



TRAVELLERS CHOICE LTD

**INFORMATION FOR
MEMBER DIRECTORS**

BACKGROUND

Travellers Choice commenced operations under the name of Community Co-operative Travel Limited (CCTL) in 1977 as a cooperative company incorporated under the Companies (Co-operatives) Act 1943 (WA). The Company originated with six likeminded, independent Western Australian travel agents, who came together for mutual benefit.

The cooperative expanded and grew into a buying group for independent travel agents comprising of 38 Western Australian agents by 1996.

At this time, the Company's strategy was to become a travel marketing group, with a national network of independent travel agents. Travellers Choice was launched in 2002 and the group rapidly increased its numbers to the pre-COVID level of 147 (as at 01 January 2020), with representation in every State.

The cooperative structure served the group well from 1977 to 2006, when shareholders, at an Extraordinary General Meeting approved the conversion of the WA Co-operative Company to an unlisted Australian Public Company registered under the Corporations Act (2001). This structure and accompanying legislation was considered more appropriate for a modern, national organisation. The Company has however been careful to retain core cooperative principles within its constitution. The transfer of registration was approved by ASIC on 30 August 2006.

Since its formation, Travellers Choice Limited has been funded through shareholding issued to every member travel agent. Shares are of a single class and can only be held by members who actively trade through the Company. All shares are issued at \$5.00.

The affairs of Travellers Choice are managed by a Board of Directors, which is responsible for establishing the strategic direction of the organisation. Further information about the Governance of Travellers Choice can be found in the [Travellers Choice Corporate Governance Charter](#).

TRAVELLERS CHOICE BOARD OF DIRECTORS

The Company's [Constitution](#) outlines that the Board of Directors of Travellers Choice must have majority representation from within the membership. The Board currently consists of four member travel agent owners along with three non-member Directors.

Further information relating to individual Board members can be found in the [Directors' Report](#) in the latest Annual Report (2021). Collectively, the Board possesses a diverse range of skills and is fully committed to achieving the strategic goals of the Company.

Christian Hunter (Managing Director and Company Secretary) was appointed to the role in November 2015 and has been employed by Travellers Choice in various capacities since 2004.

Christian, along with Robyn Mitchell (General Manager Marketing) and Nicola Studwick (General Manager Sales) collectively form the Senior Management Group (SMG) and take responsibility for the operations of the Company.

TRAVELLERS CHOICE BOARD ELECTIONS

One (1) position will be declared vacant at the 2022 AGM to be held on Friday 25 November 2022.

One (1) Member Director of the current Board, Mark Brady, has reached the end of his current term and will not be seeking re-election

WHO CAN JOIN THE BOARD?

Please refer to the Company [Constitution](#) for full information.

Qualification of Directors

16.6 A person who is nominated and appointed as a Member Director of the Company must meet at all times the shareholding qualification in clause 16.7 and the trading qualification in clause 16.8.

Share qualification

16.7 A Member Director, or in the case of an Eligible Associate, the Corporate Shareholder of which the intending director is a director, must hold not less than 200 shares in the Company.

Trading Qualification

16.8 A Member Director of the Company must actually be involved in a trading travel agents business in the Commonwealth of Australia, whether as a sole trader, partner or company director, that has, in the reasonable opinion of the Directors, consistently demonstrated a high level of commitment to the Company demonstrated through the purchases of goods and services from the Company or its Preferred Suppliers or its subsidiaries.

WHY NOMINATE TO BECOME A TRAVELLERS CHOICE BOARD DIRECTOR?

Being a Travellers Choice Board Director is not something to be undertaken lightly; it involves some investment of time for reading and attendance at Board meetings which occur at least five (5) times a year and take a few hours (if conducted virtually) or may involve travel to Perth. However, it can be rewarding on a number of levels if you have the passion and ability to make the necessary commitment.

As a Travellers Choice Board Director, you are part of the team that works to ensure the success of independent travel agent members around Australia.

WHAT IS REQUIRED OF BOARD DIRECTORS?

In any given year, Directors are expected to attend five (5) meetings as well as a full day Strategic Planning Day. During COVID and the for foreseeable future, Directors are required to make themselves available for extraordinary meetings if the need arises.

To prepare for the meetings and inform discussion and decision-making, Directors are provided with a 'Board Pack' one week prior to each meeting

The Board Pack is typically between 50 to 150 pages and it is expected that Directors will have read the pack prior to the meeting.

Directors may be consulted by the Chair regarding various issues between meetings and should be willing to attend Travellers Choice mid-year Member Meetings in their home state. Directors may also be asked to serve on sub-committees or working groups which have commitments over and above those already outlined.

WHAT IS THE LENGTH OF A DIRECTOR'S TERM?

Board Members are appointed for a four (4) year term.

IS THERE ANY REMUNERATION FOR SERVING AS A DIRECTOR?

The Directors, other than the Managing Director, are paid by way of fees for their services. The total remuneration is determined from time to time by resolution of the Shareholders, and the Directors determine how the total remuneration is divided among them. Directors' fees accrue from day to day.

The pre-COVID base fee remuneration for a Travellers Choice Director was \$16,675 inclusive of superannuation guarantee.

