



POLICY MANUAL

ARTICLE I. CENTRAL WEST REGIONAL TOURISM ORGANISATION INCORPORATED CONSTITUTION

NAME

The name of the organisation shall be Central West Regional Tourism Organisation Tourism Incorporated (hereafter referred to as CNSWT).

2. INTERPRETATION

In this constitution, except insofar as the context or subject-matter otherwise indicates or requires:

This constitution shall be interpreted in accordance with the Associations Incorporation Act 2009 (NSW).

A reference to a function includes a reference to a power, authority and duty, and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

3. DEFINITIONS

“Annual General Meeting” means an annual meeting of CNSWT where all members are eligible to vote.

“Board meeting” means a meeting of the Directors of CNSWT who have been appointed either by the members, or in the case of casual vacancies, by the Board.

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“Board” means the Board of Directors or such of them as have authority to act for CNSWT and as constituted under this Constitution, including a skills-based board.

“Constitution” means this Constitution and all supplementary, substituted or amending Constitutions, and all schedules and addendums for the time being in force.

“Duly appointed delegate” means the delegate appointed by the Chairs of the organisations who are invited to participate as members of the Director Selection Committee.

“General Meeting” means an ordinary meeting of CNSWT.

“Independent tourism organisation” means an entity that delivers or supports tourism services in the Region.

“Member” means a member of CNSWT.

“Organisation” means the Board and members of CNSWT.

“President or vice-president” means chairperson or vice-chairperson.

“Relevant Federal and State government departments” means the respective departments responsible for tourism functions in the Federal and State governments.

“Secretary” means: (a) the person holding office under this constitution as secretary of CNSWT, or (b) if no such person holds that office – the public officer of CNSWT.

“Special General Meeting” means a general meeting of CNSWT, other than an annual general meeting, at which items requiring special resolutions are to be considered.

“The Act” means the Associations Incorporation Act 2009.

“The Region” means the Local Government Areas (LGA) of the Central NSW Region namely, Bathurst, Blayney, Cabonne, Cowra, Cowra, Forbes, Lachlan, Mid-Western, Orange, Parkes, Weddin and Wellington, or as determined, from time-to-time, by the Board.

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“The Regulation” means the Associations Incorporation Regulation 2010.

4. OBJECTIVES & PRINCIPLES

- 4.1 CNSWT is a Non Profit organisation established for the purpose of promoting and developing tourism activities within the Region.
- 4.2 CNSWT goal is to raise the tourism profile of the Region amongst key target markets, internally and externally, by facilitating education programs, co-operative marketing and product development designed to maximise the social and economic benefits of tourism to the Region.
- 4.3 CNSWT and its members in pursuit of the objectives stated above shall act in conformity with the following principles:
- a) become the recognised regional tourism industry body within the Region;
 - b) foster and develop an integration of the tourism industry within the Region;
 - c) promote and increase the level of tourism visitation to the Region;
 - d) access funding to market and develop product in the Region to enable it to become more competitive and contemporary;
 - e) assist in the development of new and existing tourism product within the Region in co-operation with the relevant Federal, State Local government departments and other recognised regional boards with an interest in tourism, where appropriate;
 - f) access funding available through relevant Federal and State government departments and from any other available sources; and
 - g) assist with infrastructure development by lobbying industry and Government.

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5. DISTRIBUTION AND USE OF INCOME

- 5.1 The property and income of CNSWT shall be derived from the fees of members, donations, grants, sponsorship and such other sources approved by CNSWT and shall be applied solely towards the promotion of the objects of CNSWT in such manner as the Board determines.

6. MEMBERSHIP

- 6.1 Membership eligibility of CNSWT includes:
- a) natural persons
 - b) local government councils within the Region, or organisations that provide tourism services on behalf of a council, and
 - c) Organisations which have their registered place of business within the Region.

7. MEMBERSHIP CATEGORIES

- 7.1 Membership categories shall be determined by the Organisation from time to time, and may include:

Directors – natural persons who are appointed to a position on the Board.

