



## **Cooktown Chamber of Commerce & Tourism Inc**

**ABN 13 846 673 994**

### **Minutes of Annual General Meeting for Year Ending 31 December 2020**

**Held:** 6.00 - 7.30 pm on Friday 14<sup>th</sup> May 2021 At River of Gold Motel.

**Present:** Mick Davies (River of Gold Motel & President), Russell Bowman (The Lure Shop & Treasurer), Cameron Bourne (Seabourne Outboards), Sam Godfrey-Roberts (FNQ Insurance Brokers), Nellie Harvey (Cooktown Wholesalers), Julie Hillhouse (Cooktown Platinum Realty), Will Peck (Cooktown Orchid Travellers Park & Secretary).

<b>No</b>	<b>Agenda Item</b>	<b>Record</b>
1	Welcome.	The President noted that a quorum was present, declared the Meeting open at 6.15pm and welcomed everyone
2	President's overview of the Chamber's activities for the last year.	<p>Mick Davies ran through the Chambers activities over the last year noting work done with the Council on getting the roads opened up in July and launching the Buy Local Campaign. He also noted the Chamber was working with the Council on long term projects including improving boating facilities, sealing the Bloomfield Track and extending the Tourist Season.</p> <p>He noted the support the Chamber had provided support to Cooktown Markets by being the policy holder for their liability insurance and that this was made possible by the very generous sponsorship from Sam Godfrey-Roberts and FNQ Brokers.</p>
3	Presentation, review and adoption by <b>Ordinary Resolution</b> of the Chamber's Financial Statements for Year Ending 31 December 2019	<p>Mick Davies noted that the Chamber had been unable to hold a meeting for 2019 financial year due to the pandemic restrictions and that we needed to approve the 2019 financial statements in addition to 2020 financial statements at this Meeting.</p> <p>The Treasurer and Secretary ran through the 2019 Financial Statements noting the Independent Accountant's statement that the Chamber's financial records show that the Chamber has bookkeeping processes in place to adequately record its income and expenditure and dealings with its assets and liabilities.</p> <p>The Meeting unanimously adopted the 2019 Financial Statements.</p>
4	Treasurer's report on current financial position of the Chamber and presentation, review and adoption by <b>Ordinary Resolution</b> of the Chamber's Financial	<p>The Treasurer and Secretary ran through the 2019 Financial Statements.</p> <p>The Treasurer commented on the current financial position of the Chamber. He noted that in 2020 the Chamber did not issue a new Cooktown Visitors' Guide for 2021 as we considered that the 2020 Guide was sufficient and because we had plenty of stock. This led to reduced revenues and a loss in 2020 which was more than adequately covered by the surplus carried forward from 2019. He noted that the remaining surplus together with 2021 membership</p>



## **Cooktown Chamber of Commerce & Tourism Inc**

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Statements for Year  
Ending 31 December  
2020.

fees and board advertising fees would cover all anticipated expenses for 2021 and leave a remaining surplus. The Buy Local Directory expenses should be covered by premium listing and advertising revenues.

The Meeting unanimously adopted the 2020 Financial Statements noting the Independent Accountant's statement and approving the continuation appointment of the current Accountant.

The Treasurer noted that the Chamber still 3 historical bank accounts with Westpac (Cheque Account, Cash Reserve and Bonus Cash Reserve) that were redundant to needs and should be closed. The Meeting unanimously resolved that these 3 Westpac bank accounts should be closed and instructed the Treasurer to arrange this.

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**5 Adoption by Special Resolution** of a new set of Association's Rules.

The Secretary noted that the Chamber's current rules are long winded and outdated and that he had simplified the Rules using the model rules that are included in the legislation. He noted material changes as:

- Management Committee of 5 unless increased by a general meeting.
- Management committee determines who is president, treasurer and secretary.
- The same person can hold the office of president for more than 2 terms.
- Meetings can be held using technology without the need to be present.
- Notices can be given by email.
- Simplification of voting.

The resolution was proposed as a Special Resolution and the Meeting unanimously adopted the new Rules.

