
**THE CONSTITUTION OF
CENTRAL COAST TOURISM INCORPORATED**

DATED 5 November 2010

TABLE OF CONTENTS

<u>PART I: PRELIMINARY</u>	4
1. INTERPRETATION	4
2. AIMS AND OBJECTIVES OF THE ORGANISATION	6
<u>PART II: MEMBERSHIP</u>	7
3. MEMBERSHIP GENERALLY	7
4. NOMINATION FOR MEMBERSHIP	8
5. CESSATION OF MEMBERSHIP	9
6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	9
7. RESIGNATION OF MEMBERSHIP	9
8. REGISTER OF MEMBERS	10
9. FEES AND SUBSCRIPTIONS	10
10. MEMBERS' LIABILITIES	11
11. RESOLUTION OF INTERNAL DISPUTES	11
12. DISCIPLINING OF MEMBERS	12
13. RIGHT OF APPEAL FOR DISCIPLINED MEMBER	13
<u>PART III: THE BOARD</u>	14
14. POWERS OF THE BOARD	14
15. COMPOSITION AND MEMBERSHIP OF THE BOARD	14
16. ELECTION AND SELECTION OF MEMBERS TO THE BOARD	15
17. OFFICE-BEARERS OF THE ASSOCIATION	16
18. SECRETARY	17
19. TREASURER	17
20. CASUAL VACANCIES	18
21. REMOVAL OF BOARD MEMBERS	19
22. BOARD MEETINGS AND QUORUM	19
23. DELEGATION BY BOARD TO SUB-COMMITTEE	20
24. VOTING AND DECISIONS	20
<u>PART IV: GENERAL MEETINGS</u>	22
25. HOLDING OF ANNUAL GENERAL MEETINGS	22
26. CALLING OF AND BUSINESS OF ANNUAL GENERAL MEETINGS	22

27. CALLING OF SPECIAL GENERAL MEETINGS.....	22
28. NOTICE	23
29. QUORUM FOR GENERAL MEETINGS.....	23
30. PRESIDING MEMBER.....	24
31. ADJOURNMENT.....	24
32. MAKING OF DECISIONS.....	24
33. SPECIAL RESOLUTIONS.....	25
34. VOTING.....	25
35. PROXY VOTES	26
36. POSTAL BALLOTS	26
<u>PART V: MISCELLANEOUS</u>	27
37. INSURANCE	27
38. FUNDS – SOURCES.....	27
39. FUNDS – MANAGEMENT	27
40. CHANGE OF NAME, OBJECTS AND CONSTITUTION.....	27
41. CUSTODY OF BOOKS, ETC.....	28
42. INSPECTION OF BOOKS, ETC.....	28
43. COMMON SEAL.....	28
44. SERVICE OF NOTICES	28
45. FINANCIAL YEAR.....	29
APPENDIX 1: MEMBERSHIP CATEGORIES AND APPLICATION FOR MEMBERSHIP OF THE ASSOCIATION.....	30
APPENDIX 2: NOMINATION OF CANDIDATE FOR ELECTION FORM.....	31
APPENDIX 3: APPOINTMENT OF PROXY FORM	32

PART I: PRELIMINARY

1. INTERPRETATION

1.1. In this Constitution, unless otherwise indicated by the context:

“the Association” means Central Coast Tourism Incorporated.

“the Board” means the Board of Central Coast Tourism Incorporated defined in Clause 15 of this Constitution, and includes the authority of the Board as delegated to the Chief Executive Officer as the Board so determines;

“Destination Management” means a strategic integrated and evidence based approach to managing tourist destinations that is organised around engaging tourism organisations at all levels of the industry to improve destination competitiveness.

“Destination Management Approach” means a management system that provides a tourism organisation with the tools to produce sustainable and competitive tourism in a destination. Destination Management is organised around defined visitor destinations each with its own natural and unique tourism assets and unique development, marketing and management needs.

“Director-General” means the Director-General of the Department of Services, Technology and Administration.

Ex Officio Board Member means a person who becomes a member of The Board as a result of a position that he or she is appointed to rather than as a result of being elected.

“Industry Representatives” is defined in Clause 15 to this Constitution.

“Membership Category / Categories” is defined in Clause 3 and Appendix 1 to this Constitution.

“Secretary” means:

- (a) The person holding office under this Constitution as secretary of the Association; or
- (b) If no such person holds that office – the Public Officer of the Association, with delegated authority to the Chief Executive Officer as the Board so determines.

