

**CONSTITUTION
OF
FAR NORTH QUEENSLAND PROMOTION BUREAU
LIMITED
ACN 009 953 084**

ADOPTED: 2018

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**CONSTITUTION
OF
FAR NORTH QUEENSLAND PROMOTION BUREAU LIMITED
ACN 009 953 084**

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INTERPRETATION: ¶

1. DEFINITIONS

In this Constitution:-

"Alternate Director" means a person who is appointed to hold office as a Director of the Company pursuant to the clause 45.3;

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"Annual General Meeting" means an annual general meeting of the Company;

"Annual Membership Fee" means an amount determined by the Board from time to time as an annual fee for membership or class of membership of the Company;

"Appointed Director" means a person who is appointed to hold office as a Director of the Company pursuant to the clause 45;

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"Auditor" means the auditor of the Company as appointed from time to time;

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"Board" means the directors constituting the board of directors of the Company from time to time;

"Business Development Fund Contribution" means any community contribution, charge or payment imposed on ratepayers by a local Council, the proceeds or part of the proceeds of which are provided to the Company;

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"Cairns North Zone" means the area which was previously identified for the local government of Douglas Shire and encompasses the areas north of Ellis Beach to the Bloomfield River;

"Cairns South Zone" means the area that is encompassed by the local government of Cairns Regional Council, excluding the Cairns North Zone;

"Casual Vacancy" means a vacancy on the Board caused by the unexpected resignation, death or unfilled vacancy of a position of Director;

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"Chair" means the Chair appointed pursuant to clause 61;

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"Committee" means a Committee to which powers have been delegated by the Board pursuant to clause 62;

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"Company" means Far North Queensland Promotion Bureau Limited ACN 009 953 084;

"Corporations Act" means the *Corporations Act 2001* (Cth) and includes any amendment or re-enactment of it or any legislation passed in substitution of it and includes a reference to the *Corporations Regulations 2001* (Cth);

"Destination Marketing Partner" means an entity which has entered into a Marketing Agreement with the Company;

"Director(s)" means those persons elected or appointed to the Board as an Appointed Director, General Director, Zone Director or as otherwise provided for in this Constitution;

"Elected Director" means a Director who is elected to office by the Members of the Company pursuant to the clause 41 headed "Election of Zone Directors" and clause 42 headed "Election of General Directors";

"Entry Level Member" means a member of the Company with the rights and benefits identified in clause 10.2(a) and 11;

"General Director" means an Elected Director appointed pursuant to clause 38.2, 42 and 43;

"General Meeting" means the Members of the Company in general meeting;

"Level One Member" means a Member with the rights and benefits identified in clause 10.2(b);

"Level Two Member" means a Member with the rights and benefits identified in clause 10.2(c);

"Level Three Member" means a Member with the rights and benefits identified in clause 10.2(d);

"Level Four Member" means a Member with the rights and benefits identified in clause 10.2(e);

"Level Five Member" means a Member with the rights and benefits identified in clause 10.2(f);

"Marketing Agreement" means an agreement between a Destination Marketing Partner and the Company which has:

- a) a requirement for payment by the Destination Marketing Partner to the Company of a minimum of \$1 million per financial year (or such other greater amount as determined by the Board from time to time) in aggregate value (whether by way of cash or some other consideration); and
- b) a minimum term of three (3) years;

"Member" means a member of the Company;

"Memorandum of Association" means the original governing rules of the Company in force as at the Company's incorporation;

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"Purposes" means the purposes for which the Company was formed and operates as identified in clause 3;

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"Register" means the register of Members maintained by the Board in accordance with the Corporations Act;

"Representative" means a natural person appointed as a Representative of a Member who is not a natural person, which representative must be a director, officer, or executive of the Member;

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"Secretary" means any person appointed to perform the duties of a Secretary of the Company;

"Southern Zone (Cassowary Coast)" means the area that is encompassed by the local government known as the Cassowary Coast Regional Council;

"State" means the State of Queensland;

"Subscribers" means the subscribers as identified in the Memorandum of Association;

"Suspended Member" means a member of the Company who is suspended in accordance with clause 16.3;

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"Trading Names" means name(s) used in the trading and operation of businesses conducted by the Company from time to time and includes "Tourism Tropical North Queensland";

"Tropical Tablelands/Remote Area Zone" means the area that is encompassed by the local governments of the shires of Aurukun, Burke, Carpentaria, Cook, Croydon, Doomadgee, Etheridge, Hope Vale, Kowanyama, Lockhart River, Mornington, Mapoon, Napranum, Pormpuraaw, Torres, Wujul Wujal, Yarrabah and the local government of Tablelands Regional Council, Torres Strait Island Regional Council, and the Northern Peninsula Area Regional Council;

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"Vacant Zone" has the meaning specified in clause 41.2;

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"Voting Member" means a Level Two Member, Level Three Member, Level Four Member and Level Five Member;

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"Zone Director" means an Elected Director elected pursuant to clause 41;

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2. INTERPRETATION

2.1 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photocopy, and other modes of representing or reproducing words in a visible form;

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2.2 Headings and sub-headings have been included for ease of reference only and shall not form part of the context or limit or govern the construction of this Constitution;

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2.3 Words importing the singular number include the plural number and words importing the plural number include the singular number.

Deleted: <#>Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of "The Acts Interpretations Act, 1954 to 1960" and of the Corporations Act; and

2.4 Unless the contrary intention appears, an expression used in this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act has the same meaning as in that provision of the Corporations Act.

2.5 Words importing a particular gender include any other gender.

2.6 A reference to a person includes any other legal entity and vice versa.

2.7 A reference to a statute includes all regulations, subordinate legislation and amendments relating to that statute.

2.8 The replaceable rules under the Act shall not apply to the Company.

2.9 References to time are local time in Queensland.

2.10 Where time is to be reckoned from a day or event, the day or the day of the event must be excluded.

2.11 A reference to a business day means any day on which trading banks are open for business in Cairns.

2.12 If any time period specified in this document expires on a day which is not a business day, the period shall expire at the end of the next business day.

3. PURPOSE OF COMPANY

3.1 The Company is established for the following purposes:

- (a) primarily, promotion of destination travel within the area encompassed from Mission Beach, Queensland in the south, north to the Cape York Peninsular, Queensland and Torres Strait Islands, Queensland and west across the Tropical Tablelands, Queensland and Gulf Savannah, Queensland to the Northern Territory border, or as otherwise determined by Tourism Queensland; and
- (b) to promote initiatives that build member capabilities and capacity and build relationships and to co-ordinate and facilitate such initiatives; and
- (c) the promotion of research and/or training programmes in relation to the above purposes and objects of the Company; and
- (d) pursuing with Federal, State and Local Governments and their agencies policies with regards to travel and tourism within the region as set out in the Purposes; and
- (e) otherwise, to advance the general welfare and prosperity of communities within the area specified in clause 3.1(a); and

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(f) to do all such things as might be necessary or desirable to further the above objects; and

(g) to solicit and to receive contributions and to use such funds and any income from them for the furtherance of these objects.

