

## Motion One

**That the definition of Board be deleted and replaced with the following:**

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

**And that the definition of Stakeholder be deleted and replaced with the following:**

*Stakeholder* means Board representative nominated from Tourism Central Australia's key stakeholders being; Alice Springs Town Council, Barkly Regional Council both with voting rights and the 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.

**And that the current Section 23 be deleted and replaced with the following:**

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, with 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 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.

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)
- One (1) person appointed by the Chief Executive of the Parks & Wildlife Commission (or their renamed and/or equivalent organisations from time-to-time)

Explanation:

Alice Springs Town Council has long advocated their interest to have local government stakeholder roles as a voting members of the Board. The Board sought to test the views of the membership on this topic. If successful, the Alice Springs Town Council and Barkly Regional Council will have voting members on the Board while the Tourism NT and Parks and Wildlife will remain as non-voting.

It is also recommended that the clause enshrining that the Tourism NT and Parks and Wildlife positions must be from Central Australia is proposed to be removed. The board proposes that the position should be held by senior management of these two agencies and sometimes that will mean that these positions may be based in Darwin, not Central Australia.

This proposed change also impacts section 23 (1) as well as Part Two of the Schedule

## Motion Two

**That a new section be inserted to Section 5 (2) after point (f) and add in new section (3) and (4) that reads:**

- (g) enter into any other contract it considers necessary or desirable.
  - (h) engage and terminate staff;
  - (i) compromise any claims made against it;
  - (j) carry on or be engaged or concerned in any business;
  - (k) make donations, give grants and sponsor individuals or groups;
  - (l) act on professional advice;
  - (m) incorporate or settle any subsidiary company or trust;
  - (n) insure itself, its office bearers, its staff or its property for any risk;
  - (p) do anything reasonably ancillary to the exercise of any of the foregoing powers.
- (3) The Association must not distribute any income or assets directly or indirectly to its members, except as provided in subclauses (4).
- (4) Subclause (3) does not stop the association from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the association, or
  - (b) making a payment to a member in carrying out the association's purposes, with prior approval from the committee.

**Explanation:** This is a modernising clause change that gives guidance on what TCA can and can't do which aligns to the new "model" rules as recommended by our solicitor and Associations Division.

## Motion Three

**That the word “General” in Section 11 (1) be changed to the word “Board”.**

**Explanation** – the purpose of this is to modernise this clause to reflect that the Board endorses the membership fees each year rather than a General Meeting.

## Motion Four

**That the word “Treasurer” In Section 11 (2) be replaced with the word “organisation”**

**Explanation:** This is a modernisation update. This will now mean members pay membership to the “organisation” and not to the “Treasurer”

## Motion Five

**That the number three “3” be replaced in section 11 (3) with the number two (2).**

**Explanation:** This will effectively mean that a member’s membership will wash out after two months of failure to pay membership subscriptions rather than the current three months. This will mean non-paying members will have all membership benefits cease after two months.

## Motion Six

**That Clause 13 be deleted and replaced with the following new Clause 13**

### **13     *Voting***

- (1) Members shall have one vote at Annual General, General and Special meetings of the Association.*
- (2) A Members vote at an Annual General Meeting can be exercised either;*
  - (a) By the Member personally in attendance (including electronic attendance where permitted); or*
  - (b) By voting paper (including an electronic voting paper where permitted) delivered at or before the commencement of the Annual General Meeting*
- (3) The Board may by ordinary resolution make such rules and procedures as are necessary to administer the processes of electronic attendance, voting papers and electronic submissions of voting papers. This includes without limitation engaging the assistance of third party’s in the administration those processes.*

**Explanation:** This is a modernisation update that will give allowance for members to vote electronically as well as the mechanism of using electronic voting papers at AGMS meetings. It removes the former clause that enshrined that votes could only be taken at meetings from people in attendance. Given our geography this often disempowers regional members who cannot attend in person. Voting at AGMs could be conducted via electronic voting under this clause if approved by the Board.

