DESTINATION PERTH

PERTH REGION TOURISM ORGANISATION CONSTITUTION

ABN 52 954 492 460
RULES AMENDED AUGUST 2026



CONTENTS

1.	TITLE	3
2.	INTERPRETATION	3
3.	PURPOSE	4
4.	APPLICATION OF PROPERTY AND INCOME	5
5.	MEMBERSHIP	5
6.	REGISTER OF MEMBERS	6
7.	MEETINGS	7
8.	NOTICE OF MEETING	8
9.	QUORUM AT MEETINGS	9
10.	CHAIR OF MEETINGS	9
11.	VOTING	9
12.	PASSAGE OF RESOLUTIONS AND VOTING PROCEDURE	9
13.	MINUTES	10
14.	POWERS OF THE BOARD	11
15.	COMPOSITION OF THE BOARD	12
16.	APPOINTMENT OF THE BOARD	12
17.	REMOVAL OF A DIRECTOR	13
18.	APPOINTMENT OF THE CHAIR	14
19.	MEETINGS OF THE BOARD	15
20.	DISCLOSURE OF INTEREST	15
21.	CHIEF EXECUTIVE OFFICER	16
22.	FINANCE	17
23.	AUDITOR	18
24.	FINANCIAL YEAR	18
25.	RULES AND AMENDMENTS	18
26.	WINDING UP AND DISTRIBUTION OF SURPLUS PROPERTY	19
27.	DISPUTE RESOLUTION	20
SCHEDULE A: DESTINATION PERTH SUB REGION COMMITTEE (CHARTER)		21

1. TITLE

The name of the body is Destination Perth and hereinafter it shall be referred to as the Organisation.

2. INTERPRETATION

2.1 Geographical Area

For the purposes of these Rules, the Perth Region (the "Region") means the geographic area of Western Australia comprising the local government areas listed below.

Armadale	Gingin	Peppermint Grove
Bassendean	Goomalling	Rockingham
Bayswater	Gosnells	Serpentine-Jarrahdale
Belmont	Joondalup	South Perth
Beverley	Kalamunda	Stirling
Boddington	Kwinana	Subiaco
Brookton	Mandurah	Swan
Canning	Melville	Toodyay
Cambridge	Mosman Park	Victoria Park
Chittering	Mundaring	Victoria Plains
Claremont	Murray	Vincent
Cockburn (Inc Rottnest Island)	Nedlands	Wanneroo
Cottesloe	Northam - Town	Wandering
East Fremantle	Northam - Shire	Waroona
Fremantle	Perth	York

2.2 Sub Regions within this geographic boundary, shall be determined by the Organisation from time to time, having regard to economic demand and will be published on the Organisation's website.

2.3 These Rules shall be interpreted in accordance with the Associations Incorporation Act 2015 (the "Act") and any conflict between the provisions of these Rules and the Act shall be determined as required by the Act.

2.4 "Board" shall mean the Board of Directors of the Organisation as constituted under these Rules and defined by the Act.

2.5 "Chief Executive Officer" (CEO) shall mean the most senior employee of the Organisation.

2.6 "Affiliated Body" means any organisation, association, corporation, government entity, not for profit body, industry body or other entity having purposes, objectives or activities that are complementary to, aligned with or supportive of the Purposes of the Organisation.

2.7 "External Body" shall mean a tourism industry organisation or business actively participating in directing tourists into the Region.

2.8 "General Meeting" means a meeting of the Members for the purpose of conducting the business of the Organisation and includes an Annual General Meeting (AGM) and a Special General Meeting (SGM).

2.9 "Stakeholder" shall mean organisations including Australian State and Local Government agencies, as well as affiliated and external bodies with a financial interest in, or strategic alignment with, the Organisation.

2.10 "Special General Meeting" means a General Meeting of Members other than an AGM.

2.11 "Directors' Meeting" means a meeting of the Directors of the Organisation convened in accordance with this Constitution.

2.12 "Special Resolution" means a resolution passed by a majority of not less than seventy five percent (75%) of the Members entitled to vote who cast a vote on the resolution at an AGM or Special General Meeting, provided that notice of the meeting specified the intention to propose the resolution as a Special Resolution and included the wording of the proposed resolution.

2.13 "AGM" shall mean Annual General Meeting of the Organisation.

2.14 "Notice" means any communication required or permitted to be given under these Rules and must be in writing and delivered by post or by electronic means, including email, except where these Rules or the Act require notice to be given in another form.

2.15 "Member" means a person, partnership, corporation, organisation or other entity whose name appears in the Organisation's register of Members, except where these Rules expressly refer to membership of another body, including membership of the Board or a Committee.

2.16 "Partnership" means a formal or informal collaborative relationship between the Organisation and another party, including an individual, business, government entity or not-for-profit organisation, entered into for a shared strategic, operational, commercial or community purpose and which may be documented by an Agreement, Memorandum of Understanding (MOU) or other written instrument approved in accordance with these Rules.

2.17 "Agreement" means any written arrangement, contract, memorandum of understanding (MOU), deed or other written instrument entered into by the Organisation with another party, whether legally binding ornon-binding and approved in accordance with these Rules.

2.18 "Sub Region" means a geographic area within the Region determined by the Organisation from time to time in accordance with Rule 2.2, having regard to tourism, economic, geographic and strategic considerations, and includes any Sub Region represented on the Destination Perth Sub Region Committee established under Schedule A.

3. PURPOSE

The Purposes of the Organisation are to:

3.1 position the Perth Region as a must-visit destination by uniting Members, partners and Stakeholders around cohesive, high-impact destination marketing that drives visitation, visitor expenditure and economic benefit.

3.2 develop, implement and participate in destination management strategies and initiatives that increase visitation, visitor expenditure and the economic contribution of tourism within the Region, including in partnership with other Stakeholders.

