

**Northern Territory of Australia
Oaths, Affidavits and Declarations Act
Statutory Declaration**

(1)
Insert name of
person making
declaration

I, (1) STEVEN KENYON SHEARER

(2)
Address

of (2) 3 CHAPMAN CRT ARAUEN.
do solemnly and sincere declare:

(3)
Insert name of
entity

1. I am the Public Officer of

(3) TOURISM CENTRAL AUSTRALIA INC
Incorporated

2. The following resolution to amend the association's constitution
was passed in accordance with the constitution at a meeting held
on:

(4)
Insert date of
meeting

(4) 7/7/22

Resolution:

"that the constitution (a copy of which is attached at annexure "A") be
adopted".

3. The Amended Constitution complies with the *Associations Act*

I make this solemn declaration by virtue of the *Oaths, Affidavits and
Declarations Act* and conscientiously believing the statements contained
in this declaration and accompanying application to be true in every
particular.

Declared at ALICE SPRINGS

(5)
Today's date

on: (5) 26/7/22

(6)
Signature of the
person making the
declaration

(6) [Signature]

(7)
Signature of the
person before
whom the
declaration is made

Before me: (7) [Signature]

Name and contact address and telephone number of person before
whom the declaration is made, legibly written, typed or stamped.

(8)
Name of witness

(8) Daniel Rockford

(9)
Address of witness

(9) 21 Eagle Court Alice Springs

(10)
Telephone number
of witness

(10) 0402357003

Note:

- (1) This declaration may be made before any person who has
attained the age of (18) eighteen years.
- (2) A person wilfully making a false statement in a statutory
declaration is liable to a fine or imprisonment.

This is the annexure marked "A" referred to in the statutory declaration of:	
Name of public officer	STEVEN KENYON SHEARER
Made on (date)	26/7/22
Before me	
(signature of witness on statutory declaration)	



TOURISM CENTRAL AUSTRALIA

The Heart. The Soul. The Centre.

Tourism Central Australia

Constitution

JULY 2022

Part 1 Preliminary

1 Name

The name of the incorporated association (***the Association***) is stated in the Schedule.

2 Objects and purposes

The objects and purposes of the Association are specified in the Schedule.

3 Minimum number of members

The Association must have at least the number of members specified in the Schedule.

4 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Act* and regulations made under that Act.

Board means the Management Board of the Association and shall be called a Board. The **Board** is comprised of ten elected **Board Members** and up to four non-voting **Stakeholder** representatives nominated from Tourism Central Australia's key stakeholders; Alice Springs Town Council, Barkly Regional Council, Northern Territory Parks and Wildlife Commission and Tourism NT.

Board Member means an elected member of the **Board** who each has a deliberative vote.

financial institution means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth.

general meeting means a general meeting of members convened in accordance with clause 43.

member means a member of the Association.

stakeholder means a non-voting **Board** representative nominated from Tourism Central Australia's key stakeholders being; Alice Springs Town Council, Barkly Regional Council, Northern Territory Parks and Wildlife Commission and Tourism NT (or their renamed and/or equivalent organisations from time-to-time) who attends and contributes fully to **Board** discussion but has no voting rights.

register of members means the register of the Association's members established and maintained under section 34 of the Act.

Special resolution means a resolution notice of which is given under clause 46 and passed in accordance with section 37 of the Act.

Part 2 Constitution and powers of Association

5 Powers of Association

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.

(2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on the terms and in the manner it considers appropriate;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.

6 Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7 Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8 Altering the Constitution or Board Charter

- (1) The Association may alter this Constitution or Board Charter by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

Part 3 Members

Division 1 Membership

9 Application for membership

To apply to become a member of the Association the applicant must submit an application for membership in a format approved by the Board.

10 Approval of the Board

- (1) The **Board** must consider any application made under clause 9 at the next available **Board** meeting and must accept or reject the application at that meeting or the next.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the **Board** must reconsider the application at the next **Board** meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the **Board** reaffirms its decision to reject the application, the decision is final.

