

**Rules of the
Wimmera Mallee Regional
Tourism Association
Incorporated**

Registration Number A0056395M

RULES OF THE WIMMERA MALLEE REGIONAL TOURISM ASSOCIATION INCORPORATED A0056395M

1. NAME

The name of the incorporated association is **Wimmera Mallee Regional Tourism Association Incorporated**, (in these Rules called “the Association”).

2. DEFINITIONS

2.1 In these Rules, unless the contrary intention appears -

“**Act**” means the Associations Incorporation Act 1981 (inclusive of 1 July 1998 Amendments);

“**committee**” means the committee of management of the Association as appointed to that position under the provisions of Rule 14;

“**financial year**” means the year ending on 30 June;

“**year**” unless qualified means the period from the end of one Annual General Meeting to the end of the next.

“**general meeting**” means a general meeting of members convened in accordance with Rule 11;

“**member**” means a member of the Association;

“**ordinary member of the committee**” means a member of the committee who is not an officer of the Association under Rule 14;

“**regulations**” means regulations under the Act;

“**relevant documents**” has the same meaning as in the Act.

2.2 In these Rules, a reference to the Secretary of an Association is a reference –
(a) if a person holds office under these Rules as Secretary of the Association – to that person; and
(b) in any other case, to the public officer of the Association

3. MISSION STATEMENT

To promote and support the tourism industry in the Shires of Buloke, Hindmarsh, West Wimmera, Yarriambiack and Wimmera Mallee region.

4. STATEMENT OF PURPOSE

The purpose of the Association is:

4.1 Coordination and Representation

Coordinate and represent all businesses, organisations and individuals involved and interested in tourism in the local area.

4.2 Visitor Services

- a) Visitor Information Centre (VIC) support or manage and/or assist with the running of a local VIC to ensure visitors have accurate, comprehensive, personally delivered, independent visitor information 7 days a week
- b) Produce a local visitor's guide or map under the regional brand
- c) Advise local government on ensuring adequate visitor facilities – public toilets, signage etc.

4.3 Tourism Business Development

- a) Conduct industry networking functions
- b) Conduct local familiarisation tours for businesses to encourage increased awareness of the local visitor experience and support cross referrals
- c) Promote the benefits of accreditation to encourage the growth of quality tourism businesses and experiences
- d) Support industry professional development for tourism businesses to:
- e) Encourage industry professionalism
- f) Engender a service culture
- g) Develop packages

4.4 Tourism Industry Research

Undertake research to evaluate and monitor visitor numbers, origin of visitors, visitor needs and the value of tourism to the local community

4.5 Tourism Industry Development

- a) Encourage the development of new tourism attractions and accommodation, scenic routes and supporting infrastructure
- b) Facilitate the development of quality tourism events
- c) Maintain a detailed database of local tourism businesses, products and services

4.6 Public Relations and Communication

- a) Provide clear communication to the industry regarding activity and achievements of the WMRTA and any positive outcomes for the tourism industry.
- b) Provide accurate communication about the WMRTA and tourism industry to the broader community and stakeholders

4.7 Partnerships

Forge partnerships based on mutual respect and understanding with:

- a) Regional Tourism Organisations
 - o Local Tourism Associations
 - o Tourism Victoria (and other relevant government agencies)
 - o Industry associations
- b) Local government
- c) Chambers of commerce
- d) Neighbouring LTAs and regions

5. MEMBERSHIP

5.1 Membership of the Association shall be any body or person from whom the Association has accepted the offer of a financial contribution in respect of the year concerned. Corporate members shall nominate a natural person to exercise the functions of a member on their behalf.

5.2 Application for membership or membership renewal shall be in writing on the prescribed Association membership form.

5.3 The entrance fee shall be set by the Committee from time to time and on such terms as the Committee thinks fit and is set out in Appendix 1.

5.4 The annual subscription is the relevant amount set out in Appendix 1 and is payable in advance on or before 1 July in each year.

5.5 Membership applications shall be considered at the next meeting of the Committee following receipt of the application.

