

**KALGOORLIE-BOULDER
VISITOR CENTRE INC
CONSTITUTION**

Revised Amended Version

July 2006

1. NAME

The name of the Association is "Kalgoorlie Boulder Visitor Centre Inc" trading as "Kalgoorlie Goldfields Tourism".

2. INTERPRETATION

The words mentioned shall bear the meaning set out opposite each unless repugnant to the context.

- (a) The "Centre" shall mean the association name the "Kalgoorlie Boulder Visitor Centre Inc".
- (b) "Kalgoorlie" shall mean the area and district included in the municipality of the City of Kalgoorlie-Boulder.
- (c) "The Board" shall mean the Board of Management of the Centre as constituted under this Constitution.

3. OBJECTIVE

The objects of the Centre are:

- a. Provision of quality visitor servicing to increase visitor stay and spend
- b. Maximising tourism resources and funding opportunities
- c. Fostering and encouraging the development of tourism product
- d. Effective communication of the value of Tourism to stakeholders and communities

4. POWERS OF THE ASSOCIATION

The Centre shall manage its affairs according to its Constitution and shall have in addition to the powers provided by its Constitution, the following powers:

- a) to purchase, take on lease, build or otherwise acquire and maintain, improve or alter any buildings or other real property or personal property for the purpose of the Centre.
- b) To sell, exchange, lease, mortgage, hire, dispose of or turn to account or otherwise deal with all or any part of the real or personal property of the Centre.
- c) To borrow, raise or secure, the payment of money in any manner the Centre sees fit with the power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property, real or personal (both present and future) of the Centre and to redeem or pay off any existing or future security.

- d) To conduct appeals for funds and to accept subsidies, donations (whether real or personal estate), devises and bequests,
- e) To invest and deal with moneys of the Centre not immediately required for the purposes of the Centre, in a manner which is beneficial to the Centre,
- f) To hold property on and trust on such terms as the Centre shall from time to time decide
- g) To appoint, employ and pay officers, agents and servants and suspend and dismiss any officer, agent or servant.
- h) To enter into contracts and agreements with any person, firm or corporation, or to join or co operate with any person, firm or corporation, local authority, organisation or society in any act, matter or thing which may be conducive to the attainment or performance of any activity or venture within the objects of the Centre, and
- i) To do all such other things as are incidental or conducive to that attainment of the objects of the Centre.

5. MEMBERSHIP

- a) Membership shall be open to any authority, firm, corporation organization or individual whose aims and activities include the promotion and development of tourism in Kalgoorlie-Boulder. Such organisations, business, local authority or person may become a member of the Centre by notice in writing to the Board and upon payment of the prescribed subscription.
- b) Membership applications shall be subject to the approval of not less than two thirds majority of the Board present at a meeting to consider the application.
- c) In the event of an authority, firm, corporation organization being elected as a member in accordance with the last preceding two rules such firm shall immediately submit to the management committee for approval the name of its representative for the time being and in like manner shall give notice of any change in such representation and submit for approval the name of its substituted representative, and such representative shall not be entitled to the privileges of membership or to be eligible for election of an office bearer or committee man until such approval has been given.
- d) A member may at any reasonable time inspect the records and documents of the Centre.

6. SUBSCRIPTIONS

- a) The Board may determine an annual subscription for the members and affiliated bodies and these fees may be fixed from time to time by a majority of the Board.
- b) Different subscriptions may be determined for different classes of members and affiliated bodies.
- c) Subscriptions shall be paid in advance and shall be due and payable at the commencement of each financial year or such other date as the Board shall determine.
- d) No member or affiliated body shall be entitled to exercise any of the privileges of the Association if their subscription becomes three months in arrears.
- e) The Board may bestow Life Membership as and when it decides.

7. EXPULSION, SUSPENSION AND CESSATION OF MEMBERSHIP

- a)
 - i) The Board shall have the power to expel, censure or suspend a member or Board member of the centre for any act, conduct or statement which it deems not to be in the best interest of the Centre or conducive to the attainment of the Centre's objectives.
 - ii) A Board member may be removed from office by a majority vote of the Board if that member is absent without leave of the Board for three (3) consecutive Board meetings.
- b) A member or Board member shall not be suspended for a period exceeding three months.
- c) The Executive Officer/Secretary shall advise the member or Board member in writing of
 - i) The Board's decision to expel, censure or suspend and its reasons
 - ii) The right of appeal (for expulsion or suspension) to a Special General Meeting of the Centre and the conditions upon which an appeal may be made.
- d) The member or Board member may, within twenty (20) days of receipt of the advice of the decision of the Board, advise the Secretary in writing of their intention to appeal to a Special General meeting of the Centre.
 - a. As soon as practicable thereafter, the Secretary shall advise the Board of the Centre of the intention of the member to appeal and they shall convene a Special General Meeting to be held within thirty (30) days of the lodgement of the appeal with the Secretary.
- e) In the event of a written appeal the expulsion or suspension shall not take effect unless and until the decision of the Board

has been confirmed by the Special General Meeting of the Association.