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**6 Retirement and appointment of the management committee.**

The President explained that the current management committee automatically retires with effect from the end of the meeting and that we must appoint a new management committee at this Meeting.

All present expressed a desire to be part of the management committee going forward and the Meeting unanimously approved a management committee of 7 members and the appointment of all present as members of the new management committee.

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**7 Update on the Buy Local Campaign.**

The secretary updated the Meeting on the Buy Local campaign noting that DTB had been selected to design the new online business and community directory and the print directory and that work was





## **Cooktown Chamber of Commerce & Tourism Inc**

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underway on this. The next steps were setting the premium listing and advertising rates and finalising the communication to the businesses and community services.

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|---|--|--|
| 8 | Discussion on potential activities for 2021. | <p>There was open discussion about potential activities for 2021 with a preference for topic specific networking events on key issues for the town and region including eg:</p> <ul style="list-style-type: none"><li>• Housing and construction</li><li>• Marine and boating facilities</li><li>• Managing businesses and employees</li></ul> |
|---|--|--|
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- |   |                                       |   |
|---|---------------------------------------|---|
| 9 | Any other business and meeting close. | <p>The President closed the meeting at 7.45</p> |
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Signed as an accurate record of the Meeting

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**COOKTOWN CHAMBER OF COMMERCE AND TOURISM INC**  
**ABN 68 564 635 686**

**Balance Sheet**  
**As At 31 December 2019**

<b>Accumulated Funds</b>	<b>\$</b>	<b>\$</b>
Balance 1 January 2019	40,283.61	
plus surplus for this year	<u>51,190.26</u>	<b>91,473.87</b>
<b>Represented By:</b>		
<b>Cash and cash equivalents</b>		
Bank Account - Westpac Banking Corporation Cheque Account	8,174.08	
Bank Account - WBC Cash Reserve	0.26	
Bank Account - WBC Bonus Cash Reserve	0.87	
Bank Account - ANZ Cheque	<u>72,406.02</u>	
<b>Total Cash and cash equivalents</b>		<b>80,581.23</b>
Trade debtors		<b>37,335.00</b>
<b>Total Assets</b>		<b><u>117,916.23</u></b>
Trade creditors	20,603.00	
GST owing	<u>5,839.36</u>	
<b>Total Liabilities</b>		<b><u>26,442.36</u></b>
<b>Total Equity</b>		<b><u><u>\$91,473.87</u></u></b>

To be read in conjunction with Verification Statement

**COOKTOWN CHAMBER OF COMMERCE AND TOURISM INC**  
**Verification Statement**

I have sighted the association's financial records and the financial records show that the association has book keeping processes in place to adequately record the association's income and expenditure and dealings with its assets and liabilities.

*Jan Howard*

**Jan Howard**  
**Dogged Bookkeeping**  
**BAS Agent 92548002**  
**PO Box 713 Cooktown 4895**

9 February 2020

*Cheryl Howard*

*CHS*

# COOKTOWN CHAMBER OF COMMERCE AND TOURISM INC

ABN 68 564 635 686

## Statement of Income & Expenditure For the Year Ended 31 December 2019

<b>Income</b>		\$
Ads - Explore Cooktown Guide 2020		68,310.00
Functions		162.45
Information Sign		9,242.80
Interest		2.78
Membership Fees		17,320.00
<b>Total Income</b>		<b>95,038.03</b>
 <b>Expenditure</b>		
Advertising/Promotion		288.00
Administration Costs		3,991.59
Bookkeeping Fees		155.68
Computer, software, IT		119.95
Commissions		11.32
Donations made		804.55
Functions and meetings costs		2,666.72
Licences, Fees, Memberships		368.46
<b>Guide</b>	\$	
Guide Distribution	14,279.68	
Guide Production	<u>21,130.00</u>	
<b>Total Guide</b>		<b>35,409.68</b>
Postage & Stationery		31.82
<b>Total expenditure</b>		<b>43,847.77</b>
 <b>Surplus for the Year</b>		<b>\$51,190.26</b>

To be read in conjunction with Balance Sheet & Verification Statement



**COOKTOWN CHAMBER OF COMMERCE AND TOURISM INC**

ABN 68 564 635 686

**Balance Sheet  
As At 31 December 2020**

	\$	\$
<b>Accumulated Funds</b>		
Balance 1 January 2020	91,473.87	
less adjustment 2019 debtors & GST	-374.88	
		91,098.99
less deficit for this year	-36,261.06	
		<b>54,837.93</b>
<b>Represented By:</b>		
<b>Cash and cash equivalents</b>		
Bank Account - Westpac Banking Corporation Cheque Account	12,070.91	
Bank Account - WBC Cash Reserve	0.26	
Bank Account - WBC Bonus Cash Reserve	0.87	
Bank Account - ANZ Cheque	41,157.41	
<b>Total Cash and cash equivalents</b>		53,229.45
Trade debtors		1,715.50
<b>Total Assets</b>		<b>54,944.95</b>
<b>GST owing</b>	107.02	
<b>Total Liabilities</b>		107.02
<b>Total Equity</b>		<b>\$54,837.93</b>

To be read in conjunction with Verification Statement

**COOKTOWN CHAMBER OF COMMERCE AND TOURISM INC****Verification Statement**

I have sighted the association's financial records and the financial records show that the association has book keeping processes in place to adequately record the association's income and expenditure and dealings with its assets and liabilities.

*Jan Howard*

Jan Howard  
Dogged Bookkeeping  
BAS Agent 92548002  
PO Box 713 Cooktown 4895

*McDermid*

30 April 2021

# COOKTOWN CHAMBER OF COMMERCE AND TOURISM INC

ABN 68 564 635 686

## Statement of Income & Expenditure For the Year Ended 31 December 2020

<b>Income</b>		<b>\$</b>
Ads - Explore Cooktown Guide 2020		2,000.00
Grants		4,000.00
Information Sign		654.55
Interest		9.84
Membership Fees		1,320.00
<b>Total Income</b>		<b>7,984.39</b>
 <b>Expenditure</b>		
Advertising/Promotion		1,298.00
Administration Costs		668.18
Bookkeeping Fees		492.05
Functions and meetings costs		342.73
Licences, Fees, Memberships		250.00
<b>Guide</b>		<b>\$</b>
Guide ads spruiking	5,000.00	
Guide Distribution	14,020.94	
Guide Production	<u>22,080.00</u>	
<b>Total Guide</b>		<b>41,100.94</b>
Postage & Stationery		93.55
<b>Total expenditure</b>		<b>44,245.45</b>
 <b>Deficit for the Year</b>		<b>-\$36,261.06</b>

To be read in conjunction with Balance Sheet & Verification Statement

## COOKTOWN CHAMBER OF COMMERCE AND TOURISM INC

### Debtors 31 December 2020

Name	Amount Owing
Cooktown Hotel      Top Pub	\$378.00
Hopevale Arts & Cultural Centre	\$1,101.00
Iron Range Cabins	\$198.00
R & J Harris Consulting P/L	\$38.50
<b>Total:</b>	<b>\$1,715.50</b>

To be read in conjunction with Balance Sheet & Verification Statement

*Ch. Davis*

*ccs*





## **Cooktown Chamber of Commerce & Tourism Incorporated Rules**

### **1. Interpretation**

**Act** means the Associations Incorporation Act 1981. A word or expression in these rules that is defined in the Act has, if the context permits, the meaning given by the Act. Subject to the Act, these rules may be changed by a special resolution at a general meeting with changes becoming valid only upon registration.

### **2. Name**

The name of the incorporated Association is the **Cooktown Chamber of Commerce & Tourism (the Association)**.

### **3. Objects**

The Association's objective is to promote business and tourism in Cooktown and its immediate region.

### **4. Powers**

The Association has the powers of an individual.

### **5. Members**

- 5.1. The Association's membership is unlimited and consists of ordinary members who may be a corporation, an individual, a partnership or any other legal entity. Where a member is not an individual it must nominate an individual to represent it from time to time and that person will be treated as the member for the purposes of these rules.
- 5.2. Members must pay their membership fee in the amounts and at the times set by the management from time to time. The management committee may set different levels of ordinary membership levels with different levels of privileges and fees.
- 5.3. Any person or legal entity may apply for membership in the manner decided by the management committee from time to time. The management committee must consider an application for membership at the next committee meeting held after it receives the application. The secretary of the Association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.
- 5.4. A member may resign from the Association by giving a written notice to the secretary which takes effect when received unless a later date is stated in the notice.
- 5.5. The management committee may terminate membership if a member:
  - 5.5.1. Is convicted of an indictable offence.
  - 5.5.2. Does not comply with any rule.
  - 5.5.3. Has membership fees in arrears for at least 2 months.
  - 5.5.4. Conducts themselves in a way considered to be prejudicial to the Association.Before the management committee terminates a membership, it must give the member a full and fair opportunity to show why the membership should not be terminated. If the management committee decides to terminate the membership, the secretary of the committee must give the member written notice of the decision.
- 5.6. A person whose application for membership has been rejected, or whose membership has been terminated, may appeal by giving the secretary written notice of appeal within 1 month of the decision. Within 1 month of receiving the notice, the secretary must call a general meeting to decide the appeal to be held within 3 months of the notice.
- 5.7. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated. The management committee must also be given a full and fair opportunity to show why the





## **Cooktown Chamber of Commerce & Tourism Incorporated Rules**

application should be rejected or the membership should be terminated. The appeal is decided by a majority vote of the members present and eligible to vote at the meeting.

- 5.8. The treasurer must, as soon as practicable, refund any membership fee paid by a person whose application for membership has been rejected and who does not appeal or appeals unsuccessfully.
- 5.9. The management committee must keep a register of members of the Association with such details as are necessary to conduct the Association's activities. The management committee may make a list of members available to a member for what they determine are valid reasons consistent with the objectives of the Association. A member must not disclose such information to a non-member or use information obtained from the register of members to directly or indirectly contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

### **6. Secretary**

- 6.1. The management committee must ensure that the Association has a secretary. The secretary may be a member of the committee appointed by the committee or a person engaged by the committee to act as the Association's secretary upon such terms (including remuneration) as it considers reasonable. The management committee may at any time remove a person appointed by the committee as the secretary.
- 6.2. The secretary's functions include calling meetings, keeping meeting records, maintaining the register of members and records of the Association and such other administrative tasks as the management committee requires.

### **7. Management committee**

- 7.1. The management committee consists of 5 members (unless otherwise resolved in general meeting) elected at each annual general meeting. The management committee may appoint another member of the Association to fill a casual vacancy.
- 7.2. The members of the management committee automatically retire from office (unless re-elected) with effect from the end of each annual general meeting.
- 7.3. Following their appointment at an annual general meeting the members of the management committee must decide who will fill the role of president, treasurer and secretary (where the secretary is to be a member of the management committee).
- 7.4. At each annual general meeting the chairperson must call for nominations to the management committee (who must be adult and not disqualified by section 61A of the Act). Members may nominate themselves. Where there are more nominations than management committee positions the meeting may determine by ordinary resolution to increase the number of positions so all nominations become members. If not, the secretary must arrange for a vote where each member entitled to vote has one vote for each position on the management committee.
- 7.5. A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 7.6. A member may be removed from the management committee by ordinary resolution at a general meeting of the Association. Before a vote of members is taken the member must be given a full and fair opportunity to show cause why he or she should not be removed from office. A member has no right of appeal.

### **8. Functions and meetings of management committee**

- 8.1. Subject to these rules or a resolution at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the Association.





