



**PHILLIP ISLAND TOURISM & BUSINESS ASSOCIATION
INCORPORATED**

AMENDED STATEMENT OF PURPOSES

July 2010

Registration Number: A0019512R
Special Resolution lodged and processed 30th August 2010

PHILLIP ISLAND TOURISM ASSOCIATION INCORPORATED
AMENDED STATEMENT OF PURPOSES
ASSOCIATIONS INCORPORATED ACT 1981

NAME:

1. The name of the incorporated association is Phillip Island Tourism & Business Association Incorporated (in these Rules called 'The Association.')

PURPOSE:

2.0 The Purpose of the Association is to act as the Local Incorporated Tourism Association having responsibility to:-

- (a) assist in the management and development of tourism in the area
- (b) encourage increased visitation
- (c) encourage extended length of stay
- (d) encourage maximum visitor spending and
- (e) ensure visitors experience the highest possible level of satisfaction with the product and services offered in the area

2.1 To achieve such purpose, the Association shall:-

- (a) assist annually with marketing plan and longer term business plan of the regional Tourism Board
- (b) promote Phillip Island as a major tourist visitor destination
- (c) provide co-ordination of the local tourism promotion effort
- (d) participate in joint external marketing with the Regional Tourism Association
- (e) provide a link between government authorities and the private sector
- (f) keep the local community informed and provide support for the tourism industry
- (g) produce and distribute special brochures and other material to promote the area
- (h) arrange and co-ordinate familiarization tours and tours of press, travel writers and travel representatives
- (i) assist in organizing and promoting festivals and other special events
- (j) provide a general advisory service for new businesses
- (k) establish a database of local area of facts, figures, statistics
- (l) establish a library of photos and promotional display materials
- (m) operate as a non-profit organisation
- (n) encourage high standards of service and professionalism amongst members

- (o) employ, engage or retain such persons or organisations to carry out specific tasks that the Association may designate from time to time
- (p) organise guest speakers and training programs to assist local business
- (q) organise social and formal functions to facilitate interchange between members and other tourist oriented persons or organisations; and
- (r) undertake such other activities as are consistent with the purpose stated in paragraph 2.0 hereof.

2.2 Solely for the purpose of furthering the purpose set out above the Association shall have the following powers:-

- (a) to buy, sell and deal in all kinds of articles, commodities, provisions both liquid and solid for the members of the Association or person frequenting the Association's premises
- (b) to purchase, take on lease, or in exchange, hire or otherwise acquire any land, building, easements or property both real and personal and any rights or privileges which may be requisite for the purposes of/or capable of being conveniently used in connection with any of the objects of the Association
- (c) to enter into any arrangements with any authority that are incidental to or conducive to the attainment of the objects and exercise of the powers or the purposes of the Association
- (d) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association
- (e) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may be calculated directly or indirectly to advance the Association's interest
- (f) to invest and deal with any money of the Association not immediately required in such manner as may from time to time be thought fit
- (g) to take or otherwise acquire and hold shares, debentures or other securities of any Company or Body Corporate
- (h) to lend and advance money or credit to any person or Body Corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or Body Corporate and otherwise to assist any person or Body Corporate
- (i) to borrow or raise either alone or jointly with any other person or legal entity in such manner as may be thought proper for attainment of the purposes of the Association
- (j) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments

- (k)** to make any gift of property whether subject to any special trust or not for any one or more of the objects of the Association
- (l)** to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the manner of donations, annual subscriptions or otherwise
- (m)** to make donations for patriotic, charitable or community purposes; and
- (n)** to make rules, regulations and by laws for the proper government of the Association and to do all such other lawful things as in the opinion of the Association are incidental or conducive to the attainment of the above objects or any of them and the exercise of the powers for any of them of the Association

**PHILLIP ISLAND TOURISM & BUSINESS ASSOCIATION
INCORPORATED**

AMENDED RULES

July 2010

Registration Number: A0019512R
Special Resolution lodged and processed August 30th 2010

**AMENDED RULES OF
PHILLIP ISLAND TOURISM ASSOCIATION INCORPORATED**

JULY, 2010

NAME:

1. The name of the incorporated association is Phillip Island Tourism & Business Association Incorporated (in these rules called 'The Association.')