Local Government Area Organisations – either a Council or an independent entity that delivers tourism services for a Council so that there is no more than one local government area organisation member for each council area;

Ordinary Members – membership as an Ordinary Member shall be open to individuals or organisations residing or operating within the Region.

Honorary or Life Members - Honorary or Life Members shall be individuals or organisations who have rendered distinguished service to CNSWT or who are people of knowledge and experience which is beneficial to CNSWT, as determined by the organisation at an Annual General Meeting.

8. MEMBERSHIP FEES

- 8.1 A member of CNSWT must, on admission to membership, pay to CNSWT a fee as determined by the Board.

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- 8.2 In addition to any amount payable by the member under subclause (1), a member must pay to CNSWT the annual membership fee as determined by the Board by 30 September each year.

9. MEMBERS' LIABILITIES

- 9.1 The liability of a member of CNSWT to contribute towards the payment of the debts and liabilities of CNSWT or the costs, charges and expenses of the winding up of CNSWT is limited to the amount, if any, unpaid by the member in respect of membership of CNSWT as required by Clause 8.

10. MEMBERSHIP CONDITIONS

- 10.1 Membership qualifications, conditions and benefits shall be determined from time-to-time by the Board.
- a) Annual Membership shall fall due on 30 September each year to enable all members to be financial prior to the Annual General Meeting.
 - b) Application for Membership shall be made to the Board who shall determine whether or not to accept an application. The Board is not required to supply reasons for accepting or rejecting any application.
 - c) Membership Category Fees, and any fee scales within categories, for membership shall be determined by the Board annually.

11. CESSATION OF MEMBERSHIP

- 11.1 A person or organisation ceases to be a member of CNSWT upon resignation, death, unsound mind, insolvency, expulsion, or failure to pay outstanding membership fees within one month of the due date.

12. REGISTER OF MEMBERS

- 12.1 A register of members shall be established and maintained by the public officer showing the category, name, postal or residential address, ABN, nominated contact person and date of commencement of membership.

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Provision for noting the date of cessation of membership shall also be contained in the register.

- 12.2 The membership register shall also contain the names and contact details of directors and the office held including the dates of appointment and termination/resignation date.
- 12.3 The Register of Members is to be kept in NSW at the main premises of CNSWT, or its official address.
- 12.4 The register of members must be open for inspections, free of charge, by any member of CNSWT and a member may obtain a copy of any part of the register on the payment of a fee of not more than \$1 for each page copied.
- 12.5 A member must not use information about another member obtained from the register to contact or send material to another person or organisation than for:
 - a. the purpose of sending the person or organisation a newsletter, a notice in respect of a meeting or other event relating to CNSWT or other material relating to CNSWT, or
 - b. any other purpose necessary to comply with a requirement of the Act or Regulation.

13. RESIGNATION OF MEMBERSHIP

- 13.1 A member of CNSWT may resign from membership by giving at least one month's written notice to the secretary and on the expiration of the period of notice the member ceases to be a member. Any fees paid by that member will not be refunded.
- 13.2 The secretary must make the appropriate entry of the resignation, and in every other case where a member ceases to hold membership, in the register.
- 13.3 Membership entitlements are not transferable.
- 13.4 A right, privilege or obligation which a person or organisation has by reason of being a member of CNSWT is not capable of being transferred to another person or organisation without the consent of the Board.

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14. DISPUTE RESOLUTION

- 14.1 A dispute between a member and another member must be provided in writing to the Board and the Board must attempt to resolve the dispute within 60 days of receiving such notice.
- 14.2 If a dispute cannot be resolved by the Board within 60 days, it shall be referred for resolution to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- 14.3 If the dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

15. DISCIPLINING OF MEMBERS

- 15.1 A complaint may be made to the Board by any person or organisation that a member of CNSWT:
- a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - b) has wilfully acted in a manner prejudicial to the interests of CNSWT.
- 15.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 15.3 If the Board decides to deal with the complaint, the board:
- 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 board in connection with the complaint, and
 - c) must take into consideration any submissions made by the member in connection with the complaint.
- 15.4 The Board may, by resolution, expel the member from CNSWT or suspend the member from membership of CNSWT if, after considering the complaint and

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any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

15.5 If the Board 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 board for having taken that action and of the member's right of appeal under clause 16.

