



QUEENSLAND TOURISM INDUSTRY COUNCIL

CONSTITUTION OF

QUEENSLAND TOURISM INDUSTRY COUNCIL LIMITED

ACN 095 706 095

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A COMPANY LIMITED BY GUARANTEE

CONSTITUTION

of

QUEENSLAND TOURISM INDUSTRY COUNCIL LIMITED

1. GENERAL

1.1 Name of Company

The name of the Company is Queensland Tourism Industry Council Limited.

1.2 Replaceable rules

The Replaceable Rules do not apply to the Company.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In these rules unless it is inconsistent with the subject or context in which it is used:

'Board' means the board of directors of the Company;

'business day' means a day on which banks (as that term is defined in the Banking Act 1959) are generally open for business in Brisbane;

'Chair' includes an acting Chair under **rule 9.5**;

'Committee' means a committee to which powers have been delegated by the Board pursuant to **rule 16.7**;

'Company' means Queensland Tourism Industry Council Limited;

'Constitution' means the constitution of the Company, as amended from time to time;

'Directors' means the members of the Board who are the directors of the Company for the time being;

'Law' means the Corporations Act and the Corporations Regulations;

'member of the Board' means a person appointed or elected from time to time to the office of director of the Company in accordance with these rules;

'Member' means any person who becomes a member in accordance with the law and this Constitution;

'Members present' means Members present at a general meeting of the Company in person, or using such technology and means of electronic or internet voting or, if applicable, by duly appointed corporate representative, proxy or attorney;

'Office' means the registered office from time to time of the Company;

'person' and words importing persons include partnerships, associations and corporations unincorporated and incorporated by Ordinance, Act of Parliament or registration as well as individuals;

'Register' means the register of Members of the Company established pursuant to the Law;

'Registered address' means the address of a Member specified in the Register or any other address of which the Member notifies the Company as a place at which the Member will accept service of notices;

'Replaceable Rules' means all or any of the replaceable rules contained in the Law from time to time and includes any replaceable rule that was or may become, a provision of the Law;

'rules' means the rules of this Constitution as altered or added to from time to time;

'Seal' means the common seal, if any, from time to time of the Company;

'Secretary' means a person appointed as secretary of the Company and includes any person appointed to perform the duties of secretary;

'securities' includes shares, rights to shares, options to acquire shares and other securities with rights of conversion to equity;

'tourism' includes travel, tourism and hospitality

'Voting Member' is a Member who under the rules is entitled to vote at any general meeting;

'writing' and **'written'** includes printing, typing, lithography and other modes of reproducing words in a visible form.

2.2 Interpretation

An expression used in a particular Part, Division, Schedule or regulation of the Law that is given by that Part, Division, Schedule or regulation a special meaning for the purpose of that Part, Division Schedule or regulation has, in any of these rules that deals with a matter dealt with by that Part, Division, Schedule or regulation, unless the contrary intention appears, the same meaning as in that Part, Division, Schedule or regulation.

- a) Words in the singular include the plural and vice versa.
- b) Words importing a gender include each other gender.
- c) A reference to the Law or any other statute or regulations is to be read as though the words 'as modified or substituted from time to time' were added to the reference.
- d) The headings and side notes do not affect the construction of these rules.

3. OBJECTS AND POWERS

3.1 Objects of Company

The objects for which the Company is established are:

- (1) promote wider understanding of tourism as a major activity that contributes substantially to the economic and social well-being of the State;

- (2) develop and pursue policies which no single industry sector, association, region or company could be expected to advance on its own and provide advocacy support on key sectoral issues;
- (3) bring cohesion to the tourism industry in the State and increase its recognition by seeking and presenting unified policy positions;
- (4) promote a profitable and professional tourism industry in the State and facilitate the development and delivery of quality experiences for visitors within and to the State;
- (5) encourage the adoption of regional, national and international policies that facilitate and maximise the benefits of tourism as a sustainable force for social, cultural, environmental and economic development and employment growth;
- (6) pursue with federal, state and local governments and their agencies programs, policies and actions that are responsive to the needs of tourism within and to the State;
- (7) promote, undertake and disseminate research and information relating to the business of tourism.

3.2 Powers of the Company

Where the Law authorises or permits, the Company may do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.

3.3 No power to issue shares

The Company has no power to issue or allot fully or partly paid shares to any person.

4. NON-PROFIT NATURE OF THE COMPANY

4.1 Non-profit

- a) The income, property, profits and financial surplus of the Company, whenever derived, must be applied solely towards the promotion of the objects of the Company as set out in this Constitution.
- b) The Company is a non-profit organisation and shall not carry on business for the purpose of profit or gain to its individual Members and no portion of its income, property, profits and financial surplus may be paid, distributed to or transferred, directly, indirectly, by way of dividend, property, b o n u s or otherwise by way of profit, to the Members, or the Board, or their relatives, except as provided by this Constitution.
- c) Nothing in this Constitution prevents:
 - i. the payment, in good faith, of reasonable and proper remuneration or reimbursement of out of pocket expenses to any officer or servant of the Company, or to any Member or member of the Board of the Company, in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business;
 - ii. the payment of interest at a rate not exceeding interest at the rate for the time being charged by the Company's bankers for overdrawn accounts on money borrowed from a Member;
 - iii. reasonable and proper rent for premises demised or let by any Member to

the Company.

