



Women in Tourism & Hospitality Tasmania Inc.

CONSTITUTION

27 September 2023

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1. Name of the Association

The name of the Association is: **Women in Tourism and Hospitality Tasmania Inc.**

2. Definitions

In these Rules, unless the context otherwise requires:

- a) **Accounting records** has the same meaning as in the Act;
- b) **The Act** means the Associations Incorporation Act 1964 (Tas);
- c) **Annual General Meeting** means an Annual General Meeting of the Association held under [Rule 14](#);
- d) **Association** means the Association referred to in Rule 1;
- e) **Association** has the same meaning as in the Act;
- f) **Auditor** means the person appointed as the auditor of the Association under [Rule 13](#) and Rule [14.5.5](#).
- g) **Authorised deposit-taking institution** means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;
- h) **Basic objects of the Association** means the objects and purposes of the Association as stated in an application under Section 7 of the Act for the Incorporation of the Associations;
- i) **Committee** means the Committee of Management referred to in [Rule 23](#);
- j) **Financial year** has the same meaning as the Act.
- k) **General Meeting** means
 - i. an Annual General Meeting; or
 - ii. a Special General Meeting.
- l) **Member** shall mean all persons admitted pursuant to these Rules to any of the following classes of Membership:
 - i. Members – Full, Associate and Student
 - ii. Honorary Members
- a) **Officer of the Association** means a person elected as an Officer of the Association at an Annual General Meeting under [Rule 26](#) or appointed as an Officer of the Association under [Rule 24.4](#);
- m) **Ordinary business of an Annual General Meeting** means the business specified in [Rule 14.5](#);
- n) **Ordinary Committee Member** means a Member of the Committee other than an Officer of the Association;
- o) **Special Committee Meeting** means a meeting of the Committee that is convened under [Rule 28.3](#) by the President or any three of the Members of the Committee;
- p) **Special General Meeting** means a meeting of the Association, other than an Annual General Meeting, convened under [Rule 15](#);
- q) **Special Resolution** has the same meaning as in the Act.
- r) **Public Officer** means the person who is appointed the Public Officer of the Association under the Act.
- s) **Industry** means the Tasmanian tourism and hospitality industry as outlined in [Rule 5.3](#).

3. Association's office

The office of the Association is to be at the address of the Public Officer or at any other place the Committee, from time to time, determines.

4. Objects and purposes of the Association

- 4.1 In addition to the basic objects and purposes of the Association as set out in Rule 4.2, the objects and purposes shall also be deemed to include:
 - 4.1.1 the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
 - 4.1.2 the purchase, sale or supply of, or other dealing in, goods;
 - 4.1.3 the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
 - 4.1.4 the acceptance of a gift for any of the objects or purposes of the Association;
 - 4.1.5 the taking of any step the Committee or the Members of the Association at a General Meeting determine expedient for the purpose of procuring contributions to the funds of the Association;
 - 4.1.6 the printing or publication (including digitally) of any newspaper, periodical, book, leaflet or other document, the Committee or the Members of the Association at a General Meeting determine desirable for the promotion of any of the objects or purposes of the Association;

- 4.1.7 the borrowing and raising of money in any manner and on terms:
 - (i) the Committee thinks fit; or
 - (ii) approved or directed by resolution passed at a General Meeting;
 - 4.1.8 subject to the provisions of the Trustee Act 1898, the investment, in any manner the Committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
 - 4.1.9 the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
 - 4.1.10 the establishment and support, or aiding in the establishment or support, of any other Association formed for any of the basic objects of the Association;
 - 4.1.11 the making of operational Rules to ensure the orderly and safe management of the Association;
 - 4.1.12 the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.
- 4.2 In this Rule, "basic objects of the Association" means the objects and purposes of the Association:
- 4.2.1 To support, connect and inspire women in the tourism and hospitality industry.
 - 4.2.2 To provide the opportunity for women to engage with industry colleagues in a welcoming, supportive and inclusive environment.
 - 4.2.3 To provide and promote educational and informational forums and opportunities specifically designed to encourage and support women's professional development in the industry.
 - 4.2.4 To encourage all Members to share their experiences and challenges to help each other.
 - 4.2.5 To support, encourage and mentor young women in the industry and/or undertaking industry-related training or education.
 - 4.2.6 Develop relationships and/or partnerships with relevant industry bodies and organisations to:
 - a) further advance women's opportunities, recognition and training
 - b) ensure industry information is conveyed to Members.
 - 4.2.7 To support charities, aid organisations and such causes as deemed relevant and worthy by the Committee.