DEFINITIONS:

- 2.1 In these rules, unless the contrary intention appears:-

'**Association**' means Phillip Island Tourism and Business Association Incorporated

'**Committee**' means the Committee of Management of the Association

'**Special General Meeting**' means all general meeting of members convened in accordance with these rules other than the annual general meeting

'**Financial Year**' means year ending 30th June

'**Ordinary Member of the Committee**' means a member of the committee who is not an Officer of the Association

'**Local Tourism Association**' is an incorporated association that is established for the purposes of promoting and developing tourism

'**Regional Tourism Association**' means an association responsible for Strategic Marketing, Planning – external-national-international, strategic alliances and partnerships, 3 year marketing plan, 1-year action plan and event support in the region

'**Region**' means primarily the district covering Phillip Island, San Remo ,but capable of being extended at either or both ends of the South Gippsland Highway if requested by the Local Tourism Association

'**Member**' means a member of the Association

'**The Act**' means the *Associations Incorporation Act, 1981*

'**Regulations**' means regulations under the act

- 2.2 In these Rules a reference to the Secretary of the Association is a reference:

- (a) where 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

- 2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and the Act as in force from time to time

QUALIFICATION FOR MEMBERSHIP:

3.1 Membership shall be open to, businesses or organisations subscribing to the objects of the Association and paying the prescribed fee

Applications will be received from:

- (a) those carrying out business on Phillip Island or elsewhere; and are likely to receive benefits from tourism and its promotion;
- (b) are a legal trading entity and have a registered Business Name
- (c) and have public liability insurance cover
- (d) and comply with all statutory authority requirements and possess all relevant licences and permits
- (e) and portray accurately services and prices in all promotional material

3.2 A person who is not a member of the Association at the time of Incorporation of the Association or who was such a member at that time but has ceased to be a member, shall not be admitted to the membership unless:

- (a) the applicant makes application as provided in Sub-Rule 3.3; and
- (b) the applicant's admission as a member is approved by the Committee; and
- (c) the applicant pays the annual subscription subject to Rules 11.1 & 11.2

3.3 An application for membership of the Association shall:

- (a) be made in writing in the form required by the Committee from time to time and
- (b) be lodged with the Secretary of the Association
- (c) and include the name of the natural person to vote on behalf of the applicant at all meetings. Such appointment of a natural person to vote on behalf of the applicant upon admission to membership shall be deemed to stand until the member shall by written notice to the Secretary, revoke such appointment and provide the name of a further natural person to vote on behalf of the member.

REFERRAL OF APPLICATION

4.1 As soon as practicable after receipt of Application for membership to the Association, the Secretary shall refer the application to the Committee

CONSIDERATION OF APPLICATION

5.1 Upon an application being referred to the Committee, the Committee shall determine whether to approve or reject the application

APPROVAL OF APPLICATION

- 6.1** On an application being approved by the Committee, the Secretary shall, with as little delay as possible, notify the applicant in writing that the application for membership of the Association has been approved and request payment within a period of twenty eight days after receipt of the notification of the subscription payable for the first year having regard to Rules 11.1 and 11.2

ENTRY OF NAMES ON REGISTER:

- 7.1** The Secretary, upon payment of the amount referred to in Rule 6.1. within the period referred to in that clause shall enter that applicant's name, and if appropriate, the name of the person entitled to vote on behalf of the member and date of entry in the register of members kept by the Association and upon the name being so entered the applicant shall be a member of the Association.

The Secretary shall keep and maintain a register of members in which shall be entered the proper name, address and date of entry of the name of each member.