## **Cooktown Chamber of Commerce & Tourism Incorporated Rules**

- 8.2. The management committee has authority to interpret these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 8.3. The management committee may exercise the powers of the Association to borrow and invest moneys in any way the members decide from time to time.
- 8.4. The management committee may meet and conduct its proceedings as it determines from time to time. Meetings may use any technology that allows the member to hear and take part in discussions as they happen even if not physically present. The secretary must maintain accurate records of proceedings signed for verification by the chairperson of the meeting or the following meeting.
- 8.5. A quorum is 3 members. The president, if present, is to preside as chairperson, otherwise the chairperson is elected by those present.
- 8.6. The management committee must meet at least every 4 months. Decisions are to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative. The secretary must maintain a record of decisions of the management committee.
- 8.7. A written resolution signed or approved in writing (including by email) by each member of the management committee is as effectual as if passed at a validly held meeting.
- 8.8. A member of the management committee cannot vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract.
- 8.9. An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed even if the act was performed when there was a defect in the appointment of a member or he or she was disqualified from being a member.

### **9. Annual general meetings and general meetings**

- 9.1. An annual general meeting must be held within 6 months after the end of the Association's financial year at which the business required by the Act must be conducted and the management committee for the forthcoming year must be elected.
- 9.2. The secretary may call a general meeting by giving at least 14 days' notice to each member. A notice must state the business to be conducted at the meeting and may be given by email or such other way as the management committee may decide.
- 9.3. A quorum is 6 members. No business may be conducted unless there is a quorum present in person, by proxy, by attorney or by using any technology that reasonably allows them to hear and take part in discussions as they happen.
- 9.4. A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 9.5. At each general meeting:
  - 9.5.1. The president presides as chairperson or if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect the chairperson.
  - 9.5.2. Each matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present and entitled to vote. If the votes are equal, the chairperson has a casting vote as well as a primary vote.
  - 9.5.3. A special resolution is passed only if at least 75% of members present and entitled to vote support it.





## **Cooktown Chamber of Commerce & Tourism Incorporated Rules**

- 9.5.4. Each member present and eligible to vote is entitled to 1 vote. However, a member is not entitled to vote if the member's annual subscription is in arrears at the date of the meeting.
- 9.5.5. The method of voting is as decided by the management committee. However, if at least 20% of the members present and entitled to vote demand a secret ballot, voting must be by secret ballot in which case the chairperson must appoint 2 members to conduct the ballot in the manner that the chairperson determines. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.
- 9.6. The secretary must call a special general meeting if requested to do so by a written request signed by at least 20% of members stating the business to be conducted.
- 9.7. A member may appoint a proxy to represent the member at any general meeting. The proxy for a meeting must be in writing, nominate the person to act as proxy and be signed by the member. The proxy may state how the proxy is to vote. It must be given to the secretary before the start of the meeting.
- 9.8. The secretary must ensure an accurate record of a meeting is kept and that the record is signed as a true record by the chairperson of the meeting or the following general meeting. The secretary must within 28 days of a member's request make a record available for inspection and provide a copy.

### **10. Notices, common seal and records**

- 10.1. Any notice required by a rule may be given by email.
- 10.2. The management committee must ensure that any common seal is used only under the authority of the management committee and countersigned by at least 2 members of the management committee.
- 10.3. The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

### **11. General financial matters**

- 11.1. The Association's funds must be kept in one or more accounts in the name of the Association in a financial institution approved by the management committee. Records and accounts must be kept showing full and accurate particulars of the financial affairs of the Association. All amounts must be deposited in an Association's account as soon as practicable after receipt. All expenditure must be approved or ratified at a management committee meeting.
- 11.2. The income and property of the Association must be used solely in promoting the Association's objects and exercising its powers. In any winding up under Part 10 of the Act any surplus assets must be given to another entity having similar objects whose rules prohibit distribution of income and assets to members.
- 11.3. The end date of the Association's financial year is 31 December. As soon as practicable after the end date of each financial year:
- 11.3.1. The treasurer must ensure a financial statement for the last year is prepared together with the statement by an auditor, accountant or another approved person required by the Act.
- 11.3.2. The secretary must ensure an annual return is prepared and lodged.