“Skills-Based Persons” is defined in Clause 15 of this Constitution.

“Special General Meeting” means a general meeting of the Association other than an Annual General Meeting.

“The Act” means the *Associations Incorporation Act 2009*.

“The Regulation” means the *Associations Incorporation Regulation 2010*.

“Business Day” means a day that is not a Saturday, Sunday, public holiday or bank holiday in New South Wales.

1.2. In this Agreement, unless otherwise indicated by the context:

1.2.1 Words importing the singular include the plural and vice versa;

1.2.2 Headings are for convenience only and do not affect interpretation of this Agreement;

1.2.3 A reference to a clause, paragraph or schedule is a reference to a clause, paragraph or schedule of this Agreement;

1.2.4 Where any word or phrase is given a definite meaning in this Agreement, any part of speech or other grammatical form of that word or phrase has a corresponding meaning;

1.2.5 An expression importing a natural person includes a body corporate, partnership, joint venture, association or other legal entity;

1.2.6 A reference to a statute, statutory provision or regulation includes all amendments, consolidations or replacements thereof;

1.2.7 A reference to a party to a document includes that party’s successors and permitted assigns;

1.2.8 A covenant or agreement on the part of two or more persons binds them severally;

1.2.9 A reference to a function includes a reference to a power, authority and duty;

1.2.10 A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty; and

1.2.11 A reference to a body, whether statutory or not;

1.2.11.1 Which ceases to exist; or

1.2.11.2 Whose powers or functions are transferred to another body;

2. AIMS AND OBJECTIVES OF THE ASSOCIATION

Using a Destination Management approach, the aim of the Association is to lead the development and implementation of business strategies to increase the awareness, preference and visitation to the Central Coast of New South Wales from key target markets, whilst optimizing the operational effectiveness of the Association to increase its capacity to influence the tourism industry

PART II: MEMBERSHIP

3. MEMBERSHIP GENERALLY

- 3.1. The membership of the Association shall be comprised and available to natural persons, persons representing businesses or corporations, corporate entities, organisations, associations, or government instrumentalities who reside in, trade in or carry out their administration in the Gosford City and Wyong Shire local government areas.
- 3.2. Membership of the Association is available in the following Membership Categories more particularly defined in Appendix 1 to this Constitution:
 - 3.2.1 Social;
 - 3.2.2 Local;
 - 3.2.3 Regional;
 - 3.2.4 National;
 - 3.2.5 International; and
 - 3.2.6 Corporate.
- 3.3. A person or corporation referred to under Clauses 3.1 and 3.2 will be eligible to be a member of the Association if:
 - 3.3.1 The person or corporation has not ceased to be a member of the organisation at any time after incorporation of the organisation under the Act, and
 - 3.3.2 The person or corporation has been approved for membership of the Association in accordance with Clause 4 of this Constitution.
- 3.4. Notwithstanding the provisions of Clauses 3.1 and 3.2 above, the Board may, in its complete discretion, admit members from outside the Gosford City Council and Wyong Shire Council local government areas.
- 3.5. A person or corporation is taken to be a member of the Association if the person or corporation was:
 - 3.5.1. In the case of an unincorporated body that is registered as the Association – a member of that unincorporated body immediately before the registration of the Association; or

- 3.5.2. In the case of an association that is amalgamated to form the relevant association – a member of that other association immediately before the amalgamation; or
- 3.5.3. In the case of a registrable corporation that is registered as an association – a member of the registrable corporation immediately before that entity was registered as an association.
- 3.6. A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under Section 6(1) (a) of the Act was made.

4. NOMINATION FOR MEMBERSHIP

- 4.1. A nomination of a person or corporation ('the nominee') for membership of the Association:
 - 4.1.1 Must be made by the nominee in writing in the form set out in Appendix 1 to this Constitution; and
 - 4.1.2 Must be lodged with the Association
- 4.2. As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.
- 4.3. Notwithstanding the provisions of Clause 4.2 of this Constitution, the Board may, in its complete discretion, resolve to delegate part or all of its powers in regards to approval or rejection of nominations to the Chief Executive Officer of the Association and/or employees of the Association as nominated by the Chief Executive Officer.
- 4.4. As soon as practicable after a determination on a membership application is made in accordance with Clauses 4.2 and 4.3 of this Constitution, the Association must:
 - 4.4.1 Notify the nominee, in writing, that its nomination has been approved or rejected (whichever is applicable), and
 - 4.4.2 If the Association approved the nomination, request the nominee to pay (within the period of twenty-eight (28) days after receipt by the nominee of the notification) the annual membership fee in accordance with the Membership Category for the nominee as listed in Appendix 1 to this Constitution.
- 4.5. The Association must, on payment by the nominee of the amounts referred to in Clause 4.4.2 of this Constitution within the period referred to in that Clause, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