The register shall be available for inspection by members at the address of the Secretary

CESSATION OF MEMBERSHIP:

- 8.1** A right, privilege and obligation of a member shall terminate upon cessation of membership by resignation or otherwise. Membership shall (unless the Committee resolves to extend the membership period for as period of not greater than 180 days) cease if the member has not paid all monies due to the Association within one month of monies falling due.

All monies owing to the Association other than annual subscription of a member whose subscription has lapsed as a consequence of non payment of the annual subscription, shall remain payable and recoverable by the Association.

All rights and privileges of a member shall be suspended for such period of lapsed membership

RESIGNATION OF MEMBER:

- 9.1** A member of the Association may resign from the Association by first giving one month's notice in writing to the Secretary of its intention to resign and upon the expiration of that period of notice, the member shall cease to be a member. Any monies due and payable by the member of the Association shall remain a debt due to the Association notwithstanding the resignation of the member

EXPULSIONS AND SUSPENSION OF MEMBER:

- 10.1** The Committee may suspend or expel any member of the Association:-

- (a) who commits any breach of any rule of the Association; and, or.
- (b) who, in the opinion of the Committee, acts in a manner which is contrary to the interests of the Association; or
- (c) no longer complies with the membership requirements of the Association

- 10.2** The member shall be informed of the allegation and invited to present a verbal or written explanation to the Committee meeting at which the matter is to be considered
- 10.3** Any member of the Association who feels aggrieved by any decision of the Committee under Rule 10.1 may by notice in writing given to the Secretary within one calendar month from the date thereof, appeal against such decision to a Special General Meeting
- 10.4** Such notice shall state the ground of appeal and such appeal shall be heard at the Special General Meeting to be held not later than one month from the giving of such notice to the Secretary
- 10.5** On the hearing of any such appeal the member who feels aggrieved shall be afforded a full opportunity of being heard
- 10.6** Until the hearing of any such appeal the decision of the Committee shall have full force and effect
- 10.7** The decision of the Special General Meeting shall be final

ANNUAL SUBSCRIPTION:

- 11.1** The annual subscription for membership shall be set by the Association prior to the end of financial year and be due for payment prior to the end of September each year
- The Committee may allow subscriptions to be paid annually.
- 11.2** The Committee may determine proportional subscriptions for new members admitted during the year

ANNUAL GENERAL MEETING:

- 12.1** The Association shall in each calendar year convene an Annual General Meeting of its Members
- 12.2** The committee may determine the date, time and place of the annual general meeting of the Association
- 12.3** The Annual General Meeting shall be specified as such in the notice convening it. It shall comply with Sub-Clause 14.1
- 12.4** The ordinary business of the Annual General Meeting shall be:-
- (a) to confirm the minutes of the last preceding Annual General Meeting
 - (b) to receive from the committee reports on the transactions of the Association during the last preceding financial year
 - (c) to elect officers of the Association and ordinary members of the Committee
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30.3 of the Act
 - (e) to appoint an auditor for the next ensuing year; and

- 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** A quorum shall be seven (7) members
- 12.8** All members who were financial up to the preceding 30th of June are entitled to attend and vote at the Annual General Meeting

SPECIAL GENERAL MEETINGS:

13.1 All general meetings other than the Annual General Meeting shall be called Special General Meetings

13.2 Special General Meetings may be called:

- (a) by resolution of the Committee; or
- (b) by the written request of not less than three members providing they represent at least 20% of the members of the Association.