15.6 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 CNSWT confirms the resolution under clause 16,

whichever is the later.

16. RIGHT OF APPEAL OF DISCIPLINED MEMBER

16.1 A member may appeal to CNSWT in a general meeting against a resolution of the Board under clause 15, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

16.2 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.

16.3 On receipt of a notice from a member under subclause (1), the secretary must notify the board which is to convene a general meeting of CNSWT to be held within 28 days after the date on which the secretary received the notice.

16.4 At a general meeting of CNSWT convened under subclause (3):

- a) no business other than the question of the appeal is to be transacted, and

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- b) the Board 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.

16.5 The appeal is to be determined by a simple majority of votes cast by members of CNSWT.

17. THE BOARD

17.1 Composition:

- a) The Board in place at the 2011 Annual General Meeting shall remain until the processes to select a skills based Board as outlined in this section are actioned.
- b) A Special General Meeting will be called to appoint the first skills based Board.
- c) The skills based Board shall be comprised of not less than 7 nor more than 9 directors all of whom shall be appointed in accordance with this Constitution and who are natural persons.

17.2 The Board will appoint the following as its Executive:

- a) the office-bearers of CNSWT being the chair, vice-chair, treasurer and secretary.
- b) A Board member may hold up to 2 offices (other than both the Chair and vice-Chair offices).

18. DIRECTOR SELECTION COMMITTEE

18.1 The Board must establish from time to time a Director Selection Committee consisting of representatives from at least four of the following organisations, none of whom can be current Directors, or be seeking appointment as a Director:

- a. A representative of the relevant State Department responsible for tourism;

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- b. The Chairperson or their duly appointed delegate from a state or national tourism organization who shall be offered the position of Chair of the Director Selection Committee.
 - c. The Chairperson or their duly appointed delegate of the NSW Central Region of Councils (CENTROC);
 - d. The Chairperson or their duly appointed delegate of Regional Development Australia – Central West, or a representative of the Federal Government department responsible for tourism;
 - e. The Chairperson or their duly appointed delegate of an independent tourism organization operating in the Region who shall be identified and appointed by the Board.
 - f. In the event that representatives cannot be appointed from the abovementioned four organisations, the Board will seek an independent person to join the Selection Committee.
- 18.2 The function of the Director Selection Committee is to identify, and recommend for nomination, persons for election at the annual general meeting (except for the first skills based Board which shall be appointed at a Special General Meeting for that purpose) to create a skills-based Board of CNSWT and must in that process do each of the following things:
- a) Give notice to members fourteen (14) days in advance of any closing date that Director nominations are being sought;
 - b) Consider any person proposed by a voting member.
- 18.3 The Board must direct the Director Selection Committee to use its best endeavours to recommend candidates for nomination for election in accordance with the following requirements:
- a) Persons must be recommended for nomination that will result in the Board being a balanced skills-based Board of between 7 and 9 skills-based directors.

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- b) Recommendations for nomination must be made by the due date specified by the Board.

19. QUALIFICATIONS OF SKILLS-BASED BOARD

19.1 The Director Selection Committee, in recommending skills-based Directors, must endeavour to ensure that after the election of those persons to the Board, those persons will collectively possess knowledge, skills and experience in the following fields:

- a) Corporate Governance;
- b) Experience as a Director;
- c) Strategic planning and management skills;
- d) Accounting, business or financial management skills;
- e) Marketing and promotions experience;
- f) Regional Economic and Tourism Development skills and experience;
- g) Local government;
- h) Legal skills.