4.2 No distribution of profits to Members on winding up

Where property remains after the winding-up or dissolution of the Company and satisfaction of all its debts and liabilities, it may not be paid to nor distributed among the Members of the Company but must be given to or transferred to another fund, authority or institution having objects similar to the objects of the Company, and whose Constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of this Constitution, which fund, authority or institution is to be determined by the Members of the Company at or before the time of the dissolution.

4.3 Limited liability on winding up

Each Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for the payment of the debts and liabilities of the Company contracted before he ceases to be a Member and of the costs charges and expenses of winding up and for adjustment of the rights of the contributors among themselves such amount as may be required, not exceeding \$2.

5. MEMBERSHIP

5.1 Types of membership

Until otherwise determined by the Board or the Members in general meeting there shall be the following classes of Members:

- a) Ordinary Members;
- b) Regional Members; and
- c) other classes of Members as determined by the Board from time to time in accordance with Rule 5.4.

5.2 Ordinary Members

- a) The Board may from time to time in its absolute discretion admit to ordinary membership of the Company any person who is more than 18 years of age (in the case of natural persons) and who, in any event if requested by the Board, evidences that they are fit and proper to be admitted to ordinary membership in accordance with the Fit and Proper Policy adopted from time to time by the Board.
- b) Every applicant for ordinary membership must be submitted in writing and in such form and where applicable, using such technology (including the internet), as the Board determines in its sole discretion.
- c) The Board shall fix the entrance fee (if any) and the subscription payable by an applicant for ordinary membership.
- d) Notwithstanding paragraph (c) of this rule, the Board may in its absolute discretion admit or reject any applicant for ordinary membership without the necessity of assigning any reason therefor. If the applicant is not admitted to

ordinary membership in due course, all monies paid by him or her to the Company must be returned forthwith in full.

5.3 Regional Members

- a) The Board may from time to time in their absolute discretion admit to regional membership of the Company any person who is a member of any Queensland Government officially recognised Regional Tourism Organisation (RTO) in Queensland (as recognised by Tourism and Events Queensland or whatever is the name of the Queensland Government Tourism Organisation at that time).
- b) Every application for regional membership is to be in such form as the Board determines.
- c) The entrance fee and subscription payable by any Regional Member or payable by an RTO on behalf of a Regional Member will be as determined by the Board from time to time.
- d) Notwithstanding paragraph (c) of this rule, the Board may in its absolute discretion admit or reject any applicant for regional membership without the necessity of assigning any reason therefor. If the applicant is not be admitted in due course, all monies paid by him or her to the Company must be returned forthwith in full.
- e) Regional Members are not entitled to receive notice of, or vote at, a general meeting of Members.

5.4 Further Classes of Membership

- a) The Board may at any time:
 - i. establish a new class of membership;
 - ii. determine or change the existing classes of membership including any entitlements including voting rights; and
 - iii. set and amend the membership fees for each class of membership.
- b) When exercising its powers under Rule 5.4(a), the Board must treat the Members of the same class equally and Members of different classes fairly.
- c) The Members in general meetings are not entitled to amend or revoke a decision or determination of the Board made pursuant to this Rule. Where the Members are dissatisfied with a decision of the Board, they may remove the members of the Board as provided in Rule 12.2.

6. RIGHTS AND OBLIGATIONS

6.1 Amount of fees and subscriptions payable

The donation amounts, entrance fees and the annual subscription fees for the various classes of membership are such amounts and are due at such times as the Board from time to time determines.

6.2 Variation of rights of Members

Whilst the membership is divided into different classes, the rights attached to any

class (unless otherwise provided by the terms of application for membership of that class) may, whether or not the Company is being wound up be varied only by resolution of the Board.

7. FINANCIAL RECORDS

7.1 Keeping of financial records

- a) The financial year of the Company commences on the first day of July and ends on the 30th day of June in the following calendar year.
- b) Proper books and financial records must be kept and maintained showing correctly the financial affairs of the Company. The Company must ensure the relevant accounting and auditing requirements of the Law are duly complied with.
- c) The Board must distribute to all Members at the end of each financial year, copies of the financial report including a copy of the auditor's report and any other documentation required under the Law.
- d) The Board must cause to be made out and laid before each annual general meeting a balance sheet, profit loss statement and cash flow statement made up to a date not more than 6 months before the date of the meeting.

7.2 Banking of monies

All the monies of the Company shall be banked in the name of the Company in bank accounts at such bank as the Board may from time to time direct.

7.3 Appointment of auditor

The Company must appoint and retain a properly qualified auditor whose duties are determined in accordance with the Law.

7.4 Inspection of records of the Company

- a) The Board may at its sole discretion determine whether and to what extent, and at what time and place and under what conditions the financial records and other documents of the Company or any of them will be open to the inspection of Members other than the Board.
- b) No Member other than the members of the Board has the right to inspect any document of the Company except as provided by law or as authorised by the Board.