- f) The Chairperson shall present to the Special General Meeting the reason for the decision of the Board to expel or suspend the member or Board Member.
- g) The member or Board Member shall have the right to be heard at the Special General Meeting.
- h) The Special General Meeting shall either confirm or over-rule the decision of the board.
- i) The decision of the Special General Meeting shall be final.
- j) An authority, firm, corporation, organisation or individual shall cease to be a member of the Association if such authority, firm, corporation, organisation or individual
 - i) Resigns membership in writing,
 - ii) Dies,
 - iii) In the case of a firm, corporation, organisation, is wound up or cease to exist as a legal entity.

8. BOARD OF MANAGEMENT

- a) The business and affairs of the Association shall, subject to these Rules and the Associations Incorporation Act 1987, be under the management of a Board of management elected at the Annual General Meeting.
- b) The Board of the Centre shall consist of a maximum of Seven (7) representatives as follows:
 - i) One nominated member of the City of Kalgoorlie-Boulder
 - ii) Six (6) elected representatives from the membership.

Each Board member shall be entitled to one (1) vote.

- c) Nominations for Board shall be called for one month (4 weeks) prior to the date set for the Annual General Meeting.

All nominations for Board shall be in writing and be with the Kalgoorlie Goldfields Visitor Centre (seven) 7 days prior to the Annual General Meeting.

If there are insufficient written nominations for the Board then nominations may be taken from the floor of the AGM for the remaining positions.

- d) The six (6) industry Board members in 8 (b) shall be elected by the majority at the Annual General Meeting by way of a simple secret ballot.

- e) If sufficient nominations are received then those persons will automatically become Board members.
- f) At the 2006 Annual General Meeting under this Constitution, the three (3) duly elected members as per 8 (b) gaining the highest number of votes in that poll shall be elected for a two year term. The remaining three elected members will serve a one year term.
- g) Any casual vacancies due to resignation, death or expulsion of a Board member shall be filled at the Annual General Meeting.
- h) At each succeeding Annual General Meeting, members shall be elected to serve for a term of two (2) years.
- i) The Board members shall, within 7 days, after the Annual General Meeting, elect from within its own ranks, a Chairperson, Deputy Chairperson and one other Board member to assist the Executive Officer where necessary in the day to day operations of the association. Other, additional positions may be created as deemed appropriate by the Board.
- j) No salaried employee of the Board may be a member of the committee.

9. PROCEEDINGS OF THE BOARD

- a) Meetings of the Board of Management shall take place at least quarterly with the date and venue of the meetings to be at the discretion of the Board.
- b) At meetings of the Board, each member will have one vote. Where there is an equality of voting on any motion before the Board, the Chairperson shall have the casting vote.
- c) The quorum at meetings of the Board shall consist of four (4) voting members including one of the following Chairperson, Deputy Chairperson.
- d) In the event of a casual vacancy, the Board shall have the power to appoint a replacement member for the remainder of the term.
- e) Proceedings of all meetings convened either directly or indirectly by the Board shall be properly minuted.
- f) The Board shall have the powers to delegate its power to sub-committees selected from its members and representatives and may co-opt to such sub committees persons other than members or representatives who in the opinion of the Board

have special interest or special understanding of the matters to be dealt with by such sub-committees.

10. COMMON SEAL

The Common Seal of the Centre shall be in the custody of the Executive Officer/Secretary who shall safely secure it. The Seal shall be affixed to any document only pursuant to a resolution of the Executive and which affixation shall be attested to be any two (2) of the following

- i) Chairperson
- ii) Deputy Chairperson
- iii) Executive Officer

11. SECRETARY

The Executive Officer/Secretary shall comply on behalf of the Association with

- a) Section 27 of the Act in respect of the register of members of the Association. It shall be the responsibility of members to ensure their address details are correct.
- b) Section 28 of the Act in respect of the Rules of Incorporation
- c) Section 29 of the Act in respect of the record of the office holders, and any trustees of the Association.
- d) The Executive Officer/ Secretary shall cause the name of a person who dies or who ceases to be a member to be deleted from the register of members referred to in sub-rule 6 (a).

12. SPECIAL GENERAL MEETINGS

- a) The Annual General Meeting of the Centre shall be held as soon as possible after the end of each financial year, or within four (4) months of the close of the financial year.
- b) A Special general meeting may be called at any time by the Chairperson or the Board of the Centre, upon resolution of the Board.
- c) Notice of any Special General Meeting shall be given to all members by notice in writing or by advertisement in a locally distributed newspaper at least fourteen (14) days prior to the date of said meeting.
- d) At the Annual General or any Special Meeting nine (9) members shall form a quorum. If at the end of thirty (30) minutes after

the time appointed for the opening of the Annual General Meeting there be no quorum the meeting shall stand adjourned for one week at the same hour and place but if at such adjourned meeting there is no quorum those present shall be competent to discharge the business. In the case of a Special General Meeting if no quorum be present at the end of thirty (30) minutes of the time appointed for the opening of the meeting, the meeting shall lapse.