20. SELECTION AND APPOINTMENT OF BOARD DIRECTORS

- 20.1 The Board that is in place at the 2011 Annual General Meeting will remain in place until the appointment of the first skills based Board.
- 20.2 The Board that is in place at the 2011 Annual General Meeting will identify two (2) of its members to remain as Directors on the first skills based Board to provide continuity.
- 20.3 The two (2) Directors continuing from the 2011 Board will be appointed by the Board to continue as Directors with the tenure concluding at the next Annual General Meeting. The two Directors may be nominated for re-appointment.
- 20.4 In order to offer continuity on the Board, the skills based Board Directors shall have the following tenure:
- a. Two Directors continuing from the 2011 Board who will be appointed for one (1) year;
 - b. Two additional Directors appointed to the first skills based Board will have one (1) year tenure;

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- c. Remaining Directors appointed to the first skills based Board will have a two (2) year tenure;
 - d. In the second skills based Board, and subsequent Boards, vacancies being filled for Directors who have reached the end of their tenure shall be for two (2) year terms.
- 20.5 The Director Selection Committee will be appointed by the Board to call for expressions of interest, by notifying members in writing using postal services, and through newspapers in the Region, and other communication channels as determined by the Board, and will select and make recommendations to members regarding the appointment of Directors to the Board.
- 20.6 The recommendations of the Director Selection Committee will be put to the Annual General Meeting for adoption with the exception of the first skills based Board which shall be appointed at a Special General Meeting.
- 20.7 If the recommendations are not adopted, the Director Selection Committee will be requested to reconsider its recommendations.
- 20.8 The Board, as recommended by the Director Selection Committee, will hold office until a Special General Meeting is called to consider the revised recommendations of the Director Selection Committee .
- 20.9 The Special General Meeting will appoint Directors to the Board who meet the selection criteria and who have made application to be Directors.
- 20.10 Appointments will be made for a two year term. All Directors shall be eligible for reappointment, however to maintain continuity, the Director Selection Committee should give consideration to reappointing at least three Directors each term.
- 20.11 If a casual vacancy occurs in the Board, the Board shall give consideration to previous Board member applicants and the appointed member shall fill the vacancy and hold office for the remainder of the term of the Director they are replacing.

21. CASUAL VACANCIES

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- 21.1 A casual vacancy in the office of a member of the Board occurs if the member:
- a. dies, or
 - b. ceases to be a member of the association, or
 - c. becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - d. resigns office by notice in writing given to the secretary,
 - e. or is removed from office under clause 15 or
 - f. becomes a mentally incapacitated person, or
 - g. is absent without the consent of the Board from 3 consecutive meetings of the committee, or
 - h. is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - i. is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.
22. **REMOVAL OR RESIGNATION OF BOARD MEMBERS**
- 22.1 The members in a general meeting may by resolution remove any Board member of the Board from the office before the expiration of the Board member's terms of office and may by resolution appoint another member to hold office until the expiration of the term of office of the Board member so removed.
- 22.2 The dispute resolution procedures as provided for by Clause 14 shall apply.

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- 22.3 A Director of the Board shall cease to hold office upon resignation in writing; or absence from three successive meetings without approval by the Board; or following dismissal.

23. BOARD MEETINGS AND QUORUM

- 23.1 The Board shall meet a minimum of three times a year and shall meet as often as necessary to control and manage the affairs of CNSWT or so often as required by the Chair or on requisition of three Board Directors.
- 23.2 Oral or written Notice of a meeting of the Board must be given by the Secretary to each Board member at least 48 hours before the time appointed for the holding of the meeting, and the notice must specify the general nature of the business to be transacted at the meeting. No business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 23.3 A quorum of 3 Board members must be present for the transaction of business at a Board meeting. If a quorum is not present within a half hour of the time appointed for the meeting then the meeting is to be adjourned to the same place, time and day in the following week. If a quorum is not present at the adjourned meeting then the meeting is to be dissolved.
- 23.4 Resolutions arising at any meeting of the Board shall be decided by the majority of votes of those present. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- 23.5 All members of CNSWT shall receive notification and minutes of Board meetings and shall be welcome to attend meetings as observers.

