

## **EDEN TOURISM INCORPORATED CONSTITUTION AND RULES**

### **1. NAME OF ASSOCIATION**

The name of the incorporated association is **Eden Tourism Incorporated**. (in these rules called “the Association”).

### **2. INTERPRETATION:**

In these rules, unless the contrary intention appears:-

- “Board” and “Board Volunteer” means members of the Executive Board of the Association;
- “First Board” means the persons who were members of the Board of Eden Visitor Information Centre immediately before that organisation was incorporated;
- “Full Member “ means any member of the Association other than an Associate Member;
- “members” or “membership” includes Associate Members and “member” includes both natural members and organisations such as those referred to in Clause 6.3;
- References to the masculine gender include the feminine gender;
- “Operational Volunteer” means persons working voluntarily in the operations of the Eden Visitor Information Centre.

### **3. VISION STATEMENT:**

To work collaboratively with the marketing company or entity engaged by Bega Valley Shire Council and local industry groups to maintain and enhance Eden as a premier tourist town and cruise ship port.

### **4. MISSION STATEMENT:**

To contribute to the social and economic growth of the area by providing direction, support and coordination to maintain, enhance and promote Eden and the Sapphire Coast as a year round tourist destination and cruise ship port for the benefit of residents, businesses and visitors to Eden and surrounding districts.

**5. OBJECTS:**

- 5.1 To explicitly acknowledge and maintain a close relationship with Eden Chamber of Commerce Inc. (the Chamber) having regard to longstanding nexus between the Chamber and this Association and shared ideals in the Mission Statement.
- 5.2 To co-operate and share resources with the Chamber whenever practical or mutually desirable in achieving the purposes of both organisations.
- 5.3 To liaise with Sapphire Coast Tourism (or the tourism marketing entity appointed by Bega Valley Shire Council) and like organisations in order to optimise service given to visitors to Eden and the local regional area and to participate in tourism promotion initiatives.
- 5.4 To implement the following measures and initiatives:
  - (a) Market Eden and the region to local, interstate and international visitors;
  - (b) Maximise and improve the experience of visitors to the area and thereby extend tourist stay periods;
  - (c) Identify local and regional tourism opportunities;
  - (d) Support the establishment and maintenance of tourism events and festivals;
  - (e) Provide tourism and travel information and booking services;
  - (f) Maintain and build a member- based tourism organisation;
  - (g) Undertake activities in cooperation with the Chamber and others where appropriate for the purpose of discharging Centre functions;
  - (h) Improve and stabilise the Centre’s financial position by pursuing all avenues of revenue and funding;
  - (i) Create a harmonious, team-based and progressive workplace for salaried and volunteer staff;
  - (j) Maintain cordial and productive relations with all levels of Government and Government Departments, Sapphire Coast Tourism (or the tourism marketing entity appointed by Bega Valley Shire Council) and with all other regional Visitor Centres;
  - (k) Maintain close relations with the Centre’s Accreditation Authority and with Destination NSW, Destination NSW Southern, Tourism Australia, Port Authority of NSW and any other Tourism organisation involved in the tourism promotion of this region;
  - (l) Maintain a strong working relationship with all local media organisations;
  - (m) Continually monitor and evaluate existing tourism infrastructure in the Eden area and provide recommendations for infrastructure augmentations to the Eden Chamber of Commerce or other relevant Authority.

(n) to support the organisation’s members to aspire to excellence in the tourism products and/or experiences they deliver.

(o) to work collaboratively with the Port Authority of NSW to enhance the experience of cruise ship passengers visiting the Port of Eden.

(p) manage Cruise Eden as a separate but related entity in the delivery of services to the cruise ship industry in the Port of Eden.

5.5 To prepare and maintain up-to-date Business & Strategic Plans which specify measures for the implementation of, and which record achievement of, the Objects set out in this Clause.

## **6. MEMBERSHIP**

6.1 Subject to these rules, those persons or organisations who were fully paid up subscribers to Eden Visitor Information Centre immediately prior to incorporation shall be members of the Association, together with such other persons or organisations as the Board admits to membership.

6.2 Any person operating or associated with a tourism-oriented business, interest or facility located within the Eden district shall be entitled to make application for membership of the Association.

6.3 Any public body, corporation, or company operating or associated with a tourism oriented business, interest or facility having an address within the Eden district shall be eligible to make application for membership of the Association. If accepted, any such organisation shall be entitled to be represented at meetings of the Association by one representative.

