

Australian Regional Tourism Network Incorporated Association

Rules of Management

Amended August 2008

**Australian Regional
Tourism Network**

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Part 1 – Preliminary

1. DEFINITIONS

1.1 In these rules:

Commissioner means the Commissioner of the Office of Fair Trading

Network (interchangeable with association) means the collective of financial subscribers of ARTN

Board means the Executive members and Ordinary members that manage the affairs of the network

Member means an office bearer of the ARTN Executive Board

Ordinary member means a non office bearer of the ARTN Executive Board, as referred to in Rule 7

Subscriber means an individual, organisation or company who by payment of an annual fee subscribes to the services of the Australian Regional Tourism Network (ARTN) and is eligible to vote

* **Secretary** means:

- (a) The person holding office under these rules as secretary of the association, or
- (b) If no such person holds that office – the public officer of the association

Committee means a sub-committee of the Executive Board of Management of the Network

Financial Year means the year ending on 30 June

General Meeting means a meeting of members convened in accordance with Rule 15

Special general meeting means a meeting of the association/network subscribers other than an annual general meeting

The Act means the *Associations Incorporation Act 1984*

The Regulation means the *Associations Incorporation Regulation 1999*.

1.2 In these rules:

(a) A reference to a function includes a reference to a power, authority and duty, and

(b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

2. ALTERATION OF THE RULES

2.1 These Rules and the Statement of Purpose of the Network must not be altered except on accordance with a majority resolution of the Committee.

Part 2 – Australian Regional Tourism Network Inc. Assoc. History, Charter and Statement of Purpose

3. HISTORY

3.1 The ARTN was established as an unincorporated organisation in 2001 following the collapse of the national industry peak body Tourism Council Australia (TCA).

Previously, since the early 1990s, TCA had auspiced a Regional Tourism Policy sub-committee which as part of its activities held an Annual Regional Tourism Conference (ARTC).

Another key initiative of the TCA Regional Tourism Policy Sub-Committee was supporting the establishment of the Centre for Regional Tourism Research (CRTR), now

known as the Australian Regional Tourism Research Centre (ARTRC) at the Southern Cross University. The effectiveness of the TCA Regional Tourism Sub-Committee as a forum and network for the advancement of regional tourism was such that the members of the TCA Regional Tourism Policy Sub-Committee agreed to continue its former work and established the Australian Regional Tourism Network (ARTN).

Since 2000 the ARTN (Network) has continued to meet annually and on its behalf the ARTRC (Research Centre) agreed to assume management of the ARTC (Convention).

4. CHARTER

4.1 The Charter of the ARTN is to act as a forum for the discussion and identification of issues, opportunities and best practice development of regional tourism. Its guiding philosophy is not to be a political advocate but to provide advice on regional tourism policy development and foster the sustainable development of regional tourism.

The primary modus operandi is to encourage networking and knowledge sharing to identify and promote best practice research, development, marketing and management of regional tourism.

The members of the ARTN and its subscribers share the following values:

- To work together within the legal entity of an incorporated association and in accordance with the statutory obligations under the *Associations Incorporation Act 1984*
- Members shall have limited liability for the amounts each member owes the association in respect of their membership. Members should at all times act in good faith, use reasonable care and skill in the performance of their duties and advise the Committee of any conflict that may arise between their own interests and the interests of the association. Members should also be aware of the duties of the public officer and ensure they are properly carried out
- The members seek to work constructively and collaboratively with Government and other organisations in an advisory rather than adversarial manner.

5. STATEMENT OF PURPOSE

5.1 To progress the development of regional tourism in Australia.

5.2 To provide a forum which encourages the collaboration, cooperation and sharing of knowledge between organisations and professionals/people with a mutual interest in the development and continuous improvement of regional tourism in Australia.

5.3 To identify issues, impediments and opportunities for the development of regional tourism in Australia.

5.4 To provide advice to Government, non-Government and industry organisations on policy and program initiatives to address impediments and opportunities for sustainable regional tourism development.