5. Membership of the Association

- 5.1 The minimum age for Membership of the Association is 17.
- 5.2 A person who complies with the criteria set in Rule 5.3, completes and submits the annual application/renewal form and pays the relevant fee is deemed a Member once receipt is acknowledged by the Membership Officer.
- 5.3 Criteria for Membership of the Association relates to the Tasmanian tourism and hospitality industry (herein after 'the industry') which is deemed to include the following operations:
 - 5.3.1 Tourist accommodation, including hotels, motels, apartments, bed & breakfasts, caravan parks/camping grounds and the share economy.
 - 5.3.2 Tours and Tour Operators
 - 5.3.3 Attractions and Adventure Tourism
 - 5.3.4 Travel agents
 - 5.3.5 Events (including festival and conference/convention organisers, venues, etc.)
 - 5.3.6 Hospitality including Food & Drink (eg restaurants, cafes, catering, beverage cellar doors/tasting venues, bars, agri-tourism operators etc.)
 - 5.3.7 Transport (eg aviation, marine, car hire, rail etc.)
 - 5.3.8 Industry related bodies (eg government, regional tourism organisations, industry organisations etc.)
 - 5.3.9 Tourism related retail outlets.
 - 5.3.10 Tourism marketing.
- 5.4 Classes of Members are set as:
 - 5.4.1 **Full Member - Individual:**
 - a) persons who own/manage or otherwise work as an employee/contractor in the industry as per [Rule 5.3](#).
 - b) persons with previous industry experience (see Rule 5.3 for criteria) who are retired or moved to another sector but remain engaged in tourism industry issues and can contribute business skills and experience to the operation of the Association through holding a Committee position, if invited to do so by the Committee.
 - 5.4.2 **Full Member – Corporate:** businesses/corporations operating in the industry as per [Rule 5.3](#).
 - 5.4.3 **Honorary Member:** persons no longer actively employed in the industry may be appointed as Honorary Members at the discretion of the Committee or by way of gift or prize, or in return for services and /or resources donated to and benefiting the Association. Membership:
 - a) is reviewed each twelve (12) months;
 - b) carries no voting rights and no eligibility to sit on the Committee, and
 - c) has no fee for the period of Honorary Membership.

5.4.4 Associate Members – Individual and Corporate

- a) Businesses/persons involved in industry-related businesses, the broader visitor economy or other services but who do not fully qualify under the Membership criteria as set out in [Rule 5.3](#).
- b) Persons with previous experience in the industry as per the Membership criteria in [Rule 5.3](#) who have moved to another sector or retired but remain engaged with the industry and may contribute experience and business skills to the Association.
- c) Businesses will be represented at meetings and functions by nominee(s) with the proviso that if the nominee(s) is unable to attend a function, a replacement nominee(s) may attend.
- d) Associate Members do not have voting rights but are eligible to sit on the Committee if invited to do so by the Management Committee. (See [Rule 25.5](#)).

5.4.5 Student Members

- a) Restricted to students studying tourism and hospitality subjects at a recognised educational establishment.
- b) Student Membership is limited to a maximum of three years.
- c) Reduced Membership fees may be applied under [Rule 7.4](#).
- d) Student members have voting rights and are eligible to nominate for the Student Committee Member position.

5.5 The number of Members in each class shall be unlimited.

5.6 Any Member of any class may apply to the Committee to transfer to a different class of Membership where appropriate.

5.7 The Committee may change the benefits of Membership, (eg attendance of events and access to member information/resources, change in employment status) as required.

6. Income and property of the Association

6.1 The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.

6.2 No portion of the income or property of the Association is to be paid or transferred to any Member of the Association unless the payment or transfer is made in accordance with this Rule.

6.3 The Association may:

6.3.1 pay a servant or Member of the Association:

- a) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the servant or Member; or
- b) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or Member for any of the objects or purposes of the Association
- c) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the servant or Member.

6.3.2 Despite Rule 6.3.1 the Association is not to pay a person any amount under that Rule unless the Association or Committee has first approved that payment.

6.3.3 If requested by or on behalf of any other Association, organisation or body, appoint or nominate a Member of the Association to an office in that other Association, organisation or body.

6.3.4 Despite Rule 6.3.3, the Association is not to appoint or nominate a Member of the Association under that Rule to an office in respect of which remuneration is payable unless the Association or Committee has first approved:

- (i) that appointment or nomination; and
- (ii) the receipt of that remuneration by that Member.

7. Annual Membership fees

7.1 The annual Membership fees are for the financial year as stated in [Rule 10](#).

7.2 The annual Membership fee payable by Members of the Association is set by the Committee in the two months preceding the start of each financial year.

7.3 The Committee may adjust fees as required in the case of:

7.3.1 Pro-rata Memberships

7.3.2 Other circumstances as deemed necessary.

7.4 The Committee may also adjust fees to extend Memberships and associated fees as deemed required.

8. Branches

To ensure the strongest representation, participation and connection across Tasmania, the Committee may approve the establishment of Branches that agree to adhere to the Association's Constitution and to carry out the Association's objects and purposes, by drawing up a By-law under [Rule 39](#).

9. Liability of Members on winding up

In the event of the Association being wound-up, the Members shall not individually be required to contribute to satisfy the payment of debts or liabilities of the Association and any expenses incurred by such winding-up, except that any Member indebted to the Association for arrears of fees or any debt or liability contracted to the Association prior to the date of such winding-up shall be liable at law to make good any such obligation.

10. Financial year

The financial year of the Association will run from 1st September to 31st August each year.

11. Accounts of receipts and expenditure

- 11.1 Such accounting records as correctly record and explain the transactions of the Association (including any transactions as trustee) and the financial position of the Association, including details of each asset and liability of the Association are to be kept in such manner as will enable the preparation from time to time of true and fair accounts of the Association.
- 11.2 True accounts are to be kept of the following:
 - 11.2.1 each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
 - 11.2.2 each asset or liability of the Association.
- 11.3 The accounts are to be open to inspection by the Members of the Association at any reasonable time, and in any reasonable manner, determined by the Committee.
- 11.4 The Treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the Committee determines.
- 11.5 The accounts, books and records are to be kept at the Association's office or at any other place the Committee determines.
- 11.6 Accounts are not required to be audited under the Act but may be deemed necessary by resolution at an AGM under [Rule 14.5.5](#) or by the Committee under [Rule 13.4](#).

12. Banking and finance

- 12.1 On behalf of the Association, the Treasurer of the Association is to:
 - 12.1.1 receive any money paid to the Association and provide receipts for same, and
 - 12.1.2 cause the money to be paid into the account opened under Rule 12.2 as soon as practicable after it is received.
- 12.2 The Committee is to open with an authorised deposit-taking institution an account in the name of the Association.
- 12.3 A cheque drawn on an account of the Association is to be signed by the Treasurer and any one of the President, Vice President, Secretary or, in the absence of the Treasurer, any two of the signatories as duly minuted and registered with the deposit-taking institution.
- 12.4 An electronic fund transfer (EFT) drawn upon the account of the Association is to be authorised as provided for in Rule 12.3.
- 12.5 All transactions are to be tabled by the Treasurer at the next Committee meeting.

13. Audit of accounts

- 13.1 The annual financial audit requirement for Associations with revenue under \$250,000 has been removed in accordance with the amendment to the Associations Incorporation Act 1964 (Tas).
- 13.2 The requirement for a voluntary audit will be dealt with at the AGM as per [Rule 14.5.5](#).
- 13.3 The Association is still required to prepare and submit a financial statement and annual report to the Tasmanian Department of Justice each year following the AGM.
- 13.4 The Committee may commission an audit at any time as deemed necessary and present such report to the following AGM.

14. Annual General Meeting (AGM)

- 14.1 The Association is to hold an Annual General Meeting each year.
- 14.2 An Annual General Meeting is to be held at a date (being not later than the end of October in each year) and place as determined by the Committee.
- 14.3 An Annual General Meeting is to be in addition to any other General Meeting that may be held in the same year.
- 14.4 The notice convening an Annual General Meeting is to specify the purpose of the meeting.
- 14.5 The ordinary business of an Annual General Meeting is to be as follows:
 - 14.5.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - 14.5.2 to receive from the Committee and servants of the Association a report on the transactions of the Association during the last preceding financial year of the Association and its financial position at the conclusion of that year;
 - 14.5.3 to elect Members to the Committee of Management;
 - 14.5.4 to determine the remuneration, if any, of servants of the Association.
 - 14.5.5 To
 - a) Appoint an auditor or
 - b) Exercise exemption from audit under the Act.
- 14.6 An Annual General Meeting may transact special business of which notice is given in accordance with Rule 14.

15. Special General Meetings

- 15.1 The Committee may convene a Special General Meeting of the Association at any time.
- 15.2 The Committee, on the requisition in writing of at least 10 Members of the Association, is to convene a Special General Meeting of the Association.
- 15.3 A requisition for a Special General Meeting:
 - 15.3.1 is to state the objects of the meeting; and
 - 15.3.2 is to be signed by each of the requisitionists; and
 - 15.3.3 is to be deposited at the office of the Association or conveyed electronically to the Executive Committee; and
 - 15.3.4 may consist of several documents, each signed by one or more of the requisitionists.
- 15.4 If the Committee does not cause a Special General Meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day of the deposit/transmission of the requisition.
- 15.5 A Special General Meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a Special General Meeting would be convened by the Committee.
- 15.6 All reasonable expenses incurred by requisitionists in convening a Special General Meeting are to be refunded by the Association.

16. General Meetings - notices

- 16.1 At least 14 days before the day on which a General Meeting of the Association is to be held, the Secretary (or appointed Committee Member) of the Association is to publish a notice specifying:
 - 16.1.1 the place, date and time at which the meeting is to be held; and
 - 16.1.2 the nature of the business that is to be transacted at the meeting.
- 16.2 A notice is published for the purposes of Rule 16.1 if the notice:
 - 16.2.1 appears on a website, or an electronic address of the Association; and
 - 16.2.2 is sent to each Member of the Association at:
 - a) an email address that the Member has nominated as the email address to which notices from the Association may be sent; or
 - b) the Member's postal or residential address, address of business or employment; or
 - c) is given by other means, determined by the Public Officer, that is reasonably likely that the Members of the Association will be notified of the notice.

17. General Meetings - business and quorum

- 17.1 All business transacted at a General Meeting, other than the ordinary business of an Annual General Meeting, is special business.
- 17.2 Business is not to be transacted at a General Meeting unless a quorum of Members of the Association entitled to vote is present at the time the meeting considers that business.
- 17.3 A quorum for the transaction of the business of a General Meeting is one third of financial Members of the Association entitled to vote.

- 17.4 If a quorum is not present within half an hour after the time appointed for the commencement of a General Meeting, the meeting:
- 17.4.1 if convened on the requisition of Members of the Association, is dissolved; or
 - 17.4.2 if convened by the Committee, is to be adjourned to another time, date and place specified by the Chairperson at the adjournment or by notice in a manner specified by the Chairperson.

18. General Meetings - Chairperson

- 18.1 At each General Meeting of the Association, the Chairperson is to be:
- 18.1.1 the President; or
 - 18.1.2 in the absence of the President, the Vice-President; or
 - 18.1.3 in the absence of the President and Vice-President, a Member of the Association elected to preside as Chairperson by the Members of the Association present and entitled to vote at the General Meeting.

19. General Meetings - determination of questions arising

- 19.1 A question arising at a General Meeting of the Association is to be determined on a show of hands.
- 19.2 A declaration by the Chairperson that a resolution has, on a show of hands, been lost or carried, or carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

20. General Meetings – polls

- 20.1 If at a General Meeting a poll on any question is demanded:
- 20.1.1 the poll is to be taken at that meeting in the manner the Chairperson determines; and
 - 20.1.2 the result of the poll is taken to be the resolution of the meeting on that question.
- 20.2 A poll that is demanded on the election of a Chairperson, or on a question of adjournment, is to be taken immediately.
- 20.3 A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the Chairperson determines.

21. General Meetings - votes

- 21.1 On any question arising at a General Meeting of the Association, a Member of the Association (including the Chairperson) has one vote only.
- 21.2 All votes are to be given personally.
- 21.3 Despite Rule 21.1, in the case of an equality of votes, the Chairperson has a second or casting vote.

22. Public Officer

- 22.1 The Association will have a person as a Public Officer and such person shall:
- 22.1.1 carry out the functions and duties of a Public Officer as set out in this Constitution and under the Associations Incorporations Act 1964; and
 - 22.1.2 be appointed by the Committee and may hold any executive position except Auditor of the Association.
- 22.2 If the position becomes vacant, the Committee must appoint a person within 14 days. The appointee must notify the Commissioner immediately in writing of their appointment and provide full name, address and occupation.

23. Affairs of Association to be managed by a Committee

- 23.1 The affairs of the Association are to be managed by a Committee of Management constituted as provided in [Rule 25](#).
- 23.2 The Committee:
- 23.2.1 is to control and manage the business and affairs of the Association; and
 - 23.2.2 may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these Rules to be exercised and performed by Members of the Association at a General Meeting; and
 - 23.2.3 has power to do anything that appears to the Committee to be essential for the proper management of the business and affairs of the Association.

24. Officers of the Association

- 24.1 The Officers of the Association are as follows:
 - 24.1.1 President;
 - 24.1.2 Vice-President;
 - 24.1.3 Treasurer; and
 - 24.1.4 Secretary .
- 24.2 Rules 26.2, 26.3 and 26.4 apply, with all necessary modifications, to the election of persons to any of the offices referred to in Rule 24.1.
- 24.3 If an office referred to in Rule 24.1 is not filled at an Annual General Meeting, there is taken to be a casual vacancy in the office.
- 24.4 If a casual vacancy in an office referred to in [Rule 24.1](#) occurs, the Committee may appoint one of its Members or a Full Member of the Association to fill the vacancy for the remainder of that position's two-year term.
- 24.5 Each Officer of the Association is to hold office for a term of two years from the end of the Annual General Meeting following their election, excepting in the first year immediately following the amendment to two-year terms (2023-2024) when the President and Treasurer will hold office for one year and the Vice President and Secretary will be appointed for a two-year term
Thereafter the President and Treasurer will alternate with the Vice President and Secretary for two-year terms. All officers are eligible for re-election following their term.

25. Constitution of the Committee

- 25.1 The Committee consists of
 - 25.1.1 The Officers of the Association (4) as per Rule 24.1 and
 - 25.1.2 four other Committee Members elected at the Annual General Meeting and
 - 25.1.3 One student Committee Member elected at the Annual General Meeting.
 - 25.1.4 The majority of Committee Members must be currently working in the industry.
- 25.2 The Committee shall endeavour to ensure that that Committee is comprised of such persons as will provide the essential skills, knowledge and experience required to meet the objects and purposes of the Association.
- 25.3 All ordinary Committee Members are to hold office for a two-year term from the end of the Annual General Meeting at which they are elected, excepting in the first year immediately following the amendment to two-year terms (2023-2024), when two ordinary Committee Members will hold office for one year and two Committee Members will hold office for two years. Thereafter these positions will alternate each year for full two-year terms. All ordinary Committee Members are eligible for re-election following their term.
 - 25.3.1 The Student Committee Member will hold office one-year term and will be eligible for re-election following their term.
- 25.4 If an office of an ordinary Committee Member is not filled at an Annual General Meeting, there is taken to be a casual vacancy in the office.
- 25.5 If a casual vacancy in the office of an ordinary or Student Committee Member occurs, the Committee may appoint a Full Member, or invite an Associate Member with identified required skills, experience, capacity and interest to join the Committee (conditional on them upgrading their membership as per [Rule 5.4.1.b](#)) to fill the vacancy for the remainder of that position's two-year term.
- 25.6 The Public Officer is to keep a register of Committee Members.
- 25.7 The Committee may appoint, at any time, one Ex Officio Committee Member who attends meetings and is involved in committee discussions and activities, bringing particular expertise, including regional representation.
 - 25.7.1 This position must be held by either a WITH Full Member or an Associate Member.
 - 25.7.2 The term of office is until the close of the next AGM following their appointment.
 - 25.7.3 The Ex Officio Committee Member does not hold any Committee voting rights.

26. Election of Committee

- 26.1 Nomination of a candidate for election as an Officer of the Association, or as an ordinary Committee Member, is to be:
 - 26.1.1 made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - 26.1.2 delivered to the Public Officer of the Association, or their appointed representative, at least 7 days before the day on which the Annual General Meeting is to be held.
- 26.2 If insufficient nominations are received to fill all vacancies on the Committee:
 - 26.2.1 the candidates nominated are taken to be elected; and
 - 26.2.2 vacancies are considered casual and filled as per Rules 24.4 and 25.5.

- 26.3 If the number of nominations received is equal to the number of vacancies on the Committee to be filled, the persons nominated are taken to be elected.
- 26.4 If the number of nominations received by the due date exceeds the number of vacancies on the Committee to be filled, a ballot is to be held in relation to those nominations.
- 26.5 The ballot for the election of Officers and ordinary Committee Members is to be conducted prior to the Annual General Meeting in the manner determined by the Committee.

27. Vacation of office

For the purpose of these Rules, the position of an Officer of the Association, or of an ordinary Committee Member, becomes casually vacant if the Officer or Committee Member:

- 27.1 resigns office in writing addressed to the Committee; or
- 27.2 is absent from three consecutive meetings of the Committee without the permission of the other Members of the Committee; or
- 27.3 ceases to be a Member of the Association; or
- 27.4 fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the Public Officer of the Association stating that the Officer or Committee Member has ceased to be a financial Member of the Association.
- 27.5 ceases to be ordinarily resident in Tasmania; or
- 27.6 becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- 27.7 becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
- 27.8 dies.

28. Meetings of the Committee

- 28.1 Unless the Committee shall otherwise decide, the Committee is to meet at least six times per calendar year at such places and times as the Committee may determine.
- 28.2 A meeting of the Committee, other than a meeting referred to in Rule 28.1, may be convened by the President or any four of the Members of the Committee.
- 28.3 Special Committee meetings, which are meetings other than those held in accordance with Rules 28.1 and 28.2, may be convened by the President or any three of the Members of the Committee.
 - 28.3.1 Written notice of any Special Committee meeting is to be given to Members of the Committee in accordance with Rule 28.11, specifying the general nature of the business to be transacted, and no other business is to be transacted.
- 28.4 Meetings are to be attended in person, but Committee Members may attend by video-conference or tele-conference provided that attendance by those means has been approved prior to the meeting by the President.
- 28.5 At each Committee Meeting, the Chairperson is to be:
 - 28.5.1 the President; or
 - 28.5.2 in the absence of the President, the Vice-President; or
 - 28.5.3 in the absence of the President and Vice-President, a Member of the Committee elected to preside as Chairperson by the Committee Members present.
- 28.6 A quorum for the transaction of the business of a meeting of the Committee is four Committee Members.
- 28.7 Business is not to be transacted at a meeting of the Committee unless a quorum is present. If a quorum is not present within half an hour after the time appointed for the commencement of:
 - 28.7.1 a meeting of the Committee (other than a Special Committee meeting), the meeting is to be adjourned to a place, date and time to be notified; or
 - 28.7.2 a Special Committee meeting, the meeting is dissolved.
- 28.8 Any question arising at a meeting of the Committee is to be determined:
 - 28.8.1 on a show of hands; or
 - 28.8.2 if demanded by a Member, by a poll taken at that meeting in the manner the Chairperson determines.
- 28.9 Each Member present at a meeting of the Committee is entitled to one vote.
- 28.10 Despite Rule 28.9, in the case of an equality of votes, the Chairperson has a second or casting vote.
- 28.11 At least seven days before the day of each Committee meeting, a notice is to be served on each Member of the Committee by:
 - 28.11.1 Email to an address provided by the Committee Member
 - 28.11.2 Any other reasonable means requested by the Committee Member.

29. Executive Committee

- 29.1 The President, Vice-President, Treasurer and Secretary constitute the Executive Committee.

- 29.2 During the period between Committee meetings, the Executive Committee may issue instructions to the Public Officer and servants of the Association in matters of urgency connected with the management of the affairs of the Association.
- 29.3 The Executive Committee is to report on any instructions issued under Rule 29.2 to the next meeting of the Committee for ratification by the Committee.

30. Sub-Committees

- 30.1 The Committee may:
- 30.1.1 appoint a Sub-Committee from the Committee; and
 - 30.1.2 prescribe the powers, functions and reporting requirements of that Sub-Committee.
- 30.2 The Committee may co-opt any person as a Member of a Sub-Committee without voting rights, whether or not the person is a Member of the Association.
- 30.3 A quorum for the transaction of the business of a meeting of the Sub-Committee is two appointed Members entitled to vote.
- 30.4 The Members of the Sub-Committee are to convene Sub-Committee meetings at the places and times determined by them.
- 30.5 Members of Sub-Committees are to be notified of Sub-Committee meetings in the manner determined by them.

31. Disclosure of interests

- 31.1 If a Member of the Committee or a Member of a Sub-Committee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Committee or Sub-Committee at a meeting, the Member is to, as soon as practicable after the relevant facts come to the Member's knowledge, disclose the nature of the interest to the Committee.
- 31.2 If at a meeting of the Committee or a Sub-Committee a Member of the Committee or Sub-Committee votes in respect of any matter in which the Member has a direct or indirect pecuniary interest, that vote is not to be counted.

32. Service of notices and requisitions

- 32.1 Except as otherwise provided by these Rules, a document may be delivered or served under these Rules on a person by:
- 32.1.1 giving it to the person; or
 - 32.1.2 emailing it to the person's email address; or
 - 32.1.3 leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document.

33. Expulsion of Members

- 33.1 The Committee may expel a Member from the Association if, in the opinion of the Committee, the Member is guilty of conduct detrimental to the interests of the Association.
- 33.2 The expulsion of a Member under Rule 33.1 does not take effect until the later of the following:
- 33.2.1 the fourteenth day after the day on which a notice is served on the Member under Sub-Rule 33.3;
 - 33.2.2 if the Member exercises his or her right of appeal under this Rule, the conclusion of the Special General Meeting convened to hear the appeal.
- 33.3 If the Committee expels a Member from the Association, the Public Officer of the Association or their appointed representative, without undue delay, is to cause to be served on the Member a notice in writing:
- 33.3.1 stating that the Committee has expelled the Member; and
 - 33.3.2 specifying the grounds for the expulsion; and informing the Member of the right to appeal against the expulsion under Rule 34.

34. Appeal against expulsion

- 34.1 A Member may appeal against an expulsion under Rule 32 by serving on the public Officer of the Association, within 14 days after the service of a notice under Rule 32.3, a requisition in writing demanding the convening of a Special General Meeting for the purpose of hearing the appeal.
- 34.2 On receipt of a requisition, the public Officer is to immediately notify the Committee of the receipt.
- 34.3 The Committee is to cause a Special General Meeting to be held within 21 days after the day on which the requisition is received.
- 34.4 At a Special General Meeting convened for the purpose of hearing an appeal under this Rule:
- 34.4.1 no business other than the question of the expulsion is to be transacted; and
 - 34.4.2 the Committee may place before the meeting details of the grounds of the expulsion and the Committee's reasons for the expulsion; and

- 34.4.3 the expelled Member must be given an opportunity to be heard; and
- 34.4.4 the Members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- 34.5 If at the Special General Meeting a majority of the Members present vote in favour of the lifting of the expulsion:
 - 34.5.1 the expulsion is lifted; and
 - 34.5.2 the expelled Member is entitled to continue as a Member of the Association.
- 34.6 If at the Special General Meeting a majority of the Members present vote in favour of the confirmation of the expulsion:
 - 34.6.1 the expulsion takes effect; and
 - 34.6.2 the expelled Member ceases to be a Member of the Association.

