

# **CONSTITUTION OF THE NEWCASTLE TOURISM INDUSTRY GROUP**



**2016**

## 1. DEFINITIONS AND INTERPRETATION

In this Constitution:

**“Committee”** means the group of Committee Members of the Association;

**“Chairman”** means the Committee Member elected as a Chairman of the Committee pursuant to clauses 19.3 and 21.9;

**“Association”** means the Newcastle Tourism Industry Group (NTIG);

**“Constitution”** means the Constitution of the Association as originally adopted or as altered;

**“Committee Member”** means any person holding office or appointed by the members;

**“Corporate Member”** means a registered business which does not meet the definition of an Ordinary Member.

**“Financial Year”** means the period set out in clause 29.1;

**“Financial Statements”** means the profit and loss statement and balance sheet of the Association for each Financial Year;

**“General Meeting”** means a meeting of the Members of the Association;

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

**“Ordinary Member”** means a registered business which falls within the definition of a small business according to the Fair Work Act 2009, or any subsequent replacement or amendment (which at the date of adoption of these rules is a business with fewer than 15 employees);

**“Registered Business”** means an entity which holds a current ABN;

**“Rules”** means the rules of the Association made from time to time by the Committee.

In this Constitution, unless the contrary intention appears:

- the singular includes the plural and vice versa;
- a reference to the masculine includes the feminine and vice versa;
- a reference to any officer of the Association includes any person acting for the time being as such officer;
- the headings and index to the Constitution are for convenience only and do not form part of the Constitution;
- references to clauses are to clauses of the Constitution.

## **2. NAME**

The name of the Association is Newcastle Tourism Industry Group (NTIG).

## **3. MISSION**

The mission of the Association is to act as the lead tourism body and Local Tourism Organisation in order to:

- (a) provide a unified voice to develop tourism in Newcastle;
- (b) maximise industry participation in tourism planning, development and marketing;
- (c) educate all businesses that tourism is everybody's business.

## **4. OBJECTS**

The objects for which the Association is established are:

- (a) to provide a coordinated voice for planning affecting tourism in Newcastle;
- (b) to provide a forum for relevant issues and opportunities facing members to be identified and addressed;
- (c) to collectively identify opportunities for cooperative marketing, product and industry development;
- (d) to create and develop a spirit of unity, goodwill and fellowship among members in the interests of the tourism industry in Newcastle.

## **5. EFFECT OF THE CONSTITUTION**

This Constitution has effect as a contract:

- (a) between the Association and each Member;
- (b) between the Association and each Committee Member;
- (c) between a Member and each other Member.

## **6. THE ASSOCIATION'S POWERS AND HOW THEY MAY BE EXERCISED**

In furtherance of the Association's objects, the Association has the power:

- (a) to enter into negotiations or arrangements with any government or authority, municipal, local or otherwise that may seem conducive to the Association's objects;
- (b) to do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Association.

## **7. EXECUTION OF DOCUMENTS BY THE ASSOCIATION ITSELF**

7.1 The Association may execute a document if the document is signed by both the Chairman and one other Committee Member.

## **8. INCOME APPLIED TO OBJECTS**

8.1 The income and property of the Association however derived shall be applied solely to the promotion of the objects of the Association as set out in clause 4. No

portion of this income and property shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise by way of profit to Members provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business, nor prevent the payment of any interest at a rate not exceeding the rate for the time being fixed for the purpose of this clause by the Committee for money borrowed from any Member or reasonable and proper rent for premises demised or let by any Member to the Association.

## 9. AFFILIATION

- 9.1 The Association will have power to become affiliated or to become a member of any Society or Association should such appointment be in the interests of the Association on such terms as the Committee may think fit.

## 10. MEMBERSHIP

- 10.1 Membership shall be limited to:
- (a) Any registered business with a genuine interest in furthering the tourism industry in Newcastle.
  - (b) Any industry body deemed to be committed to promoting the development of tourism in Newcastle, and with whom the NTIG can form productive or mutually beneficial relationships to help achieve the objects of the NTIG. These shall be considered and determined by the Committee on a case by case basis.
- 10.2 There shall be three tiers of membership referred to as "members". The Association will be comprised of the following categories of members, or any other categories as deemed appropriate by the Committee from time to time:
- (a) **Ordinary Member** , in accordance with 10.1(a), and "Definitions and Interpretation" .
  - (b) **Corporate Member** , in accordance with 10.1(a), and "Definitions and Interpretation" .
  - (c) **Partnership Member** , in accordance with 10.1(b) .
- 10.3 The Members may, by resolution:
- (a) create other categories of membership and specify any obligations, rights or privileges that are attached to the categories of membership; and
  - (b) impose, revoke or vary any rules relating to membership including without limitation, disciplinary matters and cessation of membership.
- 10.4 For the avoidance of doubt membership of the Association shall attach to the entity and not to the individual nominated as a representative of a Member.
- 10.5 Candidates for admission as Members shall be admitted or rejected by the Committee in such manner and by such method as may from time to time be approved by the Committee.
- 10.6 The Committee may without disclosing any reason and in its absolute discretion refuse to accept an application of any candidate for admission as a Member but in all cases where an application is rejected the Committee shall refund any fees paid upon application.
- 10.7 Applications for membership from businesses not yet operating but who have set an opening date will be considered at the next meeting of the Committee. An application will be approved if the application is supported by a majority of the Committee members voting thereon.

