

## **ATHERTON TABLELANDS PROMOTION BUREAU LTD**

### **ANNEXURE A – Special Meeting 8th March 1993**

#### **Special Meeting**

At Herberton Shire Council Chambers, 3:00 pm on Monday, 8th March 1993

Present: B. Robinson, K. Rosenberg, K. de Witte, J. Leet, D. Brown, A. Allwood, R. Davison, M. Maloberti, T. Sciani, G. Arnold, A. Seary, G. Prior, C. Foster, R. Robertson.  
Proxy: Mr. R. Trotter Ms. R. Davidson Mr. W. Afflick Mr. A. Baldcock Mr. R. Burton Mr. S. Curry Mr. A. Wright Mr. E. Earl

#### **Amendment to Articles:**

It was moved Mr. Prior/Mr. Rosenberg that the Articles of Association of Atherton Tableland Promotion Bureau Limited be amended as follows:

- (a) By replacing the interpretation of "Financial Year" in Article 1 with:  
"FINANCIAL YEAR" means the period commencing on the First day of July and concluding on the Thirtieth day of June of the following year."
- (b) By replacing Article 14 with:  
  
"14. The Directors shall as soon as practicable after the Annual General Meeting appoint a member of the Board of Directors to be the Chairman of the Company for the ensuing year.  
If for any reason the position of Chairman shall become vacant, then the Directors shall elect another member of the Board of Directors to be the Chairman for the remainder of that year."

The meeting closed at 3.05pm.

Minutes confirmed by Chairman

**ATHERTON TABLELANDS PROMOTION BUREAU LTD****ANNEXURE B – Special Meeting 26th November 2004**

Special Meeting  
at Walkamin Research Station, 26th November 2004

**Proposed Rule Changes:**

The following items involve changes to the rules of the Association:

(Proposed Rule changes must be special resolutions, requiring 75% of votes cast for adoptions)

Interpretation:

“Ordinary Members” to be replaced with Full Member throughout the document.

“Financial Members” means a members who has paid to the Company an amount which is not less than the annual minimum subscription for the current financial year prescribed for the class of membership to which that members belongs (not being associate or support membership)

“Corporate Members” are deemed to have as a minimum the same rights as ordinary members.

Under Membership Section:

Proposed rule change – Member class of Local Authority Member, to be replaced by a class of Corporate Member.

Moved: Joe Moro

Second: Ray Byrnes

Carried

1. (1) The membership of the Company shall consist of the following classes of members:
  - (a) Local Authority members;
  - (b) Ordinary members;
  - (c) Associate members.

Be amended to read as follows:

- (1) The membership of the Company shall consist of the following classes of members:
  - (a) Corporate members;
  - (b) Full Members;
  - (c) Associate Members;
  - (d) Support members.

Proposed rule change - Local Authority's will join as a Corporate Member, not as a Local Authority Member.

Moved: Joe Moro

Second: Barry Smith

Carried

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2. (1) Each Local Authority within the Area that agrees in writing to become a member of the Company shall be admitted as a Local Authority member.

Be amended to read as follows:

- (1) Each Local Authority within the Area that agrees in writing to become a member of the Company shall be admitted as a Corporate member.

Proposed rule change – remove mention of Local Authority

Moved: Ray Byrnes

Second: Louise De Mazi

Carried

3. (2) Every applicant of any class of membership of the Company (other than a Local Authority) shall be proposed by one member of the Company and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Directors from time to time prescribes.

Be amended to read as follows:

- (2) Every applicant of any class of membership of the Company shall be proposed by one member of the Company and seconded by another member.

The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Directors from time to time prescribes.

Under Membership Fees Section:

Proposed rule change – inclusion of all classes of membership, not just ordinary (full) members.

Moved: Carmel Panther

Second: John Wright

Carried

- Rule 4 (1) The directors shall for each year determine the annual minimum subscription payable by ordinary members.

Be amended to read as follows:

- Rule 4 (1) The directors shall for each year determine the annual minimum subscription payable by all classes of members.

Proposed rule change – remove as there is no need for separate membership fee for councils

Moved: Gerry Collins

Second: Joe Moro

Carried

- Rule 4 (2) The membership fees for Local Authority members shall be such sum (being not less than the amount which would entitle an Ordinary member to two (2) votes at any meeting of the Company) as the Local Authorities shall mutually agree to pay to the Company in each financial year.

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Proposed rule change – remove as Directors will always determine fee structure of all classes of membership.

Moved: Carmel Panther

Second: Chris Wright

Carried

Rule 4 (3) Until otherwise determined by the Directors the annual minimum subscription payable by Associate members shall be one half of the annual minimum subscription payable by Ordinary members.

Under Membership of Board of Directors Section:

Proposed rule change – reducing the number of Directors from twelve (12), to eight (8). This effectively removes the representation of Local Government Authorities on the Board to ensure the organisation is represented by Industry.

Moved: Ray Byrnes

Second: Louise DeMazi

Carried

Rule 9 (1) There shall be a board of Directors which shall consist of a maximum of **twelve (12)** persons all of whom shall be members of the Company or authorised representatives of a member.

Be amended to read as follows:

Rule 9 (1) There shall be a board of Directors which shall consist of a maximum of eight (8) persons all of whom shall be members of the Company or authorised representatives of a member.

Proposed rule change – to remove as Local Government authorities will no longer have representation on the Board

Moved: Carmel Panther

Second: John Wright

Carried

Rule 9 (2) Each Local Authority member shall be entitled to appoint one person only to the Board of Directors.

Proposed rule change – to remove reference to Local Government Authorities

Moved: Barry Smith

Second: Carmel Panther

Carried

Rule 9 (3) At the annual general meeting of the Company, all the Directors for the time being (other than members appointed by a Local Authority) shall retire from office but shall be eligible upon nomination for re-election.

Be amended to read as follows:

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- Rule 9 (3) At the annual general meeting of the Company, all the Directors for the time being shall retire from office but shall be eligible upon nomination for re-election.