11 Annual membership fees

- (1) The membership benefits and fees are determined from time to time by resolution at a general meeting, excepting benefits provided by an individual, business or stakeholder external to Tourism Central Australia.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the **Board** from time to time.
- (3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the **Board** determines otherwise.
- (4) Members joining six months or more through a financial year will be invoiced a pro rata membership fee based on the months remaining in the financial year.

Division 2 Rights of members

12 General

- (1) A member may exercise the rights of membership upon receipt of membership application and full payment of membership fee.
- (2) A right of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation, liquidation, dissolution, deregistration or otherwise.

13 Voting

Members shall have one vote at Annual General, General and Special meetings of the Association. At a general meeting, votes will only be taken from members in attendance

14 Notice of meetings and special resolutions

The Secretary must arrange for all members to be given notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

15 Access to information on Association

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports.

16 Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a **Board Member**, the **Board** or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

17 Honorary Life Membership

Honorary Life membership may be conferred on an individual for the purpose of acknowledging outstanding service. To be eligible for Honorary Life Membership, a person must have rendered service of a high order to the Association.

Members may submit to the **Board** the names of Members proposed for Honorary Life membership.

An Annual General Meeting of Members shall be empowered, by the secret vote of a two third majority of Members present and entitled to vote thereat, to confer Honorary Life Membership on any individual who has been recommended by the **Board** for such conferral. At that Annual General Meeting a resume of the recipient's service shall be read and such resume shall form part of the minutes of the Annual General Meeting.

An Honorary Life Member shall be presented with an appropriate certificate or medallion.

An Honorary Life Member:

- a) shall not be required to pay a membership subscription
- b) shall have full membership rights including voting and eligibility for any office
- c) may resign by notifying the Chairperson in writing

Division 3 Termination, death, suspension and expulsion

18 Termination of membership

Membership of the Association may be terminated by:

- (a) a notice of resignation addressed and posted to the Association or given to the Secretary or another **Board Member**;
- (b) non-payment of the annual membership fee within the time allowed under clause 11(3); or
- (c) expulsion in accordance with this Division.

19 Death of member or whereabouts unknown

If a member dies, is liquidated, dissolved or deregistered or the whereabouts of a member are unknown, the **Board** must cancel the member's membership.

20 Suspension or expulsion of members

- (1) If the **Board** considers that a member should be suspended or expelled because his or her business conduct is detrimental to the interests of the Association, the **Board** must give notice of the proposed suspension or expulsion to the member.

- (2) The notice must:

- (a) be in writing and include:
 - (i) the time, date and place of the **Board** meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
- (b) be given to the member not less than 30 days before the date of the **Board** meeting referred to in paragraph (a)(i).

- (3) At the meeting, the **Board** must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The **Board** may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 21, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

21 Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 20 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the **Board's** decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the **Board** to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the **Board** to suspend or expel him or her is confirmed by a resolution of the members.

Part 4 Board

Division 1 General

22 Role and powers

- (1) The business of the Association must be managed by or under the direction of a **Board**.
- (2) The **Board** may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The **Board** may appoint and remove staff.
- (4) The **Board** may establish one or more subcommittee consisting of the members of the Association the **Board** considers appropriate.

23 Composition of the Board

23. Composition of the Board

- (1) The Board shall consist of 10 elected Board Members serving for two-year terms with 5 of these Directors being elected annually at the Annual General Meeting in accordance with Division 3 of the Constitution.

In addition, the following organisations are invited to nominate persons to fulfil Stakeholder positions, without voting rights on the Board. These invitations will be sent when notice is given for an Annual General Meeting. Stakeholders will be invited to serve a two-year term. Stakeholder representatives include:

- One (1) person appointed by the Chief Executive Officer of Tourism NT (or their renamed and/or equivalent organisations from time-to-time) based in Central Australia or their delegate;

- One (1) person appointed by the Chief Executive of the Parks & Wildlife Commission (or their renamed and/or equivalent organisations from time-to-time) based in Central Australia or their delegate;
- One (1) person appointed by the Alice Springs Town Council (or their renamed and/or equivalent organisations from time-to-time), such a person to be an Elected Member of Alice Springs Town Council or their delegate.
- One (1) person appointed by the Barkly Regional Council (or their renamed and/or equivalent organisations from time-to-time), such a person to be an Elected Member of Barkly Regional Council or their delegate.