- 10.8 Every membership application form (which shall be in the form set out by the Association from time to time) will contain an undertaking by that prospective member to be bound by these Rules of the Association.
- 10.9 Immediately upon the approval of an application for Membership, the amount of the membership subscription shall become due, upon payment of which they shall become a Member of the Association. If the subscription fee is not paid within 30 days from the date of membership approval, the application shall be void.
- 10.10 The Association shall have the power to terminate or suspend ( without providing reason) any Member from the Association provided that such termination or suspension is approved by not less than two thirds of the Committee voting thereon.
- 10.11 Each Member of the Association shall have one vote. The Chairperson shall have a casting vote in the event of an equality of votes.
- 10.12 Membership benefits will be defined and approved by the committee for prospective and current members and reviewed as and when required.
- 10.13 A Member shall be bound to further, to the best of the Member's ability, the objectives, interest, influence and standing of the Association.

## **11. SUBSCRIPTIONS**

- 11.1 Every Member shall pay an annual subscription fee as shall from time to time be determined by the Committee.
- 11.2 Membership subscriptions shall be due for renewal annually on the joining date anniversary.
- 11.3 If any Member shall fail to pay annual subscription within 14 days after it has become due (a "Member in Default"), notice shall be sent calling attention thereto and if payment is not made within 30 days of the posting of such notice the membership of the association may incur a late fee or membership shall cease.
- 11.4 The Committee at its discretion may offer a Direct Debit System to all Members to enable the payment of subscriptions on a periodic instalment basis. Such a system may include a surcharge payable by Members to cover any additional administration or financial institution costs incurred by the Association.
- 11.5 If at any time a Member in Default shall give the Association a satisfactory explanation of the delay in payment, at the discretion of the Committee they may be readmitted to membership.
- 11.6 Any Member may resign their membership on giving to the Committee notice in writing to this effect. Every such notice shall, unless otherwise expressed, be deemed to take effect as from the General Meeting next following the receipt of the notice. There will be no refund of paid fees.
- 11.7 Membership is non transferable.

## **12. SOURCES OF FUNDS**

- 12.1 The funds of the Association shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- 12.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- 12.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **13. MEMBERS LIABILITIES**

- 13.1 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 shall be limited to the amount, if any, unpaid by the Member in respect of membership of the Association.

### **14. REGISTER OF MEMBERS**

- 14.1 The name of every person elected as a Member shall be entered in the Register of Members together with the date of his/her admission and his/her place of abode or business address and no name shall be erased from such Register except by resolution of the Committee or upon failure of any person to renew their membership.
- 14.2 The Register of Members of the Association shall be kept on the Association premises and shall be open to inspection by members.
- 14.3 Any Member who shall at any time change his/her place of abode or business address shall immediately give notice thereof in writing to the Committee.

### **15. MISCONDUCT**

- 15.1 If any Member shall willfully infringe any of the rules, regulations or by-laws of the Association or if any Member shall in the opinion of the Committee be guilty of conduct unbecoming a Member or detrimental to the interest of the Association it shall be in the power of the Committee to caution, suspend or expel such Member as the Committee may deem fit and the decision of the Committee shall be final and conclusive and not subject to any appeal either at law or in equity.
- 15.2 No Member shall be expelled for the breach of any rule regulation or by-law or for any other reason until the complaint has been submitted to the Committee and such Member has been cited to appear before the Committee to provide explanation.