Proposed rule change – remove reference to Local Government Authorities

Moved: Gerry Collins

Second: Ray Byrnes

Carried

- Rule 4 (a) Four (4) members of the Board of Directors shall be elected on the nomination of the Local Authority members and one (1) person from each of the Areas of the Regions of Atherton, Eacham, Herberton and Mareeba shall be elected on the nomination of Ordinary members from each of those Regions respectively.

Be amended to read as follows:

- Rule 4 (a) Four (4) members of the Board of Directors shall be elected on the nomination of one (1) person from each of the Areas of the Regions of Atherton, Eacham, Herberton and Mareeba. They shall be elected on the nomination of Ordinary members from each of those Regions respectively and must represent members from within the Shire.

Proposed rule change – to amend the current Tablelands General positions to designated strategic positions to ensure representation of such designated areas.

Moved: Sharon Dennis

Second: Louise DeMazi

Carried

- Rule 9 (4) (b) Two (2) members of the Board of Directors shall be elected or appointed by the combined Ordinary members.

Be amended to read as follows:

- Rule 9 (4) (b) Two (2) members of the Board of Directors shall be elected or appointed by the combined Ordinary members and shall be designated strategic positions. These appointments are to be made to represent designated strategic areas which will be set by the outgoing Board prior to the annual general meeting.

Proposed rule change – to add the Special Interest positions into the Constitution

Moved: Joe Moro

Second: Carmel Panther

Carried

- Rule 9 (4) (c) Two (2) members of the Board shall be appointed by the incoming board as soon as possible after the annual general meeting. These positions will be designated special interest positions as deemed necessary by the board at the time.

Proposed rule change – to ensure representation from each Shire, unless nominated as a Special Interest Position.

Moved: Barry Smith

Second: Carmel Panther

Carried

- Rule 9 (6) The election of directors shall take place in the following manner:

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Any two (2) financial Ordinary members of the Company shall be at liberty to nominate any other financial member or duly authorised representative of a financial member to serve as a member of the Board of Directors;

Be amended to read as follows:

Rule 9 (6) The election of directors shall take place in the following manner:

Any two (2) financial Ordinary members of the Company shall be at liberty to nominate any other financial member or duly authorised representative of a financial member to serve as a member of the Board of Directors, in that such nominations are to be in terms of clause 9 (4). This rule will apply unless specifically excluded under section 9 (4) (c)

Proposed rule change – to remove reference to Local Government Authorities

Moved: Carmel Panther

Second: Joe Moro

Carried

Rule 9 (6) (b) The nomination, which shall be in writing and signed by the candidate and his proposer and seconder, or by a person authorised so to do by a Local Authority (as the case may be) shall be lodged with the secretary at least fourteen (14) days before the annual general meeting at which the election is to take place;

Be amended to read as follows:

Rule 9 (6) (b) The nomination, which shall be in writing and signed by the candidate and his proposer and seconder, shall be lodged with the secretary at least fourteen (14) days before the annual general meeting at which the election is to take place;

Proposed rule change – to remove reference to Local Government Authorities positions on the Board

Moved: Ray Byrnes

Second: Gerry Collins

Carried

Rule 9 (6) (c) “Each Local Authority member shall be at liberty to nominate two (2) persons for election to the Board of Directors”;

Proposed rule change – to remove reference to Local Government Authorities

Rule 9 (6) (d) Separate lists of the names of the candidates nominated by the Local Authority members and by the Ordinary members from each of the aforementioned Regions and by the combined Ordinary members from the combined regions in alphabetical order, with the proposers' and seconders' names, where appropriate shall be posted in a conspicuous place in the office or usual place of meeting of the Company for at least seven (7) days immediately preceding the annual general meeting;

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Be amended to read as follows:

- Rule 9 (6) (d) A list of the names of the candidates nominated by the Ordinary members from each of the aforementioned Regions and by the combined Ordinary members from the combined regions in alphabetical order, with the proposers' and seconders' names, where appropriate shall be posted in a conspicuous place in the office or usual place of meeting of the Company for at least seven (7) days immediately preceding the annual general meeting;

Proposed rule change – to remove reference to Local Government Authorities

Moved: Louise DeMazi

Second: Ray Byrnes

Carried

- Rule 9 (6) (e) Balloting lists shall be prepared (if necessary) containing the names of the candidates nominated by the Local Authority members and by the Ordinary members from each shire and by the combined Ordinary members from the combined regions in alphabetical order. Each financial Ordinary member present at the annual general meeting shall be entitled to vote for any number of such candidates (not exceeding the number of vacancies) for the shire within which the member resides or has his principal place of business or principal place of activity;

Be amended to read as follows:

- Rule 9 (6) (e) Balloting lists shall be prepared (if necessary) containing the names of the candidates nominated by the Ordinary members from each shire and by the combined Ordinary members from the combined regions in alphabetical order. Each financial Ordinary member present at the annual general meeting shall be entitled to vote for any number of such candidates (not exceeding the number of vacancies) for the shire within which the member resides or has his principal place of business or principal place of activity;

Vacancies on Board of Directors

Proposed rule change – to remove as is in reference to Local Government Authorities

Moved: Ray Byrnes

Second: Barry Smith

Carried

- Rule 11 (2) If a member of the Board of Directors elected or appointed on the nomination of a Local Authority shall cease to hold office for any reason, that Local Authority may nominate another person to the Board of Directors for appointment to the Board of Directors in his place and stead except as provided by Clause 11 (5).

Proposed rule change – to remove as is in reference to Local Government Authorities

Moved: Carmel Panther

Second: Chris Wright

Carried

- Rule 11 (5) Notwithstanding the provisions of Clause 9(2) a Local Authority Member may decide not to appoint a person to the Board of Directors. In such circumstances the Local Authority

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Member shall advise the Company accordingly and such vacancy may be filled by the Directors as provided in Clause 11 (3).

Proposed rule change – to remove as is in reference to Local Government Authorities

Moved: Gerry Collins

Second: Barry Smith

Carried

Rule 12 (1) A director may, with the approval of the other directors, appoint a person (whether a member of the company or not) to be an alternate director in his place during such period as he thinks fit.

Be amended to read as follows:

Rule 12 (1) A director may, with the approval of the other directors, appoint a person (whether a member of the company or not) to be an alternate director in his place during such period as he thinks fit providing the alternate director is appointed under the same guidelines as the original director.