8. GENERAL MEETINGS

8.1 General Meetings

- a) General meetings of the Company may be called and held at the times and places and in the manner determined by the Board. Except as permitted by the Law, the Members may not convene a meeting of the Company. By resolution of the Board any general meeting (other than a general meeting which has been requisitioned or called by Members in accordance with the Law) may be cancelled or postponed prior to the date on which it is to be held.
- b) The Chair of a general meeting may refuse admission to, or require to leave

and remain out of, the meeting any person:

- i. in possession of a pictorial-recording or sound-recording device;
- ii. in possession of a placard or banner;
- iii. in possession of an object considered by the Chair to be dangerous, offensive or liable to cause disruption;
- iv. who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;
- v. who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
- vi. who is not:
 - A. a Member or a proxy, attorney or, if applicable, a corporate representative of a Member;
 - B. member of the Board; or
 - C. the auditor of the Company.

8.2 Notice of General Meeting

- a) Not less than 21 days' notice of a general meeting must be given by the Board in the form and in the manner the Board thinks fit including notice of any general meeting at which the Board proposes or these rules require that an election of the Board be held. Notice of meetings shall be given to the Members and to such persons as are entitled under these rules or the Law to receive notice. The non-receipt of a notice of any general meeting by, or the accidental omission to give notice to, any person entitled to notice does not invalidate any resolution passed at that meeting.
- b) If the meeting is to be held at 2 or more places the notice is to set out details of the technology that will be used to facilitate such a meeting and any other matters required to be stated by the Law in relation to the use of such technology.
- c) Only a Voting Member may seek to place an item of business or resolution ('Matter') before a general meeting. Any Voting Member who wishes to place a Matter before a general meeting, must at least 35 days before the next general meeting give the Board written notice of the Matter. The Board may determine in its absolute discretion whether to include the Matter as part of the business of the general meeting.

9. PROCEEDINGS OF MEETINGS

9.1 Business of general meetings

- a) The business of an annual general meeting is to receive and consider the financial and other reports required by the Law to be laid before each annual general meeting, to elect members of the Board in the place of those retiring under these rules, when relevant to appoint an auditor, and to transact any other business which, under these rules, is required to be transacted at any annual general meeting. All other business transacted at an annual general meeting and all business transacted at other general meetings is deemed to

be special. Except with the approval of the Board, with the permission of the Chair or pursuant to the Law, no person may move at any meeting either:

- i. in regard to any special business of which notice has not been given under **rule 8.2**, any resolution or any amendment of a resolution; or
 - ii. any other resolution which does not constitute part of special business of which notice has been given under **rule 8.2**.
- b) The auditors and their representative are entitled to attend and be heard on any part of the business of a meeting which concerns the auditors. The auditors or their representative, if present at the meeting, may be questioned by the Members, as a whole, about the audit.

9.2 Quorum

Ten Ordinary Members present constitute a quorum for a meeting except if the Company at any time has only one Member or where a class of Members is constituted by one Member. No business may be transacted at any meeting except the election of a Chair and the adjournment of the meeting unless the requisite quorum is present at the commencement of the business.

9.3 Adjournment in absence of quorum

If within 15 minutes after the time specified for a general meeting a quorum is not present, the meeting, if convened upon a requisition or called by Members, is to be dissolved, and in any other case it is to be adjourned to the same day in the next week (or, where that day is not a business day, the business day next following that day) at the same time and place and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time specified for holding the meeting, the meeting is to be dissolved.

9.4 Chair

- a) The Chair of the Board is entitled to take the chair at every general meeting.
- b) If at any general meeting:
 - (i) The Chair of the Board is not present at the specified time for holding the meeting; or
 - (ii) the Chair of the Board is present but is unwilling to act as Chair of the meeting, the deputy Chair of the Board is entitled to take the chair at the meeting.
- c) If at any general meeting:
 - (i) there is no Chair of the Board or deputy Chair of the Board;
 - (ii) the Chair of the Board and deputy Chair of the Board are not present at the specified time for holding the meeting; or
 - (iii) the Chair of the Board and the deputy Chair of the Board are present but each is unwilling to act as Chair of the meeting, the members of the Board present may choose another member of the Board as Chair of the meeting and if no member of the Board is present or if each of the members of the Board present are unwilling to act as Chair of the meeting, a Member chosen by the Members present is entitled to take the chair at the meeting.

9.5 Acting Chair

If during any general meeting the Chair acting pursuant to **rule 9.4** is unwilling to act as Chair for any part of the proceedings, the Chair may withdraw as Chair during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a member of the Board or who has been nominated for election as a member of the Board at the meeting to be acting Chair of the meeting during the relevant part of the proceedings. Upon the conclusion of the relevant part of the proceedings the acting Chair is to withdraw and the Chair is to resume acting as Chair of the meeting.

9.6 General conduct of meeting

Except as provided by the Law, the general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as determined by the Chair. The Chair may at any time the Chair considers it necessary or desirable for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present. The Chair may require the adoption of any procedure which is in the Chair's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company, whether on a show of hands or on a poll.