3.2 Each of the above objects constitutes a separate object of the Company and no object should be limited unless otherwise stated by reference to any other object.

4. NAME

4.1 The name of the company is **Far North Queensland Promotion Bureau Limited ACN 009 953 084.**

4.2 The Company may from time to time operate using Trading Names.

5. APPLICATION OF PROPERTY

5.1 The income and property of the Company shall be applied solely towards the promotion and objects of the Company as set out in this Constitution.

5.2 No portion of the income and property shall be paid or transferred directly or indirectly by way of dividends, bonuses or otherwise by way of profits to Members.

5.3 Despite clause 5.2, the Company may pay in good faith:-

(a) reasonable and proper remuneration to any officer or servant of the Company;

(b) the costs or fees of any Member or officer in return for any services actually rendered to the Company;

(c) for goods supplied by any officer or Member in the ordinary or usual way of business;

(d) interest on money borrowed from a Member or officer; or

(e) reasonable and proper rent for premises let from any officer or Member.

5.4 To the maximum extent possible at law, the Company shall have all the powers to do any acts or thing which a natural person can do.

6. LIABILITY OF MEMBERS - LIMITED

The liability of the Members is limited.

7. GUARANTEE BY MEMBERS

Every Member of the Company on the date of incorporation undertakes to contribute to the Company in the event of the Company being wound while the person is a Member, or within one (1) year after the person ceases to be a Member, for payment of the debts and liabilities of the Company contracted before

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the person ceases to be a Member of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors amongst themselves such amount as may be required, not exceeding ten dollars (\$10.00).

MEMBERSHIP AND SUBSCRIPTIONS

8. NUMBER OF MEMBERS

The number of members which the Company may have is unlimited.

9. MEMBERS

The Subscribers to the original Memorandum of Association and such other persons as the Directors shall admit to membership in accordance with this Constitution shall be Members, _____

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10. CATEGORIES OF MEMBERS

10.1 The Board has the power to limit from time to time the number of Members in each class of membership.

10.2 The membership of the Company shall consist of the following classes of Members and each class of Member shall have voting rights as identified in this clause 10.2:

(a) Entry Level Member;

i) Voting Rights

A. An Entry Level Member is not entitled to participate in or vote at a meeting of the Company;

ii) Other Rights:

A. An Entry Level Member has no other rights except:-

- a) to attend meetings of the Company as an observer, but has no right to participate in or vote at meetings;
- b) a right to information only if the Board decides in its absolute discretion to provide any information.

B. To avoid doubt, notwithstanding any provision contained in this Constitution, an Entry Level Member will not be counted for the purposes of:-

- a) requisitioning a meeting of the Company; and
- b) quorum at a meeting of the Company.

(b) Level One Member;

i) Voting Rights

A. A Level One Member is not entitled to participate in or vote at a meeting of the Members of the Company.

ii) To avoid doubt, notwithstanding any provision contained in this Constitution, a Level One Member will not be counted for the purposes of:-

A. requisitioning a meeting of the Company; and

B. quorum at a meeting of the Company.

(c) Level Two Member;

i) Voting Rights

A. A Level Two Member is entitled to receive notice of meetings of the Company, attend and participate in such meetings and is entitled to two (2) votes at a meeting of the Members.

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(d) Level Three Member:-

i) Voting Rights

A. A Level Three Member is entitled to receive notice of meetings of the Company, attend and participate in such meetings and is entitled to four (4) votes at a meeting of the Members.

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(e) Level Four Member;

i) Voting Rights

A. A Level Four Member is entitled to receive notice of meetings of the Company, attend and participate in such meetings and is entitled to seven (7) votes at a meeting of the Members.

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(f) Level Five Member;

i) Voting Rights

A. A Level Five Member is entitled to receive notice of meetings of the Company, attend and participate in such meetings and is entitled to twelve (12) votes at a meeting of the Members of the Company.

11. VARIATION OF MEMBERSHIP CATEGORIES

11.1 The Board may, in its absolute discretion, rename the categories of members identified in clause 10.

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A person may apply to become an Entry Level Member if:
<#>they have paid the Business Development Fund Contribution; and
<#>they have made an application for membership as an Entry Level Member to the Company in the form required by the Company.

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11.2 To the extent permitted pursuant to the Corporations Act, the Board may, in its absolute discretion, add to, replace, remove or vary the benefits associated with each level of membership identified in clause 10.

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12. APPLICATION FOR MEMBERSHIP

Where any person desires to be admitted to membership of the Company they must complete, sign and date a membership application form as supplied by the Company. The contents and format of the form will be determined by the Board from time to time and may be by electronic means. The Board may determine the application fee (if any) payable by applicants for membership of the Company.

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13. BOARD TO CONSIDER APPLICATIONS

At the next meeting of the Directors after the receipt of any application for membership or earlier, such application shall be considered by the Directors, who shall determine the admission or rejection of the applicant. In no case shall the Directors be required to give any reason for the rejection of an applicant. The Secretary shall notify the applicant of the outcome of their application as soon as practicable.

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14. ANNUAL MEMBERSHIP FEE

Until otherwise determined by the Company in General Meeting, the Annual Membership Fee payable by Members of the Company for each category of membership shall be such amount or amounts (if any) as the Directors may from time to time determine. The Directors may in their discretion allocate different Annual Membership Fees to the different membership categories.

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15. ADDITIONAL SUBSCRIPTIONS

A Member may undertake to pay to the Company in any year in addition to the Annual Membership Fee, an amount by way of contribution to the Company,

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A Member who so undertakes to contribute an amount in excess of the Annual Membership Fee shall become liable to pay to the Company such amount and if the Member fails to pay in full the amount in accordance with the undertaking, the Company may recover the amount, or so much thereof as has not been paid, as a debt in a Court of competent jurisdiction.

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16. SUSPENSION AND CANCELLATION OF MEMBERSHIP

16.1 Members must pay their Annual Membership Fee and any outstanding monies:-

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- (a) within three (3) months of the due date for payment; or
- (b) in accordance with an alternative procedure approved by the Board from time to time.

16.2 An applicant for membership of the Company, must pay their application fee and the Annual Membership Fee for the first year of membership:-

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- (a) in full accompanying the application for membership; or
- (b) in accordance with an alternative procedure approved by the Board from time to time.

16.3 If a Member fails to pay their Annual Membership Fee on the due date for payment in accordance with sub-clause 16.1 or 16.2 of this clause or fails to pay any outstanding monies to the Company then:-

(a) their membership of the Company is automatically suspended; and

(b) their benefits and privileges as a Member including the right to participate and vote at all meetings is also suspended.

16.4 The Board must give notice in writing to a Suspended Member of a final deadline for payment of their Annual Membership Fee or any outstanding monies.

16.5 If a Suspended Member makes payment in accordance with the notice referred to in clause 16.4 then the Board may reinstate the Suspended Member as a Member with all benefits and privileges.

16.6 If a Suspended Member fails to make payment in accordance with a notice referred to in this clause, the Board may in its discretion cancel the Suspended Member's membership.