5.5 To encourage regional tourism research, which is industry relevant

5.6. To engage in and facilitate revenue opportunities to support 5.1 – 5.5 above

Part 3 – Subscription to Network

6. SUBSCRIBER QUALIFICATIONS

6.1 Subscription to the Australian Regional Tourism Network is open to Commonwealth Government Tourism Organisations, State and Territory Tourism Industry Organisations, Regional Tourism Organisations, National Tourism Organisations, Educational Institutions, Local Government Associations and Industry Operators with an interest in regional tourism.

6.1.1 Any organisation/individual which applies and is approved for subscription as provided in these Rules is eligible to subscribe to the Network on payment of an annual subscription fee, payable under these Rules to the Australian Regional Tourism Network.

6.2. CESSATION OF SUBSCRIPTION

6.2.1 A person ceases to be a subscriber to the association if the person:

- (a) dies, or
- (b) cancels their subscription, or
- (c) is expelled from the association.

6.3. SUBSCRIPTION ENTITLEMENTS NOT TRANSFERABLE

6.3.1 A right, privilege or obligation which a person has by reason of being a subscriber to the association:

- (a) Is not capable of being transferred or transmitted to another person, and
- (b) Terminates on cessation of the person's subscription.

6.4. CANCELLATION OF SUBSCRIPTION

6.4.1 A subscriber to the association is entitled to cancel that subscription at any time, either by phone or in writing to the Secretary or Public Officer of the Association, however subscription fees for any unused period are not refundable.

6.4.2 If a subscriber to the association ceases to be a subscriber under Rule 6.4.1 or 6.2.1 the secretary must make an appropriate entry in the register of subscribers recording the date on which the subscriber ceased to be a subscriber.

6.5. REGISTER OF SUBSCRIBERS

6.5.1 The public officer of the association must establish and maintain a register of subscribers to the association specifying the name and address of each person who is a subscriber to the association together with the date on which the person became a subscriber.

6.5.2 The register of subscribers must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any subscriber to, or member of the association at any reasonable hour.

6.5.3 A subscriber to, or member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied.

6.6. FEES AND SUBSCRIPTIONS

6.6.1 A subscriber to the association must, upon beginning their subscription, pay to the association a subscription fee as per Rule 6.1.1 and as set out in the Schedule of Fees (Appendix 4) which is payable at the time of joining and every twelve months thereafter for the term of subscription.

6.7. SUBSCRIBERS' LIABILITIES

6.7.1 The liability of a subscriber to the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the subscriber in respect of their subscription to the association as required by Rule 6.1.1.

Part 4 – Board of Management

7. BOARD OF EXECUTIVE MEMBERS

7.1 The affairs of the Network/Association shall be managed by a Board of Members constituted as provided in this Rule 7.

7.1.2 The Board shall consist of:

- (a) the Chair, appointed in accordance with Rule 13; and
- (b) Vice/Deputy Chair, Secretary, Treasurer, Public Officer
- (c) up to seven ordinary members appointed in accordance with Rule 7.5.

7.2 HOLDING OFFICE

Subject to the Rules of Management, a member of the Board shall hold office until the close of the annual general meeting at which they are to retire in accordance with Rule 7.3 or Rule 9.4.1.

7.3 RETIREMENT OF MEMBERS

7.3.1 At each annual general meeting of the Association:

(a) one third of the ordinary Members for the time being, or if their number is not 3 or a multiple of 3, then the number nearest one third, shall retire from office; and

(b) the Members appointed pursuant to rule 9.4.1 to fill casual vacancy, shall retire from office.

7.3.2 The ordinary Members (not appointed to fill a casual vacancy) to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Members on the same day those to retire shall (unless they agree otherwise among themselves) be determined by lot.

7.3.3 Subject to Rule 7.4, a retiring Member shall be eligible for re-election.

7.4 MAXIMUM TERM

7.4.1 A Member (other than the Chair):

(a) must not remain in or hold office for a continuous period of more than 6 years and 60 days; and

(b) is eligible for re-election for a maximum period of 6 consecutive terms.

