

**Central
Australian
Tourism Industry
Association Inc.**

CONSTITUTION

October 2007

Central Australian Tourism Industry Association Inc.

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Constitution

1. Name.

1.1. The name of the Association shall be –

1.1.1. Tourism Central Australia Inc.

2. Logo.

2.1. The Association shall have a logo in a form to be approved by Executive Committee and defined in the By-Laws.

3. Aims.

3.1. Association shall aim to:

3.1.1. Promote the region to encourage an increase in visitors and visitor nights.

3.1.2. Assist visitors to the region by providing them with relevant information.

3.1.3. Sell members products, gateway destination products and when requested by the visitors, non-members product.

3.1.4. Encourage appropriate tourism development in the region.

3.1.5. Encourage ongoing improvement of tourism facilities and infrastructure.

3.1.6. Educate the population of the region in the value and importance of tourism to the local economy.

3.1.7. Be an effective and pro-active lobby group to Government at all levels to further the interests of tourism within the region.

4. Objectives

4.1. The objectives of the Association shall be as set forth below:

4.1.1. To liaise with and assist all levels of Governments, commercial organisations,

community bodies and individuals involved in any way with tourism in the region.

- 4.1.2. To promote the region through effective marketing to achieve a greater awareness of what Central Australia has to offer the target markets.
- 4.1.3. To produce printed and other graphic information to promote the region to improve visitor access to the Central Australian holiday experience.
- 4.1.4. Encourage an environment conducive to tourism investment and the development of high quality tourist products.
- 4.1.5. Encourage tourism development, which is in harmony with, preserves and enhances Central Australia's environment and lifestyle.
- 4.1.6. Identify key development projects and encourage their establishment.
- 4.1.7. To encourage additional and innovative tourism products.
- 4.1.8. Improve product quality and develop a professional approach within the industry.
- 4.1.9. Foster and maintain good industrial relations.
- 4.1.10. Represent the tourism industry in the region and protect its interests.
- 4.1.11. Encourage commitment to and support for the industry by facilitating enhanced awareness and understanding of cultural, social and economic benefits generated by tourism within key groups including all levels of government, business and host community and regional media.
- 4.1.12. To facilitate effective co-ordination between the industry and Federal, Territory and Local Governments and other Agencies/Associations as necessary and in so doing represent the interests and welfare of the industry within Central Australia.
- 4.1.13. To sustain and increase membership of the Association and to provide appropriate service to members.
- 4.1.14. To take any other action deemed necessary or expedient to promote tourism.

5. Powers

- 5.1. To acquire any property, real or personal, by purchase, exchange, gift, devise, lease or by any other means whatsoever, whether or not subject to any special or other condition or conditions, and to sell all or any of the real or personal property of the Association, and to let, exchange or otherwise dispose of and execute conveyance, transfers, mortgages and assurances thereof.
- 5.2. To employ part time or full time any person or persons, company or organisation to assist the Association in the carrying out of its objectives.
- 5.3. To apply for, receive and administer any grant or loan made to the Association under any State, Territory or Federal legislation or from individual or private organisations.
- 5.4. To borrow money on terms and conditions as the Association may think fit, including any mortgage or Bill of Sale on the security of the whole or any portion of the real or personal property of the Association.
- 5.5. To establish, assist or support the establishment of any institution or association established or to be established having similar objectives to the Association and for such purpose to transfer any of the property of the Association whether real or personal by sale or gift, devise or lease or by any other means whatsoever to any such institution or Association.
- 5.6. To invest all or any moneys of the Association:
 - 5.6.1. At interest with a major recognised financial institution.
 - 5.6.2. In debentures and/or securities with a major recognised financial institution.
 - 5.6.3. In a current account with a major recognised financial institution.
- 5.7. To operate visitor information offices, booths and bays and to disseminate information relating to, and to make bookings of products.
- 5.8. To purchase for resale items of a tourist nature and to retail products.
- 5.9. To empower the Executive to make by-laws, rules or regulations for the due maintenance and control of the Association and for regulating the duties, control and conduct of persons in the employ of or under the care or control of the Association.

5.10. To do all such other lawful acts, matters and things as may be incidental to or conducive to the attainment of or execution of the objects of the Association and/or otherwise to manage the Association.

5.11. In addition to the above powers the Association shall be deemed to have all powers and authorities conferred and implied by all relevant Australian laws.