3.3 provide leadership and facilitate collaboration across the tourism and visitor economy within the Region, including through destination marketing, destination development, industry engagement, advocacy, promotion and visitor servicing.

3.4 collaborate and form strategic partnerships with government, industry, tourism organisations, Members, Stakeholders and other relevant bodies where such collaboration advances tourism and the visitor economy within the Region.

3.5 represent and advocate for the interests, opportunities and priorities of the Region's tourism and visitor economy at local, State, national and international levels.

3.6 support the sustainable growth, development and competitiveness of the Region's visitor economy, including by identifying and facilitating opportunities for investment, product development, industry capability and improved visitor experiences.

3.7 undertake any other activities reasonably necessary or incidental to achieving the Purposes of the Organisation.

4. APPLICATION OF PROPERTY AND INCOME

4.1 The property and income of the Organisation must be applied solely towards the furtherance of the Purposes of the Organisation. No part of the property or income of the Organisation may be paid or otherwise distributed, directly or indirectly, to a Member except as permitted under Rule 4.2.

4.2 Rule 4.1 does not prevent the Organisation from making, in good faith:

4.2.1 payment to any Member, Director, officer, employee, agent or other person in return for goods or services provided to the Organisation and authorised in accordance with these Rules;

4.2.1 payment of reasonable and proper rent for premises leased or let to the Organisation by a Member;

4.2.1 reimbursement of reasonable expenses properly incurred by a Member, Director, officer, employee or other authorised person in carrying out duties or activities on behalf of the Organisation, subject to any applicable policies and approval requirements of the Board; or

4.2.1 any other payment permitted by the Act, these Rules or applicable law, provided that the payment is made in good faith in furtherance of the Purposes of the Organisation.

4.2.1 Any payment to a Director under this Rule must comply with the Act, including any requirement for authorisation by resolution of the Members.

5. MEMBERSHIP

5.1 A person, partnership, corporation, organisation or other entity is eligible for membership where they operate within, represent, support, participate in or have a demonstrated connection with the tourism or visitor economy of the Region and satisfy any membership eligibility criteria determined by the Board from time to time.

5.2 An eligible applicant will become a Member of the Organisation if:

5.3 they submit an application for membership in the form and manner determined by the Organisation;

5.3.1 they pay the applicable annual membership fee, unless otherwise determined or waived by the Board; and

5.3.1 the application is approved by the Board in accordance with these Rules.

5.4 A Member's membership takes effect when their name is entered in the register of Members.

5.5 If an application for membership is not approved, any membership fee paid in connection with that application must be refunded.

5.6 The Board may determine categories of membership and administrative eligibility criteria consistent with

Rule and may determine that a Member, category of Member or other eligible applicant is exempt from paying all or part of the membership fee.

5.7 A Member who has not paid the applicable membership fee by the due date may have their membership suspended or terminated and their name removed from the register of Members in accordance with these Rules.

Where a Member whose membership has been terminated under this Rule pays all outstanding membership fees within three months after the due date, their membership may be reinstated from the date of payment, provided they remain eligible for membership and subject to any requirements determined by the Board.

5.8 Every Member is entitled to receive notice of and attend a General Meeting and, subject to these Rules and the Act, each Member is entitled to one vote.

6. REGISTER OF MEMBERS

6.1 MAINTAINING A REGISTER OF MEMBERS

a) The Board or its delegate must maintain a register of Members in accordance with the Act.

b) The register of Members must include each Member's name and:

c) postal address; or

d) email address.

e) The register of Members must be kept at a location determined by the CEO.

f) The register of Members must be updated within twenty eight (28) days of any change in the membership of the Organisation, in accordance with the Act.

6.2 INSPECTION OF THE REGISTER OF MEMBERS

a) A Member may request to inspect the register of Members.

a) The Organisation must, upon written request by a Member, make the register of Members available for inspection in accordance with the Act, subject only to any restrictions or protections permitted by the Act or other applicable law.

b) A request to inspect the register of Members must be made in writing to the CEO. Inspection shall occur within a reasonable timeframe determined by the Organisation and at such time, place and in such manner as the Organisation considers appropriate.

6.3 CESSATION OF MEMBERSHIP

6.3.1 A Member may cease to be a Member of the Organisation if:

a) the Member resigns by giving written notice to the CEO;

b) the Member no longer satisfies the eligibility criteria or qualifications for membership under these Rules;

c) the Member fails to pay any applicable membership fee by the due date, and their membership is subsequently terminated in accordance with these Rules; or

d) the Member's membership otherwise ceases in accordance with these Rules or the Act.

6.3.1 A Member whose membership is terminated under this Rule may appeal the decision to the Board if the Member considers that the cessation of their membership was unreasonable or unjust. The Board

must consider the appeal and may confirm, vary or overturn the decision.

6.3.1 If a Member ceases to satisfy the eligibility criteria or qualifications for membership solely because those criteria or qualifications have been changed by the Organisation, the Member may continue as a Member until the expiry of their current membership period, unless otherwise determined by the Board or agreed between the Member and the Organisation.

6.3.1 Rule 6.3.3 does not apply to changes to membership fees. Any change to membership fees determined by the Board will apply from the date determined by the Board, provided Members are given reasonable notice of the change and a reasonable period within which to make payment.

6.4 INSPECTION OF RECORDS AND DOCUMENTS

6.4.1 Subject to these Rules and the Act, a Member may make a written request to the CEO to inspect records and documents of the Organisation.

6.4.1 The Board may determine reasonable arrangements for inspection and may restrict access to information that is confidential, commercially sensitive, legally privileged, relates to employees or personal information, or where disclosure would be contrary to law or the interests of the Organisation.

6.4.1 Nothing in this Rule limits any statutory right of a Member to inspect or obtain a copy of a record under the Act.

7. MEETINGS

7.1 ANNUAL GENERAL MEETING

7.1.1 The Annual General Meeting (AGM) must be held within six months after the end of each Financial Year or within such other period as may be permitted by the Act.