7.4.2 In the event that an appointment infringes upon the requirements of the Rules of Management, including Rule 7.4, the appointment shall be considered invalid and the position shall be considered vacant until such time as the position is filled in accordance with the Rules of Management.

7.5 QUALIFICATION OF MEMBERS

7.5.1 Subject to Rule 7.5.2, no person is eligible to be appointed or act as a Member of the Association unless:

(a) that person has been put forward by the Nominations and Consultative Committee or is deemed to be re-elected in accordance with the Rules of Management;

(b) that person is over the age of 18 years; and

(c) that person is not prohibited or disqualified or otherwise prevented from acting as a member of an Association under the Associations Act.

7.5.2 The requirements of Rule 7.5.1 do not apply to the appointment of the Chair.

7.5.3 A Member (being an executive board member) must pay an annual fee (Appendix 4) which is payable at the time of joining and every twelve months thereafter for the term of membership.

8. NOMINATION FOR MEMBERSHIP

8.1 ESTABLISHMENT

8.1.1 At least 60 days prior to each annual general meeting of the Association a nomination and consultative committee is to be established by the Board, consisting of:

(a) the Chair; and

(b) up to 2 other people approved by the Chair or nominated by the Chair,

provided that such persons must be independent of the Board.

8.1.2 The Nomination and Consultative Committee is to be disbanded at the end of each annual general meeting or upon the creation of a new committee (whichever is the later).

8.2 CALL FOR NOMINATIONS

8.2.1 Nominations for candidates for the position of a Chair must be called for by the Board, through the Nomination and Consultative Committee, at least 60 days prior to each annual general meeting of the Association.

8.2.2 For the purpose of calling for nominations the Nomination and Consultative Committee may prepare and circulate “position descriptions” for the purpose of assessing the suitability of candidates.

8.3 FORM OF NOMINATIONS

Nominations for candidates for the position of a Chair:

8.3.1 shall be in writing and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination prescribed by the Nominations and Consultative Committee);

8.3.2 must contain or be accompanied by a brief statement from the candidate outlining their skills and experience, and how they propose to fulfil their commitments as a Chair and add value to the Association;

8.3.3 shall be delivered to the Nomination and Consultative Committee at such address as notified by the Nomination and Consultative Committee, not less than 30 days before the date fixed for an annual general meeting; and

8.3.4 need not come from the Members (it being intended that there be a “public call” for nominations).

8.4 ASSESSMENT OF NOMINATIONS

8.4.1 The Nominations and Consultative Committee shall:

- (a) review and assess nominations received pursuant to Rule 8.3;
- (b) select from the candidates nominated under Rule 8.3 a pool of nominees best suited to fill positions on the Board, with a view to:
 - (1) limiting the number of candidates to be voted on by the Subscribers to a practical and readily manageable number;
 - (2) isolating those candidates who, in the view of the Nominations and Consultative Committee:
 - (A) are not suitable; or
 - (B) do not meet or are unlikely to meet the requirements of the Rules of Management; and
 - (3) engaging and involving people and segments of the community who have not previously participated in the affairs of the Association or had an interest in the activities of the Association (subject to the Statement of Purpose of the Association);
- (c) notify the Board of its selections pursuant to Rule 8.4.1 as soon as is reasonably practicable, but in any event, at least 7 days before the date by which the Board is to issue a notice of candidates under Rule 8.5; and
- (d) give the Board reasons for its selections.

8.4.2 The decision of the Nominations and Consultative Committee on the candidates to put to the Members shall be final and conclusive and binding and:

(a) the Nominations and Consultative Committee is not bound to acknowledge or take into account comments received from the Board (other than by the Chair as a member of the committee); and

(b) Board will not have the power or authority to veto, alter or reject the selections made pursuant to Rule 8.4.1 (b).