Such a Special General Meeting shall be held no less than 8 days or more than 1 month after the request or resolution is made

In the case of the request by members, the members may convene the Special General Meeting if a meeting has not been held within the required time and the Association shall refund to the members any expenses incurred in holding the meeting

GENERAL MEETING NOTICE AND PROCEDURE:

- 14.1 Notice of meeting** - The Secretary of the Association shall, at least 8 days before the date fixed for holding a general meeting of the Association, notify all members of the Association either verbally, via a notice in the local newspaper, or in writing stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting
- 14.2 Omission of Notice** - The accidental omission to give notice of a meeting to, 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
- 14.3** All business that is transacted at a Special General Meeting and all business that is transacted at the Annual general Meeting with the exception of that referred to in these rules as being the ordinary business of the Annual general Meeting shall be determined to be special business-
- 14.4.** No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item and voting upon it
- 14.5 Chairman** - The President of the Association shall preside at all Special General Meetings. In his/her absence or if unwilling to chair the meeting the Vice President shall preside or in his/her absence, a Chairman may be appointed for that meeting

14.6 Adjournment - Members present at any 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

14.7 Voting - Each member is entitled to one vote which shall be given personally or by proxy. A question arising at a general meeting of the Association shall be determined on a show of hands unless before or on the declaration of a show of hands a poll is demanded.

A declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost and 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 favor of or against the resolution. In the case of equality of votes, the Chairman shall have a second or casting vote.

14.8 Division - at any general meeting a declaration by the Chair that a resolution has been carried or not shall be sufficient evidence of members voting intention unless a member calls for a poll.

When a poll is taken the number of votes in favor and against the resolution shall be recorded.

14.9 Proxy - Each member shall be entitled to appoint another member as that member's proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be in the form set out in the Appendix.

14.10 Quorum at General Meetings - At all Special General Meetings seven (7) members present in person shall constitute a quorum.. If within thirty minutes from the time appointed for a meeting a quorum is not present, the meeting shall be dissolved and in other cases shall be adjourned to take place within one month (specified by the Chairman at the time of the adjournment or by written notice to members). If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the meeting shall lapse.

14.11 Minutes - Minutes of the proceedings of every Special General Meeting shall be kept in a Minute Book which shall be available from the Secretary for inspection by members.

COMMITTEE OF MANAGEMENT:

- 15.1** The affairs of the Association shall be managed by a Committee constituted as provided in Sub-Rule 15.3
- 15.2 The Committee -**
- (a)** shall control and manage the business and affairs of the Association
 - (b)** may, subject to these Rules, the Regulations and the Act, 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 meetings of the members of the Association; and
 - (c)** 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
- 15.3** Subject to section 23 of the Act, the Committee shall consist of:
- (a)** Officers of the Association
 - (b)** Immediate Past President
 - (c)** **up to 10** Ordinary members
- 15.4 The Officers of the Association shall be:**
- (a)** President
 - (b)** Vice President
 - (c)** Secretary
 - (d)** Treasurer
- 15.5** Each Officer of the Association shall hold office until election of his/her successor at the Annual General Meeting next after the date of his/her election but is eligible for re-election
- 15.6** In the event of a casual vacancy in any office referred to in sub-rule 15.4 the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office until the next date upon which officers are elected pursuant to sub rule 15.5
- 15.7** Each ordinary member of the Committee shall be elected at the Annual General Meeting of the Association in Each Year
- 15.8** Each ordinary member of the Committee shall, subject to these Rules, hold office until the Annual general Meeting next after the date of his/her election, but is eligible for re-election

- 15.9** In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of his/her appointment
- 15.10** The Committee has the power by resolution to invite other persons to preside on the Committee for a stated period. The invitee will have the same privilege as an ordinary member to the Committee

ELECTION OF OFFICERS AND ORDINARY MEMBERS TO THE COMMITTEE:

- 16.1** Nominations of candidates for election as officers and ordinary members of the Association
- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidates (which may be endorsed on the form of nomination) and;
 - (b) shall be delivered to the Secretary not less than seven (7) days before the Annual General Meeting of the Association; and
 - (c) candidates for election of officers and ordinary members must be members of the Association
- 16.2** If no nominations are received to fill a vacancy in the position of any officer or ordinary member nominations shall be received at the Annual General Meeting of the Association
- 16.3** If only one nomination is received for any position of officer or ordinary member the person nominated shall be deemed to be elected
- 16.4** If the number of nominations exceeds the number of vacancies to be filled a ballot shall be held
- 16.5** The ballot for the election of any officer and ordinary members of the Committee shall be conducted at an Annual General Meeting in such usual and proper manner as the Committee may direct

