; and
  - iii. subject to the Act and these rules, provide members with access to the register of members, the minutes of General Meetings and other books and documents; and
  - iv. perform any other duty or function imposed on the Secretary by these Rules.
- d. To the extent permitted by the Act, the Secretary may delegate the responsibilities set out in subrule c [above] to the Association's accountant or advisers.
- e. The Secretary must give to the Registrar of Incorporated Associations notice of their appointment within 14 days after the appointment.

## **Division 4—Meetings of Board**

### **56 Meetings of Board**

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the Chair or by any 5 members of the Board.

### **57 Notice of meetings**

- (1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.

- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

## **58 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 57 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

## **59 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.

## **60 Use of technology**

- (1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **61 Quorum**

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 60) of:
  - (a) A majority of LGA Board Members holding office;
  - (b) A majority of the Industry Partner Board Members; and
  - (c) Any Traditional Owner Board Member
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 51, and if a quorum is not present within 30 minutes after the time specified for the meeting, the meeting may proceed, with the quorum being those Board Members present at the reconvened meeting.

## **62 Voting**

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

### **63 Board observer**

The State Nominee may attend and participate in Board Meetings as a Board observer and receive all information provided to Board Members in accordance with these rules. To avoid doubt, the State Nominee is not a Board Member and does not have a vote for the purposes of rule 62.

### **64 Conflict of interest**

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

### **65 Minutes of meeting**

- (1) The Board must ensure that minutes are taken and kept of each Board meeting and provided within 7 days of the meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 64.
- (3) Resolution signed by Board Members
  - (a) A resolution in writing signed by all Board Members will be as valid and effective as if it had been passed at a duly called and constituted Board Meeting. The terms of the resolution must be set out in the document and separate documents in identical terms are treated as the one document. The resolution is passed when the last Board Member signs the terms of the resolution.



- (b) For the purposes of sub- rule 3)(a), a resolution will be deemed to be approved and signed by a Board Member, if that Board Member provides consent to the resolution by email.

## **66 Payments to Board Members**

- (1) The Association may in good faith pay reasonable fees to a Board Member for acting as a Board Member.
- (2) Any payment made under sub-rule 1 must be approved by the Board.
- (3) The Association may establish policies for payments to Board Members which reflect how the Association will make payments or reimbursements for:
  - a. work they do for the Association, other than as a Board Member; and
  - b. expenses properly incurred by the Board Member in connection with the affairs of the Association.
- (4) The Association may pay premiums for insurance indemnifying Board Members, as allowed for by law and these rules.

## **67 Electronic Execution**

Documents may be signed using an electronic signature, an electronic communication (as that term is defined in the Electronic Transactions Act 1999 (Cth)) or a proprietary program (for example DocuSign or AdobeSign) which is applied following verification of an individual's identity (collectively, an Electronic Signature) and the use of an Electronic Signature constitutes legally effective execution of the document by the Association and will be considered conclusive as to the persons' intention to sign the agreement on behalf of the Association as if signed by that person's (or any of its duly authorised signatory's) manuscript signature

## **68 Leave of absence**

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

## **PART 6—FINANCIAL MATTERS**

### **69 Source of funds**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest, sponsorship, industry buy-in for projects and any other sources approved by the Board.

### **70 Management of funds**

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

- (2) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the expense of funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members or any other person authorised by the Board from time to time to be signatories for such instruments.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

## **71 Financial records**

- (1) The Association must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Board Members must take all reasonable steps to ensure that the Association's records are kept safe.
- (4) The Secretary must keep in the Secretary's custody, or under the Secretary's control, the financial records for the current financial year and any other financial records as authorised by the Board.;

## **72 Financial statements**

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Board;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

## **73 Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;

- (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members;
- (c) the common seal must be kept in the custody of the Secretary.

#### **74 Registered address**

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—  
the postal address of the Secretary.

#### **75 Notice requirements**

- (1) Any notice required to be given to a member or a Board member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email.
- (2) Subrule (1) does not apply to notice given under rule 58.
- (3) Any notice required to be given to the Association or the Board may be given—
  - (a) by handing the notice to a member of the Board; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Board determines that it is appropriate in the circumstances by email to the email address of the Association or the Secretary.

#### **76 Custody and inspection of books and records**

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.
- (2) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

## **77 Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.
- (5) Notwithstanding subrule (2), in the event of a winding up or cancellation of the Association, any digital assets of the Association eg websites, databases etc, may be retained by, or distributed to, an LGA Member to be used for the ongoing purposes of continuing to drive the sustainable growth of the visitor economy throughout the Goulburn Region, or other purposes similar to or consistent with the purposes of the Association.

## **78 Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Association.

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