Meeting of Directors:

Proposed rule change – to allow 7 days notice for special meetings as opposed to 14 days.

Moved: Chris Wright

Second: Carmel Panther

Carried

Rule16 (6) Not less than fourteen (14) days notice shall be given by the secretary to members of the Board of Directors of any special meeting of the Board of Directors. Such notice shall clearly state the nature of the business to be discussed thereat.

Be amended to read as follows:

Rule 16 (6) Not less than seven (7) days notice shall be given by the secretary to members of the Board of Directors of any special meeting of the Board of Directors. Such notice shall clearly state the nature of the business to be discussed thereat.

Proposed rule change – to remove reference to Local Government Authorities

Moved: Joe Moro

Second: Ray Byrnes

Carried

Rule16 (8) A Local Authority may appoint any person whether a member of the Company or not to be an alternate member of the Board of Directors in the place of a member appointed by that Local Authority who is not able to be present at a meeting of the Board of Directors. Any such alternate member shall be entitled to attend the meeting of the Board of Directors in the place of the member in respect of whom his appointment is made and to vote in the stead of that member.

Proposed rule change – to ensure Directors who may have a conflict of interest cannot vote on the tendering of projects.

Moved: John Wright

Second: Barry Smith

Carried



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**Rule 34** No director shall be disqualified by his office from contracting with the company either as vendor, purchaser, broker, solicitor, accountant or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the company in which any director shall be in any way interested be avoided nor shall such director so contracting or being such member or so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relationship thereby established but the nature of his interest must be disclosed by him at the meeting of the directors at which the contract or arrangement is determined on if his interest therein exists or in any other case at the first meeting of the directors after the acquisition of his interest. Any director may as director vote in respect of any contract or arrangement in which he is so interested as aforesaid and if he does so vote his vote shall be counted and this provision shall apply to any contract made by or on behalf of the company to give the directors or any of them any security for advances or by way of indemnity and to a settlement or set-off of cross claims and to contracts or arrangements between the company and any other company in which any such director is interested as a shareholder director or liquidator and shall not prevent the directors or any of them from lending money to the company at interest or guaranteeing or underwriting any debentures stock or shares of the company or any company promoted by it and receiving remuneration for so doing and a director of the company may be or become a director of any company promoted by the company in which it may be interested as vendor shareholder or otherwise and no such director shall be accountable for any benefits received as a director or member of such company. A general notice that a director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company shall be sufficient disclosure under this regulation as regards such director and such transaction and after such general notice it shall not be necessary for such director to give a special notice of any particular transaction with that firm or company. A director (or his alternate director) may:

- (a) vote at any meeting;
- (b) be counted so as to constitute a quorum at any meeting;
- (c) execute any document by affixing the company seal or otherwise; or
- (d) attest the affixing of the company seal.

Be amended to read as follows:

**Rule 34** No director shall be disqualified by his office from contracting with the company either as vendor, purchaser, broker, solicitor, accountant or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the company in which any director shall be in any way interested be avoided nor shall such director so contracting or being such member or so interested be liable to account to the company for any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relationship thereby established but the nature of his interest must be disclosed by him at the meeting of the directors at which the contract or arrangement is determined on if his interest therein exists or in any other case at the first meeting of the directors after the acquisition of his interest. This provision shall apply to any contract made by or on behalf of the company to give the directors or any of them any security for

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advances or by way of indemnity and to a settlement or set-off of cross claims and to contracts or arrangements between the company and any other company in which any such director is interested as a shareholder director or liquidator and shall not prevent the directors or any of them from lending money to the company at interest or guaranteeing or underwriting any debentures stock or shares of the company or any company promoted by it and receiving remuneration for so doing and a director of the company may be or become a director of any company promoted by the company in which it may be interested as vendor shareholder or otherwise and no such director shall be accountable for any benefits received as a director or member of such company. A general notice that a director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company shall be sufficient disclosure under this regulation as regards such director and such transaction and after such general notice it shall not be necessary for such director to give a special notice of any particular transaction with that firm or company. A director (or his alternate director) may:

- (a) be counted so as to constitute a quorum at any meeting;
- (b) execute any document by affixing the company seal or otherwise; or
- (c) attest the affixing of the company seal.

*(This is a direct quote from Corporate Law)*

## **ATHERTON TABLELANDS PROMOTION BUREAU LTD**

### **ANNEXURE C – Annual General Meeting 9th November 2007**

#### **ATHERTON TABLELAND PROMOTION BUREAU LIMITED t/a Tropical Tablelands Tourism**

Annual General Meeting  
at The Summit Rainforest Retreat Atherton, 3:00 pm 9<sup>th</sup> November 2007  
*(Electronic approval December 2007, Chris Wright)*

Present: Athol Durre; Michael Trout; Paul Fagg; Elaine de Bureys; Adrian Davie; Jorg; Mia Lacy; Tracy Cooper; Amanda (Cairns Post); Quentin Fletcher; Ian MacLaughlin; Liz Cayzar; Neil McGilp; Garrie Douglas; Bronwyn Cant; Con Schmidt; Frank Gallo; Steve Caught; Michael Lawrence; Barry Smith; John Collingwood; Ron Livingston; Garry Bondeson; John Donavon.

Apologies: Cr Mick Borzi; Cr Anne Portess; Cr Joe Paronella; Cr Ray Byrnes; Gordon Grimwade; Chris Wright.

#### **PROPOSED RULE CHANGES:**

Propose to have appointed Directors serve a two year term with half of the directors starting their term at yearly intervals.

Moved: Ron Livingston                      Second: Adrian Davie                      Carried Unanimously

9. (3) At the annual general meeting of the Company, all the Directors for the time being) shall retire from office but shall be eligible upon nomination for re-election.  
*(amended 24th November 2004)*

To be amended as follows:

- (3) At the annual general meeting of the Company, the Directors (for the time being) who have served a two year term shall retire from office but shall be eligible upon nomination for re-election.  
*(amended 24th November 2004 & 8<sup>th</sup> November 2007)*

#### **MEMBERSHIP OF BOARD OF DIRECTORS**

Propose to increase the number of directors to TTT Board from 8 to 11.

Moved: Michael Trout                      Second: Barry Smith                      Carried Unanimously

- 9.2 (1) There shall be a board of Directors which shall consist of a maximum of eight (8) persons all of whom shall be members of the Company or authorised representatives of a member.

To be amended as follows:

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- 9.2 (1) There shall be a board of Directors which shall consist of a maximum of eleven (11) persons all of whom shall be members of the Company or authorised representatives of a member.
- (3) (a) Four (4) members of the Board of Directors shall be elected on the nomination of one (1) person from each of the Areas of the Regions of Atherton, Eacham, Herberton and Mareeba. They shall be elected on the nomination of Ordinary members from each of those Regions respectively and must represent members from within the Shire.

To be amended as follows:

- (3) (a) Members of the Board of Directors shall be elected on the nomination of one (1) person from each of the following areas:
1. Northern Tablelands - 2 directors
  2. Southern Tablelands - 3 Directors
  3. Kuranda - 1 Director
  4. Outback - 1 Director (Evelyn Tablelands and West Country)
  5. Outback Gulf Country - 1 Director appointed by the Board
  6. Special Interest Directors Appointed by the Board - 2
  7. Member of the/a Tableland Council appointed by Board - 1

They shall be elected on the nomination of Ordinary members from each of those Regions respectively and must represent members from within the Shire.

## **ATHERTON TABLELANDS PROMOTION BUREAU LTD**

### **ANNEXURE D – Board Meeting 9th November 2007**

#### **ATHERTON TABLELAND PROMOTION BUREAU LIMITED t/a Tropical Tablelands Tourism**

Board Meeting at  
The Summit Rainforest Retreat Atherton, 9<sup>th</sup> November 2007  
*(Electronic approval December 2007, Chris Wright)*

Present: Ian MacLaughlin (IM); Quentin Fletcher; (QF); Garrie Douglas (GD); Bronwyn Cant (BC); Michael Trout (MT); Ron Livingston (RL); Garry Bondeson (GD)

Apologies: Chris Wright (CW); Gordon Grimwade (GG)

#### **CATEGORY OF MEMBERSHIP**

2. (1) The membership of the Company shall consist of the following classes of members:  
*(amended 26th November 2004)*
- (a) Corporate members;
  - (b) Full Members;
  - (c) Associate Members
  - (d) Support members
- The number of Full members and of Associate members shall be unlimited.  
*(amended 24th November 2004)*

To be amended as:

2. (1) The membership of the Company shall consist of the following classes of members:  
*(amended 26th November 2004 & 9<sup>th</sup> November 2007)*
- (a) Platinum Membership;
  - (b) Gold Membership;
  - (c) Silver Membership;
  - (d) Bronze Membership;
  - (d) Visitor Information Centres;
  - (e) Chamber of Commerce

#### **MEMBERSHIP**

2. (1) The membership of the Company shall consist of the following classes of members:  
*(amended 26th November 2004 & 9<sup>th</sup> November 2007)*
- (a) Platinum Membership;
  - (b) Gold Membership;
  - (c) Silver Membership;
  - (d) Bronze Membership;
  - (d) Visitor Information Centres;
  - (e) Chamber of Commerce

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The number of Gold; Silver and Bronze Membership shall be unlimited.  
*(amended December 2007 change to Membership Categories)*

Categories (classes) approved subject to Chris Wright's review & approval.

Moved: Ian MacLaughlin

Seconded: Michael Trout

Carried

Chris Wright reviewed and approved change to membership categories December 2007.

Interpretation to be amended from:

"Corporate Members" are deemed to have as a minimum the same rights as ordinary members.  
*(amended 26th November 2004)*

To:

"Corporate Members" to be replaced with "Platinum Membership".  
*(amended December 2007)*

Interpretation to be amended:

"Associate Members" means such persons who shall be accepted as members of the Company by the Directors and who make an annual subscription to the Company which is less than the minimum subscription prescribed for Full members;

Amended to:

"Associate Members" to be replaced with "Silver and Bronze Members" throughout the document.  
*(amended December 2007)*

Membership

- (2) Each Local Authority within the Area that agrees in writing to become a member of the Company shall be admitted as a Gold member.  
*(amended 24th November 2004)*

To be amended to:

- (2) Each Local Authority within the Area that agrees in writing to become a member of the Company shall be admitted as a Platinum member.  
*(amended December 2007)*

## **ATHERTON TABLELANDS PROMOTION BUREAU LTD**

### **ANNEXURE E – Annual General Meeting 5th September 2008**

#### **ATHERTON TABLELAND PROMOTION BUREAU LIMITED t/a Tropical Tablelands Tourism**

Annual General Meeting at Mareeba RSL, 5<sup>th</sup> September 2008

Present: Mayor, Tom Gilmore; Cr Jenny Jensen; Tracy Couper; Dan Dubbeld; Michael Trout; Bram Collins; Andrew Steel; Warrick James; Jo Hollis; Adrian Davie; Chris Wright; Ian MacLaughlin

ITEM 5: Changes to Tropical Tablelands Tourism Constitution

(1) Propose to amend section (12) Meetings of Directors:

- (9) If within half an hour from the time appointed for the commencement of a Board of Directors meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board of Directors, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

Amend to:

- (9) If within half an hour from the time appointed for the commencement of a Board of Directors meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board of Directors, shall lapse. In the event of four (4) Board of Directors are present, the meeting may continue with the condition the Directors absent from the meeting approve all decisions made in writing or by electronic communications upon receipt and review of the Minutes. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

(1) Amendment of the wording “shire/s” throughout document to read “region”.

Moved: Adrian Davie

Second: Andrew Steel

Carried Unanimously

## **ATHERTON TABLELANDS PROMOTION BUREAU LTD**

### **ANNUEXURE F – Special Meeting 17th June 2011**

#### **ATHERTON TABLELAND PROMOTION BUREAU LIMITED t/a Tropical Tablelands Tourism**

Special Meeting at Atherton Rainforest Motor Inn, Friday 17<sup>th</sup> June 2011

**Present:** Michael Trout; Bram Collins; Jim Russell; Cr Rhonda Sorensen; Neil McGilp;  
Michael Nelson; Doug Wilson; Mike Took; Jim Russell; Mike Took; Michelle Bell-Turner; David  
Inches; Graham Sandover; Malenie van Haaran; Nick Crameri.

#### **Amendment 1**

Propose to amend section 1. Interpretation:

"Area" means the area contained within the boundaries of the Regions of Atherton, Eacham, Herberton  
and Mareeba;

Amend to:

"Area" means the area contained within the boundaries of the Tablelands Regional Council.

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#### **Amendment 2**

Propose to amend section 1. Interpretation:

"Ordinary Members" to be replaced with Full Member throughout the document.  
(*amended 26th November 2004*)

Amend to:

Financial Members

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#### **Amendment 3**

Propose to amend section 2. Membership:

#### **2. MEMBERSHIP**

- (1) The membership of the Company shall consist of the following classes of members:  
(*amended 26th November 2004 & 9<sup>th</sup> November 2007*)
  - (a) Platinum Membership;
  - (b) Gold Membership;
  - (c) Silver Membership;
  - (d) Bronze Membership;
  - (d) Visitor Information Centres;
  - (e) Chamber of Commerce



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The number of Gold; Silver and Bronze Memberships shall be unlimited.  
*(amended December 2007 change to Membership Categories)*

Amend to:

- (1) The membership of the Company shall consist of the following classes of members:
- (a) Platinum Membership;
  - (b) Gold Membership;
  - (c) Silver Membership;
  - (d) Bronze Membership;
  - (d) Supporter of Tourism Membership;

The number of Platinum; Gold; Silver; Bronze and Supporter Memberships shall be unlimited.

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**Amendment 4**

Propose to amend section 8. Membership of Board of Directors, Item (1)

There shall be a Board of Directors which shall consist of a maximum of eleven (11) persons of all of whom shall be members of the Company or authorized representatives of a member.  
*(amended 24<sup>th</sup> November & 8<sup>th</sup> November 2007)*

Amend to:

There shall be a Board of Directors which consist of a maximum of eleven (11) persons. Directors representing areas of membership shall be members of the Company or authorized representative of a member.

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**Amendment 5**

Propose to amend section (4) (a) Membership of Board of Directors

Members of the Board of Directors shall be elected on the nomination of one (1) person from each of the following areas:

- 1. Northern Tablelands - 2 directors
- 2. Southern Tablelands - 3 Directors
- 3. Kuranda - 1 Director
- 4. Outback - 1 Director (Evelyn Tablelands and West Country)
- 5. Outback Gulf Country - 1 Director appointed by the Board
- 6. Special Interest Directors Appointed by the Board - 2
- 7. Member of the/a Tableland Council appointed by Board - 1

They shall be elected on the nomination of Ordinary members from each of those Regions respectively and must represent members from within the Shire.

**ATHERTON TABLELANDS PROMOTION BUREAU LTD**

Amend to:

Members of the Board of Directors shall be elected on the nomination of a person from each of the following areas:

1. Northern region 1 – representing members in the towns and surrounding areas of Chillagoe; Dimbulah; Mareeba; Julatten; Mount Carbine and the Tablelands gateways of Mossman/Port Douglas; Daintree & Cooktown
2. Northern region 2 – representing members in towns and surrounding areas of operators within the western side of Kuranda to Mareeba; Walkamin; and the Tablelands gateway of Cairns)
3. Kuranda region – representing members in Kuranda
4. Southern region 1 – representing members in towns and surrounding areas of Tolga; Atherton; Tinaroo; Kairi; Herberton; Wondecla and Irvinebank.
5. Southern region 2 – representing members in towns and surrounding areas of Yungaburra; Malanda; Lake Eacham; Pearamon and Tarzali.
6. Southern region 3 – representing members in towns and surrounding areas of Millaa Millaa; Ravenshoe and the Tablelands gateway of the Cassowary Coast.
7. Outback region – representing members in towns and surrounding areas of Innot Hot Springs; Mount Garnet; Mt Surprise; Georgetown; Forsyth and the Tablelands gateway of Cape York.
8. Representative from Tablelands Regional Council
9. Special Interest Director 1 – appointed by the Board
10. Special Interest Director 2 – appointed by the Board
11. Special Interest Director 3 – appointed by the Board

Directors representing members shall be elected on the nomination of Gold members from each of those regions respectively and must represent members from within that area. Special Interest Directors are appointed by the Board.

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**Amendment 6**

Propose to amend section 8. Membership of Board of Directors, item (4) (b):

Two (2) members of the Board of Directors shall be elected or appointed by the combined Ordinary members and shall be designated strategic positions. These appointments are to be made to represent designated strategic areas which will be set by the outgoing Board prior to the Annual General Meeting.

Amend to:

Three (3) members of the Board of Directors shall be elected or appointed by the Board of Directors and shall be designated strategic positions. These appointments are to be made to represent designated strategic areas identified in the Tropical Tablelands Tourism Business Plan.

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**ATHERTON TABLELANDS PROMOTION BUREAU LTD****Amendment 7**

Propose to amend Section 8. Membership of Board of Directors, item (4) (c):

- (4) (c) Two (2) members of the Board shall be appointed by the incoming board as soon as possible after the annual general meeting. These positions will be designated special interest positions as deemed necessary by the board at the time.

Amend to:

*Delete (covered in item (4) (a) and (b))*

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**Amendment 8**

Propose to amend section 8. Membership of Board of Directors, item (4) (g):

- (4) (g) Balloting lists shall be prepared (if necessary) containing the names of the candidates nominated by the Ordinary members from each shire and by the combined Ordinary members from the combined regions in alphabetical order. Each financial Ordinary member present at the annual general meeting shall be entitled to vote for any number of such candidates (not exceeding the number of vacancies) for the shire within which the member resides or has his principal place of business or principal place of activity;

Amend to:

- (4) (g) Balloting lists shall be prepared (if necessary) containing the names of the candidates nominated by Platinum, Gold , Silver & Bronze Members from each region and by the combined Platinum, Gold , Silver & Bronze from the combined regions in alphabetical order. Each financial Platinum, Gold , Silver & Bronze Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates (not exceeding the number of vacancies) for the region within which the member resides or has his principal place of business or principal place of activity.
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**Amendment 9**

Propose to amend section 8. Membership of Board of Directors, item (6)

- (6) Where a member is not a natural person and carries on a business or carries out activities within more than one shire in the Area that member shall by notice to the secretary in writing nominate a shire as being the principal place of business or the principal place of operations of that member and for the purposes of this Regulation that member shall only be able to vote as a member from the area of that Shire and not as a member from the area of any other Shire.

**ATHERTON TABLELANDS PROMOTION BUREAU LTD**

Amend to:

- (6) Where a member is not a natural person and carries on a business or carries out activities within more than one area or area of representation, that member shall by notice to the secretary in writing nominate an area of representation as being the principal place of business or the principal place of operations of that member and for the purposes of this Regulation that member shall only be able to vote as a member from the area of representation and not as a member from the area of any area of representation.
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**Amendment 10**

Propose to amend section 9. Vacancies on Board of Directors, item (3):

- (3) If a member of the Board of Directors elected or appointed on the nomination of Full members shall cease to hold office for any reason, the person appointed by the Directors in his place or stead shall be a resident of or shall have a place of business in the same Shire as the Member who ceased to hold office except where the member was elected or appointed by the combined Full members.

Amend to:

- (3) If a member of the Board of Directors elected or appointed on the nomination of Platinum and Gold Members shall cease to hold office for any reason, the person appointed by the Directors in his place or stead shall be a resident of or shall have a place of business in the same area of representation as the Member who ceased to hold office except where the member was elected or appointed by the Board of Directors.
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**Amendment 11**

Propose to amend section 12. Meetings of Directors, item (5):

- (5) A member of the Board of Directors shall not vote in respect of any contract or proposed contract with the Company in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.

Amend to:

- (5) A member of the Board of Directors must declare any conflicts of interest at the commencement of each meeting and shall not vote in respect of any contract or proposed contract with the Company in which he is interested, or any matter arising there out, and if he does so the vote shall not be counted.
-

**ATHERTON TABLELANDS PROMOTION BUREAU LTD****ANNEXURE G – Annual General Meeting 10<sup>th</sup> December 2013**

Annual General Meeting held 10<sup>th</sup> December 2013

*Refer to minutes of document 2013 TTT AGM Minutes for attendees*

**Amendment 1 - Proposed rule change:**

- Section 4 (a) Members of the Board of Directors shall be elected on the nomination of a person from each of the following areas:
1. Northern region 1 – representing members in the towns and surrounding areas of Chillagoe; Dimbulah; Mareeba; Julatten; Mount Carbine and the Tablelands gateways of Mossman/Port Douglas; Daintree & Cooktown
  2. Northern region 2 – representing members in towns and surrounding areas of operators within the western side of Kuranda to Mareeba; Walkamin; and the Tablelands gateway of Cairns)
  3. Kuranda region – representing members in Kuranda
  4. Southern region 1 – representing members in towns and surrounding areas of Tolga; Atherton; Tinaroo; Kairi; Herberton; Wondecla and Irvinebank.
  5. Southern region 2 – representing members in towns and surrounding areas of Yungaburra; Malanda; Lake Eacham; Pearamon and Tarzali.
  6. Southern region 3 – representing members in towns and surrounding areas of Millaa Millaa; Ravenshoe and the Tablelands gateway of the Cassowary Coast.
  7. Outback region – representing members in towns and surrounding areas of Innot Hot Springs; Mount Garnet; Mt Surprise; Georgetown; Forsyth and the Tablelands gateway of Cape York.
  8. Representative from Tablelands Regional Council
  9. Special Interest Director 1 – appointed by the Board
  10. Special Interest Director 2 – appointed by the Board
  11. Special Interest Director 3 – appointed by the Board

Be amended as follows:

- Section 4 (a) Members of the Board of Directors shall be elected on the nomination of a person from each of the following areas:
1. Northern region 1 – representing members in the towns and surrounding areas of Chillagoe; Dimbulah; Mareeba; Julatten; Mount Carbine and the Tablelands gateways of Mossman/Port Douglas; Daintree & Cooktown
  2. Northern region 2 – representing members in towns and surrounding areas of operators within the western side of Kuranda to Mareeba; Walkamin; and the Tablelands gateway of Cairns)
  3. Kuranda region – representing members in Kuranda
  4. Southern region 1 – representing members in towns and surrounding areas of Tolga; Atherton; Tinaroo; Kairi; Herberton; Wondecla and Irvinebank.
  5. Southern region 2 – representing members in towns and surrounding areas of Yungaburra; Malanda; Lake Eacham; Pearamon and Tarzali.

**ATHERTON TABLELANDS PROMOTION BUREAU LTD**

6. Southern region 3 – representing members in towns and surrounding areas of Millaa Millaa; Ravenshoe and the Tablelands gateway of the Cassowary Coast.
7. Outback region – representing members in towns and surrounding areas of Innot Hot Springs; Mount Garnet; Mt Surprise; Georgetown; Forsyth and the Tablelands gateway of Cape York.
8. Representative from Tablelands Regional Council
9. Representative from Mareeba Shire Council
10. Special Interest Director 1 – appointed by the Board
11. Special Interest Director 2 – appointed by the Board

Resolution: To adopt the changes to amend one of the 3 Special Interest Directors to be replaced as a representative from Mareeba Shire Council.

Moved by: Carolyn Sandaver

Seconded by: Rod Marti

Carried

**Amendment 2 - Proposed rule change:**

- (4) (b) Three (3) members of the Board of Directors shall be elected or appointed by the Board of Directors and shall be designated strategic positions. These appointments are to be made to represent designated strategic areas identified in the Tropical Tablelands Tourism Business Plan. *(amended June 2011)*

Be amended as follows:

- (4) (b) **Two (2)** members of the Board of Directors shall be elected or appointed by the Board of Directors and shall be designated strategic positions. These appointments are to be made to represent designated strategic areas identified in the Tropical Tablelands Tourism Business Plan. *(amended June 2011)*

Resolution: To adopt the changes to amend one of the 3 Special Interest Directors to 2 Special Interest Directors.

Moved by: Michael Lawrence

Seconded by: Robert Matthews

Carried

**Amendment 3 - Proposed rule change:**

The definition and regulation of not-for-profit (NFP) entities is changing. These changing rules caused TTT to seek legal advice to ensure the association is constitutionally sound both now and in the future. The advice TTT received was that the constitution of the TTT does not adhere to the requirements for NFP status and so changes were recommended.

Reference: <http://www.ato.gov.au/Non-profit/Guides/In-detail/Guides---booklets/Tax-basics/Tax-basics-for-non-profit-organisations/>

The legal advice TTT has received suggests that regardless of an organisation's legal structure, to be a NFP (whether tax exempt or tax paying) *an additional clause* to be added to the Constitution as follows:

**ATHERTON TABLELANDS PROMOTION BUREAU LTD****Clause 21 Application of Income & Distribution of Property**

- (1) The Company cannot operate for the profit of its committee members or members while it is operating nor when it is wound up.
- (2) As a Not for Profit (NFP) organisation the income and property of the Company, however derived, will be applied solely towards the promotion of the objects of the Company and no proportion thereof will be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to Members provided that:
  - (a) nothing contained in this Constitution will prevent the payment in good faith of remuneration to any Officer, employee or Member of the Company (including any firm or corporation in which any such Officer, employee or Member has an interest) in return for any services actually rendered or for any goods supplied to the Company in the ordinary and usual way of business, nor prevent the payment of interest, in good faith, on money borrowed by the Company from any Member, or reasonable and proper rent for the premises let by any Member to the Company;
  - (b) except as provided by (a), no Director of the Company (other than the Executive Director if he or she is a Director, and provided any necessary approval under any applicable legislation relating to charities and charitable fundraising in each State and Territory of Australia has been obtained) will be paid any fee, commission, honorarium or other remuneration for acting as a Director other than reasonable out-of-pocket expenses.
- (3) If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same will not be paid to or distributed among the Members of the Company, but will be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and whose constitution or rules prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as it imposed on the Company under this Constitution, such institution or institutions to be determined by the Members of the Company at or before the time of the dissolution and in default thereof by application to such court as may have or acquire jurisdiction in the matter.

Resolution: To adopt the changes to add Clause 21 that clearly states the organization is operators as a not-for-profit entity and all income and property is returned to the Company for the purpose of its objectives.

Moved by: Michael Lawrence

Seconded by: Laurence Jones

Carried



Atherton Tablelands Promotion Bureau Ltd  
(ACN: 010 684 241)

## 2015 Annual General Meeting Minutes

**Tuesday 1<sup>st</sup> December, 2015 – 6:00 pm**

### **Item 1: Welcome, Proxies and Apologies – meeting opened at 6:07 pm**

**Present:** Patrice & Quentin Fletcher – BIG4 Atherton Woodlands Tourist Park  
Ghislaine Gallo – The Crystal Caves  
Peter Hodge – Tablelands Regional Council  
Marc Sleeman – Tourism Kuranda  
Laurence & Aura Jones – Rainforest Gems  
Sheila Tait – Tait's Wongabel Stables  
Fran Herriott – Atherton Antiques  
Nick Watling – Atherton Antiques  
Narelle Burns – Atherton Visitor Information Centre  
Michelle Bell-Turner – Mungalli Creek Dairy  
Alan Gillanders – Alan's Wildlife Tours  
Fay McLucas – Herberton Heritage Cottage  
Judy Cooper – Historic Village Herberton  
Michael Bowmaker – Australian Farm Tourism  
Michael Trout – Swanwood Group  
Michael Lawrence – Inspire Business Consulting  
Karen Ewin – Mareeba Shire Council  
Allan Holmes – Mareeba Shire Council

**Proxies:** Michael Trout proxy for Rob Matthews

**Apologies:** Mayor Tom Gilmore - Mareeba Shire Council  
Mayor Rosa Lee Long - Tablelands Regional Council  
Nick Cameri - Nick's Restaurant  
Jane Johnson - Curtain Fig Tree  
Bram Collins- Undara  
Angela Freeman – Wildlife TNQ  
Elaine & Bob de Bruey – de Bruey's Boutique Wines & Function Venue  
Gwyneth Nevard – Tablelands Regional Council  
Rob Matthews – Kuranda Hotel Motel  
Darrin Griffith – Tablelands Tours and Transfers  
Annette Tranter –  
Kahlia Pepper – Skyrail  
Andrew Steel, Hot Air Balloon Atherton Tablelands



**Item 2: Minutes of 2014 Annual General Meeting**

*Distributed to members as Attachment 1*

Resolution: That the minutes of the 2014 Annual General Meeting Minutes are a true and accurate record of the meeting proceedings.

Moved by: Allan Gillanders

Seconded by: Judy Cooper

Carried

**Item 3: Chairman's Report , *presented by Michael Trout***

This report is based on the activities from July 2014 to June 2015.

TTT again delivered a successful schedule of marketing, media and industry leadership for the benefit of the Atherton Tablelands region. All of the action items defined in the Marketing Plans were either delivered or progressed over the year.

Significant achievements include:

- Increased visitation to the destination website by 31%. This increase is due to the new digital version of Discover Visitors Guide attracting an average of 2,000 visitors each month just to view or download Discover Atherton Tablelands.
- Social media activity has significantly increased and as at June 30 2015, Discover Atherton tablelands Facebook page reached 3,147 likes. It is important to note that whilst a steady increase in "likes" to a facebook site is positive, it's the engagement and shares that is more important.
- In October 2014, TTT hosted an Instameet at the Curtain Fig Tree and an Instagrammers famil across the Tablelands.
- TTT leveraged off Tourism Australia's "Restaurant Australia" campaign by devoting resources to ensure this region was well exposed to the work for its food experiences.
- Participation at the 3 major Caravan & Camping Shows under the banner of Drive North Queensland at Brisbane, Sydney and Melbourne and the region was also promoted in a secondary booth at these shows and all consumer shows held across Australian under the Caravanning Queensland banner.
- Consistent engagement and training of domestic and international wholesale agents has continued and a heavy focus on self-drive itineraries showcasing the diversity of the region, the presence of the Atherton Tablelands has significantly increased. The result of this work is the destination being promoted as a stand-alone holiday destination on travel websites and traditional wholesale brochures.
- In February this year, TTT launched the Event Planners Guide to give event organisers the resources to leverage from the marketing activities TTT is delivering.
- Corporate activity included the launch of the corporate website [tropicaltablelandstourism.com.au](http://tropicaltablelandstourism.com.au) and a thorough review of the operations and resources that were currently available to the organisation.

