



1. **NAME**

The Roebourne & Districts Tourist Association. (Trading as Roebourne Visitor Centre)

2. **INTERPRETATION**

2.1 Definitions

- 2.1.1 "Association" means the Roebourne & Districts Tourist Association.
- 2.1.2 "Centre" means where the day to day business of the Roebourne & Districts Association is carried out.
- 2.1.3 "Roebourne & Districts" shall mean the area and district included in the Shire of Roebourne as constituted under the Local Government Act, 1960.
- 2.1.4 "Committee" shall mean the Management Committee of the Association as described under Section 10 of this constitution.
- 2.1.5 "Financial Member" shall mean a member of the Association who has paid in full the current membership fee.
- 2.1.6 "Management Committee Member" shall mean any person elected to the Committee, under Section 9.
- 2.1.7 "Membership Fee" means the fee to be paid by members as determined by the Management Committee, under Section 12 Rule 12.1.4.
- 2.1.8 "The Act" means the Associations Incorporation Act 1987.
- 2.1.9 "Centre Manager" means the person employed by the Association to carry out the day to day business of the Association.
- 2.1.10 "Rules" shall mean the rule of this constitution.

3. **OBJECTIVES**

- 3.1 The Roebourne Visitor Centre will be renowned as the central focus for visitor service actively promoting the diversity and uniqueness of the region.
- 3.2 Develop and maintain local, state and national network and communication links to encourage sustainable development of the local tourism industry.
- 3.3 Provide and promote current, relevant and accurate information in conjunction with quality product and services.
- 3.4 Promote sustainable growth in tourism for the economical and social benefit of the region.
- 3.5 Upgrade and enhance current facilities.

4. POWER

- 4.1 The powers conferred on the Association by Section 13 of the Act are subject to the following additions, exclusions or modifications.
 - 4.1.1 To appoint, pay employees, to dismiss or suspend employees and to accept voluntary labour.
 - 4.1.2 To conduct appeals for funds and to accept subsidies, donations (whether real or personal estate) and devices and bequest.
 - 4.1.3 All monies belonging or payable to the Association shall be promptly paid into the Association's bank account(s). The payment of all accounts from Association funds shall be authorized by the Committee.
 - 4.1.4 To arrange booking facilities for transport, accommodation and all kinds of appropriate events.
 - 4.1.5 To provide or sponsor the provision of refreshments for tourist and visitors.
 - 4.1.6 To sponsor, organize or promote tours of places of scenic, industrial, agricultural or tourist interest and for such purpose to hire or contract with proprietor of any vehicle or the use of any vehicle.

5. INCOME

- 5.1 The income and property of the association whensoever derived shall be applied solely towards the promotion of the objects of the Association.

6. MEMBERSHIP

- 6.1 The Association shall be made up of:
 - 6.1.1 Any Municipality, Society, Club or Association whose objects or activities are located in or directed towards the Roebourne Shire.
 - 6.1.2 Any person, firm or company resident in or carrying on business in the Roebourne Shire.
 - 6.1.3 One Councilor of The Shire of Roebourne, shall be invited to hold an honorary membership of the Committee, the person to be nominated by the Shire Council.
 - 6.1.4 The Committee has the right to bestow life membership to the appropriate past or present members.
- 6.2 The Secretary shall on behalf of the Association keep and maintain the register of Association Financial Members and Committee Members in accordance with Section 27 of the Act.
- 6.3 Only those members that are financial members of the Association may vote.

- 6.4 Membership shall be defined as Financial Members and Management Committee members.
(See definitions 2.1)

7. ANNUAL GENERAL MEETING

- 7.1 The following procedure shall apply to the Annual General Meeting:
- 7.1.1 The Annual General Meeting shall be held by 31 October of each year.
 - 7.1.2 Not less than fourteen (14) clear days written notice shall be given to all financial members of the annual general meeting and shall specify the place, date and hour. A public notice will also be placed in the local newspaper.
- 7.2 The business of the Annual General Meeting shall be:
- 7.2.1 The reading and acceptance of the previous AGM minutes.
 - 7.2.2 Any business arising out of the previous years AGM.
 - 7.2.3 The receipt of the Chairperson report for the previous year.
 - 7.2.4 The receipt of the audited financial reports, for the previous year.
 - 7.2.5 The receipt of the Centre Manager's report for the previous year.
 - 7.2.6 The appointment of the Returning Officer.
 - 7.2.7 All Management Committee Members' positions shall be declared vacant and election of new Management committee members shall take place according to rule 9.
 - 7.2.8 The appointment of an Auditor for the forthcoming financial year and
 - 7.2.9 Any other business placed on the agenda prior to the commencement of the meeting.