### **16. RESOLUTION OF INTERNAL DISPUTES**

- 16.1 Disputes between members (in their capacities as members) of the Association, and disputes between members and the Association are to be referred to the Committee for mediation and resolution. At least 7 days before a mediation session is to commence the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

### **17. MEETINGS**

- 17.1 The Annual General Meeting shall be held on such a date as shall be arranged by the Committee, by giving a minimum of twenty one (21) days notice to the Members of the Association, on a date not exceeding fifteen (15) months following the date of the last Annual General Meeting.
- 17.2 Any member wishing to introduce a special subject for discussion at an Annual General Meeting shall give notice in writing to the Committee at least fourteen (14) clear days before such meeting.
- 17.3 All meetings other than the Annual General Meeting shall be called General Meetings.
- 17.4 The Committee may call a General Meeting of the Association at any time by giving a minimum of seven (7) days notice to the Members of the Association. Such notice shall specify the date, time and place of the meeting.

- 17.5 The Committee shall circulate an agenda of business to be conducted at an Annual General Meeting a minimum of seven (7) days prior to the date of the meeting. Agendas for General Meetings shall be circulated as soon as possible after notice is given of the meeting.
- 17.6 No item of business is to be transacted at a general meeting unless a quorum (5 members) of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 17.7 Ordinarily the votes at any General Meeting of the Association shall be taken by a show of hands but if any members demand that the vote on a question be taken by secret ballot then it shall be taken by secret ballot. In the event of an equality of votes the Chairperson of any meeting shall have a casting vote, except during the election of Officers when a new secret ballot shall be called for.

## **18. POSTAL BALLOTS**

- 18.1 The association will not be permitted to conduct postal ballots to determine any issue or proposal, including the passing of resolutions or the election of officers.

## **19. THE COMMITTEE**

- 19.1 The Association will be governed by a Committee, which shall regulate the business of the Association, including annual subscription and the direction and management of its funds.
- 19.2 The Committee (maximum of 10 members) will be comprised as follows:
- (a) Ideally the following sector representation would be achieved, however this is ultimately at the ongoing discretion of the Committee:
    - 1 x representative from the “accommodation” sector
    - 1 x representative from the “attractions & activities” sector
    - 1 x representative from the “events” or “business events” sector
    - 1 x representative from the “entertainment venues” sector
    - 1 x representative from the “food & beverage” sector
  - (b) 3 x general tourism representatives
  - (c) 1 x representative from The City Of Newcastle
  - (d) 1 x Independent Accounting Firm member/associate
- 19.3 Office bearers (elected from within the Committee) will include:
- (a) A Chairperson elected
  - (b) A Deputy Chair elected
  - (c) A Treasurer from an independent Accounting Firm
  - (d) A Secretary elected
  - (e) A Public Officer elected

## **20. APPOINTMENT OF COMMITTEE MEMBERS**

- 20.1 The members shall elect by private ballot, overseen by the treasurer & public officer, the committee members at the AGM subject to clause 19.2. These shall hold office from the conclusion of each AGM.
- 20.2 There shall be two (2) year terms for committee members with ‘staggered’ elections for half the committee on alternate years. To achieve staggered terms, the initial

election of committee members after adoption of these Rules will be as follows: four for a term of one year, and four for a term of two years. Following this initial election, a committee member's term will then be from his/her election at an Annual General Meeting until the election of committee members at the second Annual General Meeting after his/her election. Committee members can be re-elected at the subsequent AGM when their term has ceased.

- 20.3 The election of committee members shall be overseen by a scrutineer who will normally be the past chairperson of the association or another person nominated by the committee.
- 20.4 The election of office bearers should occur at the first committee meeting held subsequent to each AGM.
- 20.5 A member of the Committee shall cease to hold office if he or she:
- (a) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (b) if absent without the permission of the Committee from 2 consecutive meetings held within a period of twelve months and the Committee resolve that his or her office be vacated;
  - (c) represents an entity which ceases to be a Member of the Association;
  - (d) notifies the Committee that he or she wishes to resign.
  - (e) the committee member leaves the employ of the entity they are representing
  - (f) is removed by the Committee Members by unanimous resolution.
- 20.6 A Committee Member may resign from his or her office by giving at least one week's notice in writing to the Association at its registered office.
- 20.7 In the event that a Committee Member leaves the Committee of the Association shall invite nominations from the appropriate sector of membership as outlined in Clause 19.2 to fill that vacant position. In the event of multiple nominations the matter shall be decided by private ballot of the appropriate Members. Except in the case of where the represented organisation may nominate a suitably experienced representative to fill the position. This nomination needs to be endorsed by a simple majority of the committee. If not, endorsed nominations will be called for from the appropriate level of membership as above.
- 20.8 In the event of a vacancy or vacancies in the office of a Committee Member or Committee Members, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a Committee meeting, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum or to convene a general meeting of the Association