5.6 Following approval by the Committee and payment of the relevant subscription, the Secretary shall enter the nominee's name in the register of members kept by him/her and upon the name being so entered the nominee becomes a member of the Association.

5.7 If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

6. ANNUAL SUBSCRIPTION

6.1 Annual subscription shall be set by the Committee from time to time and on such terms as the Committee thinks fit and is set out in Appendix 1.

7. RESIGNATION

7.1 Members may resign from the Association by notice in writing to the Secretary, or by non-payment of membership subscriptions within 2 months of notification that such fees are overdue.

8. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

8.1 Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution:

- a) suspend that member from membership of the Association for a specified period; or
- b) expel that member from the Association; or
- c) fine that member an amount not exceeding \$500

8.2 A resolution of the committee under subrule (8.1) does not take effect unless –

- a) at a meeting, held in accordance with subrule (8.3), the committee confirms the resolutions; and
- b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

8.3 A meeting of the committee to confirm or revoke a resolution passed under subrule (8.1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with subrule (8.4).

8.4 For the purposes of giving notice in accordance with subrule (8.3), the Secretary must, as soon as practicable, cause to be given to the member a written notice –

- a) setting out the resolution of the committee and the grounds on which it is based; and
- b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
- c) stating the date, place and time of that meeting; and
- d) informing the member that he or she may do one or both of the following –
 - i. attend that meeting;
 - ii. give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
- e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

8.5 At a meeting of the committee to confirm or revoke a resolution passed under subrule (8.1), the committee must –

- a) give the member, or his or her representative, an opportunity to be heard; and
- b) give due consideration to any written statement submitted by the member; and
- c) determine by resolution whether to confirm or to revoke the resolution.

8.6 If at a meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

8.7 If the Secretary receives a notice under subrule (8.6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

8.8 At a general meeting of the Association convened under subrule (8.7) –

- a) no business other than the question of the appeal may be conducted; and
- b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and

- c) the member, or his or her representative, must be given an opportunity to be heard; and
- d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

8.9 A resolution is confirmed if, at the general meeting, not less than a half plus one of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

9. DISPUTES & MEDIATION

9.1 The grievance procedure set out in this rule applies to disputes under these Rules between -

- 9.1.1 a member and another member; or
- 9.1.2 a member and the Association.

9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.

9.3 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, hold a meeting in the presence of a mediator.

9.4 The mediator must be –

- 9.4.1 a person chosen by agreement between the parties; or
- 9.4.2 in the absence of agreement -

- i. in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
- ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

9.5 A member of the Association can be a mediator.

9.6 The mediator cannot be a member who is a party to the dispute.

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

9.8 The mediator, in conducting the mediation, must –

- 9.8.1 give the parties to the mediation process every opportunity to be heard; and
- 9.8.2 allow due consideration by all parties of any written statement submitted by any party; and

9.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

9.9 The mediator must not determine the dispute.

9.10 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.

10. APPEAL

10.1 Any member of the Association who feels aggrieved by any decision of the Committee under 8.1 may by notice in writing given to the Secretary within one calendar month from the date thereof, appeal against such decision to a General meeting;

10.2 Such notice shall state the ground of appeal and such appeal shall be heard at a General Meeting to be held no later than one month from the giving of such notice to the Secretary;

10.3 On the hearing of any such appeal the member who feels aggrieved shall be afforded a full opportunity to be heard;

10.4 Until the hearing of any such appeal, the decision of the Committee shall have full force and effect.

10.5 The decision of the General Meeting in regard to that appeal shall be final.

11. GENERAL MEETING

11.1 General Meetings of Association members may be called:

11.1.1. by resolution of the Committee;

11.1.2. at the request of the Chairperson of the Association;

11.1.3. by the written request of not less than five members of the Association.

11.2 Such a General Meeting shall be held no less than 14 days or more than 1 month after the request or resolution is made. In the case of Rule 11.1.3 requests by members, the members may convene the General Meeting if a meeting has not been held within the required time.

11.3 The Secretary shall advise of all General Meetings of the Association at least 14 days before the date fixed for holding such meeting.