16.7 For the purposes of this clause the "outstanding monies" means any amount of money owing by a Member to the Company including but not limited to application fees, Membership Fees, contributions to participate in sales missions or an advertising campaign where the Member has failed to honour the commitment.

16.8 A Member whose membership is cancelled has all rights associated with their membership suspended for the duration of the suspension of their membership.

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17. RESIGNATION OF MEMBERS

A Member may at any time by giving notice in writing to the Secretary resign their membership of the Company, but shall continue to be liable for any monies due by the Member to the Company, including any additional subscriptions under clause 15.

18. EXPULSION OF MEMBERS

18.1 If a Member:

(a) shall refuse or neglect to comply with the provisions of the Constitution, by-laws, rules and regulations of the Company; or

(b) in the absolute and unfettered opinion of the Board is acting unethically, immorally or in a manner unbecoming of a Member or potentially prejudicial to the image of the destination;

(c) is guilty of any act or omission which, in the opinion of the Board, in its sole, absolute and unfettered discretion, is unbecoming of a Member, or prejudicial to the interests of the Company,

the Board may do one or more of censure, suspend or fine the Member or, instead of the foregoing, expel the Member from the Company and remove the Member's name from the Register.

18.2 The Board must not expel a Member under clause 18.1 unless:

- (a) at least 7 days' notice has been given to the Member stating the date, time and place at which the question of expulsion of that Member is to be considered by the Board, and the nature of the alleged misconduct; and
- (b) the Member is given the opportunity of giving to the Board, orally or in writing, any explanation the Member thinks fit.

18.3 If the Board decides to expel a Member, the Secretary must immediately give notice of this to the Member and the Member's name will be removed from the Register. No explanation of the decision by the Board is required nor do any rights of appeal exist.

18.4 In the event the Board suspends a Member under clause 18.1, clause 16.8 applies.

MEETINGS OF MEMBERS

19. ANNUAL GENERAL MEETINGS

19.1 The Annual General Meeting shall be held within five (5) months of the close of the Company's financial year.

19.2 The financial year of the Company will close on 30 June each year.

19.3 The business of an Annual General Meeting is to include:-

- (a) the following matters even if not referred to in the notice of meeting:-
 - i) consideration of the annual financial report, Board or Directors' report and Auditor's report; and
 - ii) appointment of the Auditor; and
- (b) any business which under this Constitution or the Corporations Act is required to be transacted at an Annual General Meeting.

20. GENERAL MEETINGS

20.1 The Secretary must convene a General Meeting:-

- (a) when directed to do so by a resolution of the Board; or
- (b) when directed to do so, in writing, by any three (3) Directors; or

Deleted: such Member may be expelled or suspended (for such period as the Board may think fit in its absolute discretion) by ordinary resolution of the Board and such resolution need not state the facts, grounds or opinions upon which it is based **PROVIDED** that at least 7 days before the meeting of the Board at which such a resolution is passed the Member concerned shall have been notified in writing of such proposed meeting and of what is alleged against them and requested to be present at the meeting and that he/she shall at such meeting and before such resolution is passed have had an opportunity of giving orally or in writing any explanation or defence he/she may think fit.

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- (c) when requisitioned, in writing, by Members in accordance with the Corporations Act.

20.2 A meeting called in accordance with clause 20.1(c) is to be at the cost of the Members who requisition the meeting. Such cost will be determined by the Secretary.

20.3 A requisition of a General Meeting in accordance with clause 20.1 must state:-

- (a) the reason for the General Meeting; and
- (b) the nature of the business to be transacted at the General Meeting; and
- (c) any other information required by the Corporations Act.

20.4 The Board may, in its absolute discretion, hold a General Meeting at two (2) or more venues simultaneously using any technology that allows the Members as a whole a reasonable opportunity to participate. A Member who participates via technology will be considered to be present for the entire General Meeting and for the purposes of quorum, voting and the minutes.

20.5 In this Constitution, the contemporaneous linking together by telephone, radio, closed circuit television or other electronic means of audio or audio-visual communication of a quorum of Members, whether or not any of them is out of Australia, will be deemed to constitute a General Meeting and all the provisions in this Constitution as to General Meetings will apply to the meetings if the following conditions are met:

- (a) all the Members entitled to receive notice of a General Meeting of the Members shall be given notice of a meeting by telephone or other means of communication and be entitled to be linked by telephone or other means for the purposes of such meeting;
- (b) each of the Members taking part in the meeting by telephone or other means of communication must be able to hear each of the other persons taking part as from the commencement of the meeting; and
- (c) at the commencement of the meeting each Members must acknowledge their presence to all the other Members taking part.

20.6 A Member taking part in a meeting under clause 20.4 and 20.5 shall not leave the meeting, and shall be conclusively presumed to have been present and part of the quorum at all times during the meeting by telephone or other means of communication, unless they have before or during the meeting obtained the consent of the Chair to leave the meeting.

20.7 The minutes of any meeting under clause 20.4 and 20.5 shall be sufficient evidence of the proceedings and of the observance of all necessary formalities.

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21. NOTICE OF MEETING

- 21.1

Notice of an Annual General Meeting or General Meeting must be given in accordance with the Corporations Act to the persons entitled to receive notice of the General Meeting.
- 21.2

Except as permitted by the Corporations Act, General Meetings must be called on at least the minimum number of days notice required by the Corporations Act (which at the date of adoption of this Constitution is twenty one (21) days) and must otherwise be in accordance with the procedures set out in the Corporations Act.
- 21.3

Subject to the requirements of the Corporations Act, a notice calling an Annual General Meeting or General Meeting must:-

(a)

specify the place, date and time of the meeting (and if the meeting is to be held in more than one place, the technology to be used to facilitate this); and

(b)

state the general nature of the business to be transacted at the meeting; and

(c)

if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and

(d)

include such statements about the appointment of proxies as are required by the Corporations Act; and

(e)

comply with any other requirements of the Corporations Act.
- 21.4

An accidental omission to send a notice of a General Meeting or the postponement of a General Meeting to any Member or the non-receipt of a notice by a Member does not invalidate the proceedings at or any resolution passed at the General Meeting.

22. QUORUM

No business shall be transacted at any General Meeting or Annual General Meeting unless a quorum of Members entitled to vote is present at the time when the meeting proceeds to business. ~~Ten (10)~~ percent of the Members whose names appear on the Register present in person or by proxy, attorney, ~~by~~ a representative duly authorised in the manner provided by ~~section~~ 250A of the ~~Corporations Act 2001 (Cth)~~ or by technological means shall be a quorum.

23. DISSOLUTION, ADJOURNMENT OF MEETINGS - NO QUORUM PRESENT

- 23.1

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved.
- 23.2

In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time

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appointed for the meeting, the members present (being not less than two (2)) shall be a quorum. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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24. CHAIR TO PRESIDE

The Chair, if any, of the Board shall preside as Chair at every General Meeting of the Company or if there is no such Chair, or if he/she is not present with fifteen (15) minutes after the time appointed for holding of the meeting or is unable or unwilling to act, the Members present shall elect one of their number to be Chair of the meeting.