(2) The Board will consist of the following positions:

- (a) a Chairperson;
- (b) a Vice-Chairperson;
- (c) a Secretary;
- (d) a Treasurer; and
- (e) any other elected member provided for in the

23(1). Unless elected directly as a separate office holder, the Board must appoint one Board Member to be the Association's public officer

24 Delegation

- (1) The **Board** may delegate to a subcommittee or staff any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the **Board** by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the **Board** considers appropriate.
- (3) The **Board** may, in writing, revoke wholly or in part the delegation.

Division 2 Tenure of office

25 Eligibility of Board Members

- (1) A **Board Member** must be a financial member or an employee, proprietor, or Director of a financial member who is 18 years or over.
- (2) A **Board Member** must also meet the criteria provided in the Schedule.
- (3) **Board Members** must be elected to the **Board** at an annual general meeting or appointed under clause 32.

26 Nominations for election as a Board Member

- (1) A person is not eligible for election as a **Board Member** unless the Secretary receives a written nomination for that person by a member not less than 7 days before the date of the next annual general meeting.
- (2) The nomination must be signed by the nominee.

- (3) A person who is eligible for election or re-election under this clause may vote for himself or herself.

27 Retirement of Board Members

- (1) A **Board Member** will hold office for 2 consecutive years unless the **Board Member** vacates the office under clause 30 or is removed under clause 31.
- (2) Subject to subclause (3), at an Annual General Meeting the office of Board Members whose term has expired shall be declared vacant and an election held for those positions.
- (3) The Chairperson of the outgoing **Board** must preside at the annual general meeting
- (4) Voting Members may serve up to 3 consecutive terms on the Board, excluding appointments under clause 32. After the completion of 3 consecutive terms, a period of not less than 2 years must transpire before the former Board member is eligible to nominate once again for service on the Board or stand in a casual Board vacancy. Any Board member(s) serving for greater than 3 consecutive terms at the introduction of this subclause are entitled to serve their existing tenure.

28 Election by default

- (1) If the number of persons nominated for election as **Board Members** under clause 26 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as **Board Members** at the annual general meeting.
- (2) If vacancies remain for **Board Members** after the declaration under subclause (1), the unfilled vacancies are taken to be casual vacancies and must be filled by the new **Board** in accordance with clause 32.

29 Election by ballot

- (1) If the number of nominations exceeds the number of **Board Member** vacancies on the **Board**, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the Chairperson to be duly elected as **Board Members**.

30 Vacating office

The office of a **Board Member** becomes vacant if:

(a) the Board Member:

- (i) is disqualified from being a **Board Member** under section 30 or 40 of the Act;
- (ii) resigns by giving written notice to the **Board**;
- (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
- (iv) ceases to be a financial member of the Association or ceases to be an employee, proprietor or Director of a financial member of the Association or the member

for which they are an employee, proprietor or Director ceases to be a financial member of the Association.

(b) the **Board Member** is absent from more than:

- (i) 2 consecutive **Board** meetings; or
- (ii) 3 **Board** meetings in the same financial year without tendering an apology to the Chairperson;

of which meetings the member received notice and the **Board** has resolved to declare the office vacant; or

(c) in any of the circumstances provided for by the Schedule.

31 Removal of a Board Member

- (1) The Association, through a special general meeting of members, may remove any **Board Member** before the **Board Member's** term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

32 Filling casual vacancy on the Board

- (1) If a vacancy remains on the **Board** after the application of clause 28 or if the office of a **Board Member** becomes vacant under clause 30, the **Board** may, subject to Clause 25(1), appoint any person to fill that **Board Member** vacancy until the first Annual General Meeting after their appointment.
- (2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 Duties of Board Members

33 Collective responsibility of Board Members

- (1) As soon as practicable after being elected to the **Board**, each **Board Member** must become familiar with the Act and regulations made under the Act.
- (2) **Board Members** are collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.
- (3) A **Board Member** is expected to fulfil their role in accordance with the current Tourism Central Australia Inc. Board Charter, which can only be altered by a special resolution of members at a General Meeting.