5. CESSATION OF MEMBERSHIP

- 5.1. A person or corporation ceases to be a member of the Association if the person or corporation:
 - 5.1.1 Dies, or
 - 5.1.2 Resigns membership, or
 - 5.1.3 Is expelled from the Association, or
 - 5.1.4 Fails to pay the annual membership fee under Clause 9.2 of this Constitution within 30 days of the fee being due and without the Board's prior written agreement to delay the payment of the annual membership fee.

6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 6.1. A right, privilege or obligation which a person or corporation has by reason of being a member of the Association:
 - 6.1.1 is not capable of being transferred or transmitted to another person or corporation; and
 - 6.1.2 Terminates on cessation of the person's or corporation's membership.

7. RESIGNATION OF MEMBERSHIP

- 7.1. A member of the Association may only resign from membership of the Association upon the following bases:
 - 7.1.1 Upon the member's payment of any and all outstanding amounts due and payable to the Association in respect of the member's membership of the Association; and
 - 7.1.2 By first giving to the Secretary written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign; and,
 - 7.1.3 Upon the payment of the amounts in accordance with Clause 7.1.1 and on the expiration of the period of notice referred to in Clause 7.1.2, the member ceases to be a member.
- 7.2. If a member of the Association ceases to be a member under Clause 7.1 of this Constitution, and in every other case where a member ceases to hold membership, the Association must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. REGISTER OF MEMBERS

- 8.1. The Public Officer of the Association must establish and maintain a register of members of the Association specifying the following:
 - 8.1.1 The name of each person or corporation who is a member of the Association; and
 - 8.1.2 The postal or residential address of the person or corporation who is a member of the Association; and
 - 8.1.3 The date on which the person or corporation became a member of the Association.
- 8.2. The register of members must be kept in New South Wales:
 - 8.2.1 At the main premises of the Association, or
 - 8.2.2 Should the Association have no premises, at the Association's official address?
- 8.3. The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 8.4. A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1.00 for each page copied.
- 8.5. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- 8.6. A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - 8.6.1 The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - 8.6.2 Any other purpose necessary to comply with a requirement of the Act or the Regulations.

9. FEES AND SUBSCRIPTIONS

- 9.1. A member of the Association must pay to the Association the annual membership fee in accordance with the Membership Category for the nominee as listed in Appendix 1 to this Constitution or, if some other amount is determined by the Board, that other amount, subject to Clause 9.2.

- 9.2. The annual membership fee (*the Fee*) referred to in Clause 9.1 of this Constitution is payable as follows:
- 9.2.1 All new members who join between 1st April and 30th September in any year must pay the Fee;
 - 9.2.2 New Regional, National, International and Corporate Members who join between 1st October and 31st March in any year must pay 50% of the Fee;
 - 9.2.3 New Local and Social Members who join between 1st October and 31st March in any year must pay the Fee.
- 9.3. The Board may, in its complete discretion, resolve to vary, amend or revoke the membership fee payable in accordance with Clause 9.1 and Schedule 1 of this Constitution.

10. MEMBERS' LIABILITIES

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, 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 by Clause 8 of this Constitution.

11. RESOLUTION OF INTERNAL DISPUTES

- 11.1. If any dispute arises between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, the parties to the dispute must not commence any court or arbitration proceedings unless the parties to the dispute have complied with the following paragraphs of this Clause 11 of this Constitution (except where a party seeks urgent interlocutory relief).
- 11.2. A party to this Constitution claiming that a dispute has arisen out of or in relation to this Constitution must give written notice to the other party to the dispute specifying the nature of the dispute.
- 11.3. If the parties do not agree within seven (7) days of receipt of the written notice of the dispute (or such further period as agreed in writing by them) as to:
- 11.3.1 The dispute resolution technique (e.g. expert determination) and procedures to be adopted;
 - 11.3.2 The timetable for all steps in those procedures; and
 - 11.3.3 The selection and compensation of the independent person required for such technique,

The parties must mediate the dispute in accordance with the Mediation Rules of the Law Society of New South Wales, and, the President of the Law Society of New South Wales or the President's nominee will select the mediator and determine the mediator's remuneration.

- 11.4. In the event that the dispute has not settled within twenty-eight (28) days or such other period as agreed to in writing between the parties after the appointment of the mediator, the dispute is to be submitted to arbitration administered by the Australian Commercial Disputes Centre (ACDC) and conducted in accordance with ACDC's Arbitration Rules which are deemed incorporated.
- 11.5. The arbitrator is not to be the same person as the mediator.

12. DISCIPLINING OF MEMBERS

- 12.1. A complaint may be made to the Board by any person or corporation that a member of the Association:
- 12.1.1 Has refused or neglected to comply with a provision or provisions of this Constitution, or
 - 12.1.2 Has persistently wilfully acted in a manner prejudicial to the interests of the Association.
- 12.2. The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 12.3. If the Board decides to deal with the complaint, the Board:
- 12.3.1 Must cause notice of the complaint to be served on the member concerned, and
 - 12.3.2 Must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - 12.3.3. Must take into consideration any submissions made by the member in connection with the complaint.
- 12.4. The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- 12.5. If the Board expels or suspends a member, the Secretary must, within seven (7) days after the action is taken, because written notice to be given to the member informing the member:
 - 12.5.1 of the action taken by the Board;
 - 12.5.2 of the reasons given by the Board for having taken that action; and
 - 12.5.3 of the member's right of appeal under Clause 13.
- 12.6. The expulsion or suspension of the member does not take effect:
 - 12.6.1 Until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - 12.6.2 If within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Clause 13, whichever is the latter?

13. RIGHT OF APPEAL FOR DISCIPLINED MEMBERS

- 13.1. A member may appeal to the Association in general meeting against a resolution of the Board under Clause 12 by lodging with the Secretary a notice to that effect within seven (7) days after notice of the resolution is served on the member.
- 13.2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 13.3. On receipt of a notice from a member under Clause 13.1, the Secretary must notify the Board which is to convene a general meeting of the Association to be held within twenty-eight (28) days after the date on which the Secretary received the notice.
- 13.4. At a general meeting of the Association convened under Clause 13.3:
 - 13.4.1 No business other than the question of the appeal is to be transacted, and
 - 13.4.2 The Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - 13.4.3 The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.5. The appeal is to be determined by a simple majority of votes cast by members of the Association.
- 13.6. If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III: THE BOARD

14. POWERS OF THE BOARD

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in general meeting, a committee of the Association is to be established in accordance with the provisions of Section 28 of the Act, which:

- 14.1. Is to be known as the Board of Management (*the Board*);
- 14.2. Is to control and manage the affairs of the Association; and
- 14.3. May exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association; and
- 14.4. Has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

15. COMPOSITION AND MEMBERSHIP OF THE BOARD

- 15.1. The Board is to consist of up to nine (9) persons being:
 - 15.1.1 The presiding General Managers of Gosford City Council and of Wyong Shire Council or each of these Councils' nominated Council Representative;
 - 15.1.2 Industry representatives of the Association ('Industry Representatives') appointed the following:
 - 15.1.2.1 Two (2) industry representatives from the Corporate / International / National Membership Category grouping; and
 - 15.1.2.2 Two (2) industry representatives from the Regional / Local Membership Category grouping; and
 - 15.1.2.3 The industry representatives referred to in this Clause 15.1.2 are to be voted in by the members (except Social members) of the Association every two years at the holding of an Annual General Meeting; and
 - 15.1.2.4 The appointment of the industry representatives referred to in this Clause 15.1.2 is to be for a maximum of two (2) years;
 - 15.1.2.5 At the expiration of any two-year term, the elected Board members referred to in this Clause 15.1.2 must retire but are entitled to be re-nominated for election;

15.1.3 A minimum of one (1) and a maximum of three (3) persons deemed by the six Board members referred to in Clauses 15.1.1 and Clause 15.1.2 above to have specific skills and knowledge that would be of benefit to the Board ('the Skills-Based Persons') pursuant to the following:

15.1.3.1 The appointment of the Skills-Based Persons under this Clause 15.1.3 is for a period of one (1) year provided that The Board may by majority resolution extend the period of appointment by a further year; and

15.1.3.2 Prior to the Annual General Meeting, the Board is to call for the expressions of interest for the nomination of Skills-Based Persons in a manner which the Board considers appropriate; and

15.1.3.3 The Board is entitled to call for expressions of interest for the Skills-Based Persons from persons both within the membership of the Association and external to the Association; and

15.1.3.4 The expressions of interest for the Skills-Based Persons are to be submitted by no later than 5:00 PM on the day preceding the Annual General Meeting; and

15.1.3.5 The invitation to the Skills-Based Persons under this Clause 15.1.3 is to be issued by the Board by no later than the first Board meeting after the holding of the Annual General Meeting; and

15.1.4 One (1) *ex officio* representative from each of the New South Wales Government Department of Industry & Investment and the New South Wales National Parks & Wildlife Service, who will have no voting rights whatsoever.

15.2. There is no requirement for the Board members referred to in Clause 15.1.1 and 15.1.3 of this Constitution to be members of the Association prior to their appointment to the Board.

16. ELECTION AND SELECTION OF MEMBERS TO THE BOARD

16.1. Members must be notified either by letter, newsletter or e-mail of the calling for nominations for the Board no later than twenty-one (21) days prior to the Annual General Meeting.

16.2. Nominations of Industry Representatives for election as members of the Board:

16.2.1 Must be made in writing on the prescribed form forming Appendix 2 to this Constitution and be signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

- 16.2.2 Must be delivered to the Secretary of the Association at least seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 16.3. If insufficient nominations are received to fill the vacancies for Industry Representatives on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 16.4. If insufficient further nominations are received for Industry Representatives on the Board, any vacant positions remaining on the Board are taken to be casual vacancies.
- 16.5. If the number of nominations received for Industry Representatives on the Board is equal to the number of vacancies to be filled for those positions, the persons nominated are taken to be elected.
- 16.6. If the number of nominations received for Industry Representatives on the Board exceeds the number of vacancies to be filled for those positions, a ballot is to be held.
- 16.7. The ballot for the election of Industry Representatives of the Board is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- 16.8. Notification of successful candidates for Industry Representatives of the Board will be made at the Annual General Meeting.
- 16.9. The selection of Skills-Based Persons as members of the Board:
- 16.9.1 Must be determined by the Board members referred to in Clause 15.1.1 and Clause 15.1.2 of this Constitution based on the skills the candidate can bring to the Board; and
- 16.9.2 An invitation must be issued by the Secretary to the Skills-Based Persons in writing no later than 14 days from the holding of the Annual General Meeting.

17. OFFICE-BEARERS OF THE ASSOCIATION

- 17.1. The office-bearers of the Association are as follows:
- 17.1.1 The President, who will be Chairperson of the Annual General Meeting;
- 17.1.2 The Vice-President, who will be Deputy Chairperson of the Annual General Meeting;
- 17.1.3 The Treasurer;
- 17.1.4 The Secretary; and

17.1.5 The Public Officer.

- 17.2. The office-bearers will be elected each year by the Board members referred to in Clause 15.1.
- 17.3. The office-bearers of the Association are to be chosen and appointed from the Industry Representatives referred to in Clause 15.1.2 of this Constitution and the Skills-Based Persons referred to in Clause 15.1.3 of this Constitution.
- 17.4. A Board member (other than both the President and Vice-President offices) may hold up to three (3) offices.
- 17.5. Other than any Board members referred to in Clause 15.1.1 and 15.1.3, each member of the Board is, subject to this Constitution, to hold a position on the Board for a period of 2 years until the conclusion of the second Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 17.6. In the event that a Board member representing a business resigns from the Board or ceases partnership or employment with the business the Board member represents, that person and the business he or she represents is no longer entitled to fill a Board position and a casual vacancy on the Board will occur in the manner set out in Clause 20 of this Constitution.