6.4 In the case of persons or organisations operating or associated with tourism-oriented businesses which are not located within, or do not have an address within the Eden district, such persons or organisations shall be entitled to make application for Associate Membership of the Association.

6.5 Applicants for membership shall make application to the Board by submitting a form prepared and provided by the Manager and prescribed by the Board. Applicants shall become members if elected by resolution of the Board on payment of the prescribed subscription, but the Association reserves the right to reject any application for membership without giving any reason for such rejection.

6.6 Notwithstanding any other provisions within this Clause or Clause 7.2, the Board may admit, for a nominal subscription, any person to membership who, in the opinion of the Board, would be beneficial to the Association or would assist in achieving its Vision Statement, Mission Statement or Objects.

- 6.7 A register of all members shall be kept by the Association, showing each member's name, personal or business address and the date of their commencement as a member. Provision for noting the cessation of membership shall also be contained in the register. A similar register shall be kept for Board members including their residential addresses and dates of taking or vacating office. All documentation pertaining to memberships will be kept in a cloud-based storage system by the Manager and/or Book Keeper of the organisation.
- 6.8 Life Membership may be awarded to a former or current Member of Eden Tourism Inc. if it is deemed that that person has contributed above and beyond the normal hours or scope of volunteering for the organisation. Life Members will not have the right to vote unless they are financial Members of Eden Tourism Inc. The granting of such Membership is a goodwill gesture in recognition of exceptional contribution. Any member of the organisation may nominate a former or current Member of Eden Tourism Inc. to be awarded Life Membership. The nomination should be in writing, outline the reasons the nomination is made and should be forwarded to the Secretary or Chair of the organisation. Life Membership will be granted by the current Board Members if there is unanimous agreement that the Nominee has contributed above and beyond the usual duties.

## **7. SUBSCRIPTIONS**

- 7.1 The annual subscription payable by members of the Association shall be an amount determined by the Board from time to time in accordance with Clause 7.2. The annual subscription shall be payable in the first month of each financial year of the Association provided that where a member joins after the first quarter in any such year, the Board may reduce pro-rata the subscription payable for the remainder of the current financial year, but in no case shall the subscription be less than one quarter of the annual subscription.
- 7.2 In determining the annual subscription, the Board may prescribe different levels of fees for members according to the nature and size of businesses referred to in Clauses 6.2 and 6.3 and, in prescribing subscriptions for Associate Members, the nature and size of businesses referred to in Clause 6.4.
- 7.3 The Association's financial year for the purpose of membership prescriptions shall be from the 1st day of November to the 31st day of October in the next succeeding year. For all other purposes the financial year shall be from 1st July to 30th June.

## **8. TERMINATION OF MEMBERSHIP**

- 8.1 The Association shall have the power to determine the membership of any member whose subscription is in arrears for one month after the same has become due. Any arrears of subscriptions shall remain a debt due to, and recoverable by, the Association. The Association shall have the power to reinstate a member whose membership has been determined in accordance with this rule on such terms and conditions as it may think fit.
- 8.2 A member may resign at any time by letter delivered to the secretary, or by written notice sent by electronic methods, in which case a successful notification of 'sent' will be considered as delivered.
- 8.3 If any member of the Association or Director or partner in a firm which is a member of the Association is convicted of an indictable offence or adjudged a bankrupt or makes a composition or arrangement with his creditors under the provisions of any statute or if any company which is a member enters into liquidation whether compulsory or voluntary (save for the purpose of reconstruction) such member, firm or company shall thereupon cease to be a member of the Association but the Board shall have power in its discretion for reinstatement.
- 8.4 If any member acts in a manner detrimental to the interests of the Association, the membership of such member may be suspended or terminated by a resolution carried by a majority of three quarters of the votes recorded in respect of same at a general meeting or Special General Meeting of the Association.

## **9. THE BOARD**

- 9.1 The officers of the Association shall be:
- (a) a Chairperson;
  - (b) a Vice Chairperson;
  - (c) a Secretary; and
  - (d) a Treasurer / Public Officer.
- 9.2 The Board shall consist of:
- (a) the officers of the Association; and
  - (b) not less than one and not more than five (5) other members of the Association.
- 9.3 Subject to sub-clause (4) each member of the Board shall be elected at the Annual General Meeting of the Association in each year.