34 Chairperson and Vice-Chairperson

- (1) Subject to subclauses (2) and (3), the Chairperson must preside at all general meetings and **Board** meetings.
- (2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.
- (3) If the Chairperson and the Vice-Chairperson are both absent, the presiding member for that meeting must be:

- (a) a member elected by the other members present if it is a general meeting; or
- (b) a **Board Member** elected by the other **Board Members** present if it is a **Board** meeting.

35 Secretary

The Secretary must ensure:

- (a) coordination of the correspondence of the Association;
- (b) minutes of all proceedings of general meetings and of **Board** meetings are kept in accordance with section 38 of the Act;
- (c) maintenance of the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 36(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

36 Treasurer

(1) The Treasurer must ensure:

- (a) receipt of all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
- (b) payment of all moneys received into the account of the Association within 5 working days after receipt;
- (c) any payments authorised by the **Board** or by a general meeting of the Association from the Association's funds; and
- (d) electronic funds transfer and cheques are signed in accordance with the approved Delegations Register.

(2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.

(3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.

(4) If directed to do so by the Chairperson, the Treasurer must submit to the **Board** a report, balance sheet or financial statement in accordance with that direction.

(5) The Treasurer must ensure custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.

(6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

37 Public officer

(1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.

(2) The public officer must keep a current copy of the Constitution of the Association.

Part 5 Meetings of the Board

38 Frequency and calling of meetings

- (1) The **Board** must meet together for the conduct of business not less than four (4) times in each financial year unless otherwise provided in the Schedule.
- (2) The Chairperson, or at least half the **Board Members**, may at any time convene a special meeting of the **Board**.
- (3) A special meeting may be convened to deal with an appeal under clause 21.

39 Voting and decision making

- (1) Each **Board Member** present at the meeting has a deliberative vote.
- (2) A question arising at a **Board** meeting must be decided by a majority of votes.
- (3) If there is no majority, the person chairing the meeting has a casting vote in addition to a deliberative vote.

40 Quorum

For a **Board** meeting, one-half of the **Board Members** constitutes a quorum unless otherwise provided in the Schedule.

41 Procedure and order of business

- (1) The procedure to be followed at a **Board Meeting** must be determined from time to time by the **Board**.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

42 Disclosure of interest

- (1) A **Board Member** who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the **Board** in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The Chairperson must ensure a **Board Member** who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

Part 6 General meetings

43 Convening general meetings

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (3) Tourism Central Australia will hold a minimum of two General Meetings per year in addition to the Annual General Meeting

(4) The **Board**:

- (a) may at any time convene a special general meeting;
- (b) must, within 21 days after the Secretary receives a notice under clause 21(1), convene a special general meeting to deal with the appeal to which the notice relates; and
- (c) must, within 21 days after it receives a request under clause 44(1), convene a special general meeting for the purpose specified in that request.

44 Special general meetings

- (1) A special general meeting may be called by the **Board** or on receipt by the Chairman of the Association of a requisition signed by at least twenty (20) members unless otherwise provided in the Schedule.
- (2) The request must:
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- (3) If the **Board** fails to convene a special general meeting within the time allowed:
 - (a) for clause 43(4)(b) – the appeal against the decision of the **Board** is upheld; and
 - (b) for clause 43(4)(c) – the members who made the request may convene a special general meeting as if they were the **Board**.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 21 days' notice of a special general meeting.
- (6) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

45 Annual general meeting

- (1) The Secretary must give to all members not less than 21 days' notice of an annual general meeting unless otherwise provided in the Schedule.
- (2) The notice must specify:
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first – the consideration of the accounts and reports of the **Board**;
 - (b) second – the election of new **Board Members**;

- (c) third – any other business requiring consideration by the Association at the meeting.

46 Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

47 Notice of meetings

- (1) The Secretary must ensure that a notice is given under this Part by:
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members, or
 - (c) sending it via Email to their registered Email address, or
 - (d) advertising in a local newspaper circulated in the Central Australia region at least 21 days prior to the date for such meetings
- (2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

48 Quorum at general meetings

At a general meeting, the number or the proportion of members present specified in the Schedule constitutes a quorum.