18. SECRETARY

- 18.1. The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- 18.2. It is the duty of the Secretary to keep minutes of:
- 18.2.1 All appointments of office-bearers and members of the Board, and
- 18.2.2 The names of members of the Board present at a Board meeting or a general meeting, and
- 18.2.3 All proceedings at Board meetings and general meetings.
- 18.3. Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

19. TREASURER

- 19.1. It is the duty of the Treasurer of the Association to ensure:
- 19.1.1 That all money due to the Association is collected and received and that all payments authorised by the Association are made, and

19.1.2 That correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

20. CASUAL VACANCIES

20.1. In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association from the same group (for example, an Industry Representative from the Corporate/International/National Membership Category grouping in place of a Board member from that Membership Category grouping) to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the following date as chosen and agreed upon by the Board:

20.1.1 The conclusion of the balance of the two (2) year term of the Board position annual general meeting next following the date of the appointment; or

20.1.2 The conclusion of the Annual General Meeting next following the date of the appointment.

20.2. A casual vacancy in the office of a member of the Board occurs if the member:

20.2.1 Dies; or

20.2.2 Ceases to be a member of the Association; or

20.2.3 Becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or

20.2.4 Resigns office by notice in writing given to the Secretary; or

20.2.5 Is removed from office under Clause 21; or

20.2.6 Becomes a mentally incapacitated person; or

20.2.7 is absent from three or more meetings of the Board per calendar year, without the prior written consent of the Board; or

20.2.8 Resigns from the Board, or ceases partnership or employment with the business the Board member represents as per Clause 17.6 of this Constitution;

20.2.9 Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or

20.2.10 Is prohibited from being a director of a company under Part 2D.6 (Disqualification from Managing Corporations) of the *Corporations Act 2001* (Cth).

21. REMOVAL OF BOARD MEMBERS

- 21.1. The Association in general meeting may, by resolution, remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 21.2. If a member of the Board to whom a proposed resolution referred to in Clause 21.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- 21.3. A member of the Board will be deemed to have been automatically removed in the circumstances referred to in Clause 20.2.7.

22. BOARD MEETINGS AND QUORUM

- 22.1. The Board must meet at least four (4) times in each period of twelve (12) months at such place and time as the Board may determine.
- 22.2. Additional meetings of the Board may be convened by the President or by any member of the Board.
- 22.3. Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least forty-eight (48) hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the Board meeting.
- 22.4. Notice of a meeting given under Clause 22.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 22.5. A meeting in which a minimum of fifty percent (50%) of the members of the Board, (not including the Ex Officio Board Members) attend will constitute a quorum for the transaction of the business of a meeting of the Board.
- 22.6. No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 22.7. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

22.8. At a meeting of the Board:

22.8.1 The President or, in the President's absence, the Vice-President is to preside, or

22.8.2 If the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

23. DELEGATION BY BOARD TO SUB-COMMITTEE

23.1. The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:

23.1.1 This power of delegation, and

23.1.2 A function which is a duty imposed on the Board by the Act or by any other law.

23.2. A function the exercise of which has been delegated to a sub-committee under this Clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

23.3. A delegation under this Clause 23 may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

23.4. Despite any delegation under this Clause, the Board may continue to exercise any function delegated.

23.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.

23.6. The Board may, by instrument in writing, revoke wholly or in part any delegation under this Clause.

23.7. A sub-committee may meet and adjourn as it thinks proper.

24. VOTING AND DECISIONS

24.1. Questions arising at a meeting of the Board, or of any sub-committee appointed by the Board, are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.

24.2. Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in

the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- 24.3. For the avoidance of doubt, the *ex officio* representative members from each of the New South Wales Government Department of Industry & Investment and the New South Wales National Parks & Wildlife Service do not have voting rights and are not entitled to cast a vote on questions arising at meetings of the Board and do not constitute part of any quorum.
- 24.4. Subject to Clause 23.5 of this Constitution, the Board may act despite any vacancy on the Board.
- 24.5. Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

PART IV: GENERAL MEETINGS

25. HOLDING OF ANNUAL GENERAL MEETINGS

- 25.1. With the exception of the first Annual General Meeting of the Association, which must be held within eighteen (18) months after its registration under the Act, the Association must hold its Annual General Meetings:
- 25.1.1 At least once in each calendar year; and
 - 25.1.2 within the period of six (6) months after the expiration of each financial year of the Association; and
 - 25.1.3 Within such later time as may be allowed by the Director-General or prescribed by the Regulations.

26. CALLING OF AND BUSINESS OF ANNUAL GENERAL MEETINGS

- 26.1. The Annual General Meeting of the Association is, subject to the Act and to Clause 24, to be convened on such date and at such place and time as the Board thinks fit.
- 26.2. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
- 26.2.1 To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - 26.2.2 To receive from the Board reports on the activities of the Association during the last preceding financial year;
 - 26.2.3 Every second year, to elect and record the selection of ordinary Board members; and
 - 26.2.4 To receive and consider any financial statement or report required to be submitted to members under the Act.
- 26.3. An Annual General Meeting must be specified as such in the notice convening it.

27. CALLING OF SPECIAL GENERAL MEETINGS

- 27.1. The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 27.2. The Board must, on the requisition in writing of at least five per cent (5%) of the total number of members, convene a Special General Meeting of the Association.
- 27.3. A requisition of members for a Special General Meeting:

27.3.1 Must state the purpose or purposes of the meeting, and

27.3.2 Must be signed by the members making the requisition, and

27.3.3 Must be lodged with the Secretary, and

27.3.4 May consist of several documents in a similar form, each signed by one or more of the members making the requisition.

27.4. If the Board fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.

27.5. A Special General Meeting convened by a member or members as referred to in Clause 27.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board, and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

28. NOTICE

28.1. Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

28.2. If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Clause 28.1, the intention to propose the resolution as a Special Resolution.

28.3. No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Clause 26.2.

28.4. A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. QUORUM FOR GENERAL MEETINGS

29.1. No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.

29.2. Ten Percent (10%) of all members (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

29.3. If a quorum is not present within half an hour after the appointed time for the commencement of a general meeting, the meeting:

29.3.1 If convened on the requisition of members, is to be dissolved; and

29.3.2 In any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place; and

29.3.3 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Chairperson is to declare the meeting terminated.

30. PRESIDING MEMBER

30.1. The President or, in the President's absence, the Vice-President, is to preside as Chairperson at each general meeting of the Association.

30.2. If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their numbers to preside as Chairperson at the meeting.

31. ADJOURNMENT

31.1. The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

31.2. If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

31.3. Except as provided in Clauses 31.1 and 31.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. MAKING OF DECISIONS

32.1. A question arising at a general meeting of the Association is to be determined by either:

32.1.1 A show of hands, or

32.1.2 If on the motion of the Chairperson or if one third of members present at the meeting decide that the question should be determined by a written ballot then a written ballot is to be held.

32.2. If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

32.3. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

33. SPECIAL RESOLUTIONS

33.1. A Special Resolution may only be passed by the Association:

33.1.1 At a meeting of the Association of which notice has been given to its members no later than 21 days before the date on which the meeting is held; or

33.1.2 In a postal ballot conducted by the Association; or

33.1.3 In such other manner as the Director-General may direct,

if it is supported by at least three-quarters of the votes cast by members of the Association who, under this Constitution, are entitled to vote on the proposed resolution.

33.2. A notice referred to in Clause 33.1.1 must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

33.3. A postal ballot referred to in Clause 33.1.2 may only be conducted in relation to resolutions of a kind that this Constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the Regulations.

33.4. A direction by the Registrar-General under Clause 33.1.3 may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by Clauses 33.1.1 and 33.1.2.

34. VOTING

34.1. On any question arising at a general meeting of the Association, a member has one (1) vote only.

- 34.2. All votes must be given personally or by proxy, but no member may hold more than three (3) proxy votes at any given general meeting.
- 34.3. In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 34.4. A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- 34.5. A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

35. PROXY VOTES

- 35.1. Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than the time of the meeting in respect of which the proxy is appointed, provided however, there is no right to appoint any member as a proxy in respect of voting for the election of Industry Representatives
- 35.2. The notice appointing the proxy is to be in the form set out in Appendix 3 to this Constitution.

36. POSTAL BALLOTS

- 36.1. The Association may hold a postal ballot to determine any issue or proposal (other than an appeal under Clause 13).
- 36.2. A postal ballot must be conducted in accordance with Clause 36.3.
- 36.3. For the election of Industry Representatives to the Board at any Annual General meeting, a postal box will be placed in the office of the Association and made available at 10:00 AM – 2:00 PM in the five Business Days preceding the meeting for which votes for such issues or proposals must be placed in the box if a member intends to vote using this method..

PART V: MISCELLANEOUS

37. INSURANCE

The Association may effect and maintain insurance.

38. FUNDS – SOURCES

- 38.1. The funds of the Association are to be derived from the annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- 38.2. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.

39. FUNDS – MANAGEMENT

- 39.1. Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- 39.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Board or employees of the Association, being members or employees authorised to do so by the Board.