7.1.1 The annual report and audited financial statements for the preceding Financial Year must be pre sented to Members at the AGM.

7.1.1 Unless otherwise determined by the Chair, the order of business at an AGM will be:

(a) Welcome;

(b) Apologies;

(c) Confirmation of the minutes of the previous AGM;

(d) Confirmation of the minutes of any Special General Meeting held since the previous AGM;

(e) Matters arising from the minutes;

(f) Disclosure of the nature and extent of any material personal interests required to be disclosed under Rule 20;

(g) Chair's Report;

(h) Presentation of the audited financial statements and Auditor's report for the preceding Financial Year;

(i) Matters arising from the financial statements;

(j) Announcement of Board Appointments;

(k) Special Business for which notice has been given in accordance with these Rules; and

(l) Any other business permitted to be considered at the AGM in accordance with these Rules and the Act.

7.2 SPECIAL GENERAL MEETINGS

7.2.1 A Special General Meeting may be called:

(a) by resolution of the Board; or

(b) upon a written request signed by at least ten percent (10%) of Members entitled to vote, specifying the matter or matters to be considered at the meeting.

7.2.1 A written request under Rule 7.2.1(b) must be provided to the CEO and must clearly state the purpose of the proposed Special General Meeting and any resolution proposed to be considered.

7.2.1 Upon receipt of a valid request under Rule 7.2.1(b), the CEO must arrange for a Special General Meeting to be held within thirty (30) days and must give Members notice of the meeting in accordance with Rule 8.

7.2.1 A Special General Meeting may only consider the business specified in the notice of meeting and any business permitted to be considered at a General Meeting under these Rules or the Act.

7.2.1 The provisions of these Rules applying to the conduct of an AGM will, with any necessary modifications, apply to a Special General Meeting unless otherwise provided by these Rules.

7.2.1 Proxy voting is not permitted at an AGM or Special General Meeting.

8. NOTICE OF MEETING

8.1 Notice of an Annual General Meeting (AGM) or Special General Meeting (SGM) must:

(a) be given to all Members at least twenty-one (21) days before the date of the meeting;

(b) state the date, time, location and, where applicable, electronic means by which Members may attend or participate in the meeting;

(c) set out the nature and particulars of the business to be considered at the meeting and the order in which that business is proposed to be considered;

(d) include the wording of any proposed Special Resolution and any other information required by these Rules or the Act; and

(e) be provided electronically to each Member using the email address or other electronic contact details recorded in the register of Members, unless another method of notice is required by the Act or these Rules.

8.2 Notice of Board meetings and any other meetings of the Organisation must be given in accordance with these Rules and in such manner as the Board may determine from time to time.

8.3 The CEO must provide Members, with the notice of the AGM, a copy of the audited financial statements for the preceding Financial Year and the minutes of the previous AGM.

8.4 The accidental omission to give notice of a meeting to a Member, or the non-receipt of notice by a Member, does not invalidate the proceedings or any resolution passed at that meeting, provided the Organisation has taken reasonable steps to give notice in accordance with these Rules, except where the Act provides otherwise.

9. QUORUM AT MEETINGS

9.1 The quorum for a meeting of the Board is four (4) Directors entitled to participate in the meeting.

9.2 The quorum for an AGM or SGM is ten percent (10%) of Members entitled to vote at that meeting.

9.3 A Director or Member participating in a meeting by electronic or digital means in accordance with these Rules is taken to be present for the purposes of determining a quorum.

9.4 If a quorum is not present within fifteen (15) minutes after the scheduled commencement time of a meeting, the Chair may adjourn the meeting to another date, time and place or method of attendance determined by the Chair, subject to these Rules and the Act.

9.5 No business may be transacted at a meeting unless a quorum is present.

10. CHAIR OF MEETINGS

10.1 The Chair will preside at each AGM, SGM and meeting of the Board.

10.2 In the absence or unavailability of the Chair, the Vice Chair will preside.

10.3 If both the Chair and Vice Chair are absent or unavailable, the Directors or Members present, as applicable, must appoint one eligible person from among those present to chair the meeting.

11. VOTING

11.1 At a meeting of the Board, each Director entitled to vote has one vote and, unless otherwise provided by these Rules or the Act, a resolution is passed by a simple majority of the votes cast by Directors entitled to vote.

11.2 At an AGM or Special General Meeting, each Member entitled to vote has one vote and, unless otherwise provided by these Rules or the Act, a resolution is passed by a simple majority of the votes cast by Members entitled to vote.

11.3 A Member or Director who abstains from voting is not taken to have cast a vote.

11.4 In the event of an equality of votes on an ordinary resolution, the Chair of the meeting has a casting vote in addition to any deliberative vote they are otherwise entitled to exercise.

11.5 Rule 11.4 does not apply to a Special Resolution or where these Rules or the Act require a different voting threshold.

11.6 Proxy voting is not permitted at an AGM, Special General Meeting or meeting of the Board.

12. PASSAGE OF RESOLUTIONS AND VOTING PROCEDURE

12.1 Members may exercise voting rights only in relation to matters expressly reserved to Members under these Rules or the Act, including:

(a) amendments to these Rules;

(b) Special Resolutions;

(c) matters relating to the conduct and procedure of General Meetings; and

(d) any other matter that these Rules or the Act expressly require or permit to be determined by Members.

12.2 Members have no power to appoint, remove or otherwise determine the appointment of Directors, except where expressly required by the Act.

12.3 Except where expressly provided by these Rules or the Act, Members do not have the power to direct the Board, CEO, employees or agents of the Organisation in relation to matters of strategy, policy, operations, administration or management.

Responsibility for the governance and strategic direction of the Organisation rests with the Board. Responsibility for the day to day management of the Organisation rests with the CEO under the direction and authority of the Board.