24. THE CHAIRPERSON, TREASURER and SECRETARY

- 24.1 The Chair or, in the Chair's absence, the Vice Chair, shall act as the Chairperson at each meeting of CNSWT.
- 24.2 The Secretary shall keep records of the business of CNSWT including the rules, register of members, minutes of all General, Special General, Annual General and Board meetings and a file of correspondence.

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- 24.3 The Treasurer shall ensure that all money received by CNSWT is paid into accounts in the name of CNSWT. Payments by cheque or electronic means shall only be made with two signatories as authorised by the Board or as authorised at a Board meeting.
- 24.4 The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of CNSWT. These records shall be available for inspection by any member and shall be held at the registered office of CNSWT.
- 24.5 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 organisation except as bone fide compensation for services rendered or expenses incurred on behalf of the organisation.
- 24.6 The books of account shall be balanced at the end of each financial year and be audited by a registered Public Accountant or Chartered Accountant.
- 24.7 The Board shall elect, from its number, two members that constitute a Finance and Audit Committee of the Board.
- 24.8 The Secretary of CNSWT must, as soon as practicable after being appointed as secretary, lodge notice with CNSWT of his or her address.
- 24.9 It is the duty of the Secretary to keep minutes of:
- a) all appointments of office-bearers and members of CNSWT, and
 - b) the names of members of CNSWT present at any meeting, and
 - c) all proceedings at CNSWT meetings
- 24.10 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

25. **MANAGEMENT**

- 25.1 Between Annual General Meetings, management and control of the affairs of CNSWT shall rest with the Board.

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- 25.2 The Board may delegate to working parties or committees consisting of members of CNSWT or persons appointed by the Board the exercise of any functions of the Board and the Board shall determine the terms of reference of the delegated function and composition.
- 25.3 The Board may revoke wholly or in part any delegation and the Board may continue to exercise any function delegated.
- 25.4 A working party or committee may meet and adjourn as it thinks proper.

26. **ANNUAL GENERAL MEETINGS and QUORUMS**

- 26.1 The Annual General Meeting of CNSWT shall be held not later than the thirtieth day of November every year or at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and at a place, within the Region, as may be determined by the Board.
- 26.2 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 Board a report of the proceedings and activities of the Board during the last preceding financial year;
 - c) to elect office-bearers of CNSWT;
 - d) a statement of the funds of CNSWT;
 - e) the recommendations of the Director Selection Committee regarding the appointment of skills based Board positions;
 - f) notice of the convening of such meeting shall be forwarded to each member and shall specify the business to be transacted.
- 26.3 The Chair or in his or her absence the Vice Chair shall preside at all meetings of CNSWT as well as at all meetings of the Board; or in the absence of both of

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them the meeting shall elect its own Chair from the eligible members then present. The Chair of each meeting shall have a deliberative vote and a casting vote.

- 26.4 At any Annual General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
- a) by the Chair; or
 - b) by at least three members present in person.
- 26.5 Unless a poll is so demanded a declaration by the Chair that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of CNSWT shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 26.6 The demand for a poll may be withdrawn.
- 26.7 If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.
- 26.8 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 26.9 No item of business is to be transacted at an Annual general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- 26.10 Five members present (being members entitled under this constitution to vote at an Annual general meeting) constitute a quorum for the transaction of the business of an Annual general meeting.

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- 26.11 If within half an hour after the appointed time for the commencement of an Annual 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.
- 26.12 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 (being at least 3) are to constitute a quorum.