8. PROXIES/VOTING

- 8.1 A financial member may appoint in writing another financial member to be their proxy and to attend and vote on their behalf at the meeting.
- 8.2 A financial member may not be proxy to more than one (1) other financial member.
- 8.3 Subject to these rules, at the meeting each financial member present is entitled to one vote.
- 8.4 Voting shall be by a show of hands, however, a secret ballot shall be held if a request is made by a majority of financial members present.
- 8.4.1 The Chairperson shall determine the manner in which the secret ballot shall be conducted, and the results as declared by the Chairperson shall be deemed to be a resolution of the meeting.

9. ELECTION OF MANAGEMENT COMMITTEE MEMBERS

- 9.1 The Management Committee shall be made up of the following positions:
- 9.1.1 Chairperson
 - 9.1.2 Vice Chairperson

- 9.1.3 Six (6) Management, Committee Members
- 9.1.4 One (1) ex-officio position, held by the Centre Manager
- 9.1.5 One (1) Honorary position, held by a Shire of Roebourne Councillor

- 9.2 The following procedure shall apply to the election of members of the Management Committee:
 - 9.2.1 Nomination shall be in writing and shall be proposed and seconded by financial members of the Association. All nominees must be financial members of the Association.
 - 9.2.2 All nominations must be in the hands of the Centre Manager by 4.00pm on the day prior to the Annual General Meeting.
 - 9.2.3 If nominations received do not exceed the number of vacancies on the Committee, the Returning Officer shall cause all nominations to be submitted to the Annual General Meeting of the Association and those persons present at such meeting shall elect the required number of persons to the Committee. The Returning Officer shall act as scrutineer for these elections.
 - 9.2.4 If nominations received exceed the number of vacancies on the Committee, the Returning Officer shall cause all nominations to be submitted to the Annual General Meeting of the Association and those persons present at such meeting shall elect the required number of persons to the Committee. The Returning Officer shall act as scrutineer for these elections.
 - 9.2.5 If nominations received are less than the number of vacancies on the Committee, those persons present at the annual General Meeting of the Association may appoint such other person as considered suitable to be members of the committee.
 - 9.2.6 The Centre Manager will hold a position as an ex-officio.

- 9.3 All persons appointed shall hold office until the next Annual General Meeting.

10. ROLE OF THE COMMITTEE

- 10.1 The affairs of the Association shall be managed in conjunction with the Centre Manager exclusively by the Committee.
- 10.2 The Committee shall be constituted at each Annual General Meeting and the person appointed shall hold office thereon until the next ensuing Annual General Meeting.
- 10.3 If a vacancy occurs on the Committee for the following reasons:
 - 10.3.1 The member dies or leaves the Shire of Roebourne
 - 10.3.2 Resigns by notice in writing delivered to the Chairperson or if the Committee Member is the Chairperson, to the Vic-Chairperson
 - 10.3.3 Is convicted of an offence under the Act

10.3.4 Is absent from more than three (3) consecutive committee meetings in the same financial year unless leave of absences is granted or apologies tabled

10.3.5 Expelled under Rule 2.1

10.4 The remaining members of the Committee may appoint another financial member whom they consider suitable, to fill the vacancy on the Committee for the duration of the previous members term.

11. PROCEEDINGS OF THE COMMITTEE

11.1 A quorum of the Committee shall comprise;

11.1.1 Where the total number of the members of the Committee is an even number, one half of that total OR

11.1.2 Where the total number of the members of the Committee is an odd number, the integer nearest to but greater than one half of that total.

11.2 Meeting shall be held as frequently as deemed necessary by the Committee but at no greater than three monthly intervals. No meeting shall commence unless and until a quorum is present.

11.3 Each member shall have one vote upon any resolution. The Chairperson shall have a deliberate vote only in the event of an equal division of votes.

11.4 Minutes shall be made of all proceedings and resolution of the Committee and kept in a specified Minute Book/File for the perusal of all financial members of the Association.

12. POWERS OF THE COMMITTEE

12.1 The general management and affairs of the Association shall be vested in the Committee. The following power shall only be exercised upon the resolution of a three fourth majority of votes namely:

12.1.1 The admission or rejection of any application for membership or the appointment or termination of appointment of any Trustee of the Association.

12.1.2 The purchase or sale of any real property of the Association.

12.1.3 The borrowing of any monies upon the security of the Association's assets or the issue of debentures.

12.1.4 The alteration of amount of any subscription of membership. Provide that notice specifying the nature and effect of any resolution coming within the ambit of the foregoing powers (12.1.3), (12.1.3), and (12.1.4) shall be posted to each member at least ten (10) days prior to the date of the meeting.