11.4 The accidental omission to give notice of a meeting or the non-receipt of notice of a meeting by any member shall not invalidate any proceedings or resolutions at any meeting of the Association or any Committee thereof.

11.5 At every meeting of the Association the Chairperson shall preside except that if the Chairperson is absent, unable or unwilling to act, the Deputy Chairperson shall preside. If neither the Chairperson nor the Deputy Chairperson is present or able to act, members shall choose one of their numbers to preside at that meeting.

11.6 Members present at a meeting may agree to adjourn any meeting, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

11.7 Each financial member present is entitled to one vote. Resolutions other than special resolutions shall be carried by a majority of the members present and voting. In the case of equality of votes the Chairperson shall have a second or casting vote.

11.8 All votes must be given personally or by proxy.

11.9 At all General Meetings 10% of the membership or five members, whichever is greater, present in person shall constitute a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting if convened by request of members shall be dissolved. If not so convened, it shall stand adjourned to the same day in the next week at the same time and place and at such adjourned meeting those present shall form a quorum for all purposes.

11.10 Minutes of the proceedings of every General Meeting shall be kept in a minute book, which shall be available at the Office of the Secretary for inspection by members.

12. NOTICE OF GENERAL MEETINGS

12.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

12.2 Notice may be sent –

- a) be prepaid post to the address appearing in the register of members; or
- b) electronic transmission; or
- c) if the member requests, by facsimile transmission .

12.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

12.4 A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

12. ANNUAL GENERAL MEETING

12.1 The Association shall adopt as its financial year the period adopted by the Hindmarsh Shire Council for that year and the Association shall, in each calendar year, convene an Annual General Meeting of its members.

12.2 The Annual General Meeting shall be held on such a day, as the Committee determines, not more than 5 months after the close of its financial year.

12.3 The Annual General Meeting shall be specified as such in the notice convening it, which shall comply with Clause 11.3 Notice of meeting.

12.4 The ordinary business of the Annual General Meeting shall be:

12.4.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

12.4.2 to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;

12.4.3 to elect the ordinary members of the Committee; under Rule 14.3;

12.4.4 to receive and consider the statement submitted by the Association in accordance with Section 30.3 of the Act and to appoint the auditor for the next year.

12.5 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.

12.6 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

12.7 Each financial member present is entitled to one vote. Resolutions other than special resolutions shall be carried by a majority of the members present and voting. In the case of equality of votes the Chairperson shall have a second or casting vote.

13. ANNUAL REPORT

13.1 An Annual Report shall be produced which incorporates the audited financial statement for the fiscal year. A copy of the Annual Report is to be circulated to all members.

14. COMMITTEE

14.1 A Committee of Management constituted as provided in Rule 14.3 shall manage the affairs of the Association.

14.2 The Committee:

14.2.1 shall control and manage the business and affairs of the Association;

14.2.2 may, subject to these rules, the regulations and the Act, exercise all such powers and functions that are required by these rules to be exercised by General Meetings of members of the Association;

14.2.3 subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association;

14.2.4 can appoint at their discretion, members of the Association to sub-committees of the Association;

14.2.5 can appoint at their discretion, members of the Association as representatives of the Association, to external committees that are deemed to be beneficial to the Associations interests.

14.3 The Committee shall comprise of three representatives from each of the four Shires; one Councillor with a tourism focus, one Council staff member and one industry representative who have been accepted by the Association as members and elected in accordance with Rule 14.5.

14.4 Each committee member present is entitled to one vote. Resolutions other than special resolutions shall be carried by a majority of the members present and voting. In the case of equality of votes the Chairperson shall have a second or casting vote.

14.5 The nomination papers of all candidates under Rule 14.3 for election to the Committee, must be signed by the candidates, their nominators and seconders, and must be lodged before the Annual General Meeting in each year. If in any year there are more candidates for election to the Committee than vacancies to be filled, a secret ballot shall be taken at the Annual General meeting. When nominations are less than or equal to the positions vacant, all nominees are automatically appointed to the committee. In the event of a sufficient number of candidates not being nominated as aforesaid for election to the Committee the vacancies may be filled by the Committee subsequently.