9.7 Adjournment

The Chair may at any time during the course of the meeting adjourn from time to time and place to place the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion and may adjourn any business, motion, question, resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting. If the Chair exercises a right of adjournment of a meeting pursuant to this rule, the Chair has the sole discretion to decide whether to seek the approval of the Members present to the adjournment and, unless the Chair exercises that discretion, no vote may be taken by the Members present in respect of the adjournment. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

9.8 Voting

- a) Each question submitted to a general meeting is to be decided in the first instance by a show of hands of the Voting Members present and entitled to vote. Subject to paragraph (b) of this rule, in the case of an equality of votes, the Chair has, both on a show of hands and at a poll, a casting vote in addition to the vote or votes to which the Chair may be entitled as a Voting Member or as a proxy, attorney or, if applicable, a duly appointed corporate representative of a Voting Member.
- b) On a show of hands, where the Chair has 2 or more appointments that specify different ways to vote on a resolution, the Chair cannot vote but has a casting vote in the case of an equality of votes cast by Voting Members.

9.9 Declaration of vote on a show of hands; when poll demanded

- a) At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Company signed by the Chair of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded:
 - i. before a vote is taken;
 - ii. before the voting results on a show of hands are declared; or
 - iii. immediately after the voting results on a show of hands are declared.
- b) A poll may be demanded by:
 - i. the Chair;
 - ii. at least 2 Voting Members present entitled to vote on the resolution.
- c) No poll may be demanded on the election of a Chair of a meeting.

9.10 Taking a poll

If a poll is demanded as provided in rule 9.9, it is to be taken in the manner and at the time and place as the Chair directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote, the Chair's determination in respect of the dispute made in good faith is final.

9.11 Continuation of business

A demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting immediately and without adjournment.

9.12 Electronic voting at general meetings

Notwithstanding any other rule in this Constitution setting out a method of voting, but subject to the Law;

- a) general meeting of the Company may be conducted using such technology and means of electronic or internet voting as determined by the Board provided that the technology or means of voting:
 - i. gives Members as a whole a reasonable opportunity to participate
 - ii. is clearly explained in a notice of meeting which sets out instructions to facilitate the use of technology and electronic or internet voting; and
 - iii. allows for the unique identification of eligibility of the Member (or the Member's proxy or representative) to cast a vote;
- b) the Board may establish procedures for voting electronically or by use of the internet including, without limitation, for:
 - i. the electronic appointment of proxies and representatives appointed under **rules 10.2 and 10.3**

- ii. the adoption of an electronic equivalent for voting on a show of hands and on a poll; and
 - iii. the rejection of electronic or internet votes cast after the time when voting closes or which are not verified for eligibility of the Member (or the Member's proxy or representative) to cast a vote;
- c) Members, or proxies or representatives appointed by Members, participating in a general meeting through the use of such technology are deemed to be present at the place of the general meeting and are to be counted towards determining the quorum in accordance with **rule 9.2**;
- d) the Chair has the power to determine the general conduct of electronic or internet voting and require the adoption of procedures in relation to electronic or internet voting which is in the Chair's opinion necessary or desirable for the proper and orderly casting or recording of electronic or internet votes at any general meeting of the Company; and
- e) the validity of a resolution passed by the Members in general meeting shall not be affected by reason of:
 - i. error as to the eligibility of any Member (or proxy or representative of the Member) voting electronically or using the internet;
 - ii. the non-receipt of an electronic or internet vote; or
 - iii. any other irregularity or technology failure in the voting system used for the casting of votes electronically or by use of the internet.

9.13 Special meetings

All the provisions of these rules as to general meetings apply to any special meeting of any class of Members which may be held pursuant to the operation of these rules or the Law.

10. VOTES OF MEMBERS

10.1 Voting rights

- a) The entitlement of Members to vote on a show of hands and on a poll is as follows:
 - i. every Ordinary Member has the right to one vote;
 - ii. every Regional Member has no right to vote;
 - iii. the voting rights of other classes of Members shall be as determined by the Board from time to time.
- b) A Member whose annual subscription is more than one month in arrears or paid in accordance with a schedule approved by the Board, at the date of the general meeting, is not entitled to vote at that meeting.
- c) Subject to paragraph (e) of this rule, where a person is entitled to vote in more than one capacity, that person is entitled only to one vote on a show of hands; and
- d) If the person appointed as proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of

hands.

- e) Notwithstanding any other rule in this Constitution, but subject to the law, the Chair of the meeting of the Company shall, in addition to his or her deliberative vote, have a second or casting vote in the event of an equality of votes for any resolution to be considered by Members.

10.2 Appointment of proxies

- a) Any Member entitled to vote at a general meeting may appoint one proxy.
- b) A proxy must be a Member of the Company who is entitled in their own right to vote at a general meeting of the Company.
- c) The instrument appointing a proxy (and the power of attorney, if any, under which it is signed or proof of the power of attorney to the satisfaction of the Board) must be deposited duly stamped (if necessary) at the Office, faxed to the Office or deposited, faxed or sent by electronic mail to any other place specified in the notice of meeting, at least 48 hours (or a lesser period as the Board may determine and stipulate in the notice of meeting) before the time for holding the meeting or adjourned meeting or poll at which the person named in the instrument proposes to vote.
- d) No instrument appointing a proxy is, except as provided in this rule, valid after the expiration of 12 months after the date of its execution. Any Member may deposit at the Office an instrument duly stamped (if necessary) appointing a proxy and the appointment is valid for all or any stipulated meetings of the Company until revocation.