6. Membership

6.1. There shall be seven (7) classes of membership who shall pay a membership subscription, save for Honorary Life, viz; Full, Individual, Community Group, Government Departments or similar, Partnership, Tourism Associate, Honorary Life. All members shall support the Association's aims and objectives.

6.1.1. Full: All individuals carrying on business as sole traders, partnerships, corporations and Associations incorporated pursuant to all relevant Australian law, and any other persons or bodies carrying on a tourism related business.

6.1.2. Individual: Provides for membership of individuals who have current or past experience or an interest in the tourism industry but may or not be currently employed in or active within the industry.

6.1.3. Community group: Predominantly volunteer based organisations directly involved in tourism.

6.1.4. Government departments or similar: Government departments and agencies.

6.1.5. Partnership: All individuals carrying on business as sole traders, partnerships, corporations and Associations incorporated pursuant to all relevant Australian law, and any other persons or bodies carrying on a tourism related business, not based in the Central Australian region, but are a full member of another Regional Tourism Association.

6.1.6. Tourism associate: Entities not directly involved in tourism.

6.1.7. Honorary life: Honorary Life Membership may be conferred on an individual for the purpose of acknowledging outstanding service.

7. Honorary Life Membership

- 7.1.1. To be eligible for Honorary Life Membership, a person must have rendered service of a high order to the Association.
- 7.1.2. Members may submit to the Executive Committee names of Members proposed for Honorary Life membership.
- 7.1.3. An Annual General Meeting of Members shall be empowered, by the secret vote of a two third majority of Members present and entitled to vote thereat, to confer Honorary Life Membership on any individual who has been recommended by the Executive Committee for such conferral. At that Annual General Meeting a resume of the recipient's service shall be read and such resume shall form part of the minutes of the Annual General Meeting.
- 7.1.4. An Honorary Life Member shall be presented with an appropriate certificate or medallion.
- 7.1.5. An Honorary Life Member:
 - 7.1.5.1. shall not be required to pay a membership subscription
 - 7.1.5.2. shall have full membership rights including voting and eligibility for any office
 - 7.1.5.3. may resign by notifying the Chairman in writing

8. New members

- 8.1.1. Individuals, businesses and community groups desirous of seeking membership shall apply on the prescribed form and in doing so shall agree to abide by the Code of Conduct and Ethics as defined in the By-Laws.
- 8.1.2. Membership is granted for a twelve (12) month period from 1 July to 30 June or any outstanding part period thereof.
- 8.1.3. Applications are to be approved or rejected by the Executive Committee, and if rejected shall be submitted to the next General Meeting for consideration if so requested by the applicant. The decision of the General Meeting shall be final.

9. Membership renewals

- 9.1.1. Membership is granted for a twelve (12) month period from 1 July to 30 June or any outstanding part period thereof. Application for renewal of

membership shall be made on the prescribed form by 1st September following the preceding membership year.

- 9.1.2. Failure to lodge a membership renewal application by 1st. September shall result in automatic forfeiture of membership.
- 9.1.3. Any member whose membership is forfeited in terms of this clause shall be required to apply as a new member.
- 9.1.4. Membership renewals are to be approved or rejected by the Executive Committee and if rejected shall be submitted to the next General Meeting for consideration if so requested by the applicant. The decision of the General Meeting shall be final.

10. Membership subscriptions

- 10.1.1. Membership subscriptions shall be set by a General Meeting of members.
- 10.1.2. New members (except those rejoining under 9.1.2, 9.1.4) who join during the course of the year shall pay a full twelve month subscription. Their membership subscription for the following year will be credited with an amount equivalent to the unused portion of the joining year.
- 10.1.3. In seeking a renewal of membership forfeited under 9.1.2. and 9.1.4., above any member shall be required to pay a membership subscription for a full membership year.
- 10.1.4. All applications for membership or for renewal of membership shall be accompanied by a remittance of the appropriate membership subscription.
- 10.1.5. Upon approval of the application by the Executive Committee, membership subscriptions are neither refundable nor transferable.
- 10.1.6. Should an application for membership not be successful, the appropriate membership subscription shall be refunded in full.

11.

Conduct of members

11.1. Raising grievances and complaints

11.1.1. A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.

11.2. Grievance and disputes procedures

11.2.1. This clause applies to disputes between –

11.2.2. a member and another member; or

11.2.3. a member and the Committee.