The Board proposed and the members accepted a lesser amount related to COVID and so the current base fee remuneration for a Travellers Choice Director is \$12,168 inclusive of superannuation guarantee.

WHAT IS THE ELECTION PROCESS AND KEY DATES?

Nominations are called six (6) weeks prior to an Annual General Meeting (AGM).

Any eligible member interested in joining the Board must electronically submit the Nomination Form in this pack along with a recent photograph by 4.30pm AWST on Friday 28 October 2022.

The eligible member can nominate themselves or be nominated by an independent eligible member, in which case the nominator must also sign the Nomination Form.

If the number of nominations received is the same or less than the number of vacancies, the members nominated will be declared as duly elected members of the Board at the AGM. If the number of nominations received is greater than the number of vacancies, a ballot will be conducted with the result declared at the AGM.

The election will be a simple majority. That is, the one (1) candidate who receives the highest number of votes will be duly elected as a Board Director at the 2022 Travellers Choice AGM for a period of four (4) years.

The timings of the election process are determined by the Constitution and are summarised in the table below.

2022 BOARD ELECTION TIMINGS

14/10/22	Call for nominations six (6) weeks prior to the AGM
28/10/22	Nominations close two (2) weeks after being called
04/11/22	If there are multiple nominees, ballot packs (including nominee credential statements) will be distributed with Notice of Meeting provided 21 days prior to the AGM.
25/11/22	If there are multiple nominees, a ballot will be conducted using the Vero Voting technology platform at the AGM. Results will be declared at the conclusion of voting as part of the AGM.

APPENDIX 1

DESIRABLE SKILLS AND ATTRIBUTES OF TRAVELLERS CHOICE DIRECTORS

Strategy

Board Directors should have the ability to think strategically; identify and critically assess strategic opportunities and threats; and develop effective strategies in the context of the strategic objectives of the organisation.

Policy Development

Board Directors should have the ability to identify key issues and opportunities for the organisation within our sector and industry, and guide the development of appropriate policies to define the parameters within which the organisation should operate.

Risk and Compliance Oversight

Board Directors should have the ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance; and monitor risk and compliance management frameworks and systems.

Financial Performance

Board Directors should ideally have qualification and/or business owner experience in accounting and/or business finance and the ability to:

- 1) Analyse key financial statements
- 2) Critically assess financial viability and performance
- 3) Contribute to strategic financial planning
- 4) Oversee budgets and the efficient use of resources

Culture

Board Directors should have a commitment to:

- 1) Understanding and fulfilling the duties and responsibilities of a Board member, and maintaining knowledge in this regard through professional development
- 2) Putting the organisation's interests before personal interests
- 3) Being transparent and declaring any activities or conduct that might be a potential conflict
- 4) Maintaining Board confidentiality
- 5) Building trust and psychological safety in the boardroom

Effective Listener and Communicator

Board Directors should have the ability to:

- 1) Listen to and constructively and appropriately debate other people's viewpoints
- 2) Develop and deliver cogent arguments
- 3) Communicate effectively with a broad range of stakeholders

Constructive Questioner

Board Directors should have the ability to ask questions and challenge management and peer Board members in a constructive and appropriate way.



Contributor and Team Player

Board Directors should have the ability to work as part of a team, demonstrating the passion and time to make a genuine and active contribution to the Board.

Commitment

Board Directors should demonstrate a visible commitment to the organisation's purpose and its ongoing success.

Influencer and Negotiator

Board Directors should have the ability to negotiate outcomes and influence others to agree with those outcomes, including an ability to gain stakeholder support for Board decisions.

Critical and Innovative Thinker

Board Directors should have the ability to critically analyse complex and detailed information, readily distil key issues and develop innovative approaches and solutions to problems.

Leader

Board Directors should have innate leadership skills including the ability to:

- 1) Appropriately represent the organisation
- 2) Set appropriate Board and organisation culture
- 3) Make and take responsibility for decision and action

NOMINATION FORM FOR THE TRAVELLERS CHOICE BOARD OF DIRECTORS

Eligible members can nominate themselves or be nominated by an independent eligible member, in which case the nominator must also sign the Nomination form.

I, _____ of _____ wish to nominate
Nominator Name Nominator Business Name

Myself

Or

_____ of _____
Nominator Name Nominator Business Name

to fill a vacancy on the Board of Travellers Choice.

Nominator Signature

Nominee Signature

CHECKLIST

Nominator Signature

Nomination form signed by Nominee

NOTES

1. Nominations close at 4.30pm on Friday 28 October 2022
2. Nominations can be received by email, mail or in person and should be addressed to the Public Officer:
Email chunter@travellerschoice.com.au
Mail/In Person: Level 1, 74 Wittenoom Street, East Perth WA 6004
3. The nominee / nominator must be a member, or the appointed representative of a Travellers Choice member business that meets the requirements of the Constitution
4. Nominees are required to submit a recent photograph with this form
5. The AGM will be held on Friday 25 November 2022

Office Use Only - Certificate of Receipt

I certify that the nomination form was received at _____ (time) on _____ (date) and the nominee meets requirements of the Company Constitution.

Signed _____
Christian Hunter, Public Officer



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ATAS No. A10430