10.3 Voting by corporation

Any corporation, being a Member and entitled to vote, may by resolution of its directors or other governing body or by an instrument of proxy authorise any person, though not a Member of the Company, or any person occupying a particular office from time to time, to act as its representative, and such representative is, in accordance with their authority and until their authority is revoked by the corporation which they represent, entitled to exercise the same powers at meetings on behalf of the corporation which they represent as that corporation could exercise if it were a natural person who was a Member and exercise any other powers permitted to be exercised by a body corporate representative under the Law.

10.4 Validity of vote

A vote given in accordance with the terms of an instrument of proxy or power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy or power of attorney in respect of which the vote is given, provided no notice in writing of the death, unsoundness of mind or revocation has been received at the Office before the meeting or any adjourned meeting. A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

10.5 Form and execution of instrument of proxy

An instrument appointing a proxy is required to be in writing signed by the appointor or the attorney of the appointor or, if the appointor is a corporation, under its common Seal or signed by a duly authorised officer and in the form which the Board may from time to time prescribe to accept.

- a) The instrument of proxy is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.
- b) An instrument appointing a proxy, unless the contrary is stated, is valid for any adjournment of the meeting, as well as for the meeting to which it relates. Any duly signed proxy which is incomplete may be completed by the Secretary on authority from the Board and as permitted by the Law and the Board may authorise completion of the proxy by the insertion of the name of any member of the Board as the person in whose favour the proxy is given provided that that member of the Board is also entitled to vote at the general meeting as required by **rule 10.2(b)**.

10.6 Board to issue forms of proxy

The Board may issue with any notice of general meeting of Members or any class of Members forms of proxy for use by the Members. Each form is to make provision for the Member to write in the name of the person to be appointed as proxy and may provide that, if the Member does not so write in a name, the proxy is to be a person named on the form. The form may include the names of any of the members of the Board or of any other person as a suggested proxy. The forms are to be worded so that a proxy may be directed to vote either for or against each or any of the resolutions to be proposed.

10.7 Attorneys of members

Any Member may, by duly executed power of attorney, appoint an attorney to act on the Member's behalf at all or certain specified meetings of the Company. Before the attorney is entitled to act under the power of attorney, the power of attorney or proof of the power of attorney to the satisfaction of the Board must be produced for inspection at the Office or any other place the Board may determine from time to time together, in each case, with evidence of the due execution of the power of attorney as required by the Board. The attorney may be authorised to appoint a proxy for the Member granting the power of attorney.

11. THE BOARD

11.1 Members of the Board

- a) The names of the first members of the Board are those persons named as directors in the application for registration of the Company.
- b) The Board consists of:
 - i. The Chair;
 - ii. The Deputy Chair

- iii. a maximum of eight other members of the Board, who shall be elected or appointed in accordance with these rules.

11.2 Election of members of the Board

- a) At every annual general meeting, one third of the members of the Board (other than any Special Persons) or, if their number is not a multiple of 3, then the number nearest to but not more than one third must retire from office. A member of the Board (other than any Special Person) must retire from office at the conclusion of the third annual general meeting after which the member of the Board was elected or re-elected. A retiring member of the Board retains office until the dissolution of the meeting at which the retiring member of the Board retires. For members of the Board elected after the amendment to this rule 11.2(a) takes effect nothing in this rule requires a member of the Board to retire from office earlier than at the conclusion of the third annual general meeting after which the member of the Board was elected or re-elected.
- b) The members of the Board to retire pursuant to this rule are the member or members of the Boards longest in office since last being elected. As between members of the Board who were elected on the same day the members of the Board to retire are (in default of agreement between them) determined by ballot. The length of time a member of the Board has been in office is calculated from the date of their last election or appointment. A retiring member of the Board is subject to these rules eligible for re-election.
- c) Any 2 Voting Members may nominate any eligible person or a representative of a Voting Member to serve as a person of the Board.
- d) No person is eligible for election to the Board at any annual general meeting (or any general meeting of the Company) unless the person or some Member intending to nominate the person has given notice in writing signed by the nominee giving consent to the nomination and signifying either candidature for the office or the intention of the Member to nominate the nominee. To be valid, the notice is required to be left at the Company's registered office not less than 25 days, and not more than 35 days, before the meeting.
- e) A list of the candidates' names in alphabetical order shall be forwarded to all Members of the Company at least 7 days immediately preceding the day of the annual general meeting at which the election is to take place.
- f) Each Member present at the annual general meeting is entitled to vote for any number of such candidates not exceeding the number of vacancies.
- g) In case there is not a sufficient number of a candidates nominated, the Board shall fill up the remaining vacancy or vacancies.

11.3 Qualification for membership of the Board

- a) A member of the Board must not be a Regional Member or a representation of a Regional Member.
- b) All members of the Board are required to be natural persons.
- c) No person may be a Director unless that person is a fit and proper person in accordance with the Fit and Proper Policy adopted from time to time by the Board. Where, upon a vote of the Board, a person is determined not to be fit and proper in

accordance with the Fit and Proper Policy adopted from time to time by the Board, that Director will cease to hold office as a Director.