- 9.4 Each First Board member shall, subject to these rules, hold office until the second Annual General Meeting following the date of his election but is eligible for re-election.
- 9.5 Only Full Members can be nominated for vacant positions on the Board referred to in Clauses 9.1 and 9.2 above.
- 9.6 A person may not hold the position of Chairperson of the organisation for more than three (3) consecutive years from the date of appointment. A person may be re-elected into the role of Chairperson only after a period of 12 months between such appointments.
- 9.7 An officer of the Association (i.e. an elected member of the Board) must attend at least 75% of all General Meetings (either in person or using remote electronic means) during their tenure as a Board Member. Any member who does not attend the required number of meetings may be asked to vacate the position and in such circumstances, the remaining Board members may appoint a casual vacancy until the next AGM.
- 9.8 From time to time the Board may invite a non-Board member to attend meetings if the presence of such person is deemed essential to addressing a specific need for expertise or skills that Board members do not possess. Such a person may be asked to vacate the meeting at any time if confidential Agenda items unrelated to their area of expertise are to be discussed.
- 9.9. From time to time the Board may elect to form a Sub-Committee to address a specific need, event or otherwise that falls outside the usual Objects of the organisation. The members of such Sub-Committee may or may not be Board members, but must be full members of the organisation.

## **10. BOARD, GENERAL AND SPECIAL MEETINGS**

- 10.1 Meetings of the Board shall be held at least quarterly throughout the financial year and more frequently as necessary to ensure the achievement of the Association's Objects. Board members shall be given notice in writing (by any means including electronically) at least seven days prior to the date of such meetings together with an Agenda and Minutes of any preceding general or Board meeting. Board members may attend meetings in person or by electronic means.
- 10.2 General Meetings of Members of the Association may be held when either:
- the Manager and/or staff request a meeting to address a specific item for discussion or issue they deem as requiring all Members to participate and/or vote;
  - any / all Members of the Board deem a specific matter requires discussion and/or a vote by all Members of the Association;

- any Member of the Association requests a Meeting to address a specific subject and deemed by the Manager and all Board members to require such a Meeting to take place.
- 10.3 In the event that a General Meeting of all Members is required, Members shall be given notice in writing (by any means including electronically) at least seven days prior to the date of such meetings together with an Agenda and Minutes of any preceding General Meeting held within the previous 12 calendar months.
- 10.4 The Manager will schedule and organise informal Information-sharing events from time-to-time throughout the year in which all Members will be invited to attend. Such events will provide Members the opportunity to seek specific information about the operations of Eden Tourism Inc. and request a General Meeting to address any specific issues or concerns.
- 10.5 A Special General Meeting shall be called by the Secretary if so instructed by a General Meeting or by the Chairperson or at the request in writing of at least 5% of the total number of members of the Association. Members shall be given notice in writing at least twenty one (21) days prior to the date of Special General Meetings together with an agenda and details of any Special Resolutions or business to be resolved at such meetings.
- 10.6 Board Meetings may only be attended by Board Members except in circumstances where the Board invites a casual vacancy to assist in the provision of special skills or expertise.
- 10.7 Board members may appoint a Proxy if circumstances prevent them from attending a Board Meeting in person or by electronic means. In such circumstances, the Board member who is unable to attend may appoint a proxy by advising the Secretary in writing within 24 hours of the time set for the specific Meeting to commence. The Proxy appointment must be in the following format:
- “I, [NAME OF BOARD MEMBER] do hereby appoint [NAME OF PROXY BOARD MEMBER] to vote on my behalf at the Meeting scheduled for [TIME AND DATE OF MEETING] on any matter raised at such Meeting.”
- OR
- “I, [NAME OF BOARD MEMBER] do hereby appoint [NAME OF PROXY BOARD MEMBER] to vote on my behalf at the Meeting scheduled for [TIME AND DATE OF MEETING] on [SPECIFIC AGENDA ITEM] only.”

## **11. ANNUAL GENERAL MEETINGS**

- 11.1 The Association shall, at least once in each calendar year within a period of six months after the expiration of each financial year of the Association, convene an Annual General Meeting

of the members. Members shall be given notice in writing at least fourteen days prior to the date of the meeting unless the business of the meeting is to include a Special Resolution, in which case the notice period must be twenty one (21) days. Only current financial members of the Association, other than Associate Members, are entitled to vote at the Annual General Meeting.