## Motion Seven

**That section 23 (2) (e) be deleted and replaced with a new section that reads:**

**(e) any other elected member provided for in this constitution**

**Explanation:** The previous clause was incomplete and read “*any other elected member provided for in the*” In a previous revision there must have been a mistake made where this sentence was not complete.

## Motion Eight

**That Section 29 be deleted and replaced with the following new Section 29**

### **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 vote of a Member in a ballot may be exercised;
  - (a) By the Member personally in attendance (including electronic attendance where permitted); or
  - (b) By voting paper (including an electronic voting paper where permitted) delivered at or before the commencement of the Annual General Meeting

**Explanation:** This modernises the constitution to allow members to vote either in person or via electronic voting paper assuming the Board approve this.

## Motion Nine

**That section 30 (b) (i) be amended by adding in the words “(unless leave is approved by the Chairperson)” after the word “meetings” and before the semi colon .**

**Explanation:** This means that a Board Director’s position can become vacant if a board member misses two consecutive meetings, now unless the leave to not attend is approved by the Chairperson.

## Motion Ten

**That section 32 (1) be deleted and replaced with a new Section 32 (1) that reads;**

- (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's vacancy for the balance of their term.

**Explanation:** If a Board member resigns during their term this clause will mean that the new Board director who fills that casual vacancy will now serve the remaining time of the resigning board director's term. This will mean we will no longer have more than 5 vacancies to elect at an AGM.

## Motion Eleven

**That Section 38 be amended and renumbered to add in a new Section (2) that reads**

- (2) Board Members may attend electronically where the Board resolves to allow this either on a case-by-case basis or in accordance with any standing procedure.

**Explanation:** This modernises the constitution to allow for Board Directors to attend Board meetings electronically. With Zoom/Teams this clause facilitates the ability to meet electronically either full or in part.

## Motion Twelve

**That the word "Chairman" in Section 44 (1) be deleted and replaced with the word "Chairperson"**

**Explanation:** The use of the term chairperson is used throughout the constitution with the exception of this clause. This change will conform with language used throughout the constitution.

## Motion Thirteen

**That section 45 be amended to include a new clause "45A" after point three that reads:**

### **45A Electronic Attendance**

The Board may by ordinary resolution make such rules or procedures as it thinks fit to allow electronic attendance by Member's at any general meeting (including Annual General Meetings).

**Explanation:** This allows members who electronically dial into the meeting to participate more effectively in the processes of the meetings and also facilitates their ability to vote on motions at the meetings.

## Motion Fourteen

**That the current section 47 be deleted and replaced with the following:**

### **47 Notice of meetings**

- (1) The Secretary must ensure that a notice is given under this Part by serving it on a member personally; or
- (2) sending it via any electronic means directed to a Member at an address or such other method of direction advised by the Member to the Association from time to time; or
- (3) sending it via ordinary post to any postal addresses advised by the Member to the Association from time to time
- (4) 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.

**Explanation:** This modernises the constitution to allow communication to members of a notice of meeting wither electronically or via ordinary post.

## Motion Fifteen

**That section 50 be deleted and replaced with a new section 50 that reads:**

### **50 Voting**

- (1) Each member present at a general meeting is entitled to a deliberative vote.
- (2) A Member's vote at a general meeting may be exercised;
  - (a) By the Member personally in attendance (including electronic attendance where permitted); or
  - (b) By voting paper (including an electronic voting paper where permitted) delivered at or before the commencement of the general meeting

**Explanation:** This enshrines that a member could vote either personally in attendance or via electronic attendance as well as includes the ability to electronically vote via a voting paper. The approval of which must be approved by the Board in accordance to Section 13 (3) see above.

## Motion Sixteen

**That the Schedule to the Constitution Part One be amended so as to remove the words “, and the logo is:” as well as the actual logo.**

**Explanation:** Recommended by the Associations Division as this will mean that whenever there is change to the logo there needs to be a constitution change put to members.