11.4 Casual vacancies

- a) The Board has the power at any time and from time to time to appoint a qualified person as a member of the Board either to fill a casual vacancy among the Board or as an addition to the existing members but so that the total number of members may not at any time exceed the number fixed in accordance with this Constitution.
- b) Any person appointed under this rule holds office until the next general meeting when an election will be held to fill the vacancy but such person is not to be taken into account in determining the number of members of the Board who are to retire by rotation at the meeting. Any person appointed under this rule is eligible for election at that general meeting.
- c) The Members in general meeting may by ordinary resolution elect a qualified person as a member of the Board but so that the total number of members do not at any time exceed the number fixed in accordance with this Constitution.

11.5 Appointed members of the Board

- a) Subject to rule 11.1((b)), the Board may from time to time appoint additional Board members, who may or may not be Members to the Board where the Board considers these persons can provide specialist or professional assistance to the Board ('Special Persons') and the Company.
- b) Special Persons may not be appointed to the office of Chair, Deputy Chair or Secretary;
- c) Special Persons may retire, resign or be removed from office by a resolution of the Board or an ordinary resolution of the Voting Members. Special Persons are not required to retire at each annual general meeting.
- d) At no time may the number of Special Persons exceed the number of Board members who are elected by the Voting Members.

12. RESIGNATION AND REMOVAL

12.1 Resignation

Any member of the Board may resign at any time from membership of the Board by notice in writing delivered to the Secretary but such resignation only takes effect at the time when such notice is received by the Secretary unless some later date is specified in the notice when it shall take effect on the later date.

12.2 Removal

- a) A member of the Board may be removed from office by ordinary resolution of the Members at a general meeting of the Company convened for that purpose. At any such general meeting the member of the Board must be given the opportunity to fully present their case either orally or in writing or partly by either or both of these means.

- b) A member of the Board who ceases to be a member of the Board under paragraph (a) of this rule retains office until the dissolution or adjournment of the general meeting at which the member is removed.

12.3 Disqualification

In addition to the circumstances in which the office of a member of the Board becomes vacant by virtue of the Law, the office becomes vacant if that member:

- a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- b) becomes a bankrupt under the Bankruptcy Act.
- c) A member of the Board who vacates office pursuant to rules 12.1, or paragraphs (a) or (b) of this rule, is not to be taken into account in determining the number of members of the Board who are to retire by rotation at any annual general meeting.

13. CHAIR AND DEPUTY CHAIR

13.1 Appointment to office

- a) Subject to rule 13.1((b)), the Chair and Deputy Chair are chosen by the Board from the members of the Board at the first meeting of the Board after any annual general meeting.
- b) The Chair and Deputy Chair continue to hold office until the earlier of:
 - i. their resignation from that office in accordance with rule 13.2;
 - ii. their removal from that office in accordance with rule 12.2;
 - iii. their office as member of the Board becomes vacant in accordance with this
 - iv. Constitution or he or she resigns or is removed from that office;
 - v. the date of the first meeting of the Board after the first anniversary of their appointment to that office.
- c) The Board has the sole power at any time and from time to time to appoint any one of its members as Chair and Deputy Chair and to remove any member of the Board appointed under this Constitution from any of those offices but not from the office of member of the Board.

14. EXERCISE OF VOTING POWER

14.1 Exercise of voting power in other corporations

The Board may exercise the voting power conferred by the shares in any corporation held or owned by the Company as the Board thinks fit (including the exercise of the voting power in favour of any resolution appointing the members of the Board or any of them directors of that corporation and a member of the Board of the Company may vote in favour of the exercise of those voting rights notwithstanding that the member of the Board is, or may be about to be appointed, a director of that other corporation and may be interested in the exercise of those voting rights.

15. PROCEEDINGS OF THE BOARD

15.1 Procedures relating to Board meetings

- a) The Board may meet together, upon each member of the Board being given reasonable notice, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- b) Until otherwise determined by the Board, not less than half of the members of the board must be present to form a quorum.
- c) Notice is deemed to have been given to a member, and all members are hereby deemed to have consented to the method of giving notice, if notice is sent by mail, personal delivery, facsimile transmission or by electronic mail to the usual place of residence, fax number or electronic address of the member (if any fax number or electronic address is notified to the Company) or at any other address given to the Secretary by the member from time to time subject to the right of the member to withdraw such consent within a reasonable period before a meeting.

15.2 Meetings by telephone or other means of communication

The Board may meet either in person or by telephone or by other means of communication consented to by all members of the Board subject to the right of a member of the Board to withdraw their consent within a reasonable period before a meeting. All persons participating in the meeting must be able to hear and be heard by all other participants. A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the members of the Board attending the meeting, provided that at least one of the members present at the meeting is at that place for the duration of the meeting.

15.3 Votes at meetings

Questions arising at any meeting of the Board are decided by a majority of votes. The Chair of the meeting of the Board shall, in addition to their deliberative vote, have a second or casting vote in the event of an equality of votes.