- 11.2 In addition to any other business which may be conducted at an Annual General Meeting, the business at such meeting shall be:-
- a) To confirm the minutes of the last preceding Annual General Meeting and any Special General Meeting held since that meeting;
  - b) To receive Board reports upon the activities of the Association during the last preceding year;
  - c) To receive and consider the Treasurer’s financial statements for the last preceding year;
  - d) Consider and if necessary take action including any Special Resolution with reference to any business or motion of which due notice may have been given or which the majority of those present may determine to entertain, not being inconsistent with the rules of the Association.
  - e) Notice of any business or motion to be discussed at the Annual General Meeting shall be considered due if it be sent to the Secretary fourteen days at least before the date on which the Annual General Meeting shall be called;
  - f) Subject to Clause 9.4, to elect the Officers of the Association and other Board members;
  - g) To appoint an auditor;
  - h) To appoint a Public Officer;

## **12. DUTIES**

The duties of the officers of the Association shall be as follows:-

a) The Chairperson:

shall preside at all meetings of the Association and the Board and shall have a deliberate and a casting vote. In the absence of the Chairperson the Vice Chairperson shall preside and have the same vote. In the absence of the Vice Chairperson the meeting shall elect a chairperson from the members present;

b) The Vice Chairperson:

shall act in the position of Chairperson in his absence;

c) The Secretary:



shall keep the records and minutes of the Association, shall receive and answer all correspondence; shall arrange with the Chairperson the business for consideration of the Association, shall give notice of all general and special meetings and shall assist with all matters connected with the affairs of the Association and shall do such other work as from time to time may be directed by the Association;

d) The Treasurer:

- shall oversee the paid book keeper and ensure the books of account of the Association are kept in an acceptable manner;
- shall ensure that all monies collected for the Association are lodged in the name of the Eden Tourism Inc. in such a bank or building society as the Association may from time to time direct;
- shall oversee the relevant financial reports prepared by the paid book keeper and brought before each general and Board meeting;
- shall oversee the relevant financial reports prepare and brought before any Annual General Meeting. The reports should contain relevant and up-to-date Profit & Loss, Balance Sheets and seek approval for any payments that are not formerly agreed in the annual budget.

(e) The Board:

- shall set the membership fee prior to the Annual General Meeting each year;
- shall appoint members to casual vacancies as outlined in Clauses 9.8 and 9.9 if and when it is deemed necessary;
- shall declare any potential conflict of interest regarding any matters brought before a meeting; this declaration may be made at any time during a meeting or otherwise in the decision-making processes of the Board;
- the immediate Past Chairperson shall be ex officio a member of the Board for the twelve months following his/her retirement from the office of Chairperson.

### **13. VACATION OF OFFICE**

The office of a member of the Board shall become vacant if the member

- a) Dies;
- b) Ceases to be a member of the Association;
- c) Becomes insolvent under the meaning of the companies (N.S.W.) code;
- d) Resigns office by notice in writing given to the Secretary;
- e) Becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health; or
- f) Is absent without the consent of the Board from 75% or more of all meetings of the Board held during a twelve (12) month period.

#### **14. EMPLOYMENT OF STAFF**

14.1 The Board has the power to appoint full time or part time staff to carry out assigned duties in accordance with the objects of the Association.

14.2 Operational volunteers have the right to report any issues pertaining to their work to the paid Manager of the organisation who will then report such matters immediately to the Board. The Board may or may not vote to take further action if deemed appropriate.

#### **15. FUNDS**

##### 15.1 Source

a) The funds of the Association shall be derived from membership fees, operational funding from the tourism marketing entity appointed by Bega Valley Shire Council, charges for specific services to businesses or for special business promotions, donations, government grants and local government grants, sale of souvenirs and like products, Sub-Lease fees, event revenue and, subject to any resolution passed by the Association, such other sources as the Association determines.

b) All money received shall be deposited as soon as practicable to the credit of the bank accounts of the Association.

c) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

##### 15.2 Management

a) Subject to any resolution passed by the Association, the funds of the Association shall be used in pursuance of the objects of the Association, including Object 5.2, in a manner as the Association determines.

b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Executive Board or employees of the Association, being members or employees authorised to do so by the Board.

c) All payments made using internet banking shall be approved by two authorised persons.

d) No portion of the income and property of the Association shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise whatsoever to the members of the Association. Nothing in these rules shall prevent the payment in good faith of remuneration to any person employed by the Association or retained by the Association to carry out specified professional or other duties for the Association, nor prevent reimbursement of out-of-pocket expenses.

