

# **TOURISM MOUNT GAMBIER**

## **A SUB COMMITTEE OF MOUNT GAMBIER CHAMBER OF COMMERCE INC.**

### **TERMS OF REFERENCE**

#### **1. TITLE**

Tourism Mount Gambier shall be a sub-committee of the Mount Gambier Chamber of Commerce pursuant to the provisions of Section 10.6 of the Mount Gambier Chamber of Commerce Constitution.

#### **2. PURPOSE**

The Sub Committee is established for the purpose(s) of:

- a) To act as the peak industry body advocating on behalf of the tourism industry.
- b) Develop and implement a Tourism Strategic Plan to support growth of the tourism economy in the Mount Gambier area.
- c) Represent the interests of members in liaising with local Councils, State and Federal government departments, community, and service groups and other organisations.
- d) Promote Mount Gambier as a tourism destination.
- e) Manage branding strategy and marketing communication for the promotion of tourism.
- f) Increase tourism direct revenue by promoting new tourism product and services and the expansion of existing tourism product and services.

#### **3. THE SUBCOMMITTEE**

- 3.1 The affairs of the Tourism Mount Gambier Subcommittee of the Mount Gambier Chamber of Commerce shall be managed by the Subcommittee hereafter referred to as the Subcommittee.
- 3.2 With the exception of the member nominated by the Mount Gambier Chamber of Commerce all members of the Subcommittee must be financial members of Tourism Mount Gambier.
- 3.3 The Subcommittee is to comprise of:
  - a) Industry Members: Five (5) members who are Ordinary Members of Tourism Mount Gambier.
  - b) Appointed Members: A maximum of two (2) appointed members who may be Ordinary or Associate members of Tourism Mount Gambier.
  - c) Mount Gambier Chamber of Commerce Delegate: One (1) member nominated by the Mount Gambier Chamber of Commerce from within the ranks of their Board.
- 3.4 No employee or paid servant of the Mount Gambier Chamber of Commerce or the Tourism Mount Gambier Subcommittee shall be eligible for election or appointment to the Subcommittee.
- 3.5 Members of the Subcommittee are appointed at the Annual General Meeting of Tourism Mount Gambier.
- 3.6 All Subcommittee members are appointed for a term of two (2) years.
- 3.7 Nomination of the Mount Gambier Chamber of Commerce Delegate will be advised in writing not less than seven (7) clear days prior to the Annual General Meeting.
- 3.8 Written nominations for the two (2) Appointed Member positions must be lodged using the prescribed form and signed by at least two (2) Industry Members of Tourism Mount Gambier and the person being nominated and must reach the Secretary not less than seven (7) clear days prior to an Annual General Meeting.
- 3.9 With the exception of those members referred to in clause 3.5 any Ordinary Member of Tourism Mount Gambier can nominate for election to the Subcommittee.

- 3.10 If there are only two (2) nominations for the positions of Appointed Member those persons will be declared elected. Otherwise there will be a ballot for the positions. The two (2) persons with the most votes will be elected. If there is an equality of votes successive ballots will be held until the deadlock is broken.
- 3.11 The Subcommittee may fill any casual vacancy on the Subcommittee, including a vacancy remaining after the Annual General Meeting.
- 3.12 The Subcommittee may, by special resolution, remove any Subcommittee member who has:
- a) contravened these Terms of Reference; or
  - b) neglected to carry out their duties under these Terms of Reference; or
  - c) been absent for two consecutive board meetings without the consent of the Subcommittee; or
  - d) committed an act of bankruptcy as described in the Bankruptcy Act.

#### **4. OFFICE BEARERS**

The following Office Bearers shall be appointed by vote of eligible members at the Annual General Meeting.

- a) A Chairperson.
- b) A Deputy Chair Person.
- c) A Secretary.
- d) A Treasurer.

#### **5. POWERS OF THE SUBCOMMITTEE**

The powers of the Subcommittee are:

- 5.1 To seek or receive membership fees, donations, gifts and property of any kind.
- 5.2 To publish periodicals, reports and other documents.
- 5.3 To make submissions to governments, industry bodies and other organisations on behalf of members.
- 5.4 To provide education and disseminate literature relating to Tourism Mount Gambier or its purposes.
- 5.5 To join or cooperate with any other body in order to further any purpose of Tourism Mount Gambier.
- 5.6 To contribute to any body, or support any body, with similar purposes to Tourism Mount Gambier.
- 5.7 To arrange and provide activities to promote cooperation, networking and training of members.
- 5.8 To deal with property of all kinds and in any manner.
- 5.9 To enter into any arrangement.
- 5.10 To invest in property of Tourism Mount Gambier in any manner.
- 5.11 To borrow money on any terms, operate bank accounts and give any security.
- 5.12 To carry on any business.
- 5.13 To carry on any legal proceedings.
- 5.14 To engage and dismiss employees.
- 5.15 To pay any expense.
- 5.16 To establish or incorporate such other bodies, associations or corporations as may be necessary or desirable to give effect to the purposes expressed herein.
- 5.17 To acquire property including freehold and leasehold property and to arrange its proper use for the benefit of members of Tourism Mount Gambier.

- 5.18 To sell or otherwise dispose of property as shall no longer be required for the purpose of Tourism Mount Gambier.
- 5.19 To raise money for the purposes of Tourism Mount Gambier by means of grants, mortgage, debenture, overdraft, unsecured loans, commissions, commercial business arrangements or otherwise in such manner and upon such terms as Tourism Mount Gambier shall from time to time think fit.
- 5.20 To administer any property held in trust.
- 5.21 To all such other acts and things to further the purposes of Tourism Mount Gambier as Tourism Mount Gambier or the Subcommittee thinks fit.
- 5.22 To do anything else that Tourism Mount Gambier or the Subcommittee decides.

## **6. Property**

- 6.1 All income and assets of Tourism Mount Gambier shall be applied exclusively to the promotion of its purposes and no portion shall be paid or distributed directly or indirectly to the members of Tourism Mount Gambier except as bona fide remuneration for services rendered or expense incurred on behalf of Tourism Mount Gambier.
- 6.2 This does not restrict the payment in good faith of:
  - a) Reasonable remuneration to any officer or member for services actually rendered.
  - b) Reasonable rental for property let or hired to Tourism Mount Gambier by a member.
  - c) Any payment incidental to Tourism Mount Gambier's activities provided it is consistent with the purposes of Tourism Mount Gambier.

## **7. MEMBERSHIP**

- 7.1 Membership of Tourism Mount Gambier shall be divided into the following categories:
  - a) Ordinary Members
  - b) Associate Members
- 7.2.1 Ordinary Members must meet the following criteria:
  - a) Own a business which trades primarily in the area of accommodation, food service, hospitality, visitor activities, visitor attractions, visitor transport; or derives a substantial amount of its income from tourism.
  - b) Has operations within one hundred (100) kilometres of Mount Gambier.
- 7.2.2 Associate Members must meet the following criteria:
  - (i) Any business or individual who wishes to support the purposes and objectives of Tourism Mount Gambier. All membership applications are to be determined for approval by the Board at the first Board meeting following the receipt of the membership application.
- 7.3 A company may be a member but it must nominate in writing to the Secretary a natural person to be its representative.
- 7.4 Membership applications must be made using the form prescribed form by the Subcommittee.
- 7.5 A member may resign at any time by notice in writing to the Secretary. Membership fees are not refundable on resignation.
- 7.6 The Subcommittee may suspend or cancel the membership of a member.
- 7.7 Membership does not give any right or interest in the property of Tourism Mount Gambier.
- 7.9.1 The Subcommittee shall determine Annual Membership fees prior to the 30<sup>th</sup> day of October in each year.
- 7.9.2 Membership fees shall be due and payable on the twenty eighth (28<sup>th</sup>) day of February in each year.

- 7.9.3 A member who has not paid their membership subscription by the thirtieth (30<sup>th</sup>) day of April in each year will cease to be a member of Tourism Mount Gambier.
- 7.10 A member must have been a member for no less than ninety (90) days to be entitled to vote at any General Meeting.

## **8 OBSERVERS**

- 8.1 The City of Mount Gambier shall be invited to appoint one (1) person to attend Subcommittee meetings as an observer.
- 8.1.1 The appointed person shall not be an Ordinary Member or Associate Member of Tourism Mount Gambier.
- 8.1.2 It is preferred that the appointed person be a Councillor.
- 8.1.3 The Observer shall be provided notices of meetings, agendas and reports in the same manner as any other Subcommittee member but does not have an entitlement to vote at Subcommittee meetings and does not form part of membership for the purpose of a quorum.

## **9 SUBCOMMITTEE MEETINGS**

- 9.1 The Subcommittee will meet as and when they deem it necessary however a minimum of six (6) meetings will be held each calendar year.
- 9.2 Notice of a meeting may be given:
- a) At a previous meeting; or
  - b) By written means (email and SMS message permitted) setting out the date, time and place of the meeting; and shall be provided at least three (3) clear days prior to the meeting.
- 9.3 If three (3) Subcommittee Members request a meeting in writing to the Chairman a meeting must be held as soon as practicable. Such a written request shall include the topic(s) to be discussed at said meeting.
- 9.4 A Subcommittee meeting is convened for any period when a quorum of Subcommittee members is physically present or in touch with each other by telephone or video conference facility.
- 9.5 A quorum consists of four (4) Subcommittee members.
- 9.6 Any Subcommittee member has one vote on any motion or matter for decision.
- 9.7 Any motion set out in writing in a document signed by all Subcommittee members is deemed to have been passed at a duly convened meeting.
- 9.8 In the case of equality of votes on any motion or matter for decision the Chairperson does not have a casting vote and the motion must be declared lost.
- 9.9 A Subcommittee member must disclose any financial interest in any contract or proposed contract with the Board.
- 9.10 No Subcommittee member may take part in any decision about a contract or proposed contract in which they have a financial interest.

## **10 PROXIES**

- 10.1 Ordinary Members of the Subcommittee may appoint another Ordinary Member of the Subcommittee to vote as their proxy and in such case the Member holding the proxy shall have more than one vote on any matter or decision to be made by the Subcommittee.
- 10.2 Notice of appointment of a proxy must be submitted to the Chairperson and Secretary of the Subcommittee by written means (email and SMS message permitted) no less than one (1) hour prior to the commencement of the meeting for which the proxy is to be used.

## **11 SUBCOMMITTEE BUSINESS**

- 11.1 The Subcommittee is responsible for the administration of Tourism Mount Gambier. It must carry out any decisions of a General Meeting.
- 11.2 The Subcommittee may delegate any of its functions to any Subcommittee member or members.
- 11.3 The Subcommittee may delegate any of its functions to any staff it may employ, second, or have provided to the Subcommittee by another organisation.
- 11.4 The Subcommittee may establish Working Parties to carry out any of its functions.
- 11.5 Any person including a non-member of Tourism Mount Gambier may be appointed to a Working Party.
- 11.6 At least one Subcommittee member must be appointed to each Working Party.
- 11.7 The Subcommittee shall provide copies of its meeting minutes to the Mount Gambier Chamber of Commerce and the City of Mount Gambier Council. Such records shall be provided as soon as practicable follow any Subcommittee meeting and in any case not more than two (2) weeks following any Subcommittee meeting.

## **12 ROLE AND RESPONSIBILITIES OF SUBCOMMITTEE MEMBERS**

The role of a Subcommittee member is to:

- a) Participate in the deliberations of the Subcommittee with regard to the policy and business which is before it;
- b) Be mindful of the objectives and policies as they relate to the business of the Subcommittee;
- c) Be aware of Subcommittee resources, budget and strategic plan, and the need for efficiency and effectiveness in the activities for which the Subcommittee has been established;
- d) Be informed on issues before the Subcommittee, to prepare adequately for meetings and seek additional information if required;
- e) Be mindful of the potential for a "Conflict of Interest" to occur through participation on the Subcommittee and to declare such Interests as and when they arise;
- f) Represent the interests of Tourism Mount Gambier honestly and fairly; and
- g) Observe confidentiality when it is required.

## **13 CHAIRPERSON**

- 13.1 The Chairperson shall preside over all meetings of the Subcommittee.
- 13.2 In the absence of the Chairperson, those present may elect one of their number to be Chair.
- 13.3 The Chair's ruling on any matter of meeting procedure is final and binding on the meeting.

## **14 SECRETARY**

- 14.1 The Secretary of the Subcommittee may be an officer of the Subcommittee or a person appointed ex officio to the job of Secretary of the Subcommittee.
- 14.2 The Secretary must:
  - a) Carry out all secretarial functions of the Subcommittee; and
  - b) Give all notices that may be required under these Terms of Reference; and
  - c) Generally carry into effect the directions of the Subcommittee; and
  - d) Keep accurate minutes of the meetings and resolutions of the Subcommittee.

## **15 TREASURER**

- 15.1 The Treasurer must:
  - a) Control all funds of Tourism Mount Gambier; and

- b) Ensure all funds received are paid into a Tourism Mount Gambier bank account as soon as practicable after receiving them: and
  - c) Ensure Tourism Mount Gambier debts are paid as they become due; and
  - d) Ensure accurate records are kept of all financial affairs, money matters, and fund raising activities of Tourism Mount Gambier.
- 15.2 All cheques must be signed by the Treasurer and one other Subcommittee member or paid employee approved for that purpose by the Subcommittee.
- 15.3 The Treasurer must submit to the Subcommittee regular statements of the financial position of Tourism Mount Gambier.
- 15.4 The Treasurer must present Tourism Mount Gambier's financial statements at the Annual General Meeting.

## **16 ANNUAL GENERAL MEETING**

- 16.1 With the exception of the inaugural Annual General Meeting which shall be held on a date to be determined by the Subcommittee, the Annual General Meeting will be held between the first (1<sup>st</sup>) day of September and the thirty first (31<sup>st</sup>) day of October each year, at a time and place fixed by the Subcommittee.
- 16.2 Notice of the Annual General Meeting is to be made not less than twenty one (21) days prior to the meeting by written electronic means including post, email, text (SMS/MMS), or facsimile.
- 16.2.1 Each Annual General Meeting must deal with the following matters and no other matters:
- a) Apologies
  - b) Members Present
  - c) Confirmation of Minutes of the previous Annual General Meeting
  - d) President's Report
  - e) Treasurer's Report and Financial Statements
  - f) Election of Office Bearers
  - g) Election of Ordinary Members of the Board for remaining positions
  - h) Election of Appointed Members of the Board for remaining positions
  - i) Any other matter listed in the notice of the meeting
- 16.3 A quorum shall comprise of fifteen (15) financial Ordinary Members.

## **17 SPECIAL GENERAL MEETING**

- 17.1 A Special General Meeting must be called by the Secretary following:
- a) A resolution to that effect of the Subcommittee or the Annual General Meeting.
  - b) Receipt of a written request signed by not less than fifteen (15) Ordinary Members.
- 17.2 Within fourteen (14) days of any of the events in Clause 15.1 the Secretary must give notice of the Special General Meeting.
- 17.3 The notice must contain the matters to be dealt with at the Special General Meeting.
- 17.4 No other matters may be dealt with at the Special General Meeting.
- 17.5 A quorum shall comprise of fifteen (15) financial Ordinary Members.

## **18 PROCEDURE GENERAL MEETINGS**

- 18.1 Subject to Clause 16.2 the quorum for a general meeting is not less than fifteen (15) Ordinary Members, or one quarter of the Ordinary Members, whichever is the greater.
- 18.2 If a quorum is not present at any meeting within thirty (30) minutes of the notified starting time, the Chair must adjourn the meeting for not less than seven (7) days and not more

than fourteen (14) days. Those members present at the resumption of the meeting will constitute a quorum.

- 18.3 Voting at general meetings shall be by show of hands. However, if the Chair, or no less than one quarter of the Ordinary Members present require it, voting will be by secret ballot.
- 18.4 Each Ordinary Member including the Chair has one (1) vote on any motion or matter for decision. In the case of an equality of votes the motion must be declared lost.

## **19 AUDITORS**

- 19.1 The Subcommittee will appoint and remove auditors to audit the Subcommittee's annual financial statements or for any other purpose.
- 19.2 A copy of the auditor's report shall be provided to the Mount Gambier Chamber of Commerce and the City of Mount Gambier Council following the Annual General Meeting of Tourism Mount Gambier.

## **20 ALTERING THE TERMS OF REFERENCE**

These Terms of Reference may be altered or replaced at any time following a unanimous vote of the Subcommittee and concurrence of the Mount Gambier Chamber of Commerce.

## **19. DISSOLUTION**

- 19.1 Dissolution of the Subcommittee may be effected by unanimous vote of either The Mount Gambier Chamber of Commerce Board or the Tourism Mount Gambier Board.
  - 19.1.1 In the case of the Mount Gambier Chamber of Commerce resolving to dissolve Tourism Mount Gambier, notice of a such a decision will be given in writing to the Chairperson of the Subcommittee as soon as practicable after the resolution has been passed by the Mount Gambier Chamber of Commerce.
  - 19.1.2 The dissolution shall not come into effect for a period of twelve (12) months from the date of any resolution to dissolve so as to allow for the Subcommittee to wind up it affairs.

## **20. INTERPRETATION**

Any ambiguity or difficulty in interpretation of these terms of reference shall be resolved by the Tourism Mount Gambier Subcommittee.