12.4 Except where a different voting threshold or method is required by these Rules or the Act, a resolution at a General Meeting will be determined by a simple majority of votes cast by Members entitled to vote.

12.5 Voting may be conducted by show of hands, electronic voting or any other method determined by the Chair that enables the votes of Members entitled to vote to be accurately determined.

12.6 Following a vote, the Chair must declare the result and the result must be recorded in the minutes of the meeting.

13. MINUTES

13.1 The CEO must ensure that accurate minutes are prepared for every AGM, SGM and meeting of the Board.

13.2 The minutes must be recorded, as applicable:

(a) the date, time and method or location of the meeting;

(b) the names of those present and any apologies received;

(c) confirmation that a quorum was present;

(d) any disclosures of material personal interests or conflicts of interest;

(e) the business considered;

(f) resolutions proposed and the outcome of each resolution; and

(g) any other matter required to be recorded under these Rules or the Act.

13.3 Minutes may be prepared, maintained and retained in written or electronic form and must be securely kept as part of the Organisation's records.

13.4 The minutes of a meeting must be presented for confirmation at the next meeting of the same body or at such other time as the Board considers appropriate.

13.5 Once confirmed, the minutes must be signed or otherwise authenticated, physically or electronically, by the Chair of the meeting at which the minutes are confirmed or by another person authorised by the Board.

13.6 Minutes confirmed and authenticated in accordance with this Rule are evidence of the proceedings and resolutions recorded in them, subject to any correction subsequently approved in accordance with these Rules or the Act.

14. POWERS OF THE BOARD

Subject to these Rules and the Act, the Board has all powers necessary or desirable to govern the Organisation and further its Purposes, including the power:

14.1 To manage, govern and oversee the affairs, property, activities and strategic direction of the Organisation in furtherance of its Purposes.

14.2 To establish committees, advisory groups, working groups or other bodies as the Board considers appropriate and to determine their membership, terms of reference, powers, responsibilities and reporting requirements.

14.3 To appoint one or more existing Directors, Members, employees, advisers, industry representatives, Stakeholders or other suitably qualified persons to any committee. The Board may establish committees in accordance with this Rule, including the Destination Perth Sub Region Committee outlined under Schedule A.

14.4 To delegate any of its powers, functions or responsibilities to a committee, Director, the CEO, employee, agent or professional adviser, subject to any limitations imposed by these Rules, the Act or the terms of the delegation.

14.5 To amend or revoke any delegation and to establish policies, procedures and reporting requirements governing the exercise of delegated authority.

14.6 To open, operate and close bank accounts and other financial accounts in the name of the Organisation and to establish appropriate banking authorities, payment approval requirements and financial controls.

14.7 To invest and manage the funds and assets of the Organisation in accordance with these Rules, applicable law and any investment or financial policy approved by the Board.

14.8 To engage and remunerate employees, agents, contractors, consultants and professional advisers as the Board considers necessary or appropriate for the Organisation.

14.9 To acquire, lease, hire, hold, manage, improve, dispose of or otherwise deal with property and assets of the Organisation in accordance with these Rules and the Act.

14.10 To enter into, approve or authorise Agreements, Partnerships, Memoranda of Understanding and other arrangements that further the Purposes or strategic interests of the Organisation.

14.11 To establish policies, procedures, regulations and by-laws for the governance, administration, activities, property and operations of the Organisation, provided they are consistent with these Rules and the Act.

14.12 To affiliate or collaborate with, become a member of, subscribe to or withdraw from any organisation, association, body or network where the Board considers that doing so will further the Purposes or strategic interests of the Organisation.

14.13 To advocate, make representations and engage with government, industry, Members, Stakeholders and other bodies on matters relevant to the Organisation, the Region and its visitor economy.

14.14 To borrow, raise or secure money and give security over the property or assets of the Organisation where the Board considers it appropriate and subject to these Rules and the Act.

14.15 To undertake any other lawful action that the Board considers necessary, desirable or incidental to the governance of the Organisation or the achievement of its Purposes.

15. COMPOSITION OF THE BOARD

15.1 The affairs, business and governance of the Organisation will be managed by or under the direction of the Board in accordance with these Rules and the Act.

15.2 The Board will consist of up to eight (8) Directors appointed having regard to the skills, expertise, experience, diversity and strategic needs of the Organisation, as determined in accordance with these Rules.

15.3 In determining the composition of the Board, consideration should be given to maintaining an appropriate balance of skills, industry knowledge, governance experience and representation relevant to the Organisation's Purposes and the Region.

15.4 At least fifty percent (50%) of Directors must be Members or representatives of Members of the Organisation.

15.5 Proxy voting is not permitted at meetings of the Board.

15.6 The Board may invite a representative of Tourism WA, industry or a relevant subject matter expert to attend a Board meeting for the duration of a specific agenda item or matter relevant to their expertise. Unless separately appointed as a Director, that representative:

(a) is not a Director;

(b) is not entitled to vote;

(c) is not counted for the purposes of determining a quorum; and

(d) may be excluded from any part of a Board meeting where the Board considers it appropriate, including where confidential, commercially sensitive or conflict of interest matters are being considered.

16. APPOINTMENT OF THE BOARD

16.1 Directors will be appointed by resolution of the Board in accordance with this Rule.

16.2 When a vacancy arises or is anticipated, the Organisation should publicly advertise a call for expressions of interest for appointment to the Board, unless the Board determines that an alternative recruitment process is appropriate having regard to the Board Skills Matrix, succession planning and the strategic needs of the Organisation.

16.3 Candidates for appointment as a Director must be assessed on merit having regard to criteria determined by the Board, which may include:

(a) relevant skills, expertise and professional experience;

(b) governance and leadership capability;

(c) knowledge of tourism, the visitor economy, destination management or other sectors relevant to the Organisation;

(d) diversity of background, experience and perspective;

(e) strategic capability;

(f) independence and capacity to exercise sound judgement;

(g) connection or relevance to the Region and its visitor economy; and

(h) alignment with the Organisation's Purposes and strategic direction.