### 15.3 Not-profit status of the organisation

- a) the organisation's not-for-profit entity implies that no revenue from its operations can be used for any other purpose than to achieve its Objects as stated in this Constitution;
- b) should the organisation's financial position exceed its statutory needs, Members of the Association will be consulted about how best to direct excess funds in a manner that will further enhance the Mission & Vision of Eden Tourism Inc. (incorporating Eden Visitor Information Centre and Cruise Eden).

## 16. GENERAL

- a. Every Full Member of the Association shall be entitled to one vote at a General Meeting. Voting by proxy shall not be permitted at a General Meeting. Each company or public body shall be entitled to one vote by a nominee. Notice of such nomination shall be duly given prior to the commencement of any meeting.
- b. A quorum shall consist of members personally present and shall be as follows;
  - I. At any general meeting: Five members
  - II. At any Board meeting: Three members
- c. In the event of a quorum not being formed within thirty minutes of the hour for which any meeting has been called, the members then present may adjourn such meeting to any period not exceeding seven days and then to a date to be fixed if no quorum is present on the second occasion.
- d. All meetings of the Association shall be conducted according to the standing orders of the Commonwealth Parliament for the time being.
- e. Once in every year, the accounts of the Association shall be examined and a certificate of correctness shall be given by an auditor, who shall have, at all reasonable times access to all books, papers and documents of the Association.
- f. All letters forwarded by the Secretary as a result of a motion passed at a meeting of the Association shall contain an exact copy of such motion as contained in the Minutes of the Meeting as accepted by the attendees.
- g. Whenever these rules require the giving of written notice to members, such notice may be given by email or other electronic means.
- h. No business prospectus, visiting card, advertisement, note heading or other document relating to a business or profession in which a member of the Association is engaged shall bear the title of the Association or a reference to the fact that he is a member of the Association. No member of the Association shall describe himself as such or as holding any

- office or position in connection with the Association or its sub-Boards upon any printed or published document which does not deal with matters directly concerning the Association.
- i. At all meetings, all questions (other than election of officers) shall be directed by a show of hands, unless a ballot shall be demanded by any five members present. Should any decision by ballot be required, two scrutineers shall be appointed by the meeting and the question must be determined at that meeting. No postal ballots shall be permitted.
  - j. Any dispute between members arising in an Association membership context or any dispute between a member or members and the Association must be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
  - k. If a dispute is not resolved by mediation within three months of the referral to a community justice centre, the dispute is to be referred to arbitration. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.
  - l. The Constitution and Rules may be altered, rescinded or added to only by Special Resolution of the Association at an Annual General Meeting or at a Special General meeting the notice for which resolution having been notified with the call to such meeting. The Special Resolution in regard to a change in the Constitution will only be passed if at least 75% of those members, who vote on the resolution, vote in favour.
  - m. Except as otherwise provided by these rules, the Public Officer shall keep in his custody or under his control all records, books and documents relating to the Association.
  - n. The records, books and other documents of the Association shall be open to inspection, free of charge, by any member of the Association at any reasonable hour.
  - o. The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required in Clause 6.1.

## **17. INSURANCE**

The Association must obtain and maintain appropriate insurance.

## **18. DISSOLUTION**

- a) The Association shall be dissolved in the event of membership of less than five persons or the vote of a three fourths majority of members present at a Special General Meeting convened to consider such question;

b) Upon a resolution being passed in accordance with paragraph (a) of this clause, all assets and funds shall, after payment of all expenses and liabilities, be handed over to a voluntary organisation within Eden with aims similar to the Association. Such organisation shall be decided upon at the Special General Meeting at which the resolution referred to in paragraph (a) of this clause is passed.

**19. SERVICE OF NOTICES**

A notice may be served on or given to a person;

- a. By delivering personally
- b. By sending by post to the address of the person;
- c. By sending by facsimile or other form of electronic transmission to an address specified by the person for giving or serving the notice.

A notice is taken, unless the contrary is proved, to have been given or served;

- a. In the case of a notice delivered personally, on the date on which it is delivered;
- b. In the case of a notice sent by post, on the date when it would have been delivered in the ordinary course of post; or
- c. In the case of a notice sent by facsimile or electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

**20. WINDING UP**

Should the Members of the Association decide to wind up the Association, such act will be carried out in accordance with the Associations Incorporations Act 2009.