



**VISIT USA ORGANISATION (AUSTRALIA) INC
CONSTITUTION**

(Amended - February 2018)

VISIT USA ORGANISATION (AUSTRALIA) INCORPORATED CONSTITUTION

OBJECTIVES

- Developing, coordinating and implementing marketing efforts to promote travel to the USA from Australia;
- Promoting travel industry cohesion and providing communication forums for industry leaders;
- Leveraging resources to develop and execute programs that benefit the travel industry.

Part 1 Preliminary

1 Definitions

(1) In this constitution:

Ordinary committee member means a member of the committee who is not an office-bearer of the association.

Secretary means the person holding office under these rules as secretary of the association,

Secretariat means the appointed contractor who acts as the public officer of the association;

Special general meeting means a general meeting of the association other than an annual general meeting.

The Act means the Associations Incorporation Act 2009.

The Regulation means the Associations Incorporation Regulation 2010.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 Membership

2 Membership generally

(1) An organisation is qualified to be a member of the association if,

(a) the organisation is represented by a person who is a natural person:

(b) the organisation has been approved for membership of the association in accordance with clause 3.

(c) membership must be divided into the following categories:

(i) **Full Membership** - Any company based in Australia promoting travel to the U.S.A. Including retail agency groups and individual retail agents.

Voting rights: 1 vote per annual membership fee paid.

(ii) **Associate Membership** – Any U.S. based organisation with or without representation in Australia active in promoting inbound tourism to the United States.

Voting rights: 1 vote per annual membership fee paid.

(iii) **Honorary Membership** – The Visit USA committee has the freedom to grant honorary membership to any individual or company it agrees can benefit the Visit USA Organisation.

Voting rights: Nil

(d) Membership fees for the following year will be recommended by the committee and presented at the AGM for members approval.

3. Membership Applications

Applicants for membership of the Association must make written application to the Association in such form as the Executive Committee may from time to time determine. The Executive Committee must determine membership applications in accordance with the provisions of this Constitution. Members will be required to substantiate their applications for membership if required during the application review process.

4 Cessation of membership

An organisation ceases to be a member of the association if the organisation:

(a) ceases business;

(b) resigns membership;

(c) is expelled from the association;

(d) has no further contracted interest in USA destination or associated products.

5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6 Resignation of membership

(1) A member of the association may resign from membership of the association by first giving to the secretariat written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretariat must make an appropriate entry in the register of members recording the date on which the member ceased to be a member

7 Register of members

(1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.

(2) The register of members must be kept in New South Wales:

- (a) at the main premises of the association, or
- (b) if the association has no premises, at the association's official address.

(3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.

(4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

(5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

(6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8 Fees and subscriptions

(1) A member of the association must pay to the association an annual membership fee. The amount of such fee shall be determined by the Executive Committee.

(2) Fees are due and payable on the first day of January each year and are payable in advance.

9 Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

10 Resolution of disputes

(1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

(2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11 Disciplining of members

(1) A complaint may be made to the committee by any person that a member of the association:

- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
- (b) has wilfully acted in a manner prejudicial to the interests of the association.

(2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the committee decides to deal with the complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned, and

- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretariat must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretariat must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretariat received the notice.
- (4) At a general meeting of the association convened under subclause (3):
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 The committee

13 Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (1) is to control and manage the affairs of the association, and
- (2) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (3) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

14 Composition and membership of committee

- (1) The committee is to consist of:
- (a) the office-bearers of the association, and
 - (b) a maximum of 11 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 15.
- (2) The total number of committee members is to be 15.
- (3) The office-bearers of the association are as follows:
- (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (5) Each office-bearer of the association will hold office for a minimum 2-year period in any one role and will alternate as follows: President / Treasurer will alternate with Vice-president / Secretary. President / Treasurer to commence 2-year tenure initially from 2018 with VP / Secretary to commence a 2-year tenure initially from 2019.
- (6) Each committee member may, at the commencement of their term, nominate a person from their own organisation, who may attend committee meetings in their absence. This nominated person, will not assume the role of the committee member nor have voting rights, but will provide an information link between the committee member's

organisation and the committee. This nominated person can stand in for a member twice only and must be named in the memorandum of understanding.

(7) Members that are entitled to full membership under Consumer, Trade Media or publications, regardless of category, are not entitled to hold a role as an ordinary committee member or office bearer of the Association.

15 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
 - (a) must be made in writing, signed by 2 members of the association and including the written consent of the candidate endorsed on the form of the nomination, and
 - (b) must be delivered to the secretariat of the association at least 30 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
 - (c) in the case of nomination for an office-bearer position, member must have served as an ordinary committee member for a period of 12 months.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

16 Secretariat

- (1) The secretariat of the association must, as soon as practicable after being appointed as secretariat, lodge notice with the association of his or her address.
- (2) It is the duty of the secretariat to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17 Treasurer

It is the duty of the treasurer of the association to ensure:

- (1) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (2) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a representative of a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) ceases to be a director or employee of the nominated member organisation, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or(d) resigns office by notice in writing given to the secretariat, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) or their nominated alternate, is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

19 Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretariat or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Committee meetings and quorum

- (1) The committee must meet at least 4 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretariat to each member of the committee at least 7 days (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

21 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

22 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meetings

23 Annual general meetings—holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

24 Annual general meetings—calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25 Special general meetings—calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretariat, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

26 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretariat must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretariat must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretariat who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) 25% of full members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved, and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

28 Presiding member

(1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

(2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

29 Adjournment

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30 Making of decisions

(1) A question arising at a general meeting of the association is to be determined by either:

(a) a show of hands, or

(b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot — a written ballot.

(2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

(3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31 Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

32 Voting

(1) On any question arising at a general meeting of the association a member has one vote only.

(2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.

(3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

(5) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

33 Appointment of proxy votes.

(1) Each member is to be entitled to appoint another member as proxy by notice given to the secretariat no later than 24 hours before the time of the general meeting in respect of which the proxy is appointed. The notice appointing the proxy is to be on the prescribed form.

34 Postal or Electronic ballots

(1) The association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 12).

(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 Miscellaneous

35 Insurance

The association may effect and maintain insurance.

36 Funds—source

(1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

(2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

(3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

37 Funds—management

(1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

38 Change of name, objects and constitution

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

39 Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

40 Inspection of books etc

(1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

(a) records, books and other financial documents of the association,

(b) this constitution,

(c) minutes of all committee meetings and general meetings of the association.

(2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

41 Service of notices

(1) For the purpose of this constitution, a notice may be served on or given to a person:

(a) by delivering it to the person personally, or

(b) by sending it by pre-paid post to the address of the person, or

(c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42 Distribution of property on winding up of association

(1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.

(2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

43 Financial year

The financial year of the association is:

(1) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and in 2013/14 extended to a period of 18 months, to 31st December 2014 to bring the financial year to a calendar year.

(2) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

44 TIA

(1) Travel Industry Association of America (TIA) Regulations:

- a) The Visit USA Organisation (Australia) Inc, will abide by the VISIT USA Committee Worldwide Network Standards & Guidelines; and
- b) TIA procedures relative to the operation of IPW

APPENDIX 1.

CHARTER OF THE EXECUTIVE COMMITTEE

This Charter of the Executive Committee (**Charter**) of the Visit USA Organisation (Australia) (**VUSA**) has been adopted by the Committee, to assist the Executive and its member committees in the exercise of their responsibilities. These principles and policies are in addition to and are not intended to change or interpret any Federal or state law or regulation, including the Corporations Act (2001). The Executive Committee (**Executive**) will review this Charter at least annually and, if appropriate, revise this Charter from time to time with the approval of the Committee.

This Charter should be read in conjunction with the Organisation's Constitution.

MISSION OF THE VISIT USA ORGANISATION (AUSTRALIA)

Visit USA Organisation (Australia) is an industry body that promotes travel to the United States of America. It is funded by individual members from the Australian travel trade as well as from associate members in the USA. There is no funding from the U.S. government. The Committee members of the Organisation work vigorously to promote the U.S. as a desirable destination of choice to Australian audiences.

OPERATION OF THE EXECUTIVE COMMITTEE

The operation of Executive Committee in conjunction with the full Committee:

- (a) is to control and manage the affairs of the Organisation;
- (b) exercise all such functions as may be exercised by the Organisation, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Organisation; and
- (c) perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Organisation.

In furtherance of its responsibilities, the Executive of Executive Members will:

- a) Review, evaluate and approve, on a regular basis, long-range plans for the Organisation;
- b) Review, evaluate and approve the Organisation's budget and forecasts;
- c) Review, evaluate and approve major resource allocations and capital investments;
- d) Review the financial and operating results of the Organisation;
- e) Review, evaluate and approve the overall organisational structure, the assignment of responsibilities and plans for development and succession;
- f) Adopt, implement and monitor compliance with the Organisation's Conflict of Interest Policy and Communications Policy;
- g) Review periodically the Organisation's objectives and policies; and
- h) Review and assess the effectiveness of the Organisation's policies and practices with respect to risk assessment and risk management.

1. Roles and Responsibilities

President

In addition to presiding over Executive Committee and Full Committee meetings, the President has a variety of responsibilities. As "chief volunteer," the President works with the Executive, the Committee, contractors and the travel community to further the Organisation's mission. Anyone taking on this role must be committed to the Organisation and must understand the scope of energy and time required to effectively do the job.

The President is expected to review and understand the Organisation's Constitution, policies and procedures, financial and legal situation, and strategic plan. As the Organisation's ambassador, the President acts as a spokesperson to the larger community. He or She speaks in public on behalf of the Organisation and advocates for the cause. The president sets high standards for board conduct and intervenes if conflicts of interest or confidentiality issues arise.

The President must ensure that the Executive are made aware of any material conversations or decisions that have been had or need to be made. The President cannot agree to any material contract or agreement without the agreement of the majority of the Executive Committee and major issues must be put to the Full Committee to vote upon. Material conversations can be defined as those that bind the Organisation financially (over and above \$1000) or legally.

Vice President

Working in conjunction with the President and the Executive Committee, the Vice President enforces policies and objectives for the organisation to ensure it maintains its values and meets established goals.

The Vice President's role is to stand in for the President where the President is unable to attend, Committee meetings and events in representing the Organisation.

Treasurer

It is the duty of the treasurer of the Organisation to:

- (a) Ensure that all money due to the Organisation is collected and received and that all payments authorised by the Organisation are made;
- (b) Ensure that correct books and accounts are kept showing the financial affairs of the Organisation, including full details of all receipts and expenditure connected with the activities of the Organisation;
- (c) Provide succinct reports to the Full Committee at each meeting; and
- (d) Authorise all payments to be made.

Secretary

The position of Secretary is a critical role in fostering communication and diligence through proper management and utilization of important records such as meeting minutes and the Organisation's Constitution. As the custodian of the Organisation's records, the Secretary is responsible for maintaining accurate documentation and meeting any legal requirements such as annual filing deadlines. The Secretary is responsible for reviewing and updating documents as necessary and ensuring all documents are safely stored and readily accessible.

2. Nomination and Election of Executive Committee

- a) Nominations of candidates for election as office-bearers of the Organisation:
 - must be made in writing, signed by 2 members of the Organisation and including the written consent of the candidate endorsed on the form of the nomination;
 - each nomination must be submitted along with a signed Memorandum of Understanding that each member agrees to comply with the obligations of being on the Executive Committee; and
 - must be delivered to the secretariat of the Organisation at least 30 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- b) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- c) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- f) The ballot for the election of office-bearers to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- g) A person nominated as a candidate for election as an office-bearer must be a member of the Organisation.

3. Tenure

Minimum tenure for each Executive Committee Member is to be for a period of two years with each of the President and Treasurer and Vice – President and Secretary standing down in alternate periods to ensure that at any one time there are two Executive Committee members with at least one year's experience on the Executive Committee.

If at the end of the two-year period there are no members who wish to nominate themselves for election to an Executive Committee position at the Annual General Meeting, that Executive Committee member may continue in that role.

4. Resignation from the Executive Committee

Resignation of an Executive Committee Member (mid-term) shall be treated as a casual vacancy whereby:

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a representative of a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) First right of refusal will be given to any existing executive committee member to fill this position.

5. Meetings of the Executive Committee

Regular Committee meetings will be held, approximately four to six times per year, and special meetings will be called as necessary. A schedule of locations of the regular meetings will be provided to the Executive well in advance. Executive Committee Members are expected to attend Executive meetings and meetings of the committees on which they serve. Executive Committee Members should spend the time necessary and meet as frequently as necessary to properly discharge their responsibilities.

The President may from time to time invite honorary members, advisers and others whenever deemed appropriate, although it must be emphasised that these guests have no voting rights on any resolutions.

6. Annual General Meeting

The Annual General Meeting (AGM) of the Organisation will be held during the week of the Organisation's Visit USA Week in February. All Executive Committee members must attend the Annual General Meeting of Members and in the case of the President, Treasurer and Executive provide written reports, to be tabled at this AGM.

7. Agenda Items for Executive and Committee Meetings

The President will establish the agenda for each Executive meeting. At the beginning of the year the President will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each Executive Member is free to suggest the inclusion of items on the agenda. A detailed agenda and, to the extent feasible, supporting documents and proposed resolutions will be provided to the Executive Members approximately one week prior to each Executive meeting. Executive Members should review these materials in advance of the meeting. Subject to any applicable notice requirements, Executive Members having items to suggest for inclusion on the agenda for future Executive meetings should advise the President well in advance of such meetings.

The President of the Organisation will act as Chairperson of the Full Committee and in consultation with the committee members, will determine the frequency and length of the committee meetings. The Chairperson in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of each year, the committee should aim to establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). A detailed agenda and, to the extent feasible, supporting documents and proposed resolutions will be provided to the committee members by the Secretariat approximately one week prior to each committee meeting. Committee members should review these materials in advance of the meeting.

The Committee must meet at least 4 times in each period of 12 months at such place and time as the committee may determine. Additional meetings of the committee may be convened by the president or by any member of the committee.

Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee. No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

8) Sub Committees

The Organisation has four sub committees:

- Expo Committee;
- PR and Media Committee;

- Website Committee
- Trade Liaison Committee

Upon nomination to an Executive Committee position, a member must execute a Memorandum of Understanding that he or she will Chair one of these Committees as part of their obligations of sitting on the Executive Committee.

Renewal of Charter

This Charter will be renewed annually by the full Committee of the Organisation and updated where it is deemed necessary.

Updated at the AGM held on 21st February 2018.