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25. ADJOURNMENT OF MEETINGS - WHERE QUORUM PRESENT

The Chair, may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Except where a meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting shall be given as in the case of any original meeting, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

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by the Chairperson; or ¶
by Members who are together entitled to at least five percentum (5%) of the total voting rights of all the members having the right to vote attending the meeting; or ¶
by at least five (5) Members who are entitled to vote attending the meeting. ¶

Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

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26. VOTING

At any General Meeting a resolution put to the vote of the meeting shall be decided by way of a poll.

27. POLL

A poll shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.

28. CHAIR'S CASTING VOTE

In the case of an equality of votes, the Chair of the meeting at which the vote takes place shall be entitled to a second or casting vote.

29. VOTING IN PERSON, BY PROXY, BY ATTORNEY OR BY TECHNOLOGICAL MEANS

(a) A Voting Member may vote in person or by proxy or by attorney or if a Voting Member is a corporation, by a representative duly authorised in the manner provided by Section 250A of the Corporations Act, direct voting or by any other manner permitted by the Corporations Act determined by the Board as an acceptable manner in which to vote for a General Meeting.

(b) In the event a Member votes by direct voting or other technological means pursuant to clause 29(a), they will not be permitted to withdraw or change their vote at a later date (even in the event the

Member attends the General Meeting to which the vote relates). A Member who has voted by direct voting or other technological means will however be permitted to attend a General Meeting notwithstanding that their vote has been submitted by direct voting or other technological means. The Board may determine from time to time any requirements for authentication of voting by direct voting or other technological means.

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(c) On a poll every Voting Member present in person (including by direct voting or other technological means) or by proxy or by attorney or other duly authorised representative shall have one (1) or more votes in accordance with the voting rights for each class of membership as provided for in this Constitution.

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30. INCAPACITY OF MEMBER

A Voting Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may if entitled to vote, whether on a show of hands or on a poll, by their committee or by the Public Trustee or by such other person as properly has the management of their estate, exercise any rights of the Member in relation to a General Meeting as if the committee, Public Trustee or other person were the Member.

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31. OBJECTION TO QUALIFICATION OF VOTER

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in the due time shall be referred to the Chair of the meeting, whose decision shall be final and conclusive.

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32. PROXY VOTES

The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of their attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not be, a Member or officer of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

33. INSTRUMENT OF PROXY

The instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances allow or in such other form as approved by the Board from time to time:-

"The Board of Directors

Far North Queensland Promotion Bureau Limited

*I/We of being
a member / members of the above named Company, hereby appoint
 of , or failing them
 of , as my / our proxy*

to vote for me / us on my / our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the day of , 20 and at any adjournment thereof.

This form is to be used *in favour of / against the resolution.

Signed this day or 20

Signature of member appointing proxy

* Strike out which ever is not desired. (Unless otherwise instructed, the proxy may vote as they think fit).

Note: A proxy must be deposited at the registered office of the Company or at such other place authorised by the Directors not less than 48 hours before the time for holding the meeting or the adjourned meeting, unless otherwise accepted as valid and allowed by the Chair in his/her absolute and unfettered discretion."

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34. VALIDITY OF VOTES

The Chair shall be the final arbitrator of the validity of any voting at a meeting of the Company, whether undertaken by poll, proxy, postal or ballot.

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35. DEPOSIT INSTRUMENT OF PROXY OR POWER OF ATTORNEY

The instrument appointing a proxy and the power or attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the registered office of the Company either by personal delivery, post, or receipt to an email address notified by the Company on the notice convening the meeting, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid, unless otherwise accepted as valid and allowed by the Chair in his/her absolute and unfettered discretion.

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36. EFFECT OF PROXY VOTE OR UNDER POWER OF ATTORNEY

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

BOARD OF DIRECTORS

37. NUMBER OF DIRECTORS

The number of Directors shall not be less than nine (9) nor more than (15) unless the Board appoints a Managing Director pursuant to clause 38.4, in which case the number of Directors may be a maximum of sixteen (16).

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38. DIRECTORS

38.1 Subject to clause 38.2, and until otherwise determined by the Company in General Meeting, there shall be nine (9) Elected Directors, comprising:-

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- (a) Four (4) Zone Directors; and
- (b) Five (5) General Directors,

who shall be elected in accordance with the provisions of clause 41 headed "Election of Zone Directors" and clause 42 headed "Election of General Directors", respectively.

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38.2 Directors may appoint Directors

Subject to the Corporations Act and this Constitution, the Directors shall have power at any time and from time to time to appoint no more than six (6) persons as Directors of the Company in addition to the Directors elected pursuant to clause 38.1 provided that the total number of Directors shall not at any time exceed the number of Directors fixed in accordance with this Constitution under clause 37.

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38.3 Tenure of Appointed Directors

A Director appointed pursuant to the provisions of clause 38.2 shall hold office:

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- a) in respect of the Director appointed as Chair - until the person appointed ceases to hold office pursuant to clause 61.3, but he/she may be re-appointed as a Director who does not hold the role of Chair, pursuant to clause 38.3(b) and the provisions of this Constitution; and
- b) in respect of the remaining Directors other than the Chair - until the close of the 2nd Annual General Meeting following his/her appointment, but he/she may be re-appointed as a Director pursuant to this clause 38.3(b) and the provisions of this Constitution.

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38.4 Directors may appoint Managing Director

- (a) The Directors may from time to time appoint a Managing Director for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case may revoke such appointment. A Director so appointed shall not, while holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but such appointment shall be automatically terminated if they cease for any reason to be a Director.
- (b) A Managing Director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration

whether by way of salary, commission or otherwise) as the Directors may determine.

- (c) The Directors may entrust to and confer upon a Managing Director such of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter, or vary all or any of those powers.

39. RETIREMENT AND ROTATION OF DIRECTORS

39.1 At the Annual General Meeting to be held in every calendar year ending in an:-

- (a) even number, the Zone Directors to retire from office shall be the Directors of the Cairns North Zone and Cairns South Zone; and
- (b) odd number, the Zone Directors to retire from office shall be the Directors of the Southern Zone and Tropical Tablelands /Remote Area Zone.

39.2 All Directors shall be eligible for re-election in accordance with this Constitution.

39.3 At the Annual General Meeting one-half (and where one-half is not a whole number, the number shall be rounded up to the next whole number of directors due for retirement at that Annual General Meeting) of the General Directors shall retire from office but shall be eligible for re-election in accordance with this Constitution. The General Directors to retire at each Annual General meeting shall be those who were elected at the Annual General Meeting two (2) years previously, and any Director appointed to fill a casual vacancy in accordance with clause 45.

39.4 Should a Zone Director cease to reside or carry on business within the zone for which he/she is a Director, that Zone Director will immediately resign or he/she will be deemed to have vacated office and a new Zone Director will be elected in accordance with clause 41.