15.4 Convening of meetings

The Board may at any time, and the Secretary, upon the request of any one member of the Board, must convene a meeting of the Board.

15.5 Chair

The Chair shall if present, able and willing preside as Chair at all meetings of the Board and if:

- a) there is no such Chair;
- b) the Chair is not present within 15 minutes after the time appointed for the meeting;
- c) or the Chair is unable or unwilling to preside, then the Deputy Chair if present at the meeting, able and willing or in the absence or unwillingness of both of them a member of the Board, appointed by the meeting, shall act as Chair of the meeting.

15.6 Powers of meetings

A meeting of the Board or any adjournment of a meeting at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board.

15.7 Delegation of powers to Committees

The Board may, subject to the constraints imposed by law, delegate any of its powers to Committees consisting of one or more member of the Boards or any other person or persons as the Board thinks fit. Any Committee formed or person or persons appointed to the Committee must, in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed by the Board. A delegate of the Board may be authorised to subdelegate any of the powers for the time being vested in the delegate.

15.8 Proceedings of Committees

- a) The meetings and proceedings of any Committee are to be governed by the provisions of these rules for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any regulations made by the Board under rule 16.7.
- b) A Committee in the exercise of the duties delegated or assigned to it shall conform to any regulations, directions or instructions that may be imposed or given by the Board.
- c) A Committee appointed by the Board shall be under the control and direction of the Board and has no direct part or power in the management of the Company.

15.9 Validity of acts

- a) All acts done at any meeting of the Board or by a Committee or by any person acting as a member of the Board are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the members or the Committee or the person acting as a member of the Board or that any of them were disqualified, as valid as if every person had been duly appointed and was qualified and continued to be a member of the Board or a member of the Committee (as the case may be).
- b) If the number of members of the Board is reduced below the minimum number fixed pursuant to these rules, the continuing members of the Board may act for the purpose of increasing the number of members of the Board to that number or of calling a general meeting of the Company but for no other purpose.

15.10 Resolution in writing

A resolution in writing of which notice has been given to all members of the Board and which is signed by a majority of such members entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in the same form each signed by one or more of the members of the Board. A facsimile transmission or other document produced by mechanical or electronic means under the name of a member of the Board with the member's authority is deemed to be a document in writing signed by that member.

16. POWERS OF THE BOARD

16.1 General powers of the Board

- a) The management and control of the business and affairs of the Company are vested in the Board, which (in addition to the powers and authorities conferred upon them by these rules) may exercise all powers and do all things as are within the power of the Company and are not by these rules or by Law directed or required to be exercised or done by the Company in general meeting.
- b) The Board may make such regulations and by-laws not inconsistent with the Constitution, as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property or are necessary for the convenience, comfort and well-being of the Members (including the terms of entry of Members to the Company's premises and any event or function sponsored, promoted, facilitated or conducted by the Company) and amend or rescind from time to time any such regulations and by-laws.
- c) A regulation or by-law of the Company made by the Board may be disallowed by the Company in a later general meeting.
- d) A resolution or regulation made by the Company in general meeting cannot invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.

16.2 Member of the Board contracting with the Company

- a) Neither the holding of office as a member of the Board nor the fiduciary relationship resulting from holding that office shall:
 - i. disqualify any member of the Board from holding any office or place of profit (other than that of auditor) in the Company;
 - ii. disqualify any member of the Board from entering into any arrangement, contract or dealing with the Company in any capacity;
 - iii. avoid or vitiate any arrangement, contract or dealing entered into by or on behalf of the Company in which a member of the Board is any way interested; or
 - iv. render any member of the Board or any corporation of which a member of the Board is an officer or member or in any way interested or any partnership of which a member of the Board is a member or in any way interested liable to account for any profit arising out of the holding of any such office or place of profit or any such arrangement, contract or dealing.
- b) The nature of the interest of a member of Board must be disclosed by him at the meeting of the Board at which the arrangement, contract or dealing is determined by the Board, if an interest then exists, or, in any other case, at the meeting of Board next following the acquisition of the interest.
- c) Subject to the law, a member of the Board who is any way interested in any arrangement, contract or dealing as referred to in paragraph (a) of this rule (whether existing or proposed) may vote in respect of the arrangement, contract or dealing at a meeting of the Board and may be counted in a quorum present at such meeting.
- d) A member of the Board may affix or attest the affixation of the Seal to any instrument or sign or execute any document notwithstanding any interest which such member of the Board has in the subject matter of that instrument or document or any other office or place of profit held by such member of the Board.
- e) All acts done by any meeting of the members of the Board or of any Committee

shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or subcommittee.

17. COMPANY SECRETARY

The Secretary holds office on such terms and conditions as to remuneration and otherwise as the Board determines.

18. OTHER SALARIED OFFICERS

The Board may appoint such officers and employees at such salaries for such periods and on such terms as it thinks fit and may subject to conditions of the employment of such officers and employees dispense with their services and re-appoint or appoint other officers and employees as it thinks fit.

19. THE SEAL

19.1 Company Seal is optional

The Company may have a Seal.

