



Mareeba Heritage Centre Incorporated

Centenary Park 345 Byrnes Street Mareeba Qld 4880

07 4092 5674

manager@mareebaheritagecentre.com.au

www.mareebaheritagecentre.com.au

@visitmareeba

ABN 25 062 357 797

1 November 2018

EXPLANATORY NOTE 1

Dear Members

ANNUAL GENERAL MEETING OF MEMBERS ("AGM")

15 November 2018

The purpose of this Explanatory Note is to explain the reason for the resolution/s to be tabled at the AGM of the Mareeba Heritage Centre Inc and to provide information relevant to Members' decision whether to resolve to vote in favour of the resolution/s.

Resolution/s:

That the definitions for the director positions be accepted as presented as an addition to the director positions.

That the director requirements be accepted as presented as an addition to the director positions.

Purpose

Special General Meeting held on 23 August 2018 resolved an amendment of Rule 18 Membership of Management Committee. The rule amendments were registered on the date thereof with correspondence from the Office of Fair Trading dated 4 October 2018 confirming these changes.

It was resolved at the meeting that the Management Committee put to the AGM as an addition to the definition for the three director positions: Retail Director, Tourism Director and Finance Director.

This note aims to set definitions for each director position and attempt to set director requirements to ultimately support the performance and effective supervision of the Mareeba Heritage Centre Inc.

The proposed resolutions do not make any changes to the fundamental structure of the association and primary objectives remain unchanged.

Definitions

The Mareeba Heritage Centre Inc is administered by a Board of Directors elected at the Annual General Meeting. This group meet monthly to review the performance and activities of the organisation.

The Board of Directors consists of nine (9) persons all of whom are members of Mareeba Heritage Centre Inc.

Directors serve a one (1) year term and elections are held at the Annual General Meeting.

Director - Retail

Representing members as someone who is currently, or has a minimum of 10 years' experience, responsible for every aspect of the day-to-day supervision of a retail outlet, including sales, staff, stock and resources management. Has extensive commercial retail management experience.

Director - Tourism

Representing members as someone who is currently, or has a minimum of 10 years' experience, responsible for every aspect of the day-to-day supervision of a tourism operation, including sales, staff, marketing and resources management. Has extensive commercial tourism management experience.

Director - Finance

Representing members as someone who is currently, or has a minimum of 10 years' experience, responsible for managing internal finances and human resource tasks of an organization. Responsible to ensure proper functioning of all financial administration and financial processes, including accounting and budgets, employee salaries and benefits, and other internal processes. Has extensive commercial finance management experience.

Director – Mareeba Shire Council

Councillor nominated by Mareeba Shire Council.

Director – Museum Volunteer

Representing members and bring their Museum knowledge to the Board. This Director is a current Museum Volunteer and is strongly committed to volunteering at the Centre.

Director – VIC Volunteer

Representing members and bring their VIC knowledge to the Board. This Director is a current VIC Volunteer and is strongly committed to volunteering at the Centre.

Director – General

Representing members and elected by members to the Board.

Director – Special Interest

Appointed by the Mareeba Heritage Centre Board

Director Requirements

The Rules of Association of Mareeba Heritage Centre Inc requires a Nomination to the Board to be validated by a current financial member of Mareeba Heritage Centre Inc, and the nomination to be formally accepted by the nominee. In accepting the nomination to the Mareeba Heritage Centre Inc Board, the nominee has carefully considered the role of a Board member and their capacity to add a valuable contribution and agrees to the following specific commitments required:

1. The nominee is strongly committed to regional tourism promotion, to motivate visitors and locals to explore the culture and diversity of the region; the promotion and preservation of Mareeba's culture and heritage. Regional tourism promotion includes the region of the Atherton Tablelands, which includes the area that sits within the boundaries of Mareeba Shire Council and Tablelands Regional Council.
2. The nominee must be a current financial member of the Mareeba Heritage Centre Inc.
3. The nominee is strongly committed to the Vision, Policies and objectives of the Mareeba Heritage Centre Inc, and will assist where possible in membership and marketing initiatives.
4. The nominee is available to participate in at least 7 of the 10 monthly 2 hour meetings held at the Centre.
5. The nominee is able to monitor, review and respond to email correspondence in a timely manner.
6. The nominee is able to support and participate in one or more specialist Committee(s).
7. The nominee is able to support and participate for a period of one year.
8. The nominee commits to attend a workshop for not-for-profit boards on Governance and Risk Management within two (2) months of accepting the nomination, unless identified as already competent or proof of attendance within a 2-year period is presented. (Workshops are run free of charge by Williams Graham and Carmen Solicitors in Cairns or the Cairns Community Legal Centre.)

Directors responsibilities are in accordance with the Constitution and Corporations Act 2001. The Corporations Act 2001 specifies four main duties for directors:

1. Care and diligence – This duty requires a director to act with the degree of care and diligence that a reasonable person might be expected to show in the role (s 180).
2. Good faith – This duty requires a director to act in good faith in the best interests of the company and for a proper purpose (s 181), including to avoid conflicts of interest, and to reveal and manage conflicts if they arise.
3. Not to improperly use position – This duty requires directors to not improperly use their position to gain an advantage for themselves or someone else, or to the detriment to the company (s 182).
4. Not to improperly use information – This duty requires directors to not improperly use the information they gain in the course of their director duties to gain an advantage for themselves or someone else, or to the detriment to the company (s 183).