11.3. Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

11.4. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.

11.5. The mediator must be –

11.5.1. a person chosen by agreement between the parties; or

11.5.2. in the absence of agreement –

11.5.2.1. for a dispute between a member and another member – a person appointed by the Committee; or

11.5.2.2. for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.

11.6. A member of the Association can be a mediator.

11.7. The mediator cannot be a party to the dispute.

11.8. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

11.9. The mediator, in conducting the mediation, must

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- 11.9.1. give the parties to the mediation process every opportunity to be heard;
 - 11.9.2. allow due consideration by all parties of any written statement submitted by any party; and
 - 11.9.3. ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 11.10. The mediator must not determine the dispute.
- 11.11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12. Membership resignation

- 12.1.1. Members may resign by notifying the Association in writing.

13. Annual General Meeting

- 13.1. An Annual General Meeting of members of the Association shall be held within 5 calendar months of the Association's year end.
- 13.2. The place and date of such Annual General Meeting shall be advertised in a local newspaper circulated in the Central Australian region at least 21 days prior to the date for such meetings.
- 13.3. A notice of meeting shall be posted to all members of the Association not later than 30 days before the date set for the meeting.
- 13.4. The failure to receive a notice of an Annual General Meeting by a member or members shall not in itself invalidate that Annual General Meeting.

13.5. Elections

- 13.5.1. The Chairman shall be elected at the Annual General Meeting.
- 13.5.2. The Executive Committee shall be elected at each Annual General Meeting
- 13.5.3. There shall be appointed at each Annual General Meeting a Public Officer pursuant to all relevant Australian laws.

13.5.4. There shall be appointed at each Annual General meeting an Auditor pursuant to all relevant Australian laws.

13.5.5. All nominations for the position of Chairman and Executive Committee positions shall be received in writing on the approved form at the Association's Registered Office at least five (5) working days prior to the holding of the Annual General Meeting.

14. General Meetings of Members

14.1. The General Meeting shall be the policy making body of the Association.

14.2. There shall be a minimum of four (4) General Meetings of members called each year.

14.3. The notice of meeting shall be dispatched to all members of the Association not later than seven (7) days before the date set for the meeting.

14.4. The failure to receive a notice of a General Meeting by a member or members shall not in itself invalidate that General Meeting.

15. Special General Meetings

15.1. A Special General Meeting may be called by the Executive Committee or on receipt by the Chairman of the Association of a requisition signed by at least twenty (20) members.

15.2. Notice of such Special General Meetings shall be given in the same manner as required for an Annual General Meeting.

16. Executive Committee Election

16.1. All members of the Association, or appointed representatives of any Full, Individual, Community Group, Government Department or Similar, or Partnership of the association, save for Tourism Associate and Partnership members, shall be eligible for election to the Executive Committee.

16.2. Any body or authority specified in sub-clause 19.1.4, 19.1.5, 19.1.6, and 19.1.7 shall be deemed to include any successor organisation.

17. Executive Committee

- 17.1. The affairs of the Association shall be managed by an Executive Committee, which shall consist of the following:
- 17.1.1. Chairman who shall be a person who has or has had relevant experience in the tourism industry and has been elected by the Members of the Association at each Annual General Meeting.
 - 17.1.2. Deputy Chairman who shall be an elected Executive Committee member, appointed by the Executive Committee at its first scheduled meeting after the Annual General Meeting.
 - 17.1.3. Secretary who shall be an elected Executive Committee member, appointed by the Executive Committee at its first scheduled meeting after the Annual General Meeting.
 - 17.1.4. Treasurer who shall be an elected Executive Committee member, appointed by the Executive Committee at its first scheduled meeting after the Annual General Meeting.
 - 17.1.5. A minimum of six (6) persons and a maximum of eight (8) persons shall comprise the Executive Committee, in addition to the position of Chairman, elected pursuant to clause 9.1.
 - 17.1.6. One (1) person nominated by members with business' based within the Ayers Rock Resort, Uluru Kata Tjuta National Park and the general area or by the Executive committee.
 - 17.1.7. One (1) person appointed by the Chief Executive of Tourism NT, such person to be a staff member of the Tourism NT based in Central Australia.
 - 17.1.8. One (1) person appointed by the Director of the Parks and Wildlife Commission of the Northern Territory, such person to be a staff member of the Parks and Wildlife Commission of the Northern Territory based in Central Australia.
 - 17.1.9. One (1) person appointed by the Alice Springs Town Council, such person to be an elected member of Council.

18. Declaration of Commercial Interest;

- 18.1.1. Where a member of the Executive Committee has an interest in a company or other body with which a contract is made or proposed to be made, or which

has a direct or indirect interest in a matter under consideration by the Executive Committee, the member shall, as soon as practicable at a meeting at which the matter is to be dealt with and before the matter is discussed or debated, declare to the Executive Committee that he/she has the interest.

18.1.2. Such declaration of interest shall be recorded in the Minutes of the meeting and the meeting shall resolve whether or not the member shall remain present at the meeting during any discussion or debate on the matter.

18.1.3. In the event of a resolution that the member shall remain present, the meeting shall resolve whether or not the member may take part in any discussion or debate on the matter.

18.1.4. A member of the Executive Committee, who, in terms of this clause, declares an interest in the matter, shall not vote on that matter.

18.1.5. Where the Executive Committee member has an interest in common with the General membership, then this clause shall not apply.

18.2. Attendance

18.2.1. An Executive Committee member who fails to attend two consecutive meetings, or an aggregate of three meetings of the Executive Committee within the period of appointment without tendering an apology, the acceptance of which shall not be unreasonably or capriciously withheld, may be removed by the Executive Committee.

18.3. Resignation

18.3.1. Members of the Executive Committee may resign by giving notice in writing to the Association.

18.4. Vacancies

18.4.1. Should there be a vacancy in the elected members of the Executive Committee including the position of Chairman, between Annual General Meetings, then the remaining members of the Executive shall have the power to appoint another member to fill such vacancy.

18.4.2. The Executive Committee shall have regard to the highest votes polled at the previous Annual General Meeting for unsuccessful candidates to the Executive Committee for appointment to fill such vacancy.

18.5. Term of executive committee members shall be as follows:

18.5.1. Chairman

18.5.1.1. The term of the Chairman shall be one year. The retiring Chairman shall be eligible for re-election.

18.5.2. Elected Members

18.5.2.1. The term of an elected Executive Committee member shall be two years.

18.5.2.2. At each Annual General Meeting the positions of the four elected members whose two-year term has expired shall be declared vacant and election held for these positions.

18.5.2.3. Vacating members are eligible for re-election.

18.5.3. Appointed Members

18.5.3.1. The term of members appointed pursuant to clauses 18.1.5, 18.1.6, 18.1.7, and 18.1.8 shall be at the discretion of the appointing body.

18.6. Executive committee meetings

18.6.1.1. Executive Committee meetings shall be held each month unless a majority of three quarters of the Executive Committee resolve otherwise.

18.7. Powers of the executive committee

18.7.1.1. The Executive Committee: Shall control and manage the business and affairs of the Association,

18.7.1.2. May, subject to these rules, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by General Meeting of members of the Association; and

18.7.1.3. Subject to all relevant Australian laws and these rules, has powers to perform all such acts and things as appear to the Executive Committee to be essential for the proper management of the business and affairs of the Association.

19. Executive Standing Committees

- 19.1. The Executive Committee shall have the power to set up Standing Committees under the chairmanship of an Executive Committee member.
- 19.2. Such a Standing Committee shall consist of a Chairman, as aforementioned and such persons as the Executive Committee sees fit to appoint.
- 19.3. Such Standing Committees shall meet as required and their role shall be to advise and make recommendations to the Executive Committee.
- 19.4. Such Standing Committees shall have no powers to act on their own account unless specified by the Executive Committee.
- 19.5. Recommendations of Standing Committees shall be conveyed to the Executive Committee in writing and the Executive Committee shall be empowered to accept or reject these recommendations as it sees fit.
- 19.6. Such Standing Committees will cease to hold office at the Annual General Meeting of the Association.
- 19.7. At the first meeting of the Executive Committee after the Annual General Meeting it is at the discretion of the Executive committee to review and re-establish of any standing committees.

20. Industry Sector Meetings

- 20.1. The Association shall have the power to set up Industry Sector Meetings under the chairmanship of a member elected at a Sector Meeting of members.
- 20.2. This election would occur at the first Sector Meeting subsequent to the Annual General Meeting.
- 20.3. Should a vacancy occur, an election for a replacement chairman will occur at the next Sector Meeting following advice of a vacancy existing.
- 20.4. Such Industry Sector Meetings shall have no power to act on their own account.
- 20.5. Such Industry Sector Meetings will provide a written report by the appointed Chairman of the sector to the General Manager no later than five (5) working days prior to the Executive Meeting at which such report is to be considered.

21. Finance

- 21.1. There shall be presented to each meeting of the Executive Committee financial statements as required by the Executive Committee.
- 21.2. There shall be maintained at all times proper books of account.
- 21.3. All cheques drawn on the Association's accounts require two signatures.
- 21.4. Authorised signatories on such accounts shall be any of the Executive Members and the General Manager.
- 21.5. At the Annual General Meeting the Chairman will present a full Financial Statement and Balance Sheet duly audited by the Auditor appointed for the purpose.
- 21.6. The Association's financial year shall be from 1 July to 30 June.
- 21.7. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members or relatives of members of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association or reasonable and proper rent for premises let by any member of the Association.

22. Employment of Staff

- 22.1. The Executive Committee shall be empowered to employ a General Manager and other staff at such salary and under such conditions as it sees fit in order to run the Association's affairs and activities.
- 22.2. The General Manager shall be responsible to the Executive Committee and shall carry out such duties and instructions as the committee may from time to time decide.
- 22.3. All other staff shall be responsible to and report to the General Manager.
- 22.4. The Executive Committee may delegate to the General Manager on such terms as it thinks fit, the responsibility and authority for the employment of staff.

23. Voting

23.1. Voting at meetings shall be as follows:

23.1.1. Annual general, general, and special general meetings of members

23.1.1.1. Following classes of members shall be entitled to exercise the number of votes opposite their classification at Annual General, General and Special General Meetings of members. At a General Meeting, votes will only be taken from members in attendance.

23.1.1.2. Number of votes per member by class:

23.1.1.2.1. Full member - 2 votes per member

23.1.1.2.2. Individual member - 1 vote per member

23.1.1.2.3. Community Group - 1 vote per member

23.1.1.2.4. Government Departments or similar – 1 vote per member

23.1.1.2.5. Honorary Life member - 1 vote per member

23.1.1.2.6. Partnership - Ineligible to Vote

23.1.1.2.7. Tourism Associate - Ineligible to vote

23.2. Proxy votes

23.2.1. Proxy votes shall be allowed at Annual General and Special General Meetings on Notices of Motion that have been circulated in accordance with this Constitution.

23.2.2. A proxy vote shall be considered valid if delivered in the prescribed form to the General Manager's office at least twenty four (24) hours prior to the meeting concerned.

23.3. Executive committee meeting

23.3.1. One vote per Executive Committee member in attendance provided that in an equality of votes the Chairman shall have a casting vote.

24. Quorum

24.1. A quorum at meetings of the Association shall be as follows:

24.1.1. Annual general, general and special general meetings

24.1.1.1. A quorum of twenty-five (25) members present and entitled to vote is required.

24.1.2. Executive committee meeting

24.1.2.1. A quorum of a simple majority is required.

25. Indemnity

25.1. Members and persons acting within and pursuant to the authority of the Association or its Executive Committee who bona fide accept or incur pecuniary liability or loss on behalf of the Association will be indemnified and kept indemnified by the Association in relation to such liability or loss.

26. Alterations to this Constitution

26.1. Alterations to this Constitution may only be made by a two third (2/3rd) majority of those present and entitled to vote at an Annual General Meeting or Special General Meeting called for the purpose, providing that a Notice of Motion proposing such change be lodged with the Chairman and circulated to members of the Association not less than 21 days prior to such meeting.

27. Winding up

27.1. In the event of the winding up of the Association, it shall be conducted in accordance with all relevant Australian laws.

27.2. Any surplus funds, property or other assets shall, after the payment of any debts, be transferred to another institution or association having objects similar to this Association.

28. Common Seal

28.1. This Association shall have a Common Seal, which shall be in such form as shall be approved by the Executive Committee and shall comply with all relevant Australian laws.

28.2. The common seal of the Association must not be used without the express authority of the Executive Committee and every use of that common seal must be recorded by the Secretary.

28.3. The affixing of the Common Seal to any document must be witnessed by any two (2) of the following:

28.4. the Chairperson

28.5. the Secretary

28.6. the Treasurer

28.7. The common seal of the Association must be kept in the custody of the Secretary or other person the Executive Committee from time to time decides.