40. ELECTORAL DISTRICTS OR ZONES

40.1 For the purposes of the election of Directors there shall be constituted four (4) electoral zones namely:-

- (a) Cairns North Zone
- (b) Cairns South Zone
- (c) Southern Zone (Cassowary Coast)
- (d) Tropical Tableland/Remote Area Zone.

40.2 The Board may from time to time determine and vary the boundaries of the electoral zones.

41. ELECTION OF ZONE DIRECTORS

41.1 Subject to clause 42.2, the election of the Zone Directors shall take place in the following manner:-

(a) any two (2) Members entitled to vote at a General Meeting and who are residents of a zone referred to in clause 40 headed "Electoral Districts or Zones" may nominate another person who is a Member resident of the same zone or who is a Representative of a Member referred to in clause 41.1(d)(ii) carrying on business in the same zone for election as a Zone Director;

(b) the nomination shall be in writing and signed by the Member, their proposer and seconder and be in a form approved by the Board from time to time, shall be lodged with the Secretary at the registered office of the company by personal delivery, post, or receipt to an email address notified by the company when calling for nominees, at least 21 days before the Annual General Meeting at which the election is to take place;

(c) the Secretary shall cause to be prepared if necessary balloting lists containing the names of the candidates from each zone in alphabetical order. If there shall be only one candidate for any zone, they shall be deemed to be elected. If there be two (2) or more candidates for office for any zone the Members resident in that zone present in person or by proxy or by attorney or other duly authorised representative in accordance with clause 30 headed "Incapacity of Member" at the meeting shall elect one of such candidates to the position of Zone Director;

(d) a Member shall be deemed to be a resident of a zone if:-

- i) being a natural person they have a permanent place of abode in the zone PROVIDED THAT a Member who does not have a permanent place of abode in any such zone shall be deemed to be a resident of the Cairns South Zone Southern and Tropical Tablelands Zone for the purposes of this clause; or
- ii) not being a natural person they carry on a business in the zone PROVIDED ALWAYS that where such a Member carries on business in more than one zone, that Member shall by notice to the Secretary in writing nominate the zone being the principal place of business or the principal place of operations of that Member and for the purposes of this clause, that Member shall only be entitled to vote as a resident of that zone and not as a resident of any other zone.

41.2 In the event that no nomination is received for the election of a Director for a zone pursuant to subclause 41.1(a) ("Vacant Zone"), the position of Director for the Vacant Zone will be vacant for the term of that office and the position will be redistributed and made available to be filled as an additional position of the office of General Director to be filled pursuant to

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clause 42 for the balance of the term for which that Zone Director would have been appointed.

42. ELECTION OF GENERAL DIRECTORS

42.1 Subject to clause 42.2, the election of General Directors shall take place in the following manner:-

- (a) any two (2) financial Members may nominate another Member or a Representative of a Member that is not a natural person for election as a General Director;
- (b) the nomination shall be in writing and signed by the Member, their proposer and seconder and be in a form approved by the Board from time to time, shall be lodged with the Secretary at the registered office of the company by personal delivery, post, or receipt to an email address notified by the company when calling for nominees, at least 21 days before the Annual General Meeting at which the election is to take place;
- (c) the Secretary shall cause to be prepared if necessary balloting lists containing the name of the candidates in alphabetical order. If there shall be less than five (5) candidates, those candidates shall be deemed to be elected. If there be more than 5 candidates for office the Members present in person or by proxy or by attorney or other duly authorised representative in accordance with clause 30 headed "Incapacity of Member" at the meeting shall elect five (5) of such candidates to the position of General Director.

42.2 A person, including without limitation a Representative of a Member, shall be eligible to nominate or be nominated to contest and fill only one (1) category of Director, either as Zone Director of one of the electoral zones specified in clause 40.1 or General Director pursuant to clause 42. If a person contravenes this clause, all nominations by that or for that person will be invalid, void and of no effect.

42.3 Only one (1) Representative of a Member shall be eligible and entitled to be elected to the office of Director, either a Zone Director or General Director. If this clause is contravened:-

- (a) all Representatives of a Member who are elected to the office of Director, either Zone Director or General Director will be removed from that office as the appointment will be invalid, void and of no effect;
- (b) the offices of Director will be available to be filled by election pursuant to clause 41 or clause 42, whichever is applicable.

43. BOARD APPOINTED DIRECTORS

43.1 The Board shall appoint Directors in the following manner:

- (a) In accordance with clauses 38.2 and 38.3(a) the Board is to appoint one (1) General Director as the Chair pursuant to clause 61.

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- (b) In accordance with clauses 38.2 and 38.3(b) the Board may appoint up to two (2) General Directors if the Board deems they are required in order to provide skills and expertise absent from the Board for a term determined by the Board (not exceeding three (3) years).
- (c) In accordance with clauses 38.2 and 38.3(b), the Board may appoint one representative of each Destination Marketing Partner as a General Director with up to a maximum of three (3) such appointments in accordance with clauses 43.1(d) - (h) below. A Director so appointed shall hold office until the termination date set out in clause 43.1(h) below. In the event the Board does not appoint three (3) representatives of Destination Marketing Partners as General Directors, the Board may appoint such number of persons as appointed General Directors in addition to the two (2) appointments pursuant to clause 43.1(b) as it determines from time to time, up to the number of vacant positions under this clause 43.1(c), if the Board deems they are required in order to provide skills and expertise absent from the Board, for a term determined by the Board (not exceeding three (3) years).
- (d) A representative of a Destination Marketing Partner is appointed as a Director if the Destination Marketing Partner has a Marketing Agreement.
- (e) The representative of a Destination Marketing Partner to be appointed as a Director is to be nominated by the Destination Marketing Partner, subject to acceptance and approval by the Board acting reasonably.
- (f) A Destination Marketing Partner may substitute and replace its nominated Director from time to time, subject to acceptance and approval of the substitute by the Board acting reasonably.
- (g) In the event of a breach of or dispute between the Company and the Destination Marketing Partner in relation to the Marketing Agreement, that Destination Marketing Partner's representative appointed as Director on the Board will not be entitled to participate in any discussions or voting on the issue and must remove themselves from a Directors' meeting whilst such issues are considered.
- (h) Notwithstanding any other provision of this Constitution, the position of a Director appointed pursuant to clause 43.1(c) will automatically be terminated upon the expiry or the termination, for any reason, of the Marketing Agreement.

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44. VARIATION OF NUMBER OF DIRECTORS

The Company may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to retire from office.

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45. CASUAL VACANCIES AND ALTERNATE DIRECTORS

45.1 The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution and so that the total number of Elected Directors shall not at any time exceed the number of Elected Directors fixed in accordance with the Constitution. Any Director so appointed shall retire at the Annual General Meeting held two (2) years after the election of the original Director who resigned and whose casual vacancy the current Director was appointed to fill, and shall be eligible for re-election in accordance with this Constitution.

45.2 Where a casual vacancy in the Board of Directors arises by reason of the death of an Appointed Director or of such Director's position becoming vacant by virtue of clause 49 headed 'Vacancy of Office' the Directors shall appoint another person to be a Director in their place, and a Director so appointed shall hold office for such period that the original Director who died or whose position became vacant, and whose casual vacancy the current Director was appointed to fill, and shall be eligible for re-election in accordance with this Constitution.