16.4 The Board may establish a Nominations or Governance Committee to oversee the recruitment, assessment and recommendation of candidates for appointment to the Board.

16.5 Following the assessment process, the Board may appoint a candidate as a Director by resolution of the Board.

16.6 The appointment of a Director does not require approval or ratification by Members unless expressly required by the Act.

16.7 Each Director will be appointed for a term of two (2) years and may be considered for reappointment in accordance with this Rule.

16.8 A Director may serve multiple consecutive terms but must not serve as a Director for more than ten (10) years in total.

16.9 In considering the reappointment of a Director, the Board must have regard to the Director's contribution, performance, attendance, skills and experience together with the Board Skills Matrix, succession planning and the current and future strategic needs of the Organisation.

16.10 Reappointment for a further term is not automatic and must be approved by resolution of the Board.

16.11 All appointments and reappointments must comply with the eligibility requirements contained in these Rules and the Act.

16.12 In making appointments and reappointments, the Board must have regard to the overall composition of the Board and should seek to ensure that the Directors collectively provide the skills, experience, diversity, industry knowledge, governance capability and strategic expertise required to effectively govern the Organisation.

16.13 A vacancy in the office of a Director does not invalidate the acts or decisions of the remaining Directors, provided that the requirements for quorum under these Rules continue to be satisfied.

16.14 A Director ceases to hold office upon:

(a) the expiration of their term unless reappointed;

(b) resignation by written notice to the Chair or CEO;

(c) death;

(d) becoming ineligible or disqualified from serving as a Director under these Rules or the Act;

(e) removal from office in accordance with these Rules or the Act; or

(f) reaching the maximum tenure of ten (10) years permitted under Rule 16.8.

17. REMOVAL OF A DIRECTOR

17.1 Subject to the Act, the Board may remove a Director from office before the expiration of that Director's term where the Board determines that removal is in the best interests of the Organisation.

17.2 Without limiting Rule 17.1, grounds for removal may include where a Director:

(a) materially or repeatedly breaches these Rules, the Organisation's governance policies or their duties as a Director;

(b) engages in conduct that has materially prejudiced, or is reasonably likely to materially prejudice, the interests, reputation or effective governance of the Organisation;

(c) fails to adequately perform the duties and responsibilities of a Director;

(d) fails to meet reasonable attendance or participation requirements determined by the Board;

(e) has an ongoing conflict of interest that materially impairs their ability to properly discharge their duties;

(f) ceases to satisfy an eligibility requirement applicable to their appointment;

(g) becomes incapable of effectively performing the duties of a Director; or

(h) otherwise ceases to be suitable to hold office having regard to the Purposes, governance requirements and best interests of the Organisation.

17.3 Before a resolution to remove a Director is considered:

(a) the Director must be given written notice of the proposed removal and the reasons for it;

(b) the Director must be given a reasonable opportunity to provide a written response and address the Board; and

(c) the Director must not participate in the Board's deliberation or vote concerning their removal.

17.4 A resolution to remove a Director under this Rule must be approved by not less than two thirds (2/3) of the Directors entitled to vote on the resolution, excluding the Director who is the subject of the proposed removal.

17.5 The resolution and decision must be recorded in the minutes and the Director must be notified in writing of the Board's decision as soon as reasonably practicable.

17.6 Removal takes effect at the time specified in the resolution or, if no time is specified, immediately upon the resolution being passed.

18. APPOINTMENT OF THE CHAIR

18.1 When a vacancy in the position of Chair arises or is anticipated, the position must be publicly advertised unless the Board determines, in exceptional circumstances, that an alternative recruitment process is in the best interests of the Organisation.

18.2 The Board must establish an Appointment Committee to oversee the recruitment, assessment and recommendation process for the position of Chair.

18.3 The composition of the Appointment Committee will be determined by the Board and must be structured to ensure an appropriate level of independence, objectivity and governance oversight.

18.4 The Appointment Committee must assess candidates against selection criteria approved by the Board, which may include leadership capability, governance experience, strategic acumen, Stakeholder influence, independence, industry or destination experience and alignment with the Organisation's Purposes and strategic direction.

18.5 An existing Director may apply for the position of Chair but must not participate in any discussion, assessment, recommendation or decision relating to their own candidature.

18.6 Following completion of the recruitment and assessment process, the Appointment Committee must recommend a preferred candidate to the Board.

18.7 The Chair will be appointed by resolution of the Board.

18.8 The appointment, term, reappointment, resignation and cessation of the Chair will otherwise be governed by the provisions of these Rules applying to Directors, except where expressly provided otherwise.

19. MEETINGS OF THE BOARD

19.1 The Board shall meet at least six (6) times in each calendar year, at intervals that support the governance needs of the Organisation.

19.2 The CEO shall give notice to Directors of the date, time, place and method of attendance for each Board meeting.

19.3 Directors may participate in Board meetings using electronic or digital technology that enables them to communicate with each other during the meeting and will be taken to be present for the purposes of the meeting.

19.4 At the first Board meeting after each AGM, the Board shall appoint from among the Directors a Vice Chair and Treasurer.

19.5 The Vice Chair and Treasurer shall hold office until the first Board meeting following the next AGM or for the remainder of their term as a Director, whichever is earlier.

19.6 If the office of Vice Chair or Treasurer becomes vacant, the Board may appoint a Director to fill the vacancy for the remainder of the relevant term.

19.7 Except as otherwise provided in these Rules or the Act, matters before the Board shall be decided by a simple majority of Directors entitled to vote. The Chair shall have a casting vote in the event of an equality of votes.