8.4.3 The Board will not be required to give any reason for the selections made pursuant to Rule 8.4.1 (b) to the Subscribers or members of the public generally.

8.5 NOTICE OF CANDIDATES

8.5.1 No less than 2 days before the date fixed for the holding of the annual general meeting the Board must either issue to all Subscribers or display in a public place or forum a list of:

(a) candidates selected by the Nominations and Consultative Committee and a copy of the statement referred to in Rule 8.3.2 in respect of those candidates; and

(b) candidates who, being eligible for re-election, have offered themselves for re-election.

8.5.2 The candidates nominated and selected or ratified will be put to the Subscribers for election as per Rule 9.2.3 and no further nominations shall be received at the annual general meeting or after the date on which nominations close under Rule 8.3.3.

9. APPOINTMENT AND REMOVAL OF MEMBERS

9.1 CANDIDATES

At each annual general meeting the Members shall fill each vacated or vacant office or offices by appointing a duly qualified person selected by the Nominations and Consultative Committee. A retiring Member, if offering himself or herself for re-election and not being prevented by the Constitution from holding office as a Member, shall be deemed to be have been re-elected, unless:

9.1.1 at the meeting it is expressly resolved not to fill the vacated office; or

9.1.2 nominations for the vacated position are received and selections made by the Nominations and Consultative Committee, in which case, the retiring Member will be deemed to be a candidate for the vacated position and will be eligible for election in accordance with Rule 9.2.

9.2 VOTING FOR NEW OR ADDITIONAL MEMBERS

9.2.1 If either:

(a) only one nomination for each vacancy, or new position is received (including any retiring Member who is deemed to be a candidate); or

(b) only one candidate for each vacancy is selected by the Nominations and Consultative Committee,

the candidate/s nominated or selected (as the case may be) shall be deemed to be elected.

9.2.2 If the number of nominations and selections made by the Nominations and Consultative Committee exceeds the number of vacancies to be filled, a vote will be held as per Rule 9.2.3.

9.2.3 On any vote to appoint a Member at an annual general meeting:

(a) the chairperson of the meeting shall collect the votes of the Subscribers;

(b) all votes shall be on the prescribed form (being the form prescribed by the Board from time to time);

(c) votes shall be tallied in simple form, not a preferential system. That is, Subscribers will vote for the candidate/s they most prefer, in accordance with the number of nominations. The candidate with the most votes will be declared elected; and

(d) if votes are tied:

(1) Subscribers will re-vote on the tied candidates, in simple form, not a preferential system;

(2) the candidate with the most votes on the revote will be declared elected; and

(3) if on a re-vote, votes remain tied, the chair of the meeting will have a casting vote.

9.3 REMOVAL OF MEMBERS AND VACATION OF OFFICE

9.3.1 Without limiting the rights of the Members under the Corporations Act, the Subscribers may by a “special resolution” (passed by at least 75% of the votes cast (in person, by representative or by proxy) of subscribers entitled to vote on the resolution), remove any Member before the expiration of his or her period of office.

9.3.2 The office of a Member will become vacant if the Member:

- (a) dies;
- (b) ceases to be a Member or is disqualified from being a Member pursuant to the Associations Act;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns his or her office by notice in writing to the Association;
- (e) for more than 3 months is absent without permission of the Board from meetings of the Board held during that period;
- (f) has a material personal interest in a matter relating to the affairs of the Association and fails to give the other Members notice of the interest;
- (g) becomes a bankrupt or makes any arrangement or composition with personal creditors generally; or
- (h) being the Chair, is removed in accordance with Rule 13.

9.4 POWER OF BOARD TO FILL CASUAL VACANCIES, ETC.

9.4.1 Subject to Rule 9.4.2, the Board shall have power at any time, and from time to time, to appoint a qualified person as a Member, either to fill a casual vacancy or as an addition to the existing Members, but so that the total number of ordinary members shall not at any time exceed 12. Any Member so appointed shall hold office only until the end of the next following annual general meeting of the Association but shall, subject to the provisions of the Rules of Management, be eligible for re-election at such meeting.