13. PROCEEDINGS AT ANNUAL AND SPECIAL GENERAL MEETINGS

- a) The Centre Chairperson or in his/her absence the Deputy Chairperson of the Board shall be Chairperson of the meeting.
- b) All members of the Centre may attend and join in debate and vote at a General meeting provided that only members shall vote in an election of their own delegates.
- c) Every resolution of a General Meeting shall be in the form of a recommendation to the Board and the Board shall be bound by any such recommendation.
- d) The order of business at each Annual General Meeting shall be:-
 - i) Reading of notice convening the meeting
 - ii) The Board's report on the activities of the Centre during the past year as presented by the Chairperson of the Board.
 - iii) Presentation of the annual balance sheet and documents.
 - iv) Appointment of the Board of Management.
 - v) Appointment of Auditor
 - vi) Special Business (if any) of which notice is given.
 - vii) General Business and receipt of recommendations.
- e) Each member present in person or by proxy, at a general meeting shall be entitled to vote and shall have one (1) vote only.
- f) A member may appoint in writing (including by electronic means) another member to be their proxy and to attend and vote on their behalf at any General meeting, including the Annual General Meeting.
- g) A member may not be proxy to more than one member.

14. FINANCE

- a) The Centre shall be a non-profit organisation
- b) The income and property of the Centre shall be applied solely to the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise by way of pecuniary profit to the members, provided that remuneration may be paid in good faith to officers and

servants of the Centre or other persons in return for services actually rendered to the Centre.

- c) The Centre may canvass funds from regional, state and federal sources and from local individuals, businesses, companies and other organisations and such funds so obtained shall be applied solely for the purpose for which the same shall be provided.
- d) The Centre shall operate a bank account/s and all cheques or withdrawal shall be made from such account/s. The Association shall authorise a number of persons to sign cheques or other negotiable instruments on behalf of the Centre. The signature of any two (2) shall be required for the drawing of cheques.
- e) The Manager shall ensure all monies belonging to and payable to the Centre are secured in a business like manner and shall
 - i) Collect and receive all monies due to the Centre and make all payments authorised by the Board.
 - ii) Operate such bank accounts or trustee securities for holding and disbursement of Centre funds, as are authorised by the Board.
 - iii) Ensure that all financial arrangements undertaken by or for the Centre shall conform with legal requirements and good accounting and business practice and shall comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Centre.
 - iv) Present financial reports to the Board of Management meetings.
- f) The Centre shall appoint each year at the Annual General Meeting an auditor and the Centre's books of account shall be audited (by the auditor) annually prior to the Annual General Meeting.
- g) In the event that a vacancy in the position of auditor occurs, other than a the time of an Annual General meeting, the Board shall have the power to appoint a replacement auditor for the remainder of the term.
- h) Audited financial statements shall be submitted to all members of the Centre at the Annual General Meeting and to Board members seven (7) days prior to the AGM.
- i) The Board shall determine the arrangements for advance approval of expenditure by the Centre, including the powers given to authorised persons to incur expenditure within defined limits.

15. INTEREST OF MEMBERS

- a) A member of the Centre shall forthwith declare interest in respect of any contract or proposed contract with the Centre in which they are interested either directly or indirectly or any

matter arising thereout and shall refrain from voting at any meeting of the Centre in respect thereof.

- b) Subsection (a) does not apply in respect of a pecuniary interest that exists only by virtue of the fact that the member of the Board of Management is a member of the class of persons whose benefit the Centre is established.

16. AMENDMENTS TO THE CONSTITUTION

This constitution may be amended from time to time by the resolution of an Annual or Special General Meeting.

- a) The amending resolution shall be carried by the votes of not less than three quarters ($\frac{3}{4}$) of the members present and voting.
- b) Notice in writing or by advertisement in locally distributed newspaper of the proposed amendment or amendments to this constitution shall be given to all members of the Centre not less than fourteen (14) days prior to the date of the meeting at which the amendments are to be considered.

17. DISSOLUTION

- a) The Centre may at any time be dissolved, with the consent of a majority of three quarters ($\frac{3}{4}$) of the members present at a meeting called for that purpose in respect of which one (1) months notice in writing or by advertisement in a locally distributed newspaper shall be given to all members.
- b) If upon the dissolution of the Centre there remains, after the satisfaction of all its debts and liabilities, any assets whatsoever, such assets shall be sold and the proceeds transferred to
 - i) To another incorporated Centre having objects similar to those of the Centre; or
 - ii) for charitable purposes

which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing Board of Management under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Centre.