19.8 The Board may determine an urgent matter by circular resolution without convening a Board meeting, provided that:

(a) the proposed resolution is provided to all Directors entitled to vote;

(b) the resolution is approved by a majority of all Directors entitled to vote;

(c) a Director may indicate their approval by electronic communication, including email or any other electronic means approved by the Board;

(d) the resolution is taken to have been passed on the date the final approval required under Rule 19.8(b) is received; and

(e) the circular resolution and the outcome of the vote must be recorded in the minutes of the next Board meeting.

19.9 Subject to these Rules and the Act, the Board may determine its own meeting procedures.

20. DISCLOSURE OF INTEREST

20.1 A Director who has a material personal interest in a matter being considered by the Board must, as soon as they become aware of the interest, disclose the nature and extent of that interest to the Board in accordance with the Act.

20.2 Unless otherwise permitted by the Act, a Director who has a material personal interest in a matter:

(a) must not be present while the matter is being considered or discussed by the Board;

(b) must not vote on the matter; and

(c) must not be counted for the purposes of determining a quorum in relation to consideration of that matter.

20.3 The nature and extent of the Director's material personal interest must be disclosed at the next General Meeting of the Organisation as required by the Act.

20.4 Any disclosure of a material personal interest and the Director's absence from discussion and voting on the matter must be recorded in the minutes of the relevant Board meeting.

20.5 Directors must comply with any additional requirements relating to material personal interests, conflicts of interest and disclosure imposed by the Act, these Rules or any governance policy adopted by the Board from time to time.

21. CHIEF EXECUTIVE OFFICER

21.1 The Board, acting on behalf of the Organisation, will appoint and employ a Chief Executive Officer (CEO) on such terms and conditions as determined by the Board.

21.2 Subject to the terms of the CEO's employment contract and applicable law, the Board may suspend, remove or terminate the CEO and appoint another person to the position.

21.3 The CEO is responsible for the executive leadership and day to day management of the Organisation and is accountable to the Board for the performance of the Organisation in accordance with the strategic direction, policies, budget and delegations approved by the Board.

21.4 The CEO has authority to:

(a) employ, manage, direct and, where appropriate, terminate employees and engage contractors as necessary for the effective operation of the Organisation, subject to the approved budget, Board policies and any applicable delegations;

(b) manage the day to day operations and administration of the Organisation in accordance with these Rules, the Act, applicable law and Board approved policies and delegations;

(c) implement the strategic direction, strategic plan and priorities approved by the Board;

(d) manage the Organisation's resources, finances, programs, partnerships, activities and operations within the authority delegated by the Board;

(e) enter into Agreements and Partnerships on behalf of the Organisation where authorised under these Rules, Board policy or an approved delegation; and

(f) exercise any other powers or functions delegated to the CEO by the Board.

21.5 The CEO must:

(a) provide timely, accurate and relevant information and advice to the Board concerning the administration, financial position, performance, risks, opportunities and future direction of the Organisation;

(b) operate in accordance with any performance objectives and Key Performance Indicators approved by the Board;

(c) ensure that proper financial, administrative, governance and statutory records of the Organisation are created, maintained and retained in accordance with these Rules, the Act and applicable law;

(d) coordinate and oversee the official correspondence and communications of the Organisation;

(e) ensure that decisions and resolutions of the Board are implemented;

(f) ensure that the Organisation complies with its statutory, contractual and regulatory obligations, including responsibility for ensuring compliance with the Organisation's reporting obligations under the Act; and

(g) perform any other duties reasonably required by the Board consistent with the role of CEO; and

(h) ensure that the books, records, documents and securities of the Organisation are securely maintained and held in the custody or control of the Organisation.

21.6 The CEO will perform the functions and responsibilities required of the Secretary under the Act unless the Board appoints another person to the position of Secretary.

21.7 The CEO is entitled and expected to attend and participate in meetings of the Board and General Meetings unless otherwise determined by the Chair or Board.

21.8 Unless separately appointed as a Director, the CEO:

(a) is not a Director;

(b) is not entitled to vote at meetings of the Board;

(c) is not counted for the purposes of determining a Board quorum; and

(d) may be excluded from any part of a Board meeting where the Board considers it appropriate, including where matters relating to the CEO's employment, remuneration, performance or a conflict of interest are being considered.

21.9 The Board may delegate powers, functions and authorities to the CEO on such terms and subject to such limitations as the Board considers appropriate and may amend or revoke any delegation from time to time.

22. FINANCE

22.1 The Board must appoint a Treasurer from among the Directors to provide financial governance and oversight on behalf of the Board.

22.2 The Treasurer will:

(a) monitor the financial position and financial performance of the Organisation;

(b) provide financial oversight and advice to the Board;

(c) review financial reports, budgets and forecasts presented to the Board;

(d) support the Board in overseeing the Organisation's financial sustainability, financial controls and risk management; and

(e) perform any other financial governance responsibilities determined by the Board from time to time.

22.3 The CEO is responsible for the financial management and administration of the Organisation, subject to the strategic direction, policies, approved budget and delegations of the Board.

22.4 The CEO must ensure that:

(a) all money received by the Organisation is properly recorded, accounted for and deposited into an account held in the name of the Organisation;

(b) payments and financial commitments are made in accordance with the approved budget, Board policies and applicable financial delegations;

(c) appropriate accounting records, financial documents and supporting records are created, securely maintained and retained as required by the Act and applicable law;

(d) accurate and timely financial reports are prepared and presented to the Board;

(e) an annual budget is prepared and submitted to the Board for consideration and approval;

(f) appropriate financial controls, systems and procedures are maintained;

(g) the Organisation's financial and statutory reporting obligations are met; and

(h) the Board is promptly advised of any material financial risk, significant variance or matter that may materially affect the financial position or sustainability of the Organisation.

22.5 The Board must approve the annual budget and may establish financial delegations, expenditure limits, banking authorities and financial policies governing the management of the Organisation's finances.