9.4.2 An appointment to fill a casual vacancy:

- (a) is only valid and effective if ratified or approved by the Chair; and
- (b) cannot be made in respect of the appointment of the Chair, such position being filled in accordance with Rule 13.

9.4.3 The Board may continue to act notwithstanding a vacancy on the Board, but so that if the number of Members falls below 3, then the Board shall not, except in the case of emergencies, or for the purpose of filling up vacancies, or convening a general meeting of the Association, act so long as the number is below the minimum.

10. RESOLUTION OF INTERNAL DISPUTES

For the function of Rule 10, the word *member* is also understood to be read *subscriber*

10.1 Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

10.1.2 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.

10.2 DISCIPLINING OF MEMBERS

10.2.1 A complaint may be made to the committee by any person that a member of the association:

(a) Has persistently refused or neglected to comply with a provision or provisions of these rules, or

(b) Has persistently and willfully acted in a manner prejudicial to the interests of the association.

10.2.2 On receiving such a complaint, the committee:

(a) Must cause notice of the complaint to be served on the member concerned;
and

(b) Must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint,
and

(c) Must take into consideration any submissions made by the member in connection with the complaint.

10.2.3 The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

10.2.4 If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under Rule 10.3.

10.2.5 The expulsion or suspension does not take effect:

(a) Until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

(b) If within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 10.3.4 (5), whichever is the latter.

10.3 RIGHT OF APPEAL OF DISCIPLINED MEMBER

10.3.1 A member may appeal to the association in general meeting against a resolution of the committee under Rule 10.2, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

10.3.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

10.3.3 On receipt of a notice from a member under Rule 10.3.1, the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

10.3.4 At a general meeting of the association convened under Rule 10.3.3:

(a) No business other than the question of the appeal is to be transacted, and

(b) The committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

(c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

11. POWERS AND DUTIES OF THE BOARD

11.1 GENERAL POWERS

The Board:

11.1.1 may, subject to the Rules of Management and the Associations Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by the Rules of Management to be exercised by general meetings of the Subscribers of the Association; and

11.1.2 subject to the Rules of Management and the Associations Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

11.2 CONTROL AND INVESTMENT OF ASSOCIATION'S FUNDS

11.2.1 The Board shall control the Association's funds and manage its financial affairs.

11.2.2 All cheques and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by the ARTN business manager and one member of the Board, by any 2 members of the Board or by some other arrangement as approved by the Board.

11.3 LIABILITY

11.3.1 Subject to the Associations Act, Board members are not liable by reason only of their Board membership 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.

12. COMMITTEES

12.1 COMMITTEES

The Board may delegate any of its powers and/or functions (not being duties imposed on the Board as the Members of the Association by the Associations Act or the general law), to one or more committees consisting of such Members of the Association and/or other persons (at least one of whom shall be a member of the Board) as the Board thinks fit. Any committee so formed shall conform to any regulations or directions that may from time to time be made or given by the Board in relation to such committee, and

subject thereto shall have power to co-opt any Subscriber or Subscribers of the Association and all Members of such committees shall have one vote.

12.2 REGULATION OF COMMITTEES

Subject to the provisions of the Rules of Management and any aforementioned regulations, directions, every committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson shall have a second or casting vote.

13. APPOINTMENT OF CHAIR

13.1 A Chair may be appointed from the public (irrespective of whether the candidate is a Subscriber).

13.2 Subject to the Rules of Management, the Chair shall be appointed and removed by such means and on such terms as the Board prescribes from time to time, provided that:

13.2.1 in making an appointment the Board must ensure that the requirements of Rule 7.5 are met; and

13.2.2 in the event of the office becoming vacant by reason of death, resignation or otherwise, then the Board shall, subject to the Rules of Management, fill the vacancy as soon as is reasonably practicable.