40. CHANGE OF NAME, OBJECTS AND CONSTITUTION

- 40.1. An application to the Director-General to register a change in the Association's name, objects or Constitution in accordance with Section 10 of the Act must be made by the Public Officer or a Board member in the following manner:
- 40.1.1 The Association must carry a Special Resolution approving the change, which must:
- 40.1.1.1 Be made in the approved form which must include details of the proposed change; and
 - 40.1.1.2 Include a copy of the Special Resolution approving the change; and
 - 40.1.1.3 Be accompanied by any fee prescribed by the Act or Regulations; and
 - 40.1.1.4 If the proposed change is a change in the Constitution, it must address all of the matters set out in Schedule 1 of the Act.

40.2. Any change to the Constitution shall not take effect until the change is registered under the Act.

41. CUSTODY OF BOOKS, ETC

Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

42. INSPECTION OF BOOKS, ETC

42.1. The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:

42.1.1 Records, books and other financial documents of the Association;

42.1.2 This Constitution; and

42.1.3 Minutes of all Board meetings and general meetings of the Association.

42.2. A member of the Association may obtain a copy of any of the documents referred to in Clause 42.1 on payment of a fee of not more than \$1.00 for each page copied.

43. COMMON SEAL

43.1. The common seal of the Association shall be kept in the custody of the Public Officer.

43.2. The common seal shall not be affixed to any instrument except by the authority of the Board, and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Board or of one (1) member of the Board and of the Public Officer or Secretary.

44. SERVICE OF NOTICES

44.1. For the purpose of this Constitution, a notice or other communication may be served on or given to a person or corporation:

44.1.1 By delivering it personally, or

44.1.2 By sending it by pre-paid post to the address of the addressee recorded in the register of members, or

44.1.3 By sending it by facsimile transmission to the facsimile number of the addressee recorded in the register of members with acknowledgement of receipt from the facsimile machine of the addressee;

- 44.1.4 By sending it by e-mail to the e-mail address of the addressee recorded in the register of members with acknowledgement of delivery from the computer of the addressee.
- 44.2. For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- 44.2.1 In the case of a notice given or served personally, on the date on which it is received by the addressee, and
- 44.2.2 In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- 44.2.3 In the case of a notice sent by facsimile transmission or some other form of 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.
- 44.3. Notwithstanding the provisions of Clause 44.1 and 44.2, if a document is sent to a person by properly addressing, pre-paying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- 44.4. A person or corporation may change its address for service by giving notice of that change in writing to the Association for recording in the register of members.

45. FINANCIAL YEAR

- 45.1. The financial year of the Association is:
- 45.1.1 The period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- 45.1.2 Each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

APPENDIX 2: NOMINATION FORM for election to the Board of Management of Central Coast Tourism Inc.

ANNUAL GENERAL MEETING
(date)

**If interested in nominating, please review the Central Coast Tourism Board Member Position Description.*

I hereby nominate _____
(Organisation)

for election to the Board of Management of Central Coast Tourism Inc.

The representative of the Organisation will be _____
(Nominee)

Membership Category _____

Nominated by: _____

Signature of Nominator: _____

Secoded by: _____

Signature of Secoder: _____

I hereby accept the nomination to the Board of Management of Central Coast Tourism:

Signature of Nominee: _____ Date: _____

Please note:

- Social members are not eligible to stand for election to the Board or nominate or vote for candidates for election to the Board.
- Nominee, Nominator and Secoder Organisations must be financial contributors on the date the AGM is held and the Nomination Form must be received by Central Coast Tourism by 5pm, five full working days prior to the holding of the AGM.

The Nomination Form may be returned by one of the following methods:

In person: Gateway Visitor Information Centre, 52 The Avenue, Mt Penang Parklands, Kariong 2250

By mail: PO Box 7177, Kariong 2250

By fax: 4343 4422

By email: admin@centralcoasttourism.com.au

APPENDIX 3: APPOINTMENT OF PROXY FORM (RULE 35)

I
(full name)

of
(address)

being a Social/Local/Regional/National/International/Corporate (circle what's applicable)
member of **Central Coast Tourism Incorporated**

hereby appoint
(full name of proxy)

of as my proxy to vote
(company name)

for me at the Annual General Meeting / Special General Meeting of the Association to

be held on the and at any adjournment of that

Meeting.

- My Proxy is authorized to vote (insert details)
.....
.....
.....

DATED:

SIGNATURE OF MEMBER: