

Dated 2012

Dunedin Host

Constitution and Rules

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REVISIONS TO DUNEDIN HOST CONSTITUTION AND RULES

Date	Revision	Who authorised
26 April 2001	Revision to clause 8b (points i – iii)	Special General Meeting April 01
24 April 2002	Revision to clause 8b (addition of point iv)	Special General Meeting April 02
5 September 2007	Constitution and Rules re-typed. Above revisions incorporated	Board Meeting September 07
24 August 2011	5c	AGM August 2011
24 August 2011	7d	AGM August 2011
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CONSTITUTION AND RULES DUNEDIN HOST

1. Name

Dunedin Host ("the Association"),

2. Registered Office

The Registered Office of the Association shall be situated at such place in the City of Dunedin as the Board of Executives ("the Board") may from time to time determine.

3. Definitions

"Tourism Industry/Visitor Economy" means domestic and international tourist arrivals

"Visitors" means the visitor industry encompasses tourist arrivals, and visitors for a wide range of activities including but not limited to visitors for business, educational, sporting, weddings, relatives and other purposes,

Region means the "region" comprises Dunedin City and Coastal Otago.

Secretary/Treasurer means the Secretary and/or Treasurer of the Association.

4. Objects

(a) The Association represents an amalgamation of the former Dunedin Tourist Promotion Association and the Dunedin Tourist Facilities Association and shall aim to achieve the following objectives:

- i to foster unity among all tourism industry and visitor service organisations without in any way affecting their autonomy;
- ii to serve as the voice of the tourism industry in the region; and maintain recognition of this role in the public relations and promotional activities of all tourism industry and visitor service organisations;
- iii to stimulate and promote visitors and tourism to and within the region;
- iv to encourage members of the Association to support research which the Board considers is likely to benefit the tourism and visitor industries;
- v to maintain and strengthen representative industry sector groups, including accommodation, attractions & activities, food & beverage outlets, retailing, transport and events sectors, and to encourage networking opportunities and the dissemination of information by way of regular functions
- vi to encourage the development and improvement of facilities and services for the benefit of all visitors;

vii to encourage and foster education and training to benefit the tourism and visitor industries;

viii to form a fund for the purposes of carrying out the objectives of the Association and to receive subscriptions, affiliation, fees, grants, sponsorships and other revenue from persons or organisations whether members of the Association or not at the absolute discretion of the Board;

ix to work with Tourism Dunedin Trust or its successors to promote tourism and visitor arrivals as key elements in the economic development of the region;

x to engage in activities to promote the region both within New Zealand and overseas;

xi to advise local authorities within the region on matters concerning the tourism industry and visitor arrivals;

5. Powers

a) Control of the affairs of the Association shall be vested in the Board. which may exercise all the powers and do ail ads, matters and things which may be exercised and done by the Association and which are not expressly required to be exercised by the Association.

b) Without limiting the generality of this provision the Board shall have power:

i to use the funds of the Association in payment of all costs and expenses properly incurred in carrying out the objects of the Association including the employment of such officers, agents and servants as the 'Hoard thinks fit

ii to make joint arrangements with other organisations with objectives similar to those of the Association for the provision of services to the Association;

iii to invest moneys and assets of the Association in such forms of investment as the Board thinks fit;

iv to determine the level and manner of payment of traveling fees and allowances to members of the Board including the Chairman;

v to obtain legal opinions and prosecute or defend cases or engage in any legal proceedings in respect of matters of general interest to members of the Association or affecting tourism in the region;

vi to make nominations for representatives for the Association on any other body where the Association is entitled to such representation;

- vii to acquire property required for the management of the Association's affairs;
- viii to establish and maintain a library that may provide useful information to members or any person in regard to matters of tourism;
- ix to make grants or donations to any person or body undertaking work which will further the objects of the Association or assist the Association in furthering its objects;
- x to form sub-committees for whatever purpose it deems fit.

c) It is the role of Dunedin Host as an organization to act as a representative body for the interests of the entire industry. When a difference of opinion between sectors of the membership causes conflict in the direction of how Dunedin Host should represent itself the association will encourage subcommittees or clusters to form and submit on this subject under the Dunedin Host umbrella. Dunedin Host will make it clear that a difference of opinion exists within its membership.

6. Membership

- a) Membership of the Association shall be open to any person company corporate body society or association supporting the objects of the Association. All members of the Association shall undertake to abide by the Constitution and Rules of the Association.
- b) Every application shall be made in writing signed by the applicant and the nominator and seconder both of whom shall be members of the Association (this provision shall not apply to the Founding Members).
- c) Applications may be approved or rejected by the Board in its absolute discretion without any reason being given and if successful the applicant shall become a member of the Association immediately upon payment of the appropriate annual subscription.
- d) Every corporate member shall on becoming a member, nominate a representative in writing who shall have full powers to act for and on behalf of such corporate member. No such representative shall represent more than one corporate member. Such representative need not be a member of the Association.
- e) The categories of membership shall be set by the Board and reviewed from time to time.
- f) A register of members shall be kept by the Secretary/ Treasurer at the offices of the Association.

7. Cessation of Membership

- a) A member may resign from the Association after having given three months' notice in writing to the Secretary/Treasurer of the member's intention to do so ("date of resignation"). Such resignation shall not alter that member's obligations or liabilities in respect to the Association incurred prior to the date of resignation.

b) If any member shall not abide by the Rules of the Association or shall not comply with any resolution agreement or contract that may be passed, adopted or entered into by the Association the Board by resolution may request in writing such member to resign and in the event of such member refusing or neglecting to resign within ten

(10) days of delivery such notice such member may be expelled by a majority vote of the Board present and voting at a meeting of the Board. Such member shall have a right to appeal against such expulsion to a Special General Meeting of members called for such propose: a bare majority vote of the members then present and voting shall be binding on such member and on the Association, Notices of any appeal shall be given by the member to the Secretary within fourteen (14) days of the posting to the address of the member held by the Association a copy of the resolution of the Board.

c) Any member whose subscription remains unpaid after the expiration of three (3) calendar months from the 1 April in each year shall cease to be a member and may be struck off the register by the Board providing that. in the absolute discretion of the Board such member's name may he restored to the register any lime upon payment of all arrears due at the date of striking off shall be recoverable by the Association notwithstanding such striking off.

d) The Board reserves the right to charge a penalty for members not fully paid within a month of invoice

8. Board of executives

a) The Association shall elect a Board of Executives which may exercise all or any of [he powers authorities functions and discretions of the Association except those expressly reserved in this Constitution to the Association in General Meeting or Special General Meeting.

b) The Board shall be made up as follows;

i no more than seven (7) members elected by a vote of all financial members present at the Annual General Meeting.

ii the Board shall elect from their number a Chairman. This position may be shared

iii the Board shall have the power to co-opt other persons (including a Secretary and/or Treasurer) who may or may not be members of the Association provided that such persons co-opted shall not become members of the Board and shall not have voting rights in accordance with clause 8(c).

iv three (3) Members of the Board shall retire by rotation annually and may offer themselves for re-election.

v. for the purpose of representation and communication, each board member shall be allocated a sector of the visitor economy. These shall serve as points of contact for members to raise issues with. These sectors may evolve over time and it is at the discretion of the incoming board as to how these sectors are defined and set

c) Each member of the Board including the Chairman shall be entitled to one vote on any motion before the Board.

d) Each member shall hold office until the next Annual General Meeting but on retiring shall be eligible for re-election except that no person shall serve more than three (3) consecutive years as Chairman.

e) The Board may carry on the business of the Association notwithstanding any vacancy in its membership and may fill any casual vacancy by appointing another member of the Association from the category of membership in which the vacancy occurs who shall hold office until the next Annual General Meeting and who shall have full voting rights,

f) The Board shall meet four (4) times in each financial year and in addition whenever the Chairman or the Board shall determine.

g) Ideally the Board member should include an individual with experience in, or currently acting as a representative of the following areas:

- Accommodation – Hotels
- Accommodation – Motels
- Accommodation – Hosted Accommodation and Backpackers
- Activities, attractions and transport
- Travel or tourism related education

9. Chairman

a) The Chairman shall preside at all meetings of the Association and the Board. In his/her absence from any meetings of [the Association the Board may appoint a Chairman to preside for the duration of the Chairman's absence.

b) The Chairman of any meeting shall in the case of an equality of votes not have a casting vote.

10. Administration

a) The Board shall appoint a Secretary and/or a Treasurer who shall be responsible for the day to day administration of the affairs of the Association in accordance with policies resolved from time to time by the Association or the Board. Representatives of sector groups on the Board shall be responsible for administration of sector groups and representing their interests at Board level.

b) All decisions of the Secretary/Treasurer shall be subject to ratification by the Board.

c) The duties of the Secretary/Treasurer shall include the following:

- maintain a register of members at the offices of the Association

- record minutes of all Board meetings and General meetings of members
 - ensure that any notice of meeting is correctly served on the required parties in accordance with the Rules and Constitution all other record keeping and day to day operational functions of the Association
- d) The duties of representatives of sector groups shall include the following:
- represent the interests of their sector group on the Board of the Association
 - report to their sector group on a regular basis pertaining to matters affecting the Association
 - assist in developing networking opportunities and the dissemination of information by means of regular functions for their sector group and promote attendance by members of their sector group to functions and meetings held by the Association

11. Common Seal

- a) The Common Seal of the Association shall be under the control of the Board and shall be retained in the custody of the Secretary.
- b) The Common Seal shall not be affixed to any documents except by resolution of a General Meeting of members or of the Board, and shall be affixed in the presence of the Chairman plus one other Board member.

12. General Meetings of Members

- a) The Annual General Meeting of members shall be held at such time and place as is fixed by the Board being not later than 30 June each year. The following business shall be conducted at the Annual General Meeting:
- i Chairman's Report
 - ii Financial Statements
 - iii Confirmation of Annual Subscriptions
 - v Election of members' representatives to the Board
 - vi General business raised from the floor. Such other business as the Board or the Association shall resolve should be considered at the Annual General Meeting.
- b) A Special General Meeting may be called at any time by the Board after application to the Secretary in writing by at least five (5) members of good standing.
- c) The Secretary/Treasurer shall keep proper minutes of all meetings which will be open to inspection by any financial member at the registered office of the

Association

d) Regular non-voting monthly functions for the purposes of networking and the dissemination of information to members shall not be regarded as General Meetings for the purposes of this clause. Notice of such functions shall state the venue and the subjects to be discussed and shall be forwarded by post to each member at the address last known of .such member and shall be posted at least fourteen (14) days before the date appointed for holding the function.

13. Notice of Meeting

a) Notice of the Annual General Meeting including a statement of business to be conducted shall be forwarded by post to each member at the address last known of such member and shall be posted at least twenty one (21) days before the date appointed for holding the meeting. Such notice shall be deemed to have been delivered no later than three (V) days following the day on which it was posted.

b) In the case of a Special General Meeting the procedure in clause 12a shall apply.

c) Any notice of meeting may be incorporated in any Association newsletter or other document published by the Association for distribution to every member by displaying such notice prominently within such newsletter or document.

14. Voting

a) Voting at any General Meeting of members shall be on the basis of one vote per financial member.

b) Voting for the purposes of election of Board members shall be by secret ballot and voting on all other matters shall be by a show of hands.

15. Special Business

a) The Board may call .special meetings of the Association at any time to consider urgent business.

b) Notice of such meetings shall state the venue and the business to be transacted and shall be forwarded by post to each member at the address last known of such member and shall be posted at least fourteen (14) days before the date appointed for holding the meeting. Such notice shall be deemed to have been delivered no later than three (3) days following the day on which it was posted.

16. Quorum

a) Fifteen (15) members shall constitute a quorum at any meeting of the Association.

b) Four (4) members, one of whom shall be the Chairman, shall constitute a quorum at any meeting of the Board.

17. Finance

- a) The financial year of the Association shall commence on the first day of April in each year and end on the following 31st day of March.
- b) The Board shall, not later than 20 June each year, circulate to all members reports regarding the financial position of the Association and proposals for the funding of the Association in the future.
- c) The Secretary/Treasurer shall deposit all money received by him/her in the Bank of the Association as promptly after receipt as circumstances permit.
- d) The Bank Account of the Association at such Bank shall be operated upon, and cheques and other bills of exchange and instruments endorsed by such signatories and in such manner as the Board may from time to time determine.
- e) Reasonable out of pocket expenses incurred by members of the Association on approved Association business may, with the approval of the Board, be reimbursed on application by the member provided such application is supported by receipts.
- f) Any member shall have the right to request by notice in writing to the Secretary of the Association an audit to be undertaken for the ensuing year by a member of the

Institute of Chartered Accountants of New Zealand and if an audit is so requested an auditor shall be appointed at the next Annual General Meeting of the Association. Where an audit is not requested the preparation of the financial statements by a member of the Institute of Chartered Accountants of New Zealand shall be sufficient to certify the Annual Statement of Position and Statement of Performance of the Association.

18. Subscriptions

- a) Each member of the Association shall pay an annual subscription to the Association of such amount as the Board shall from time to time recommend.
- b) The subscription year shall be from July 1 to June 30, this will align fees with the constitutionally stated period, in which Dunedin Host is obliged to hold its AGM.
- c) The Secretary shall forward notice of subscriptions to all members within thirty (30) days after the due date.

19. Amendment to Rules

- a) These rules may be altered, added to or rescinded by resolution of a Special General Meeting of the Association carried by a simple majority of votes cast.
- b) Notice of a motion to amend the rules must be provided to all members not less than twenty one (21) days prior to the Special General Meeting at which the

motion is to be considered.

c) No addition to or alteration or recession of the Rules shall be approved if it affects either of clauses 20 or 23.

20. Private Pecuniary Interests

a) Any income, benefit or advantage shall be applied to the objects of the Association.

b) No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income benefit or advantage whatsoever.

c) Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value).

d) The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

21. Disputes

a) Every dispute between a member or a person claiming through a member of the Association shall be settled by two (2) arbitrators (one to be appointed by each party) or their umpire in a manner prescribed by the Arbitration Act 1996 and in no other manner.

22. Indemnity

a) Every member of the Board and officer of the Association shall be indemnified by the Association in respect of all claims and proceedings made against him arising out of his membership of the Board or office with the Association.

23. Winding Up

a) The Association may be wound up voluntarily if the Association at a General Meeting of members passes a resolution to this effect and the resolution is confirmed at a subsequent General Meeting held no sooner than thirty (30) days nor more than two (2) calendar months after the date on which the resolution to be confirmed was passed.

b) If upon the winding-up or dissolution of the Association there remain after the satisfaction of all debts and liabilities any property whatsoever, the same shall be transferred to or applied towards any concern or association, or concerns or associations having substantially similar objects and activities to those of the Association to be used by it or by them for purposes similar to the objects for which the Association was established and in such manner and upon such