Details of these initiatives are available on the corporate website.

I wish to thank all the members who served on the Board during 2014/15 financial year:

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- Michael Bowmaker from Australian Farm Tourism - appointed at last years' AGM
- Elaine de Bruey, de Bruey's Boutique Wines – appointed at last years' AGM and recently resigned to enjoy retirement
- Judy Cooper, Historic Village Herberton - appointed at last years' AGM
- Michelle Bell-Turner, Mungalli Creek Dairy
- Alan Gillanders, Alan's Wildlife Tours
- Rob Matthews, Kuranda Hotel Motel
- Bram Collins, Undara Experience
- Michael Lawrence, Inspire Business Consulting as our Special Interest Director with a strong focus on Governance and finance.
- Cr Rod Marti representing Tablelands Regional Council – resigned March 2015 and was replaced by Cr Peter Hodge in April 2015
- Cr Jenny Jensen representing Mareeba Shire Council – resigned December 2014 and was replaced by Cr Allan Holmes in January 2015

Each of them has brought to the organization a strong, consistent and experienced approach to achieving our goals. Many of the Directors have been involved with the organisation longer than the standard two year term. This is a credit to the organisation as all Directors are volunteers.

On behalf of the Board, thank you to our team of resources that continually show the dedication and professionalism beyond what is asked of them:

- Pinnacle Tourism Marketing Team - Ron Livingston, Michael Nelson, Debra Ferguson, & Mike Webly
- Media & PR – Tanya Snelling
- Executive Officer – Bronwyn Cant

#### **Item 4: Treasurer's Report** *presented by Michael Lawrence*

The 2014/15 financial records were audited by Jessup's Accountants, Cairns. No discrepancies were raised by the auditor.

- Income generated from membership fees, council contributions, interest and website and other marketing initiatives totaled \$113,205 (previous year \$110,431).
- Operational expenses for this period were \$32,372 and total marketing expenses \$86,530.
- The 2014/15 financial year also carried previous years marketing expense incurred in July 2014 of \$1,210.
- The organisation reported a loss of \$6,907, down from the previous year's loss \$13,956.
- Please note the audited statement includes Discover production as part of general operations where in fact, TTT has built the Discover project into a self-funded standalone project and recorded internally separate to general operational and marketing expenses.

There were no significant expenses incurred outside the planned activities set out in the 2014/15 Marketing Plan.

The priority for this organisation is to continue to secure other income streams to enable more activities to be delivered for our region. As the trend for consumers to purchase their holiday

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accommodation and activities prior to arriving to the destination increases, it is crucial that TTT continues to grow into a strong and sustainable local tourism organisation for the benefit of not just members but for the entire region.

Resolution: That the audited financial reports be endorsed

Moved by Michael Laurence

Seconded by: Michelle Bell-Turner

Carried

**Item 5: Appointment of Auditor for 2015/16 financial year**

Jessups Accountants to be appointed as 2015/16 auditor; Board of Directors to review other auditors with consideration for value for money.

**Item 6: Changes to Constitution**

Amendment Proposal 1 - Section 8 – Membership of Board of Directors (4) (a)

*Amend clause from:* Directors representing members shall be elected on the nomination of financial Platinum, Gold, Silver and Bronze members from each of those regions respectively and must represent members from within that area. Special Interest Directors are appointed by the Board. (amended 17<sup>th</sup> June 2011)

*To:* Directors representing members shall be elected on the nomination of financial Platinum, Gold, Silver and Bronze members from each of those regions respectively and must represent members from within that area. **In the event no nominations are received, a member from another area may be nominated and elected.** Special Interest Directors are appointed by the Board. (amended 17<sup>th</sup> June 2011)

Resolution: To approve the amendment as outlined in proposal 1.

Moved by: Michael Lawrence

Seconded by: Michael Bowmaker

Carried

Amendment Proposal 2 - Section 11 – Office Bearers

*Add clause:* An individual Director can be nominated for the position of Chairman for a maximum of 4 consecutive years. They will be eligible upon nomination for re-election.

Resolution: To approve the amendment as outlined in proposal 2.

Moved by: Michael Lawrence

Seconded by: Cr Peter Hodge

Carried

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## Item 7: Nominations and appointment of Directors

### Vacant positions

1. Southern region representative zone 2 Director representing members in towns and surrounding areas of Yungaburra; Malanda; Lake Eacham; Peeramon and Tarzali.

Alan Gillanders nominated Jane Johnson  
Carried

Seconded by: Nick Crameri

2. Northern region representative #1 representing members in towns of Chillagoe; Dimbulah; Mareeba; Julatten; Mount Carbine  
No nominations received

3. Outback region Director representing members in towns and surrounding areas of Innot Hot Springs; Mount Garnet; Mt Surprise; Georgetown; Forsyth

Michael Bowmaker nominated Bram Collins  
Carried

Seconded by: Michelle Bell-Turner

## Item 8: Business arising

- 8.1 Discover visitors guide online brochure

Laurence Jones raised concerns regarding advertisements not hyperlinked to advertisers websites.

*Action: Executive Officer to address concerns directly with Laurence*

- 8.2 Domestic and Holiday Show representation

Marc Sleeman raised the matter relating to joint attendance at domestic and holiday travel shows such as Townsville Show; suggestion TTT should work with stakeholders to have joint representation and resources at these shows. Michael Trout addressed members with recent news on Drive North Queensland and attendance at the 3 major caravan and camping shows.

- 8.3 Destination website

Laurence Jones raised concerns regarding the un-friendly features of the destination website and it may be good for accommodation operators but not tour operators.

*Action: Executive Officer to meet with Laurence to discuss concerns and gather feedback.*

## Meeting closed

Members function

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