22.6 The Board may establish a Finance, Audit and Risk Committee or other committee to assist it in overseeing the financial affairs, audit, risk management and financial sustainability of the Organisation.

23. AUDITOR

23.1 An appropriately qualified and independent Auditor must be appointed in accordance with the requirements of the Act. Where required by the Act, the appointment must be made by resolution of the Members at a General Meeting. The Board may appoint an Auditor only where and for so long as permitted by the Act.

23.2 The Auditor:

(a) is not required to be a Member of the Organisation;

(b) must not be a Director, officer or employee of the Organisation where such appointment would compromise, or reasonably be perceived to compromise, the Auditor's independence;

(c) may be paid reasonable remuneration for services provided to the Organisation; and

(d) must undertake the audit of the Organisation's financial statements and provide any report required in accordance with the Act and applicable accounting and auditing requirements.

23.3 The audited financial statements and the Auditor's report must be presented to Members at the AGM in accordance with these Rules and the Act.

23.4 The appointment, reappointment, resignation, replacement and removal of an Auditor must be undertaken in accordance with the Act.

24. FINANCIAL YEAR

24.1 The Financial Year of the Organisation will commence on 1 July each year and end on 30 June of the following year.

25. RULES AND AMENDMENTS

25.1 These Rules constitute the rules of the Organisation and will take effect in accordance with the Act.

25.2 A current copy of these Rules must be made available to Members and published on the Organisation's website.

25.3 Subject to the Act, these Rules may be altered, amended, added to, rescinded or replaced only by Special Resolution of the Members entitled to vote.

25.4 Notice of a General Meeting at which a Special Resolution to alter, amend, add to, rescind or replace these Rules is proposed must:

(a) specify that the resolution is proposed as a Special Resolution;

(b) include the precise wording of the proposed amendment, addition, alteration, rescission or replacement; and

(c) include a brief explanation of the purpose and effect of the proposed change.

25.5 Following the passing of a Special Resolution altering these Rules, the Organisation must lodge all documents and information required by the Act with the Commissioner within the period prescribed by the Act.

25.6 An alteration to these Rules takes effect in accordance with the Act and not merely upon the passing of the Special Resolution.

25.7 Any alteration relating to the name, Purposes or other matter requiring additional approval under the Act is subject to that approval.

26. WINDING UP AND DISTRIBUTION OF SURPLUS PROPERTY

26.1 The Organisation may be wound up or its incorporation may be cancelled in accordance with the Act.

26.2 The Organisation may, by Special Resolution and subject to the Act, resolve to wind up the Organisation or apply for cancellation of its incorporation.

26.3 Upon the winding up or cancellation of the incorporation of the Organisation, any surplus property remaining after payment or provision for payment of all debts, liabilities, costs and expenses of the Organisation must not be paid or distributed to any Member or former Member, except to the extent expressly permitted by the Act.

26.4 Any surplus property of the Organisation must be distributed to one or more entities that are eligible to receive surplus property under the Act and which are determined by Special Resolution of the Members entitled to vote.

26.5 In determining an entity to receive surplus property under Rule 26.4, preference should be given to an eligible not for profit entity:

(a) whose purposes are similar to or substantially aligned with the Purposes of the Organisation; and

(b) which supports or promotes tourism, the visitor economy, destination development or community and economic benefit within Western Australia.

26.6 If more than one eligible entity is identified, the Members may determine by Special Resolution the proportions in which the surplus property is to be distributed.

26.7 Any distribution of surplus property must be made in accordance with the Act and any applicable statutory requirements, approvals or distribution plan required at the time.

26.8 For the purposes of this Rule, “surplus property” has the meaning given to that term in the Act.

27. DISPUTE RESOLUTION

27.1 The dispute resolution procedure set out in this Rule applies to a dispute arising under or in connection with these Rules between:

(a) a Member and another Member, where the dispute relates to their respective rights or obligations as Members; or

(b) a Member and the Organisation.

27.2 A party to a dispute must give written notice to the other party setting out the nature of the dispute and the outcome sought.

27.3 Within fourteen (14) days after notice of the dispute is received, the parties must meet, whether in person or by electronic means, and make a genuine and good faith attempt to resolve the dispute.

27.4 If the dispute is not resolved under Rule 27.3, or if a party fails or refuses to participate in that process, the parties must, within ten (10) days after the expiry of the period referred to in Rule 27.3, seek to arrange mediation of the dispute by an independent and appropriately qualified mediator agreed between the parties.

27.5 If the parties cannot agree on the appointment of a mediator, a mediator may be appointed in accordance with the Act or by an independent mediation body agreed between the parties.

27.6 The parties must participate in the mediation in good faith and make a genuine attempt to resolve the dispute.

27.7 In conducting the mediation, the mediator must:

(a) provide each party with a reasonable opportunity to be heard;

(b) allow each party reasonable opportunity to consider and respond to any relevant written material submitted by another party;

(c) conduct the mediation fairly and impartially; and

(d) ensure that the principles of natural justice and procedural fairness are observed.

27.8 The mediator must act independently and impartially and must not determine or impose an outcome in relation to the dispute.

27.9 Unless otherwise agreed between the parties, each party will bear its own costs of participating in the dispute resolution process and the costs of the mediator will be shared equally between the parties.

27.10 The mediation process and communications made for the purpose of resolving the dispute must, to the extent permitted by law, remain confidential and be conducted on a without prejudice basis.

27.11 If the dispute is not resolved through mediation, either party may exercise any rights available to them under the Act or otherwise at law.

27.12 Nothing in this Rule prevents a party from seeking urgent interlocutory or injunctive relief where such relief is reasonably necessary.

SCHEDULE A

DESTINATION PERTH SUB REGION COMMITTEE CHARTER

1. Establishment and Definition

The Board establishes the Destination Perth Sub Region Committee (the "Committee") as an advisory committee of the Organisation in accordance with these Rules.