19.2 Affixing the Seal

If the Company has a Seal, the Board is to provide for its safe custody and it should only be used by the authority of the Board. Every instrument to which the Seal is affixed is to be signed by a member of the Board and countersigned by the Secretary or by a second member of the Board or by another person appointed by the Board for the purpose. The Board may determine either generally or in any particular case that a signature may be affixed by a mechanical means specified in the determination.

19.3 Execution of documents without a Seal

The Company may execute a document, including a deed, by having the document signed by:

- a) 2 members of the Board;
- b) a member of the Board and the Secretary; and if the Company executes a deed, the document is to be expressed to be executed as a deed and be executed in accordance with the appropriate procedures set out in rule 20.2 or this rule.

19.4 Other ways of executing documents

Notwithstanding the provisions of rules 20.2 and 20.3, any document including a deed, may also be executed by the Company in any other manner permitted by law.

20. MINUTES

The Board must ensure that minutes are duly recorded in any manner it thinks fit:

- a) of the names of the members of the Board present at each meeting of the Company, the Board and of any Committees; and

- b) of all resolutions and proceedings of general meetings of the Company and of meetings of the Board and any Committees, and the minutes of any meeting of the Board or of any Committee or of the Company, if purporting to be signed by the Chair of the meeting or by the Chair of the next succeeding meeting, are prima facie evidence of the matters stated in the minutes.

21. NOTICES

21.1 Service of notices

A notice may be given by the Company to a Member, or in the case of joint holders to the Member whose name stands first in the Register, personally, by leaving it at the Member's Registered address or by sending it by prepaid post or facsimile transmission addressed to the Member's Registered address or by sending it to the electronic address (if any) nominated by the Member. All notices sent by prepaid post to persons whose Registered address is not in Australia may be sent by airmail or some other way that ensures that it will be received quickly.

21.2 When notice deemed to be served

Any notice sent by post is deemed to have been served at the expiration of 48 hours after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice served on a Member personally or left at the Member's Registered address is deemed to have been served when delivered. Any notice served on a Member by facsimile transmission is deemed to have been served when the transmission is sent. A facsimile is deemed to be duly sent when the Company's facsimile system generates a message confirming successful transmission of the total number of pages of the notice to the addressee. Any notice served on a Member by electronic means is deemed to have been served when the electronic message is sent.

21.3 Member not known at Registered address

Where a Member does not have a Registered address or where the Company has bona fide reason to believe that a Member is not known at the Member's Registered address, all future notices are deemed to be given to the Member if the notice is exhibited in the Office for a period of 48 hours (and is deemed to be duly served at the commencement of that period) unless and until the Member informs the Company of a registered place of address.

21.4 Signature to notice

The signature to any notice to be given by the Company may be written or printed.

21.5 Reckoning of period of notice

Where a given number of days' notice or notice extending over any other period is required to be given, the day of service is not to be reckoned in the number of days or other period.

21.6 Service on deceased Members

A notice delivered or sent by post to the Registered address of a Member pursuant to these rules is (notwithstanding that the Member is then dead and whether or not the

Company has notice of the Member's death) deemed to have been duly served and the service is for all purposes deemed to be sufficient service of the notice or document on the Member's heirs, executors or administrators.

21.7 Persons entitled to notice of general meeting

- a) Notice of every general meeting is to be given to:
 - i. each Member individually who is entitled to vote at general meetings of the
 - ii. Company;
 - iii. each member of the Board;
 - iv. the auditor for the time being of the Company.
- b) No other person is entitled to receive notices of general meetings.

21.8 Notification of change of address

Every Member must notify the Company of any change of his or her address and any such new address must be entered in the register of Members as required to be kept by the Law and upon being so entered becomes the Member's Registered address.

22. INDEMNITY

22.1 Indemnity for/in favour of members of the Board, Secretaries and Board officers

Subject to the law, the Company must indemnify every person who is or has been a member of the Board, Secretary or Board officer of the Company against a liability:

- a) incurred by the person acting in their capacity as a member of the Board, Secretary or Board officer to a person other than the Company or a related body corporate where the liability does not arise out of a lack of good faith;
- b) for the costs and expenses incurred by the person:
 - i. in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - ii. in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the law.

22.2 Indemnity to employees

Every employee who is not a member of the Board, Secretary or Board officer of the Company may be indemnified out of the property of the Company against a liability:

- a) incurred by the employee acting in that capacity;
- b) for the costs and expenses incurred by an employee:
 - i. in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the person is acquitted; or
 - ii. in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under the law.

22.3 Personal liability of officer

If the Board or any member thereof or any officer of the Company becomes personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any charge or security over or affecting the whole or

any part of the assets of the Company by way of indemnity to secure the persons or person so becoming liable as aforesaid from any loss in respect of such liability.

22.4 Insurance

- a) Subject to the law, the Company may pay insurance premiums in respect of insurance for the benefit of every person who is or has been a member of the Board, Secretary or Board officer acting in that capacity against:
 - i. costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
 - ii. a liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a wilful breach of duty in relation to the Company or a breach of the provisions of the Law dealing with improper use of inside information or position.
- b) The Company may pay insurance premiums in respect of insurance for the benefit of the auditor or an employee of the Company who is not a member of the Board, Secretary or Board officer concerned in the management of the Company.