35. Disputes

- 35.1 A dispute between a Member of the Association, in the capacity as a Member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.
- 35.2 This Rule does not affect the operation of [Rule 34](#).

36. Seal of Association

- 36.1 The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Common Seal".
- 36.2 The seal is not to be affixed to any instrument except by the authority of the Committee.
- 36.3 The affixing of the seal is to be attested by the signatures of:
 - 36.3.1 two Members of the Committee; or
 - 36.3.2 one Member of the Committee and the Public Officer of the Association or any other person the Committee may appoint for that purpose.
- 36.4 If a sealed instrument has been attested under Rule 36.3, it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Committee.
- 36.5 The seal is to remain in the custody of the Public Officer of the Association.

37. Application and disposal of assets

- 37.1 The income and property of the Association are to be used and applied solely in promotion of its purposes and the exercise of its powers.
- 37.2 Subject to Rules 37.3 and 37.4, the income and property of the Association is not to be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to a Member.
- 37.3 The Association may pay, in good faith, interest to a Member in respect of money advanced by the Member to the Association or otherwise owing by the Association to the Member.
- 37.4 The Association may pay or repay a Member for out of pocket expenses reasonable and proper charges for goods hired by or supplied to the Association from the Member or reasonable and proper rent for premises demised or let to the Association from the Member.

38. Dissolution

In the event of the Association being dissolved the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual Members, as approved by a majority of Members at the time of winding up.

39. By-laws

The Committee may draw up, suspend and repeal by-laws for administration of its activities. The Association's by-laws must:

- 39.1 not be inconsistent with the Constitution, and
- 39.2 be placed on a register showing those approved, suspended and repealed to be kept by the Public Officer and appended to this Constitution.



Women in Tourism & Hospitality Tasmania Inc.
ABN: 96 929 205 348

BY-LAWS REGISTER

1 March, 2021

As per the WITH Tas Constitution, the process for dealing with by-laws is as per Clause 39:

39. By-laws

The Committee may draw up, suspend and repeal by-laws for administration of its activities. The Association's by-laws must:

- 1.1 not be inconsistent with the Constitution, and
- 1.2 be placed on a register showing those approved, suspended and repealed to be kept by the Public Officer and appended to this Constitution.

In accordance with this Clause, this register will record the by-laws created, suspended or repealed.



REGISTER OF BY-LAWS

To be appended to the WITH Tas Inc Constitution

BY-LAW 1, CREATED UNDER CLAUSE 39 ON THE 1ST MARCH 2021

Formal establishment of a branch of Women in Tourism & Hospitality Tasmania Inc (WITH Tas) in Northern Tasmania.

MOTION: That a branch of Women in Tourism & Hospitality Tasmania Inc (WITH Tas) is formally established in Northern Tasmania through the creation of By-Law 1 under its Constitution (Section 39), the terms of which are that:

The WITH North branch (WITH North) agrees to:

- 1) Adhere to WITH Tas Inc's Constitution and agrees to carry out the Association's objects and purposes as per Section 4.
- 2) Run its financial year from 1 September to 31 August each year, commencing 1 September 2021 in line with that of the Association.
- 3) Work with the Association's Treasurer to:
 - a) maintain an accounts structure consistent with that of the Association.
 - b) Provide regular financial reports during the year.
 - c) Ensure end of year accounts are provided in a timely manner for combining with the Association's for audit (if required) and presentation at the Annual General Meeting.
- 1) Maintain Membership terms and fees consistent with those of the Association (as discussed and agreed as required).

Further, WITH Tas Inc and WITH North agree:

- a) That WITH North continues to provide events for Members and industry colleagues.
- b) To maintain open and supportive communications.
- c) On the common use and sharing of membership and mailing lists, website, Facebook and LinkedIn.
- d) On combined input into member/industry communications (eg newsletters, EDMs etc).
- e) To work together on Scholarship program(s).
- f) To work together to identify and implement grant opportunities.

Moved Kerry Scambler, seconded: Mary Brownell. Carried unanimously.

Signed: _____

Jill Bannon

President, WITH Tas Inc.