13.3 The Board must notify the Subscribers of any appointment or removal as soon as is reasonably practicable.

14. APPOINTMENT OF OFFICE BEARERS AND ORDINARY MEMBERS

14.1 Office Bearers shall be duly elected from and by the subscribers at the Annual General Meeting on such terms and conditions as the Board determines from time to time.

14.2 Appointment of Ordinary Members (up to seven) shall be duly elected from and by the subscribers at the Annual General Meeting on such terms and conditions as the Board determines from time to time.

Part 5 – Annual General Meetings

15. HOLDING OF ANNUAL GENERAL MEETINGS

15.1.1 With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its subscribers.

15.1.2 The association must hold its first annual general meeting:

- (a) Within the period of 18 months after its incorporation under the Act, and
- (b) Within the period of 6 months after the expiration of the first financial year of the association.

Rules 181 and 18.2 have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

15.2 CALLING OF AND BUSINESS AT ANNUAL GENERAL MEETINGS

15.2.1 The annual general meeting of the association is, subject to the Act and to Rule 15, to be convened on such date and at such place and time as the committee thinks fit.

15.2.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- (b) To receive from the committee reports on the activities of the association during the last preceding financial year,
- (c) To elect office-bearers of the association and ordinary members of the committee,
- (d) To receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.

15.2.3 An annual general meeting must be specified as such in the notice convening it.

15.2.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these rules.

15.3. CALLING OF SPECIAL GENERAL MEETINGS

15.3.1 The Board may, whenever it thinks fit, convene a special general meeting of the association.

15.3.2 The Board must, on the requisition in writing of at least 5 percent of the total number of members, convene a special general meeting of the association.

15.3.3 A requisition of subscribers for a special general meeting:

- (a) Must state the purpose or purposes of the meeting, and
- (b) Must be signed by the subscribers making the requisition, and
- (c) Must be lodged with the secretary, and
- (d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.

15.3.4 If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of subscribers for the meeting is lodged with the secretary, any one or more of the subscribers who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

15.3.5 A special general meeting convened by a subscriber or subscribers as referred to in Rule 15.3.3 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any subscriber who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

15.3.6 All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for the business that is conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

16. NOTICE

16.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each subscriber specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

16.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Rule 16.1, the intention to propose the resolution as a special resolution.

16.3 No business other than that specified in the notice convening a special general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Rule 15.2.2.

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

17. QUORUM AT SPECIAL GENERAL MEETINGS

17.1 No item of business is to be transacted at a special general meeting unless a quorum of subscribers entitled under these rules to vote is present during the time the meeting is considering that item.

17.2 Five subscribers present in person (being subscribers entitled under these rules to vote at a special general meeting) constitute a quorum for the transaction of the business of a special general meeting.

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

(a) If convened on the requisition of subscribers, is to be dissolved, and

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

17.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the subscribers present (being at least 3) is to constitute a quorum.

18. PROCEEDURE AT A GENERAL MEETING

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

18.2 Three members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

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

(a) if convened on the requisition of members, is to be dissolved, and

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

18.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (at least one being the Chair) is to constitute a quorum.

19. PRESIDING MEMBER

19.1 The chair or, in the Chair's absence, the deputy chair, is to preside as chairperson at each general meeting of the association.

19.2 If the chair and the deputy chair are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

20. ADJOURNMENT

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

20.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

20.3 Except as provided in Rules 20.1 and 20.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

21. MAKING OF DECISIONS

21.1 A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been:

- (a) carried or
- (b) carried unanimously or
- (c) carried by a particular majority or
- (d) lost

21.2 An entry to that effect in the minute book of the association is evidence (without verification) of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

21.3 At a general meeting of the association, a poll may be demanded by the chairperson or by at least three members present in person or by proxy at the meeting.