49 Lack of quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present:
 - (a) for an annual general meeting or special general meeting convened under clause 43(4)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - (b) for a meeting convened under clause 43(4)(b) – the members who are present or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 43(4)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.

- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

50 Voting

- (1) Each member present at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting:
 - (a) an ordinary resolution put to the vote is decided by a majority of votes made; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present vote in favour of the resolution.
- (3) A poll may be demanded by the Chairperson or by 3 or more members present or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

51 Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any annual general meeting or special general meeting.

Part 7 Financial management

52 Financial year

The financial year of the Association is specified in the Schedule.

53 Funds and accounts

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the **Board** may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes, electronic funds transfer and other negotiable instruments must be signed as stipulated in the Delegations Register.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the **Board**, the Treasurer may authorise a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

54 Accounts and audits

The responsibility of the **Board** under clause 33(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

- (a) the keeping of accounting records;

- (b) the preparation and presentation of the Association's annual statement of accounts;
and
- (c) the auditing of the Association's accounts.

Part 8 Grievance and disputes

55 Grievance and disputes procedures

- (1) This clause applies to disputes between:
 - (a) a member and another member or;
 - (b) a member and the **Board**.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (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 after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) for a dispute between a member and another member – a person appointed by the **Board**; or
 - (ii) for a dispute between a member and the **Board** – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party;
and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process 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.

Part 9 Miscellaneous

56 Common seal

- (1) The common seal of the Association must not be used without the express authority of the **Board** and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
 - (a) the Chairperson;
 - (b) the Secretary;
 - (c) the Treasurer.
- (3) The common seal of the Association must be kept in the custody of the Secretary or another person the **Board** from time to time decides.

57 Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that:
 - (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the members.

**SCHEDULE
TO THE CONSTITUTION**

PART 1 – MANDATORY DETAILS

Name (clause 1)

The name of the incorporated association is **Tourism Central Australia Incorporated**, and the logo is:



Objects and purposes (clause 2) the objects and purposes of the Association are as follows:

- (a) to provide leadership and to work in partnership with the tourism industry in Central Australia to drive the development of tourism product, marketing and infrastructure
- (b) to promote the Central Australia Region to increase visitor numbers, yield and dispersal
- (c) to provide quality visitor information services to ensure visitor satisfaction and increase visitor numbers, yield and dispersal
- (d) to work with industry stakeholders to facilitate quality tourism experiences and products are presented to visitors to the Region
- (e) to represent and advocate on behalf of members in relation to tourism issues, and to facilitate within the tourism industry collaboration and professionalism

Minimum number of members (clause 3)

The Association must have at least 25 members.

Quorum at general meetings (clause 12)

At a general meeting 20 members present constitutes a quorum.

Financial year (clause 5)

The financial year of the Association is the period of 12 months ending on 30 June.

PART 2 – ADDITIONAL DETAILS

Composition of the Board (clause 23)

In addition to the office holders specified, the **Board** shall consist of:

Not less than four (4) and no more than six (6) **Board Members** duly elected at an Annual General Meeting in accordance with Division 3 of the Constitution

In addition, the following organisations are invited to nominate persons to fulfil **Stakeholder** positions, without voting rights on the **Board**. These invitations will be sent when notice is given for an Annual General Meeting. **Stakeholders** will be invited to serve a two-year term.

- One (1) person appointed by the Chief Executive Officer of Tourism NT (or their renamed and/or equivalent organisations from time-to-time) based in Central Australia or their delegate;
- One (1) person appointed by the Chief Executive of the Parks & Wildlife Commission (or their renamed and/or equivalent organisations from time-to-time) based in Central Australia or their delegate; and
- One (1) person appointed by the Alice Springs Town Council (or their renamed and/or equivalent organisations from time-to-time), such a person to be an Elected Member of Alice Springs Town Council or their delegate.
- One (1) person appointed by the Barkly Regional Council (or their renamed and/or equivalent organisations from time-to-time), such a person to be an Elected Member of Barkly Regional Council or their delegate.