For the purposes of this Schedule, "Committee" means the Destination Perth Sub Region Committee established under this Schedule.

2. Purpose

The Destination Perth Sub Region Committee is established to provide Destination Perth with a structured and representative mechanism for hearing directly from the tourism and visitor economy across each of Destination Perth's identified Sub Regions.

The Committee provides an important connection between Destination Perth, its Board and the businesses, Stakeholders, opportunities and emerging issues within each Sub Region.

The Committee is advisory in nature and does not hold or exercise the powers of the Destination Perth Board.

3. Composition

The Committee will comprise:

(a) the Destination Perth Chief Executive Officer, who will Chair the Committee or may nominate a delegate toact as Chair; and

(b) one appointed representative from each of Destination Perth's recognised Sub Regions.

(c) Each Sub Region Representative will occupy a designated Sub Region position and will represent the interests, opportunities and industry sentiment of their Sub Region as a whole.

4. Appointment of Sub Region Representatives

The Destination Perth Chief Executive Officer will identify and recommend suitable candidates for appointment as Sub Region Representatives.

In identifying candidates, the Chief Executive Officer will have regard to a Board ratified representation matrix designed to achieve an appropriate balance of industry knowledge, capability, geographic representation, Stakeholder connectivity and diversity across the positions.

Each proposed appointment must be presented to the Destination Peth Board for ratification by majority vote. An appointment takes effect upon ratification by the Board.

5. Term and Cessation of Appointment

There is no prescribed term of appointment for a Sub Region Representative.

The Destination Perth Chief Executive Officer may end the appointment of a Sub Region Representative by providing four weeks written notice.

A Sub Region Representative may resign from the Committee by providing four weeks written notice to the Destination Perth Chief Executive Officer.

Any replacement representative will be appointed in accordance with clause 4 of this Charter.

6. Meetings and Attendance

The Sub Region Committee will ordinarily meet four times each year on a quarterly basis. Meetings may be conducted online to facilitate participation from across the Region.

Sub Region Representatives are expected to attend a minimum of three of the four scheduled meetings in each year.

Regular participation is an important requirement of appointment as the effectiveness of the Committee relies upon current and active representation from each Sub Region.

7. Role of Sub Region Representatives

At each meeting, Sub Region Representatives are expected to provide a genuine and informed perspective on their respective Sub Region.

Representatives should bring forward matters including:

- current industry sentiment and emerging trends within the Sub Region;
- significant issues, challenges or barriers affecting the visitor economy;
- emerging opportunities for tourism, visitation and economic development;
- potential investment opportunities or prospective investors;
- significant marketing initiatives, campaigns or opportunities;
- major events, proposed events or opportunities capable of driving visitation;
- opportunities for collaboration between businesses, government, Destination Perth and other Stakeholders; and
- any other matter considered strategically relevant to Destination Perth or the broader visitor economy.

8. Industry Engagement

Appointment as a Sub Region Representative carries an expectation of active engagement with the broader business and tourism community within that Sub Region.

Representatives should maintain meaningful connections with a diverse range of businesses, operators,

organisations and Stakeholders so that the views presented to the Committee extend beyond their own organisation or immediate commercial interests.

Representatives are encouraged to actively listen to their Sub Region, identify common themes and bring forward opportunities and concerns that may otherwise not reach Destination Perth.

9. Duty to Represent the Sub Region

A Sub Region Representative is appointed to represent their Sub Region as a whole and not their individual business, employer or commercial interests.

A representative must not use their position on the Committee to promote their own business, secure preferential treatment, obtain additional commercial benefit or otherwise advance their personal or organisational interests.

Representatives must act in good faith and in the broader interests of their Sub Region and the Destination Perth visitor economy.

Where an actual, potential or perceived conflict of interest arises, the representative must disclose that conflict to the Chair.

10. Relationship with the Destination Perth Board

The Sub Region Committee is an advisory committee of Destination Perth and does not replace, limit or diminish the governance responsibilities, authority or decision making obligations of the Destination Perth Board.

Where a matter raised through the Sub Region Committee is considered by the Destination Perth Chief Executive Officer to require Board consideration, strategic direction or governance oversight, the Chief Executive Officer will elevate the matter to the Board following the relevant Sub Region Committee meeting.

The Sub Region Committee may also, by collective resolution, determine that a matter warrants formal consideration by the Destination Perth Board. In these circumstances, the Sub Region Committee may make a formal recommendation to the Board and the Chief Executive Officer must ensure that the recommendation is presented to the Board for consideration in a timely manner.

Any formal recommendation made by the Sub Region Committee must be recorded in the minutes of the relevant Committee meeting together with the outcome of the Committee's consideration.

The Board retains ultimate authority and discretion in determining its response to any matter or recommendation referred by the Sub Region Committee.

This framework ensures that significant issues, opportunities and regional priorities identified across Destination Perth's Sub Regions have a clear and transparent pathway to Board consideration while preserving the Board's ultimate governance responsibility and decision making authority.

11. Role of the Sub Region Committee Chair

The Chair will:

- facilitate quarterly meetings;
- encourage balanced participation across all Sub Regions;

- ensure discussion remains strategically relevant to Destination Perth and its objectives;
- ensure representatives act in the interests of their respective Sub Regions rather than individual commercial interests;
- identify matters requiring further action or escalation; and
- ensure relevant matters are communicated to the Destination Perth Board.

12. Nature of Appointment

Appointment to the Sub Region Committee does not confer directorship, employment, agency or authority to bind Destination Perth.

Representatives may not make commitments, representations or public statements on behalf of Destination Perth.

13. Review of the Charter

The Destination Perth Board may review and amend this Charter from time to time.

Any amendment to this Schedule must be approved by resolution of the Board and must remain consistent with these Rules and the Act.