## **21. MEETINGS OF THE COMMITTEE AND THE COMMITTEE'S POWERS**

- 21.1 Regularity of Committee meetings is at the discretion of the Chairperson and/or the Committee members, but must be a minimum of 3 times per year.
- 21.2 The quorum for Committee meetings shall be five (5) members of the Committee.
- 21.3 A vote of the Committee shall be carried by a simple majority and each member of the Committee shall have one vote. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
- 21.4 The Committee shall be the sole authority for the interpretation of these Rules of the Association and the decision of the Committee on any matter affecting the Association not provided for by these Rules of the Association shall be final and binding on the Members of the Association.
- 21.5 No alteration or addition to these Rules shall be made except by a resolution



carried by a simple majority of the committee. In the case of an equality of votes the Chairperson shall have a casting vote.

- 21.6 The management of the Association shall be vested in the Committee.
- 21.7 The committee shall have the power to appoint and dismantle sub-committees to act as reference or working groups on specific subjects or projects. Sub-committees shall have one committee member who is the chair and the sole voice for the sub-committee, and any other committee members as deemed appropriate. These sub-committee members shall solicit other sub-committee members as appropriate and shall report back to the committee in agreed timeframes.
- 21.8 In addition to the powers given to the Committee elsewhere in this Constitution, the Committee may from time to time make, change and repeal any Rules as may be necessary for the proper conduct and management of the Association and the regulation of its affairs and in particular, but not exclusively, it may by such Rules determine:
- (a) the terms and conditions of appointment of administrators, officers and paid staff of the Association and the conduct of such persons; and
  - (b) the procedure or order of business of meetings of the Association and Committee not elsewhere prescribed in this Constitution.
- 21.9 The newly elected and appointed Committee shall at its first meeting after the Annual General Meeting appoint one of their members to be Chairman and one of their number to be Vice-Chairman. The Chairman shall preside at all meetings of the Committee at which he/she is present. In addition to his/her original vote he/she shall in case of equality of votes have a second or casting vote.
- 21.10 When the Chairman is absent from a meeting of the Committee or is not present within 15 minutes of the time appointed for the meeting, the Vice-Chairman will chair the meeting of the Committee and if the Vice-Chairman is absent from the meeting or is not present within 15 minutes of the time appointed for the meeting the Committee Members may choose one of their number to be Chairman of the meeting. During such absence, and for the purpose of so presiding the Vice-Chairman or such member as the case may be shall have the power of the Chairman.
- 21.11 Save where otherwise provided in this Constitution, a resolution of the Committee must be passed by a majority of votes cast by Committee Members entitled to vote on the resolution.
- 21.12 The Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. A resolution circulated in this manner is passed when the last Committee Member signs the statement that the Committee Member is in favour of the resolution.
- 21.13 A Committee Meeting may be called or held using any technology consented to by all Committee Members provided the means chosen allows each Committee Member to reasonably participate in the meeting.

## **22. MANAGEMENT OF THE ASSOCIATION'S BUSINESS**

- 22.1 The business of the Association shall be managed by the Committee, who may:
- (a) pay all expenses incurred in promoting the objects of the Association;
  - (b) issue cheques on behalf of the Association in the payment of expenses, providing such cheques are signed by two members of the Committee, of which one signatory must be either the Treasurer or the Chairperson.
  - (c) appoint sub-committees of the Committee in connection with the management of the Association and to delegate to such sub-committees any of its powers except the election of Members and to make such

regulations as to the duties, functions, power's and privileges of such sub-committees and the members thereof as it may deem expedient;

- (d) from time to time make alter and repeal all such rules as it may deem necessary or expedient for the proper conduct and management of the Association or in any wise in relation thereto and in particular but not exclusively it may by rules regulate:
  - such matters as they are specifically by this Constitution empowered to do;
  - the general management control and trading activities of the Association;
  - the upkeep control and management of the Association premises;
  - the conduct of General Meetings, Annual General Meetings, and Committee Meetings;
  - the conduct of Members;
  - the privileges to be enjoyed by Members;
  - generally all such matters as are commonly the subject matter of Rules or which by the Constitution are not reserved for decision by the Association in general meeting.
- (e) refer any claims or demands by or against the Association to arbitration and to observe and perform the awards thereby made;
- (f) give receipts releases and other discharges for money payable to the Association in the ordinary course of business;
- (g) invest any monies of the Association not immediately required for the purpose thereof on such security and in such manner as it may think fit and from time to time to vary or realise such investments;
- (h) from time to time make vary and repeal any rules regulations and by-laws for the regulation of the affairs of the Association its officers and servants for observance by the Members of the Association or for defining or limiting the rights and privileges of Members provided it shall be lawful for any general meeting to vary or disallow any such rules regulations and by-laws;
- (i) employ solicitor or counsel or engage the services of any other person or persons for any of the Association;
- (j) determine the persons eligible for membership of the Association;
- (k) set out the conditions upon which persons shall be admitted to membership of the Association;
- (l) determine the entrance fee if any payable in respect of membership of the Association;
- (m) determine the annual subscriptions or payments to be made by Members of the Association;
- (n) determine the manner in which membership of the Association may be terminated;
- (o) determine the rights and privileges which shall be accorded to Members of the Association;
- (p) determine the qualifications restrictions and conditions which shall be attached to Members of the Association;
- (q) make arrangements with other organisations or associations for reciprocal concessions or otherwise;
- (r) co-opt any Member or Members of the Association in connection with any matter concerning the Association as it may deem expedient;

- (s) provide for suspension and expulsion of Members;
- (t) do all such other acts and things as in this Constitution provided or any rules regulations or by-laws made thereunder.

### **23. REIMBURSEMENT OF COMMITTEE MEMBERS**

23.1 Committee Members may:

- (a) be paid such out of pocket expenses incurred by them from time to time in carrying out their duties as Committee Members, provided prior approval is obtained from the Chairman;
- (b) be paid for services rendered to the Association in a professional or technical capacity, provided:
  - that the service has the prior approval of the Committee; and
  - the amount payable is on reasonable commercial terms and approved by the Members.

Nothing in this clause shall affect the operation of clause 8 (Income Applied to Objects)

### **24. MINUTES**

24.1 The Association shall keep a minute book in which it shall record:

- (a) resolutions of meetings of the Members;
- (b) resolutions of Committee meetings, and
- (c) resolutions passed by the Committee without a meeting.

24.2 The Association must ensure that minutes of a meeting are signed within a reasonable time after the meeting by one of the following:

- (a) the Chairman of the meeting; or
- (b) the Chairman of the next meeting.

24.3 The Association must ensure that minutes of the passing of a resolution without a meeting are signed by a Committee Member within a reasonable time after the resolution is passed.

### **25. CUSTODY OF BOOKS, etc**

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

### **26. INSPECTION OF BOOKS, etc**

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

- (a) records, books and other financial documents of the Association;
- (b) this Constitution, and
- (c) minutes of all Committee meetings and General Meetings of the Association.

26.2 A Member of the Association may obtain a copy of any of the documents referred to in subclause 26.1 upon payment of a fee of not more than \$5 for each page copied.

## **27. NON-PROFIT CLAUSE**

- 27.1 The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- 27.2 No payments will be made by the Association to any of the office-bearers otherwise than in accordance with these Rules and then only with the express approval of the Committee.

## **28. ACCOUNTS**

- 28.1 The Treasurer's accounts having first been audited shall be submitted at the Annual General Meeting for approval.
- 28.2 Subject to any resolution passed by the Association in a general meeting, the funds of the Association are to be used in pursuance of the objectives of the Association in such manner as the Committee determines.
- 28.3 All expenditure shall be presented to the Committee prior to being incurred, and shall require to be approved by the Chairman and two or more of the Committee Members.

## **29. FINANCIAL YEAR**

- 29.1 The Financial Year of the Association shall be from 1 July in each year to 30 June in the following year.

## **30. FINANCIAL STATEMENTS**

- 30.1 The Committee shall keep such accounting and other financial records that correctly record and explain its business and financial position in order that:
- (a) true and fair Financial Statements can be prepared from time to time; and
  - (b) the Financial Statements can be conveniently and properly audited.

## **31. AUDITOR**

- 31.1 The Committee shall appoint a duly qualified auditor or auditors and take reasonable steps to ensure that the Financial Statements for the Financial Year are audited.
- 31.2 The auditor's duties shall be regulated in accordance with the relevant accounting standards.
- 31.3 The Committee shall cause the auditor's report to be attached to, or endorsed on, the Financial Statements for each Financial Year.

## **32. DISSOLUTION CLAUSE**

- 32.1 If upon the winding up or dissolution of the Association (whether voluntary or otherwise) there remains after satisfaction of all its debts and liabilities any property or assets whatsoever, the same shall be paid or distributed at that time to one or more other organisations for the purposes of any Commonwealth Taxation Act which:
- (a) has purposes similar to the principal purpose of the Association; and
  - (b) whose Constitution prohibits the distribution of its income and property among its members
- 32.2 The determination of any organisation for the purposes of clause 32.1 is to be made by the Committee at or before the time of dissolution or failing which is to be determined by application to the courts.