- 12.2 The Committee may from time to time appoint sub-committees to carry out any special activities of the Association and to have an exercise such powers and duties as may be delegated by the Committee. Such appointments may be revoked by the Committee at its discretion.

13. FINANCIAL MEMBERS MEETINGS

- 13.1 Meetings shall be held as frequently as deemed necessary by the Committee but at no greater than three monthly intervals. No meeting shall commence unless and until a quorum is present.
- 13.2 The quorum for a Financial Members meeting is six (6) financial members.
- 13.3 All members of the public may attend and join in debate but only those people who are financial members of the Association may vote.
- 13.4 Should the chairperson or Vice Chairperson be unable to attend the Financial Members meeting, a Financial Member may be elected from those present to preside for that meeting only.

14. SPECIAL MEETINGS

- 14.1 A Special Meeting of the Association may be called at any time by the Chairperson of the Committee, by resolution of the Committee or by a requisition signed by 12 financial members of the Association.
- 14.2 In each case the Committee shall cause notice of such meeting to each Financial Member at least seven (7) days prior to the holding of the meeting; such notice to clearly state the nature of the business to be dealt with at such meetings.

14.2.1 The Secretary may give notice by:

- 14.2.1.1 Serving it on an Association Financial Member personally or
- 14.2.1.2 Sending it by post to a Financial Member at the address of the member appearing in the register of Association members kept and maintained under Section 27 of the Act.

14.2.2 When notice is sent by post under paragraph 14.2.1.2, sending notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Association Financial Member(s) concerned by ordinary prepared mail.

- 14.3 If a special meeting is not convened within thirty (30) days the Association Financial Members who made the request may themselves convene a special meeting of all Financial Members as

if they were the Committee. In such a circumstance, the Financial member(s) convening the special Meeting shall be supplied with the names and addresses of all financial members of the Association and the Association shall pay the reasonable expenses of convening and holding the Special Meeting. The meeting must comply with the Rules of the Association.

14.4 The quorum for a Special Meeting shall be:

14.4.1 Where the total number of the members of the Association is an even number, one half of that total OR

14.4.2 Where the total number of the members of the Association is an odd number, the integer nearest to but greater than one half of that total.

14.5 Order of business for a special meeting shall be:

14.5.1 Reading of the notice to convene the meeting

14.5.2 Discussion of business stated on such notice

14.5.3 Resolution to be by a three fourth majority

14.5.4 A notice of the resolution is to be posted to all non attendees, within seven (7) days by the Secretary.

15. FINANCIAL

15.1 The financial year of the Association shall be from the 1st July in each year to the last day of June next following.

15.2 All monies belonging to or payable to the Association shall be promptly paid into the Associations Bank Accounts. The payment of all account from Association funds shall be authorized by the Committee.

15.3 The Committee shall cause true and accurate accounts to be kept of all sums of money received and expended for all matters in respect of which such receipts and expenditure takes place, and all property, assets, credits and liabilities of the Association.

15.4 The Committee shall from time to time as necessary, authorize any appropriate persons to sign cheques or other negotiable instruments on behalf of the Association and the signatures of any two such persons shall be required for the drawing of such cheques or instruments against the funds of the Association.

16 AUDIT

15.5 An Auditor or Auditors shall be appointed at the Annual General Meeting.

- 15.6 Any suitable qualified person may be appointed as Auditor provided he or she is not a member of the Committee. The Auditor shall audit the account of financial statement and balance sheet of the Association at the close of each financial year and shall furnish a report of such audit inspection to the Committee for presentation to the next Annual General Meeting of the Association.
- 15.7 The Committee shall submit a copy of its annual audit to appropriate funding agencies as required.

17 CHAIRPERSON

- 17.1 Duties of the Chairperson:
- 17.1.1 The Chairperson shall preside as Chairperson at all financial members meetings, Special meetings and committee meetings.
- 17.1.2 Ensure, with other Committee members that the legal responsibilities of the Association, including compliance with the Act, are met.
- 17.1.3 Ensure regular committee meetings and financial members are advised of meetings.
- 17.1.4 Draw up the agenda in conjunction with the Centre Manager.
- 17.1.5 Ensure with the Committee that all the requirements of any finding or other agreements that the Association enters into are met.
- 17.1.6 Be a member of committees or other task groups if required.
- 17.1.7 On occasion act as a spokesperson for the Association, as does the Centre Manager.
- 17.1.8 Perform other duties as imposed by the Rules of the Association.

18. VICE CHAIRPERSON

- 18.1 Duties of the Vice Chairperson:
- 18.1.1 The Vice Chairperson is required to take on all duties associated with the Chairperson role in that person's absence.