14.6 The outgoing chairperson does not relinquish their responsibility until the appointment of a new chairperson.

14.7 It is the duty of the outgoing chairperson to initiate and chair the first meeting of the newly elected committee within one month of the Annual General Meeting.

14.7.1 At the first meeting of the committee after the Annual General Meetings the Committee shall elect from its numbers the following Office Bearers:

Chairperson
Deputy Chairperson
Secretary/Public Officer
Treasurer

15. COMMITTEE APPOINTMENTS AND VACANCIES

15.1 Members of the Committee are appointed for a 2 year term excepting at the Annual General Meeting of 2012, where the six highest polling members will be appointed for a two year term and the remaining elected will be appointed for a one year term. All are eligible for reappointment in future elections.

15.2 In all future Annual General Meetings only half the committee positions will be up for re-election. All positions to be filled will be for a two-year term.

15.3 In the event of a casual vacancy occurring, the Committee may appoint a replacement member at their discretion, for the remainder of the term concerned.

16. REMOVAL AND RESIGNATION OF COMMITTEE MEMBERS

16.1 Any resignation from the Committee must be given to the Secretary in writing.

16.2 A member of the Committee shall be removed or replaced by the Committee in the event that the member:

16.2.1 ceases to be a member of the Association;

16.2.2 becomes insolvent under administration within the meaning of the Bankruptcy Act 1966;

16.2.3 resigns his/her position with the nomination party; or ceases to be the nominee of a corporate member; or

16.2.4 fails to attend three consecutive meetings without leave being granted.

17. PROCEEDING OF COMMITTEE

17.1 The Committee shall meet at least four times in each year at such place and such times as the Committee may determine.

17.2 A quorum shall be five of the Committee.

17.3 At every meeting of the Committee the Chairperson shall preside except that if the Chairperson is absent, unable or unwilling to act, the Deputy Chairperson shall preside. If neither the Chairperson nor the Deputy Chairperson is present or able to act, members shall choose one of their numbers to preside at that meeting.

17.4 Questions arising at any meeting shall be decided by a majority of votes and in the case of equality of votes the Chairperson shall have a second or casting vote.

18. SECRETARY

18.1 The Secretary shall:

18.1.1 keep full and correct minutes of all resolutions and proceedings of every General Meeting and of all Committee meetings in books provided for that purpose together with a record of the names of persons present at all meetings;

18.1.2 keep a register of members setting forth their names and addresses;

18.1.3 attend to all correspondence

18.1.4 Shall also be the public officer

19. SEAL

19.1 The Common Seal of the Association shall be kept in the custody of the Secretary.

19.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee. The affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and the Public Officer of the Association.

20. CUSTODY OF RECORDS

20.1 Except as otherwise provided in these Rules, the Secretary shall keep and control all books, documents and securities of the Association. All such books, documents and securities shall be available for inspection by members of the Association.

21. TREASURER

21.1 The Treasurer shall keep under review the general financial affairs of the Association and:

21.1.1 shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and

21.1.2 shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;

22. FINANCIAL ARRANGEMENTS

22.1 Any two of the three nominated signatories, as authorised by the Committee from time to time shall sign all cheques, drafts, bill of exchange, promissory notes and other negotiable instruments.

22.2 The accounts and books of the Association shall be available for inspection by members.

23. ALTERATION OF RULES AND STATEMENT OF PURPOSES

23.1 No rule of the Association or statement of purposes shall be repealed or amended and no new rule shall be made except by a special resolution. The resolution must be passed by a $\frac{3}{4}$ majority of members present and voting.

24. FUNDS

24.1 The funds of the Association shall be derived from entrance fees, annual subscriptions, government and philanthropic funding, donations and such other sources as the Committee determines.

25. WINDING UP

25.1 In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act or shall be transferred to some other organisation having similar purposes as the Association.

We hereby certify that the Statement of Purpose and Rules have been approved by a majority of the association's members.

Chairperson _____

Secretary _____

Dated _____

APPENDIX 1

SCHEDULE OF FEES

Fee	Amount
Entrance fee	\$0.00
Annual subscription fee	\$0.00

=====