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45.3 The Directors may from time to time appoint an Alternate Director for a fixed period where, for example, a Director is granted temporary leave of absence from the Board.

46. REMOVAL OF DIRECTORS

The Company may by ordinary resolution remove any Director before the expiration of their period of office, and may by an ordinary resolution appoint another person in their stead. The person so appointed shall be subject to retirement at the same time as if they had become a Director on the day on which the Director in whose place they are appointed was last elected a Director.

47. DIRECTORS REMUNERATION

47.1 Subject to any contract with the Company, the Board may determine and fix the remuneration of the Chair by ordinary resolution. Subject to this clause 47, that remuneration may consist of salary, bonuses, a stipend or any other elements.

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47.2 If a Director or the Chair, at the request of the Board and for the Purposes performs extra services and makes special exertions (including going or living away from the Director's usual residential address) the Company may remunerate that Director for doing so. Remuneration under this clause may be in addition to or in substitution for any remuneration to which that Director is entitled under this clause 47.

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47.3 The Company may pay the Chair or a Director (in addition to any remuneration) reasonable expenses (including travelling and accommodation expenses) incurred by the Director:

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- (a) in attending meetings of the Company, the Board or a Committee of the Board;

- (b) on the business of the Company; or
- (c) in carrying out duties as a Director.

48. REMOVAL OF CHAIR

48.1 Notwithstanding anything contained in this Constitution, the Board may remove the Chair from office. If the Chair is removed from office, the Chair will simultaneously be removed as a Director of the Company.

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49. VACANCY OF OFFICE

49.1 The office of Director shall become vacant if the Director:-

- (a) ceases to be a Director by virtue of the Corporations Act;
- (b) becomes bankrupt or makes any arrangements or composition with their creditors generally;
- (c) becomes prohibited from being a Director or officer by reason of any order made under the Corporations Act;
- (d) is disqualified by law from being or acting as a Director or officer;
- (e) 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;
- (f) resigns their office by notice in writing to the Company;
- (g) for more than three (3) months is absent without permission of the Directors from meetings of the Directors held during that period;
- (h) is directly or indirectly interested in any contract or proposed contract with the company and fails to declare the nature of their interest in the manner required by the Corporations Act;
- (i) becomes a Suspended Member or a Representative of a Suspended Member;
- (j) in the case of a director who is a representative of a Destination Marketing Partner that is an incorporated body, partnership or a trust, if that Destination Marketing Partner member:
 - i) is wound up; or
 - ii) has a liquidator, administrator, official manager, receiver or trustee appointed;
- (k) ceases to be a Member or a Representative of a Member;
- (l) is deemed to have vacated office pursuant to clause 39.4 of this Constitution.

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PROCEEDINGS OF DIRECTORS

50. MANAGE THE BUSINESS

The business of the Company shall be managed by the Directors which may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in General Meeting, subject, nevertheless, to any of this Constitution, to the provisions of the Corporations Act.

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51. BY-LAWS

The Directors may from time to time make vary and repeal by-laws for the regulation of the business of the Company, its officers and servants.

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52. POWERS

52.1 The Board may, in its absolute discretion, and without limiting the powers available to it at law:-

- (a) exercise all the powers of the Company to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Company;
- (b) subscribe to and become a member of any other association, company or organisation if the objects of such association, company or organisation are reasonably similar to those of the Company;
- (c) enter into arrangements with Federal, State Government department or authorities and with international Governments that are conducive to the attainment of the Company's objects;
- (d) appoint, employ, remove or suspend managers or employees of the Company;
- (e) promote, undertake and disseminate research and information relating to the business of travel and tourism;
- (f) to adopt such means of making known the objects of the Company as may to the Company seem expedient;
- (g) to borrow or raise or secure the payment of money for the purposes of the Company whether the same has been borrowed or intended to be borrowed on overdrawn account or otherwise in such manner and upon such terms as may seem expedient and to secure the repayment thereof and of moneys owing or obligations incurred by the Company by bonds, debentures or debenture stock (either payable to bearer or otherwise) or by mortgage or charge or in any such manner as may be determined and for such a purpose to charge all or any part of the property of the Company both present and future and to pay interest on such borrowed money;

- (h) to expend money received from Members or from any other source for any purpose which, in the opinion of the Company, may further the objects of the Company;
- (i) to solicit and/or receive donations and legacies (whether subject to any special trusts or not) for the purpose of applying the same to any of the objects of the Company and to apply the same accordingly;
- (j) to purchase, take on lease or in exchange, hire or otherwise acquire any land, buildings, easements or property, whether real or personal, and as far as the law applicable from time to time may allow to improve, develop, sell, mortgage, transfer, lease, let, exchange, hypothecate and (without limiting the effect of the foregoing general words) in any manner dispose of or deal with or use such property or rights or any of them or any part thereof;
- (k) to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be required including the purchase of shares in any corporation and whether or not any such investments shall be one authorised by law for the investment of trust funds;
- (l) to undertake and execute any trusts the undertaking whereof may seem desirable whether gratuitously or otherwise;
- (m) to formulate, establish and implement regulations and by-laws for the proper conduct of Members and for regulating and determining their membership;
- (n) to do all such things and exercise all or any of the powers contained in the [Corporations Act](#) as if the same had been set forth at length as a separate object or power as the case may be;
- (o) to do all such other things as may be deemed incidental or conducive to the attainment of the purposes and objects of the Company or any of them

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53. COMPANY ATTORNEY

The Directors may from time to time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in them.

54. CHEQUES, NEGOTIABLE INSTRUMENTS

All cheques, electronic transactions, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company shall be signed, transacted, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors from time to time determine.

55. MINUTES OF MEETINGS

The Directors shall cause minutes to be made:-

- (a) of all appointments of officers;
- (b) of names of Directors present at all meetings of the Company and of the Directors; and
- (c) of all proceedings at all meetings of the Company and of the Directors.

Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

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56. DIRECTORS MEETINGS

56.1 The Directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on the requisition of a Director, call a meeting of the Directors. Notice of a Directors' meeting is to be in writing and may be given using any technology consented to by all the Directors. At least two (2) business days notice must be given of Directors' meeting unless otherwise agreed by all Directors.

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56.2 An accidental omission to send a notice of a Directors' meeting to any Director or the non-receipt of such a notice by any Director does not invalidate the proceedings, or any resolution passed, at the meeting.

56.3 In this Constitution, the contemporaneous linking together by telephone, radio, closed circuit television or other electronic means of audio or audio-visual communication of a quorum of Directors, whether or not any of them is out of Australia, will be deemed to constitute a meeting of the Directors and all the provisions in this Constitution as to meetings of the Directors will apply to the meetings if the following conditions are met:

- (a) all the Directors entitled to receive notice of a meeting of the Directors (including any Alternate Director) shall be given notice of a meeting by telephone or other means of communication and be entitled to be linked by telephone or other means for the purposes of such meeting;
- (b) each of the Directors taking part in the meeting by telephone or other means of communication must be able to hear each of the other Directors taking part as from the commencement of the meeting; and

(c) at the commencement of the meeting each Director must acknowledge their presence to all the other Directors taking part.