GROUND FOR TERMINATION OF OFFICE:

- 17.1** For the purposes of these Rules a person shall cease to be a Committee member (including an Officer) if
- (a) the person ceases to be a member; or
 - (b) the person resigns his/her office by notice in writing given to the Secretary, or
 - (c) the person is removed in accordance with sub-rule 19.1

QUORUM AND PROCEDURE AT COMMITTEE MEETINGS:

- 18.1** The Committee shall meet at least 4 times in each year at such place and such time as the Committee may determine
- 18.2** A special meeting of the Committee may be convened by the **President** or by any **five** members of the Committee
- 18.3** Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted at such meeting
- 18.4** Not less than half the members of the Committee constitute a quorum
- 18.5** No business shall be transacted unless a quorum is present and if within 30 minutes of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place at the same time of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 18.6** At meeting of the Committee, the President or in his/her absence the Vice President or in his/her absence some other member of the Committee elected by those then present shall preside
- 18.7** Questions arising at a meeting of the Committee shall be determined on a show of hands, or if demanded, by a poll taken in such manner as the person presiding at the meeting may determine
- 18.8** Each Committee member (including the person presiding at the meeting) is entitled to one vote and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote. A member of the Committee who is absent from any meeting of the Committee may authorise another member of the Committee to vote on behalf of the absent Committee member or may by notice in writing given to the Secretary of the Association and received not later than the taking of the vote exercise a written vote on any issue before the Committee
- 18.9** Written notice of each Committee meeting shall be given to each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- 18.10** Subject to sub-rule 18.4 the Committee may act notwithstanding any vacancy on the Committee

REMOVAL OF A MEMBER OF THE COMMITTEE:

- 19.1** The Association, at a Special General Meeting may by resolution remove any member of the Committee before the expiration of his/her term of office and appoint another member in his/her place
- 19.2** The member may require the Secretary or President to send a copy of the reasons for his/her removal to each member of the Association or, if they are not sent, the member may require that they be read out at the meeting prior to the vote on the motion of his/her removal.

MINUTES:

20.1 The Secretary shall keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting in books provided for that purpose together with a record of names of persons present at Committee meetings.

TREASURER:

21.1 The Treasurer of the Association:-

- (a) shall supervise the collection and receipt of all monies due to the Association and make all payments by the Association; and
- (b) 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 Associations

21.2 The accounts and books referred to in Sub-Rule 21.1 shall be available for inspection by members and shall be audited every financial year

CHEQUES:

22.1 All cheques shall be signed by two officers of the Association

COMMON SEAL:

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

23.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of two members of the Committee

ALTERATIONS OF RULES AND STATEMENT OF PURPOSE:

24.1 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. Twenty one days notice of proposed changes must be given and the resolution must be passed by three quarters of all members present at the meeting..

Any changes to the Rules or Statement of Purposes will be carried out in accordance with the Act

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 objectives similar to the objectives of the Association

CUSTODY OF RECORDS:

26.1 Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Association.

All such books, etc shall be available for inspection by members of the Association upon reasonable notice to the Secretary

FUNDS:

27.1 The funds of the Association shall be derived from annual subscription, fees, donations and such other sources as the Committee determines

APPENDIX

FORM OF APPOINTMENT OF PROXY

I,

of

being a member of Phillip Island Tourism & Business Association Incorporated appoint:

of

being a member of Phillip Island Tourism & Business Association Incorporated, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on .../.../... and at any adjournment of that meeting.

My proxy is authorised to vote *in favor of/ against* (delete as appropriate) the resolution (insert details).

Signed:

Date: