

EAST COAST TASMANIA TOURISM INC.

**RULES OF ASSOCIATION
&
STATEMENT OF PURPOSES**

1. Name and purpose of association

- 1.1. The name of the incorporated association is East Coast Tasmania Tourism Inc (in these Rules called "the Association").
- 1.2. The purpose of the Association is to provide leadership, advocacy and support for the tourism industry on the East Coast of Tasmania. The Board of Management may provide a more detailed purpose statement from time to time, which will be housed on the Association's website.

2. Definitions

2.1. In these Rules, unless otherwise indicated:

- (a) **Act** means the **Associations Incorporation Act 1964**;
- (b) **Board or Board of Management** means the group of persons appointed to manage the affairs of the Association as set out in Rule 4, referred to in the Act as the "committee of management";
- (c) **board meeting** means any meeting of Board members convened in accordance with rule 8.
- (d) **board member** means a person appointed by the members to act as a member of the Board of Management of the Association;
- (e) **Charter** means the document detailing various policies, procedures and codes of practice applicable to members, Board members and/or employees of the Association, as determined by the Board from time to time;
- (f) **financial year** means the year ending on 30 June;
- (g) **general meeting** means an annual general meeting or a special general meeting of members convened in accordance with rules 28 or 29.
- (h) **member** means a member of the Association. A member may be a person, company, association or other organisation. All voting Board of Management members are members of the Association, including any representing a Member Council, the Parks and Wildlife Service Tasmania, and Tourism Tasmania.
- (i) **Member Council** means a Council, as defined in the Local Government Act 1989, with which the Association has executed a general service agreement, grant deed, written agreement, contract and/or memorandum of understanding ordinarily for that Council's financial contribution to the Association, in which it states that the Council shall become a member of the Association;

- (j) **Non-voting Board member** means a nominated representative from those organisations as agreed by the Board who may attend Board meetings but may not participate in voting.
- (k) **Regulations** means regulations under the Act; and
- (l) **relevant documents** has the same meaning as in the Act.

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

- (a) if a person holds office under these Rules as Secretary of the Association—to that person; and
- (b) in any other case, to the Public Officer of the Association.

3. **Alteration of the Rules and exclusion of model rules**

- 3.1. These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.
- 3.2. The model rules prescribed under section 16 of the Act do not apply to the Association.

4. **Governance Structure**

- 4.1. The governance of the Association shall be by a Board of Management (Board) (see Rule 5).
- 4.2. The Board shall be comprised of:
 - (a) a Chairperson appointed in accordance with Rule 6;
 - (b) a minimum of two and maximum of seven persons appointed in accordance with Rule 6 on the basis of their skills and experience relevant to the purposes of the Association (skills-based Board members);
 - (c) one person representing each Member Council, appointed by the relevant Member Council, should they choose to appoint someone, and subject to endorsement by the Board; and
 - (d) one person representing the Parks and Wildlife Service, appointed by the Parks and Wildlife Service, should they choose to appoint someone, and subject to endorsement by the Board; and
 - (e) one person representing Tourism Tasmania, appointed by Tourism Tasmania, should they choose to appoint someone, and subject to endorsement by the Board.
- 4.3. The Board will elect from time to time, from amongst the Board members, the officers of the Association other than the Chairperson (see Rule 15). The Chairperson will be appointed in accordance with Rule 6. The following officers of the Association will act as the executive management of the Association:
 - (a) a Chairperson;

- (b) a Deputy Chairperson (optional to appoint, and Board can operate without this role filled);
- (c) a Treasurer; and
- (d) a Secretary; and
- (e) a Public Officer.

5. Board of Management

- 5.1. The affairs of the Association shall be managed by the Board.
- 5.2. The Board shall control and manage the business and affairs of the Association and, subject to these Rules, the Act and the Regulations:
 - (b) may exercise all such powers and functions as may be exercised by the Association (excluding powers and functions required to be exercised by members through general meetings of the members of the Association); and
 - (c) has power to perform all such acts and things as appear to the Board to be essential or appropriate for the proper management of the business and affairs of the Association.
- 5.3. The Board shall consist of the people appointed to the Board in accordance with Rule 6.

6. Appointment of Board Members

- 6.1. The Board shall appoint the Chairperson referred to in Rule 4.2(a) and the Board members referred to in Rules 4.2(b) in accordance with the procedures described in this Rule.
- 6.2. Subject to sub-rule 6.7 and 6.8, for each vacant or soon to become vacant Board member position, the Board shall (at its discretion) determine a process and criteria for each appointment, provided that, where 6.8 does not apply:
 - (a) a public announcement is made inviting applications for each position;
 - (b) an Appointment Panel is appointed and conducts the process described in sub-rules 6.3 and 6.4; and
 - (c) where applicable and practical, each appointment is made to commence on the expiry of an existing position.
- 6.3. The Board shall appoint an Appointment Panel, whose membership may vary from time to time, to consider potential candidates for Board member roles and recommend their preferred candidate for each position to the Board for endorsement. The Panel may make recommendations for multiple positions.
- 6.4. The Appointment Panel will be made up of:
 - (a) a Panel Chairperson, who shall be:

- (i) when the Panel is to consider skills-based Board member positions only, the Chairperson of the Association, or if that position is vacant, the Deputy Chairperson of the Association or another Board member elected from the Board members to perform this role; or
 - (ii) when the Panel is to consider the Association's Chairperson position, a person nominated by Tourism Tasmania who shall not be a Board member;
 - (b) one representative from one of the Member Councils (if there are any Member Councils at the relevant time);
 - (c) when the Panel is to consider the skills-based Board member positions only, one representative nominated by Tourism Tasmania; and
 - (d) when the Panel is to consider the skills-based Board member positions only, two of the skills-based Board members referred to in Rule 4.22(b), and when the Panel is to consider the Chairperson appointment, one of the skills-based Board members;
- provided that no person on the Panel shall be an applicant to be considered by the Panel.
- 6.5. The Panel shall make a written recommendation to the Board regarding appointment(s). The Board shall consider the recommendation(s) and vote on the appointment of each position at its discretion.
- 6.6. The Board shall not be bound to accept the recommendation(s) of the Appointment Panel.
- 6.7. The term of Board members shall expire at the beginning of the first ordinary Board meeting after the third annual general meeting following appointment.
- 6.8. Board members and the Chairperson shall be eligible for reappointment in accordance with Rule 6 for additional terms, or, at the Board's discretion, may be reappointed by a vote of the Board without going through the Panel process. Any Board member and the Chairperson wishing to seek reappointment must nominate themselves for reappointment, preferably at least three months before their term is due to expire. They may only renominate if two other Board members endorse their nomination in writing.
- 6.9. In no case may a Board member serve for more than nine consecutive years on the Board. For the purposes of this Rule, the full duration of the term of a Board member reappointed immediately following the expiry of a term of Board membership will be calculated by counting from the date of first appointment of that Board member. Each Board member must renominate for Board membership on expiry of a term if they wish to continue on the Board for a further term. Renomination for appointed members (Board

members appointed by Council Members or Parks) is subject to endorsement by the Council or Parks (as the case may be) and the Board.

6.10. Should a vacancy occur in any of the Board member positions other than by expiry of the Board member's term, the Board may:

- (a) make an immediate replacement appointment in accordance with the processes set out above (6.1 – 6.8); or
- (b) make a temporary appointment to fill the position for the remainder of the term of the person who vacated the position early; or
- (c) leave the position vacant and make an appointment in accordance with this rule 6 at the time when the term of the person who vacated the position early would ordinarily have expired.

6.11. If the Board appoints a person to the Board, the Chairperson, Secretary or delegate of the Chairperson or Secretary must, as soon as practicable, notify the applicant in writing of their appointment to the Board.

7. Conduct of Board Members

7.1 Each Board member must act in accordance with the Association's Charter.

7.2 Each Board member is expected to, at all times:

- (a) act in the best interests of the Association and in compliance with applicable laws and the Policies and Procedures of the Association as endorsed and updated from time to time by the Board;
- (b) not act in any manner that may cause detriment to the Association;
- (c) discharge the duties of office honestly and in a professional and competent manner, having regard to the skills and experience of that person and the level of diligence and care that a reasonable person would expect of a Board member acting in that office;
- (d) attend and participate in the duly notified meetings of the Board or provide advance apology for absence with valid reason accepted by the board, save that no member shall be absent for more than three consecutive duly notified meetings without a Board-approved leave of absence. In determining a Board member's absence under this sub-rule, the Board may choose to ignore any proxy appointments made by the Board member; and
- (e) do all things reasonably expected of the Board member or which the Board member agrees to do in a timely and reasonably skilful manner.

7.3 Should a Board member fail to comply with the requirements in Rule 7.2, the Board, at its discretion, or any other Board member, may seek to suspend or expel that Board member in accordance with Rule 36.

8. Meetings of the Board

- 8.1** The Board must meet at least 6 times in each year at places and times determined by the Board.
- 8.2** The Board may approve at its discretion attendance of non-members at any Board meeting, but those non-member attendees shall have no voting rights at any meetings they attend.
- 8.3** The Board may meet by any means facilitated by technology (or particular members may join meetings other than in person, by using technology) provided the means have been approved in advance by the Board (a standing resolution will suffice) and allow adequate participation by all Board members.
- 8.4** The Board may pass a circulating resolution without a Board meeting being held if all members of the Board entitled to vote on the resolution are provided written notice of the resolution (in accordance with Rule 42) and are given at least five business days to vote on the resolution (a deadline for voting must be specified in the notice of the proposed resolution). If the matter is considered urgent by the Chairperson, less than 5 business days' (but not less than 48 hours') notice will be adequate so long as the Chairperson or their delegate speaks to each board member in person or by phone (or, alternatively, email with read receipt) by 24 hours before the specified deadline for voting.
- 8.5** A resolution referred to in Rule 8.4 is passed if the notice requirements are met, the deadline specified for voting passes and a majority of those voting are in favour of the resolution, so long as a quorum votes.

9. Notice of Board Meetings

- 9.1** Written notice of each Board meeting must be given to each member of the Board at least 5 business days before the date of the meeting (in accordance with Rule 42).

10. Quorum for Board Meetings

- 10.1** One half the total number of Board members plus one (rounded up to a whole number if not a whole number) constitutes a quorum for the conduct of the business of a meeting of the Board (for example, if the total number of Board members is 9, a quorum would be 6: $4.5 + 1 = 5.5$, rounded up to 6).
- 10.2** No business may be conducted unless a quorum is present.
- 10.3** If, within 30 minutes of the time appointed for the meeting, a quorum is not present:
 - (a)** in the case of a special meeting—the meeting lapses;

- (b) in any other case—the meeting shall stand adjourned to a new date at least 5 business days in the future and of which written notice is provided to all Board members.

10.4 The Board may act notwithstanding any vacancy on the Board, so long as the minimum number of Board members is in place under sub-rule 4.2.

11. Presiding at Board Meetings

11.1 At meetings of the Board:

- (a) the Chairperson or, in the Chairperson’s absence, the Deputy Chairperson or Chairperson’s nominee presides; or
- (b) if the Chairperson and the Deputy Chairperson are absent or unable to preside, and the Chairperson has not designated a nominee to preside, the Board members present must choose one of their number to preside.

12. Voting at Board Meetings

12.1 Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands or, if a Board member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

12.2 Each Board member present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote.

12.3 In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

13. Minutes of Board Meetings

13.1 The Secretary of the Association or their delegee (or there is no Secretary, the delegee of the Chairperson), must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.

14. Sub-committees of the Board

14.1 Sub-committees must be appointed by the Board.

14.2 Each sub-committee must include at least one Board member.

14.3 A sub-committee may include members of the Board and/or employees, contractors or appointees of the Association as determined and approved by the Board.

- 14.4** As soon as practicable after formation of a sub-committee, the Board must specify terms of reference which include purpose/scope of responsibility and, if applicable, a budget for the sub-committee.
- 14.5** A subcommittee will continue until dissolved by resolution of the Board. The Board may dissolve a sub-committee at any time by resolution of the Board.
- 14.6** All sub-committees are advisory committees only, with regular reports required to be made by the chair of the subcommittee (or their delegee, or a Board member serving on the committee) to the full Board at a Board meeting.
- 14.7** All recommendations (including the election of the chair of the committee) by any sub-committee must be brought to the Board for deliberation and endorsement (or amendment/rejection) at the next Board meeting or as soon as practicable, but in every case before any recommendation is acted on or implemented.

15. Election of Officers (excluding Chairperson)

- 15.1** Nominations of candidates for election as officers of the Association shall be called for from the Board at the first meeting of the Board following the annual general meeting. For the avoidance of doubt, officers serving immediately before the annual general meeting will continue in their roles until the commencement of the first meeting after the annual general meeting.
- 15.2** Each nomination must be moved and seconded by Board members and consented to by the candidate.
- 15.3** If insufficient nominations from Board members are received to fill all officer vacancies at any given time, or in the event of a casual vacancy in an officer role, the Board may appoint a person to serve in an officer role until such time as a Board member can be elected to the role.
- 15.4** If there is more than one nominee for an office, then a secret ballot must be conducted in a manner directed by the Chairperson of the meeting.
- 15.5** The results of the appointment of officers conducted at the meeting of the Board must be published to the members of the Association in writing as soon as practicable following the filling of all offices.
- 15.6** The Board may delegate, in whole or in part, the responsibilities of Treasurer and/or Secretary to an employee, contractor or volunteer of the Association, and under such circumstances, maintain vacancy in those offices.

16. Term of Officers

16.1 Excluding the Chairperson (whose term is governed by Rule 18), as set out in Rule 15.1, each officer of the Association shall hold office until the commencement of the first regular Board meeting after the next annual general meeting. Officers are eligible for re-election, provided that they maintain their position as a Board member.

17. Vacancies

17.1 The office of an Office Holder of the Association (including Board members) becomes vacant if the Office Holder or member:

- (a)** ceases to be an authorised representative of a Member Council or Parks; or
- (b)** ceases to be a Board member of the Association; or
- (c)** becomes an insolvent under administration within the meaning of the *Corporations Act 2001*; or
- (d)** resigns from office by notice in writing given to the Secretary; or
- (e)** is convicted of any dishonesty offence; or
- (f)** is convicted of any offence that results in a custodial sentence.

18. Chairperson

18.1 The Chairperson shall be appointed in accordance with rule 6 for a term to be determined by the Board, provided that:

- (a)** each term of appointment does not exceed three years; and
- (b)** any period of office does not exceed six consecutive years.

18.2 The Chairperson is entitled to exercise a vote at all meetings of the Association.

18.3 The Chairperson may be remunerated for their services to the Association, at the discretion of the Board.

18.4 If, in the opinion of the Board, the Chairperson has breached the Association's Charter or acted in such a way as to bring the Association into disrepute, the Board may terminate the appointment of the Chairperson in accordance with rule 36.

18.5 In the event of a vacancy occurring in the office of Chairperson, the Board shall determine the timing of appointment of a replacement.

19. Deputy Chairperson

(1) The Deputy Chairperson is not entitled to any remuneration for services rendered but is entitled to the reimbursement of expenses incurred on

behalf of the Association as outlined in the Charter under “Reimbursement of Board Members’ expenses”.

- (2)** The Deputy Chairperson is responsible for:
- (a)** administering the Discipline Panel, as required by rule 36;
 - (b)** standing in the place of the Chairperson, and acting with that delegated authority when the Chairperson is unable or unavailable to do so, or when the Chair position is vacant and until a new Chair is appointed;
 - (c)** other tasks delegated to them by the Board or specified in these Rules; and
 - (d)** assisting the Chairperson to advance the interests of the Association, as may be required.

20. Treasurer

20.1 The Treasurer is not entitled to any remuneration for services rendered but is entitled to the reimbursement of expenses incurred on behalf of the Association as outlined in the Charter under “Reimbursement of Board Members’ expenses”.

20.2 The Treasurer is responsible for:

- (a)** administering the funds of the Association in a proper and prudent manner;
- (b)** other tasks delegated to them by the Board or specified in these Rules; and
- (c)** assisting the Chairperson to advance the interests of the Association, as may be required.

21. Secretary

21.1 The Secretary is not entitled to any remuneration for services rendered but is entitled to the reimbursement of expenses incurred on behalf of the Association as outlined in the Charter under “Reimbursement of Board Members’ expenses”.

21.2 The Secretary is responsible for:

- (a)** assisting the Deputy Chairperson with the administration of the Discipline Panel in accordance with rule 36;
- (b)** safe custody and use of the common seal (if any) of the Association;
- (c)** communication with and from members of the Association;
- (d)** maintaining the registers of the Association;

- (e) other tasks delegated to them by the Board or specified in these Rules; and
- (f) assisting the Chairperson to advance the interests of the Association, as may be required.

22. Public Officer

- 22.1** The Public Officer is not entitled to any remuneration for services rendered but is entitled to the reimbursement of expenses incurred on behalf of the Association as outlined in the Charter under “Reimbursement of Board Members’ expenses”.
- 22.2** The Public Officer is responsible for:
- (a) representing the Association as required;
 - (b) making public statements on behalf of the Association, as required;
 - (c) other tasks delegated to them by the Board or specified in these Rules; and
 - (d) assisting the Chairperson to advance the interests of the Association, as may be required.

23. Register of Members

- 23.1** The Secretary must keep and maintain a register of members containing:
- (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register: and
 - (c) the position, if any, of any members that are Board members or office holders referred to in Rule 4.
- 23.2** The register must be available for inspection, at reasonable times and free of charge, by any member upon request with reasonable notice.
- 23.3** A member may make a copy of entries in the register at the member’s own expense.
- 23.4** When a new member is accepted or appointed, the Secretary must, within 28 days after that acceptance or appointment, enter the Board member’s name in the register of members.
- 23.5** An approved new member becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 23.6** If the Board rejects an application for membership, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected.

24. Members' rights, privileges, obligations, and liabilities

24.1 A right, privilege, or obligation of a person by reason of membership of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of membership whether by death, dissolution, insolvency, resignation, expulsion or otherwise.

24.2 A Member of the Association is not liable, except as provided in these Rules, to contribute towards the payment of the debts or liabilities of the Association or the costs, charges, and expenses of a winding up of the Association.

25. Ceasing Membership

25.1 A member of the Association may resign from the Association by giving notice in writing to the Secretary of his or her intention to resign.

25.2 After receipt by the Secretary of the notice referred to in Rule 25.1 or expulsion under Rule 7 or 36:

- (a) the member ceases to be a member; and
- (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

26. Annual General Meetings

26.1 The Board may determine the date, time and place of the annual general meeting of the Association. An annual general meeting must be held each calendar year within the five months following the end of the incorporated association's financial year referred to in sub-rule (2).

26.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

26.3 The ordinary business of the annual general meeting shall be to:

- (a) confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
- (b) receive from the Board reports upon the transactions of the Association during the last preceding financial year;
- (c) appoint an auditor for the current financial year; and
- (d) ratify any sub-committees of the Board (appointed in accordance with Rule 14).

26.4 During the annual general meeting the Board may conduct any special business of which notice has been given in accordance with these Rules.

27. Special General Meetings

27.1 In addition to the annual general meeting, any other general meetings may be held in the same year.

27.2 All general meetings other than the annual general meeting are special general meetings.

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

27.4 If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.

27.5 The Board must, on the request in writing of not less than three members, convene a special general meeting of the Association.

27.6 The request for a special general meeting must:

- (a)** state the objective of the meeting; and
- (b)** be signed by the members requesting the meeting; and
- (c)** be sent to the address of the Secretary (or delegate), or if the Secretary's office is vacant, the Chairperson (or delegate).

27.7 If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent in accordance with 27.6, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

27.8 If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

27.9 Any members' meeting may be conducted by any means facilitated by technology provided such means have been approved in advance by the Board and allow adequate participation by all members.

28. Special Business

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

29. Notice of General Meetings

29.1 The Secretary of the Association or delegee (or if there is no Secretary in office, the Chairperson or delegee), at least 14 days, or if a special resolution has been proposed, at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

29.2 Notice may be sent:

- (a)** by prepaid post to the address appearing in the register of members; or
- (b)** by facsimile transmission or email to the number or email address appearing in the register of members.

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

29.4 A Board member intending to bring any business before a meeting may notify the Secretary or delegee (or if there is no Secretary in office, the Chairperson or delegee) in writing (including by email) of that business with reference to sub-rule (1), and the Secretary, Chairperson or delegee, as the case may be, must then include that business in the notice calling the next general meeting.

30. Quorum at General Meetings

30.1 No item of business may be conducted at a general meeting unless a quorum of Board members entitled under these Rules to vote is present at the time when the meeting is considering that item.

30.2 One half the total number of Board members (being members entitled under these Rules to vote at a general meeting) plus one (rounded up to a whole number if not a whole number) constitutes a quorum for the conduct of the business of a general meeting (for example, if the total number of Board members is 9, a quorum would be 6: $4.5 + 1 = 5.5$, rounded up to 6).

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

- (a)** in the case of a meeting convened upon the request of Board members, the meeting must be dissolved; and
- (b)** in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Board members given before the day to which the meeting is adjourned) at the same place.

31. Presiding at General Meetings

- 31.1** The Chairperson, or in the Chairperson's absence, the Deputy Chairperson, shall preside as Chairperson at each general meeting of the Association.
- 31.2** If the Chairperson and the Deputy Chairperson are absent from a general meeting, or are unable to preside, the Chairperson may designate another Board member to preside, or if that designation is not made, those Board members present must select one of their number to preside as Chairperson.

32. Adjournment of General Meetings

- 32.1** The person presiding may, with the consent of a majority of Board members present at the meeting, adjourn the meeting from time to time and place to place.
- 32.2** No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 32.3** If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 42.
- 32.4** Except as provided in Rule 32.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

33. Voting at General Meetings

- 33.1** Upon any question arising at a general meeting of the Association, a Board member has one vote only.
- 33.2** All votes must be given personally (the votes of those attending by use of technology are treated as being given personally).
- 33.3** In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 33.4** The Board may approve at its discretion any non-members attending and observing any meetings of the Association; however, those observers do not have any voting rights.

34. Poll at General Meetings

- 34.1** If at a meeting a poll on any question is demanded by not less than three Board members, it must be taken at that meeting in such manner as the Chairperson may direct, and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 34.2** A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is

demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

35. Manner of Determining Whether Resolution Carried

35.1 If a question arising at a general meeting of the Association is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been-
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association is evidence, without proof of the number or proportion of the votes recorded in favour of, or against, of that resolution.

36. Discipline, Suspension and Expulsion of Board Member.

36.1 Any member of the Association, or the Board of its own volition by resolution, may lodge with the Secretary or Chair a complaint about another member, where there is reasonable grounds to conclude, or where evidence exists that that member has:

- (a) refused or neglected to comply with these Rules or otherwise behaved in a manner contrary to Rule 7;
- (b) breached the Association's Charter; or
- (c) exhibited conduct unbecoming a member or that may cause detriment to the interests of the Association.

36.2 Where a complaint is received by the Secretary or Chair, they must:

- (a) table the complaint at the next Board meeting;
- (b) move that the Board appoints a Discipline Panel to investigate the merits of the complaint; and
- (c) if the Board appoints a Discipline Panel, give written notice to the member about whom the complaint has been made as soon as practicable.

36.3 For the purposes of giving notice in accordance with Rule 36.2(c), the Secretary or Chair must, as soon as practicable, cause to be given to the member a written notice:

- (a) setting out the complaint and the grounds on which it is based (it is sufficient for the Secretary or Chair to provide a copy of the complaint received); and
- (b) inviting the member to:

- (i) attend the Discipline Panel at a meeting to be held; and/or
- (ii) give to the Discipline Panel (via the Secretary or Chair) before the date of that meeting a written statement addressing the complaint
- (c) advising the date, place and time of that meeting; and
- (d) informing the member that he or she may appeal against the findings of the Discipline Panel to the Board by lodging an appeal in writing to the Board (via the Secretary or Chair) within 14 days of the Board making a determination under sub-rule 36.7.

36.4 The membership of the Discipline Panel may vary from time to time, provided that the Panel comprises only:

- (a) a chairperson of the Panel, being the Deputy Chairperson of the Association, or in the absence of the Deputy Chairperson (or if the Deputy Chairperson is the member the subject of the complaint), the Chairperson or the Chairperson's nominee;
- (b) one representative from one of the member councils (if applicable); and
- (c) one of the skills-based Board members referred to in Rule 4(2)(b) or, if there is no, or no available, representative from one of the member councils, two skills-based Board members.

provided that no person on the Panel shall be the member who is the subject of the complaint.

36.5 The Discipline Panel must convene a meeting not earlier than 14 days and not later than 28 days after the notice has been given to that member to consider the complaint, or another time if agreed to in writing by the complainant. At the meeting:

- (a) the member the subject of the complaint must have the opportunity to be heard fairly;
- (b) the member the subject of the complaint may tender whatever relevant evidence the member may seek to rely upon;
- (c) the complainant may be heard further by way of reply and may also tender evidence; and
- (d) the Panel is not bound by any rules of evidence.

The meeting may proceed in the absence of the member the subject of the complaint, but that absence must be noted in any Panel recommendation to the Board.

36.6 The Secretary may attend the Panel meeting to assist the Panel as required (if the complaint is not about the Secretary) but does not have any deliberative vote on the Panel.

36.7 Upon hearing, considering and investigating the complaint as the Panel may determine necessary in its discretion, the Panel must make a determination about the complaint and must resolve a recommended course of action and advise the Board in writing of that recommendation. The recommendation may be to:

- (a) take no further action;
- (b) issue a letter to the member requiring remedial behaviour;
- (c) suspend that member from membership of the Association for a specified period;
- (d) expel that member from the Association; or
- (e) take some other action that the Panel determines is appropriate in the circumstances.

36.8 The Board must consider the recommendation as soon as practicable and resolve to either accept the Panel recommendation or to take some other course of action (which must be specified). The member the subject of the complaint may not participate in the Board deliberations, nor may they cast a vote on any resolution.

36.9 The member the subject of the complaint must be advised in writing by the Secretary or Chair, as soon as practicable after the Board resolution, of:

- (a) the outcome of the investigation; and
- (b) the resolution of the Board.

37. Request for reconsideration

37.1 A member the subject of a Board decision under Rule 36.8 may request that the Board reconsider its decision by giving notice in writing to the Board within 14 days of the Board's notification to the member of the Board's resolution.

37.2 The Board must consider the request for reconsideration as soon as practicable at a regular or specially convened meeting of the Board. At the meeting, the Board must:

- (a) consider the findings and determination of the Discipline Panel, including the evidence and information before it. No new or additional information may be raised by the member unless there is a reasonable excuse for failing to raise the information earlier. The decision whether to hear or consider new information is at the Board's discretion;
- (b) give the member a further opportunity to be heard; and
- (c) give due consideration to any written statement submitted by the member.

- 37.3** The member seeking reconsideration may not Chair the meeting nor participate in Board deliberations on the reconsideration, nor may they vote.
- 37.4** After proper and fair consideration of the appeal, the Board must, by secret ballot taken in a manner determined by the Chair of the meeting, resolve to:
- (a) confirm and ratify the its earlier decision;
 - (b) revoke its earlier decision; or
 - (c) take any other course of action that it determines is appropriate.
- 37.5** As soon as practicable after the Board resolution, the Secretary or the Chair (or the Board member who chaired the relevant meeting) must advise (in writing) the member the subject of the complaint of the resolution of the Board.
- 37.6** The resolution of the Board in respect of the request for reconsideration is final.

38. Disputes and Mediation

- 38.1** The grievance procedure set out in this rule applies to disputes under these Rules between the following (the **parties**):
- (a) a Board member and another Board member;
 - (b) a Board member and the Association;
 - (c) a member and another member; and
 - (d) a member and the Association
- 38.2** If a party notifies another party in writing of a dispute under this Rule, the parties to the dispute must meet (in person or via video link) and discuss the matter within 14 days of the notification or otherwise as soon as reasonably practicable but no longer than 30 days after notification of the dispute. The parties must use reasonable, good faith efforts to seek to resolve the dispute.
- 38.3** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 38.4** The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a Board member and another Board member, or a member and another member, a person appointed by the Board of the Association;

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

38.5 A Board member can be a mediator.

38.6 The parties to the dispute must, reasonably and in good faith, attempt to settle the dispute by mediation.

38.7 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process a reasonable opportunity to be heard; and
- (b) allow consideration by all parties of any written statement submitted by any party.

38.8 If the mediation does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

39 Funds

39.1 The Treasurer of the Association or their delegee must:

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

39.2 All cheques, electronic payments, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed/authorised by two persons authorised by the Board, those persons being Board members and/or employees and/or contractors of the association acting in any combination, provided such payments are made in accordance with the approval policies and/or procedures adopted by the Board from time to time.

39.3 The funds of the Association shall be derived from grants, revenue, subscriptions, donations and such other sources as the Board determines.

39.4 The assets and income of the Association shall be applied solely in furtherance of its purposes and no portion shall be distributed directly or indirectly to the members or Board members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

40. Audit

- 40.1 At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- 40.2 If an auditor is not appointed at an annual general meeting, the Board is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- 40.3 The auditor is appointed until the next annual general meeting (unless earlier removed by a resolution of the members of the Association at a general meeting, in which case another auditor will be appointed at that meeting). Auditors may be reappointed, but no auditor may be appointed for more than 4 consecutive years.
- 40.4 If a casual vacancy occurs in the office of auditor, the Board is to appoint a person to fill the vacancy until the next annual general meeting.

41. Seal

- 41.1 The common seal of the Association (if any) must be kept in the custody of the Secretary or their delegee.
- 41.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or, of one member of the Board and of the Public Officer of the Association.

42. Notice to Board members/members

- 42.1 Except for notice required under Rule 29, any notice required to be given to a Board member/member under these Rules, by or on behalf of the Board or Association, may be given by:
 - (a) delivering the notice to the Board member personally; or
 - (b) sending the notice by prepaid post addressed to the Board member at that member's address shown in the register of members; or
 - (c) facsimile transmission, if the Board member has provided their relevant contact details; or
 - (d) email to the email address shown in the register of members.

43. Custody and Inspection of Books and Records

- 43.1 Except as otherwise provided in these Rules, the Secretary or their delegee must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 43.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

43.3 A member may make a copy of any accounts, books, securities and any other relevant documents of the Association at their own expense.

44. Indemnification of Board Members, Officers, Employees and Contractors

44.1 Subject to the provisions of and so far as may be permitted by applicable laws or regulations, every Board member, officer, employee and contractor of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by them arising out of the execution or discharge of their duties.

46. Winding Up

46.1 In the event of the winding up or the cancellation of the incorporation of the Association, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall, subject to the agreement of Tourism Tasmania and the agreement of each Member Council at the time, be transferred to another organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members.