21.4 If a poll is demanded at a general meeting, the poll must be taken:

(a) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

(b) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

22. SPECIAL RESOLUTION

22.1 A resolution of the association is a special resolution:

(a) If it is passed by a majority which comprises at least three-quarters of such subscribers of the association as, being entitled under these rules so to do, vote in person or by proxy at a special general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or

(b) Where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

23. VOTING

23.1 On any question arising at a general meeting of the association a member has one vote only.

23.2 All votes must be given personally or by proxy but no subscriber may hold more than five proxies.

23.3 In the case of an equality of votes on a question at a meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

23.4 A member or proxy is not entitled to vote at any meeting of the association unless all money due and payable by the member or proxy to the association has been paid,

other than the amount of the annual subscription payable in respect of the then current year.

24. APPOINTMENT OF PROXIES

24.1 Each subscriber is to be entitled to appoint another subscriber as 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.

24.2 The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

Part 6 – Miscellaneous

25. INSURANCE

25.1 The association may effect and maintain insurance.

26. FUNDS – SOURCE

26.1 The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Board determines.

26.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

26.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

27. FUNDS – MANAGEMENT

27.1 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Board determines.

27.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the board or employees of the association, being members or employees authorised to do so by the board.

28. ALTERATION OF OBJECTS AND RULES

28.1 The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

29. COMMON SEAL

29.1 The common seal of the association must be kept in the custody of the public officer.

29.2 The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or of one member of the committee and of the public officer or secretary.

30. CUSTODY OF BOOKS

30.1 Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

31. INSPECTION OF BOOKS

31.1 The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

32. SERVICE OF NOTICES

32.1 For the purpose of these rules, a notice may be served on or given to a person:

- (a) By delivering it to the person personally, or
- (b) By sending it by pre-paid post to the address of the person, or
- (c) By sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

32.2 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

(a) In the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) In the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

Appendix 2
FORM OF APPOINTMENT OF PROXY

I,.....
(full name)

of.....
(address)

being a subscriber of The Australian Regional Tourism Network Inc.

hereby appoint

.....
(full name of proxy)

of.....
(address)

being a member of the Australian Regional Tourism Network Inc, as my proxy to vote for me on my behalf at the general meeting of the Network (annual general meeting or special general meeting, as the case may be) to be held on the.....day of 2008 and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution:

* (inserted resolution if desired)

.....
.....

Signature of member appointing proxy:**Date:**

NOTE: A proxy vote may not be given to a person who is not a subscriber of the Network.

Appendix 3

SCHEDULE OF FEES

Commonwealth Government Tourism Organisation	\$2,500 p/a
State and Territory Government Tourism Organisation	\$2,500 p/a
National Tourism Industry Association	\$1,000 p/a
Education Institutions	\$1,000 p/a
Corporate (20> employees)	\$1,000 p/a
Regional Tourism Organisation	\$100 p/a + \$1 for every member of your organisation (up to a max of \$250)
Local Tourism Organisation	\$100 p/a + \$1 for every member of your organisation (up to a max of \$250)
Small Business (20< employees)	\$100 p/a
Individuals	\$100 p/a

Payable to the Australian Regional Tourism Research Centre annually as a member subscriber to the ARTRC and to be recognised as a member of the Australian Regional Tourism Network

Appendix 4

**AUSTRALIAN REGIONAL TOURISM NETWORK
NOMINATION FOR ELECTION OF EXECUTIVE OFFICE
BEARERS AND ORDINARY BOARD MEMBERS**

NOMINEE:

For position of:

Please Tick (one or more)

- | | |
|------------------------|--------------------------|
| Chair | <input type="checkbox"/> |
| Deputy Chair | <input type="checkbox"/> |
| Secretary | <input type="checkbox"/> |
| Treasurer | <input type="checkbox"/> |
| Public Officer | <input type="checkbox"/> |
| Ordinary Member | <input type="checkbox"/> |

NOMINATED BY:

Name.....Organisation.....

Name.....Organisation.....

CONSENT:..... **DATE:**.....

FORWARD TO: Amanda Shoebridge, Network Manager
Australian Regional Tourism Network, Southern Cross University
PO Box 157, LISMORE NSW 2480, PH: 02 6620 3785, FAX: 02 6620 3565