56.4 A Director taking part in a meeting under clause 56.3 shall not leave the meeting, and shall be conclusively presumed to have been present and part of the quorum at all times during the meeting by telephone or other means of communication, unless they have before or during the meeting obtained the consent of the Chair to leave the meeting.

56.5 The minutes of any meeting under clause 56.3 shall be sufficient evidence of the proceedings and of the observance of all necessary formalities.

56.6 Clauses 56.1 to 56.5 above apply to meetings of Directors' Committees,

Deleted: provided all committee members are Directors

57. DECISIONS AT DIRECTORS MEETING

Subject to this Constitution, questions arising at any meeting of Directors shall be decided by a majority of votes of present Directors and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In the case of an equality of votes the Chair of the meeting shall have a second and casting vote.

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58. CONFLICTS OF INTEREST

58.1 If a Director has a direct or indirect pecuniary or material interest, whether as vendor, purchaser or otherwise in any contract or arrangement to be entered into by or for the Company or in respect of any other matter:

(a) the nature of their interest must be disclosed by them at a meeting of the Directors and the secretary shall record the declaration in the minutes of the meeting;

(b) the declaration shall be made at the meeting of the Directors at which the contract or arrangement is being considered if their interest then exists or otherwise at the first meeting of the Directors after the acquisition of their interest;

(c) a general notice that a Director is a member of a specified company and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company shall be deemed to be a sufficient declaration.

58.2 If a declaration is made by a Director and recorded under subclause 58.1:

(a) the Director shall not be disqualified by their office from contracting with the Company as vendor, purchaser or otherwise;

(b) a contract or arrangement entered into by or for the Company in which the Director is in any way interested shall not be avoided;

(c) the Director will not be liable to account to the Company for any profit realised by a contract or arrangement by reason of any fiduciary duty or of the Director holding that interest;

(d) the Director must not as Director:

- i) be present in any discussions or deliberations in relation to such agenda item and must remove themselves from the meeting at the time at which such agenda item is tabled, unless the Board (excluding the Director who has made the declaration under this clause) resolves to permit the Director to remain present in any such discussions or deliberations; and
- ii) must not vote in respect of any contract or arrangement in which they have such an interest and
- iii) must not affix the seal of the Company to and execute any document for the Company in respect of any such contract or arrangement.

58.3 Without limiting clause 58.2 a Director appointed as a representative of a Destination Marketing Partner pursuant to clause 43 must not:

- (a) be present while a matter is being considered at a meeting of the Directors; or
- (b) vote on a matter,

if the Destination Marketing Partner has a direct or indirect pecuniary or material interest in the matter including through any employment or contract arrangement.

59. QUORUM

59.1 Subject to clause 59.3, the quorum at a meeting of Directors will be determined from time to time by the Directors and unless so determined shall be seven (7).

59.2 No business of the Company shall be transacted at any meeting of the Directors unless a quorum is present.

59.3 At no stage shall quorum necessary for the transaction of the business of the Company by the Directors be less than 50% of the total of General Directors and Zone Directors.

60. DIRECTORS MAY CONTINUE TO ACT

60.1 If there is a vacancy in the office of a Director, the remaining Directors may act but, if there is not a sufficient number for a quorum at a meeting of Directors, they may act only for the purpose of:

- (a) increasing the number of Directors to that sufficient for a quorum; or
- (b) convening a General Meeting of the Company.

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Deleted: <#>No Director shall be disqualified by his office from contracting with the Company either as Vendor, Purchaser, Broker, Solicitor, Accountant or otherwise nor shall any such contract or any arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall such Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established but the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on if his interest therein exists or in any other case at the first meeting of the Directors after the acquisition of his interest. A Director shall not vote either as Director or as Member in respect of any contract or arrangement in which he is so interested as aforesaid and if he do so vote his vote shall not be counted. This provision shall apply to any contract made by or on behalf of the Company to give the Directors or any of them any security for advances or by way or indemnity and to a settlement or set-off or cross claims and to contracts or arrangements between the Company and any other Company in which any such Director is interested as a shareholder, director or liquidator and shall not prevent the Directors or any of them from lending money to the Company at interest or guaranteeing or underwriting any debentures of the Company or any company promoted by it and receiving remuneration for so doing and a Director of the Company may be or become a director of any company promoted by the Company in which it may be interest as vendor shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company. A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company shall be sufficient disclosure under this Clause as regards such Director and such transaction and after such general notice it shall not be necessary for such Director to give a special notice of any particularly transaction with that firm or company.¶

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Deleted: In accordance with the provisions of this Constitution, the continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Clauses of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.¶

61. ELECTION OF CHAIR

61.1 Pursuant to clause 43.1(a) the Board may elect a Director to fill the position of Chair. The Chair is not required to be a Member or Representative of a Member.

61.2 In electing a Chair, the Board may have regard to the following criteria:

- (a) proficiency and experience in holding positions as a director on the board of a public company or a public sector entity;
- (b) a minimum of 5 years experience as either a chief executive officer or a Chair of a public company;
- (c) personal integrity and reputation;
- (d) the degree to which the person compliments the existing skill set of the Board;
- (e) appropriate range of qualifications and expertise to effectively carry out the role of Chair.

61.3 The Chair will hold office until up to the end of the period appointed by the Board up to a maximum of three (3) years from the date of his/her appointment as Chair.

61.4 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; or
- (b) if at any meeting the Chair is not present within ten (10) minutes after the time appointed for holding the meeting; or
- (c) the Chair is unwilling to preside,

then the Directors present may choose one of their number to be Chair of the meeting.

62. DELEGATION OF POWERS TO COMMITTEES

62.1 The Board may, subject to the constraints imposed by law, delegate any of its powers to Committees consisting of one (1) or more Directors and any other person or persons as the Board thinks fit. Any Committee formed or persons appointed to the Committee must, in the exercise of powers delegated, conform to any regulations that may form time to time be imposed by the Board. A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate. For the avoidance of doubt a Committee may be established for the purposes of being an advisory board to the Board.

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Deleted: The Directors may delegate any of their powers to Committees consisting of such member or members of their body as they think fit. Any so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

<#>CHAIRPERSONCHAIR OF COMMITTEES

62.2 Any decision made by the Committee must be referred back to the Board for ratification.

62.3 No Committee has the power to bind the Board or the Company unless they are specifically provided with such power in writing by the Board.

62.4 A Committee may invite a person who is not a Director to join the Committee with the prior written approval of the Board.

62.5 Each Committee must cause one (1) of its members to take the minutes of each Committee meeting. After such minutes have been approved by the Committee to which they relate, the Committee will cause them to be presented to the Board at the next meeting of the Board together with any matters requiring consideration or ratification by the Board.

62.6 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.