27. SPECIAL GENERAL MEETINGS

- 27.1 Special General Meetings of CNSWT shall be convened by the Board whenever it thinks fit and by notice that is to specify the business to be transacted.
- 27.2 No business shall be transacted at any special general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 27.3 A Special General Meeting may alternatively be called if at least five (5) members notify the Board and others members in writing giving notice that is to specify the business to be transacted.

28. QUORUM FOR SPECIAL GENERAL MEETINGS

- 28.1 50% of the Board and 50% of members (being members entitled under this constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a Special General Meeting.
- 28.2 If a quorum is not present within a half hour of the time appointed for the special general meeting, then the meeting is to be adjourned to the same place, time and day in the following week. If a quorum is not present at the adjourned meeting

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then the meeting is to be dissolved.

28.3 To pass a special resolution, 75% of members present must vote in the affirmative.

29. PRESIDING MEMBER

29.1 The Chair or, in the Chair's absence, the vice-chair, is to preside as chairperson at each meeting of CNSWT.

29.2 If the Chair and the Vice-Chair are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

30. ADJOURNMENT OF GENERAL MEETINGS

30.1 The Chair 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 from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

30.2 Notice of an adjournment of a meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. NOTICE

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

31.2 If the nature of the business proposed to be dealt with requires a special resolution of CNSWT, the secretary must, at least 21 days before the date fixed for the holding of the special general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

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- 31.3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26.2.
- 31.4 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.

32. VOTING RIGHTS

- 32.1 On any question arising at a Annual General Meeting or Special General Meeting of the CNSWT the following voting rights will apply:
- a. Local Government Area Organisations have two votes, exercised by a person nominated by the local government council or organisation offering tourism services in a local government area on behalf of the Council.
 - b. Ordinary Members, Directors and Honorary and Life Members have one vote each and such vote may be exercised by a delegate nominated by the member.
 - c. Members must advise CNSWT of the nominated person who will be their voting delegate two days prior to any meeting. The Chair may be requested to accept late notification of delegate names where changes are needed due to unexpected issues.

33. SPECIAL RESOLUTIONS

33.1 A special resolution must be passed by the Annual General Meeting or a Special General Meeting of CNSWT to effect the following changes:

- a) a change of this Constitution;
- b) to voluntarily wind up CNSWT and distribute its property;
- c) an amalgamation with another incorporated organisation;
- d) to apply for registration as a company.

33.2 A special resolution shall be passed in the following manner;

- a) a notice must be sent to all members advising that the AGM or SGM is to be held to consider a special resolution;

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- b) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
- c) a quorum must be present at the meeting;
- d) at least 3/4 of those present in person must vote in favour of the resolution.

34. PUBLIC OFFICER

34.1 The Board shall ensure that a person is appointed as Public Officer.

34.2 The Board may, at any time, remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.

34.3 The Public Officer shall be deemed to have vacated his position in the following circumstances:

- a) death
- b) resignation
- c) removal by the Board
- d) mental illness
- e) residency outside New South Wales

34.4 When a vacancy occurs in the position of Public Officer, the Board shall, within 14 days, notify the relevant State Government Department responsible for CNSWT, by the prescribed form and appoint a new Public Officer.

34.5 The Public Officer may be a Board Director, or any other person regarded as suitable for the position by the Board.

34.6 The Public Officer shall ensure that CNSWT fulfils all statutory requirements.

35. PROXY VOTING NOT PERMITTED

35.1 Proxy voting must not be undertaken at or in respect of any meeting.

36. POSTAL BALLOTS

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- a) The CNSWT may hold a postal ballot to determine any issue or proposal.
- b) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulations.

37 MISCELLANEOUS

37.1 CNSWT shall effect and maintain such insurance as may be required by law or be regarded as necessary by CNSWT.

37.2 The Common Seal, if made, of CNSWT shall be kept in the custody of the Treasurer and shall only be affixed to a document with the approval of the Board. The stamping of the Common Seal shall be witnessed by the signatures of two Directors of the Board.

37.3 In the event of the organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation, which has similar objects and which is exempt from income tax.