19. SECRETARY AND TREASURER

- 19.1 The Committee may appoint either in an Honorary capacity or as permanent staff, person to act as Secretary.
- 19.2 Duties of the Secretary:
- 19.2.1 Co-ordinate the correspondence of the Association
- 19.2.2 Keep full and correct minute of all meetings

19.2.3 Comply on behalf of the Association with:

19.2.3.1 Section 27 of the Act in respect of the register of Association Members

19.2.3.2 Section 28 of the Act in respect of the Rules of the Association; and

19.2.3.3 Section 29 of the Act in respect of the record of the Management Committee members and any trustees of the Association.

19.3 Have custody of all books, documents, records and register of the Association, including those referred to in paragraph 19.2.3, other than those required by Rule 20 to be kept by and maintained by or in the custody of the Treasurer.

19.4 Perform such other duties as are imposed by the Rules of the Association.

20. TREASURER

20.1 The Committee may appoint either in an Honorary capacity or as permanent staff persons to act as Treasurer.

20.2 Duties of the Treasurer:

20.2.1 Be responsible for the receipt of all monies paid to or received on behalf of the Association and shall insure receipts are issued for those monies in the name of the Association.

20.2.2 Ensure that all monies referred to in paragraph 20.2.1 are paid into such account or accounts of the Association as the Management Committee may from time to time direct.

20.2.3 Ensure that payments from the funds of the Association are with the authority of the committee and in doing so, ensure that all cheques are signed by the appropriate persons.

20.2.4 Comply on behalf of the Association with Section 25 and 26 of the Act in respect of the accounting records of the Association.

20.2.5 Whenever directed to do so by the Chairperson, submit to the Association a report, balance sheet or financial statement in accordance with that direction.

20.2.6 Have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs 20.2.4, 20.2.5.

20.2.7 Perform such other duties as are imposed by the Rules of the Association.

21 SUSPENSION AND EXPULSION

21.1 If the Committee considers that a member should be expelled from the Association because of his/her conduct, deemed detrimental to the interest of the Association, the Committee will be charged with communicating in writing to the member:

20.1.1 Notice of the proposed expulsion and of the time, date and place of the meeting at which the question of that expulsion will be decided, and

20.1.2 Particulars of the conduct, not less than seven (7) days before the date of the Committee meeting referred to in paragraph 21.1.1

21.2 At the meeting referred to in notice communicated under Rule 21.1, the Committee will afford the Association member concerned a reasonable opportunity to be heard by or to make presentation in writing to the Committee.

21.3 The Committee will expel or decline to expel that Association member from the Association and shall communicate that decision in writing to that Association member.

21.4 Should the Association member wish to appeal the Committee's decision then:

21.4.1 That person is required to write to the Committee within seven (7) days, of receiving the Committee's decision in writing to expel requesting that the Committee decision be brought to a Special Meeting of all Financial members, as per Rule 14.

21.4.2 A special meeting will be called as per Rule 14 to uphold or overturn the Committee's decision.

22 COMMON SEAL

22.1 The Association shall have a common seal on which its Corporate name shall appear in legible characters.

22.2 The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book/file.

22.3 The affixing of the common seal of the Association shall be witnessed by any two of the Committee.

22.4 The common seal of the Association shall be kept in the custody of the Chairperson or another person as the Committee from time to time decides.

23. AMENDMENT TO THE CONSTITUTION

22.4 This Constitution may be added to, altered or amended in the following manner:

22.4.1 The Association may alter or rescind these Rules, or make additional Rules, in accordance with the producer set out in Section 17, 18 and 19 of the Act.

22.4.2 These Rules bind every Committee member and Association member to the same extent as if every Committee member and the Association member had signed and sealed the Rules and agreed to be bound by their provisions.

23 DISSOLUTION

23.1 On dissolution of the Association any property whatsoever remaining after payment of all debts and legal liabilities shall be transferred to :

23.1.1 Another incorporated organisation having objects similar to those of this Association or

23.1.2 For charitable purposes, and which is exempt from income tax under section 3 of the Income Tax Assessment Act.

PROVIDED ALWAYS THAT the Association shall not be dissolved except by approval of not less than three quarters (3/4) of the Association present and voting at a meeting called for that purpose, of which not less than twenty eight (28) days written notice, including notice of the proposed dissolution, has been given to all Association members and that a copy of the resolution to dissolve the Association is lodge with the Commission of the Ministry of Fair Trading within fourteen (14) days after passing of the resolution.

24.2 The Deputy Commission of Taxation in Western Australia shall be advised of the date of dissolution within Thirty (30) days should this occur.

I HEREBY CERTIFY THE FORGOING TO BE A TRUE AND CORRECT COPY OF THE RULES OF THE ASSOCIATION.

Signature

Name in Full

Position on Committee