62.7 A Committee appointed by the Board shall be under the control and direction of the Board.

63. COMMITTEE MEETING

A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chair of the Committee shall have a second or casting vote. The meetings and proceedings of any Committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as they are applicable.

Deleted: A committee may elect a chairpersonChair of its meetings. If no such chairpersonChair is elected or if at any meeting the chairpersonChair is not present with ten (10) minutes after the time appointed for holding the meeting, the committee members present may choose one of their number to be chairpersonChair of the meeting.

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64. ACTS VALID NOTWITHSTANDING DEFECT

All acts done by any meeting of the Directors or of the Committee appointed by the directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed.

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65. CIRCULAR RESOLUTION

A resolution in writing, signed by all the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors, and that resolution shall be considered to have been passed at a meeting of the Directors held on the day and at the time the document was last signed by a Director.

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66. APPOINTMENT OF SECRETARY

The Secretary shall in accordance with the Corporations Act be appointed by the Directors for such term, at such remuneration (if any) and upon such conditions as

they may think fit and any Secretary so appointed may be removed by the Directors.

67. WINDING UP

If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other institution or institutions having object similar to the objects of the Company and which shall prohibit 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 virtue by this clause such institution or institutions to be determined by ordinary resolution by the Members of the Company at or before the time of dissolution and in default by a judge of the Supreme Court of Queensland or such other judge as may have or acquire jurisdiction in deciding such a matter and if and so far as effect cannot be given to the above provision then to some charitable object.

68. ACCOUNTS

The Directors shall cause proper accounting and other [books and](#) records to be kept and shall distribute copies of [Statement of Financial Position](#) as required by the Corporations Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

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69. NOTICES

69.1 Any notice to be given to or by any person pursuant to [this Constitution](#) shall be in writing.

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69.2 A notice may be given by the Company to any Member either by serving it on them personally or by sending it by post to them at their address as shown in the Register of Members or the address supplied by them to the Company for the giving of notices to them, or sent by facsimile transmission to the facsimile number notified by the Member to the Company or sent by electronic mail ("e-mail") to the e-mail address notified by the member to the Company [or by any other means permitted by the Corporations Act](#).

Deleted: except that a notice calling a meeting or Directors need not be in writing

69.3

- (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting, a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the day after the date [which is three \(3\) days](#) of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

(b) Where a notice is sent by facsimile transmission to a Member, the notice shall be sufficiently given if following transmission, the Company receives a confirmation or acknowledgment of receipt in legible form from the receiver.

(c) Where a notice is sent by e-mail transmission to a Member, the notice shall be sufficiently given if following transmission the Company receive a confirmation of delivery whether this be by electronic means, return e-mail or other process of confirmation.

69.4 A notice may be given by the Company to joint Members of a share by giving the notice to the joint Member first named in the Register in respect of the share. A notice so given shall be sufficient notice to all the joint Members.

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69.5 A notice may be given by the Company to a person entitled to a share in consequence of the death or bankruptcy of a Member by serving it on them personally or by sending it to them by post addressed to them by name, or by the title of representative of the deceased or assignee of the bankrupt, or by any like description, at the address (if any) within the State supplied for the purpose by the person or if such an address has not been supplied, at the address to which the notice might have been sent if the death or bankruptcy had not occurred.

70. WHO IS ENTITLED TO NOTICE

70.1 Notice of every General Meeting shall be given in the manner authorised by clause 69 to:-

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(a) every Member entitled to receive notice of a General Meeting;

(b) every person entitled to notice in consequence of the death or bankruptcy of a Member who, but for their death or bankruptcy, would be entitled to receive notice of the meeting;

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(c) the auditor for the time being of the Company.

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70.2 No other person is entitled to receive notices of General Meetings.

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71. INDEMNITY

71.1 Indemnity for/in favour of Directors, Secretaries and Executive Officers

(a) Subject to the Act, the Company must indemnify every person who is or has been a Director, Secretary or officer of the Company against:

i) a liability incurred by the person acting in their capacity as a Director, Secretary or an executive 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;

ii) the costs and expenses incurred by the person acting in their capacity as a Director, Secretary or an officer;

- A. 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
- B. in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the law.

71.2 Indemnity to Employees

- (a) Every employee who is not a Director, Secretary or an officer of the Company may be indemnified out of the property of the Company against:
 - i) a liability incurred by the employee acting in that capacity;
 - ii) the costs and expenses incurred by an employee acting in that capacity:
 - A. 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
 - B. in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under the law.

71.3 Personal Liability of Officer

If a Director 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.

71.4 Insurance

- (a) Subject to the Corporations Act, the Company may pay insurance premiums in respect of insurance for the benefit of every person who is or has been a Director, Secretary or an officer 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 Corporations Act dealing with improper use of 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 Director, Secretary or an executive officer concerned in the management of the Company.

72. MEMBERSHIP REGISTER

72.1 The Board shall keep the Register. The following information shall be recorded in the Register:

- (a) name;
- (b) residential address;
- (c) class of membership;
- (d) date of admission as a Member;
- (e) any particulars the Board considers relevant to the Member's eligibility for membership;
- (f) resignations;
- (g) terminations;
- (h) reinstatements of memberships; and
- (i) any further information which Board deems to be relevant or which is required by the Corporations Act.

72.2 A Member is entitled to view the details contained in the Register relevant to the particular Member only and to this limited extent the Register will be available for inspection by Members at a reasonable time and upon reasonable notice. A Member wishing to inspect the Register must make an application to the Secretary who will arrange for such inspection.

73. CHANGES TO CONSTITUTION

73.1 The Company may modify or repeal this Constitution or a provision of this Constitution by special resolution of Members and any change will not be of effect until that has occurred.

Deleted: <#>Every person who is or has been a Director, Secretary or executive officer of the Company is to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liabilities for costs and expenses incurred by that person:-¶
<#>in defending any proceedings relating to that person's position with the Company, whether civil or criminal, in which judgement is given in that person's favour or in which that person is acquitted or which are withdrawn before judgement; or¶
<#>in connection with any administrative proceedings relating to that person's position with the Company, except proceedings which give rise to civil or criminal proceedings against that person in which judgement is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or¶
<#>in connection with any application in relation to any proceedings relating to that person's position with the Company, whether civil or criminal, in which relief is granted to that person under the Corporations Act by the court.¶
<#>Every person who is or has been a Director, Secretary or executive officer of the Company shall be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liability to another person (other than the Company or its related bodies corporate) as such an officer unless the liability arises out of conduct involving a lack of good faith.¶
<#>The Company may pay a premium for a contract insuring a person who is or has been a Director, Secretary or executive officer of the Company and its related bodies corporate against:-¶
<#>any liability incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the company or a contravention of sections 182 or 183 of the Corporations Act; and¶
<#>any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Company, whether civil or criminal, and whatever their outcome.¶
<#>Amounts paid by the Company by way of indemnity or premium in accordance with this Clause 72 (whenever paid) shall not, for the purposes of the clause headed "Director's Remuneration" or otherwise, be construed as remuneration paid by the Company or received by the officer.¶