

Tourism Tropical North Queensland Limited
ACN 009 953 084

DRAFT Constitution

November 2022

1. Definitions and interpretation

In this Constitution:-

"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 a fee for membership or class of membership of the Company;

"Appointed Director" means a person who is appointed by the Board to hold office as a Director of the Company;

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

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

"Chair" means the chair of the Board appointed pursuant to clause 20.1;

"Company" means Tourism Tropical North Queensland 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 also includes a reference to the Corporations Regulations;

"Director(s)" means those persons elected or appointed to the Board;

"Elected Director" means a Director who is elected to office by the Members of the Company;

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

"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;

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

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

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

"Tropical North Queensland" means the area of Queensland encompassed within:

- Cardwell north to Torres Strait Islands; and
- Cardwell west to the Northern Territory border,
or as otherwise as determined by the Board;

"Voting Member" means a Member who is entitled to vote at a General Meeting.

2. Interpretation

In this document unless inconsistent with the context or subject matter:

- 2.1 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;
- 2.2 words importing the singular number include the plural number and vice versa.
- 2.3 unless the contrary intention appears, an expression used in this Constitution that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision.
- 2.4 the Corporations Act replaceable rules do not apply to the Company.

- 2.5 if any time period specified in this Constitution expires on a day that is not a business day in Cairns, the period will expire at the end of the next business day.
- 2.6 the masculine gender must be read as also importing the feminine or neuter gender;
- 2.7 where any word or phrase is given a defined meaning any other part of speech or other grammatical form concerning the word or phrase has a corresponding meaning;
- 2.8 a reference to a statute includes all regulations and subordinate legislation and amendments;
- 2.9 references to writing include any mode of representing or reproducing words in tangible and permanently visible form, and includes e-mail and fax;
- 2.10 an obligation incurred in favour of 2 or more parties is enforceable by them severally;
- 2.11 references to time are to local time in Cairns, Queensland.

3. Purpose of the Company

- 3.1 The Company's purposes are:
 - a) primarily, to promote travel to and within the region of Tropical North Queensland;
 - b) to promote, support and co-ordinate initiatives that build Member capabilities and capacity and relationships with the travel industry;
 - c) the promotion and support of research and/or training programmes in relation to the above purposes of the Company;
 - d) engaging with Federal, State and Local Governments and their agencies to promote travel and tourism to and within Tropical North Queensland;
 - e) otherwise, to advance the general welfare and prosperity of communities within Tropical North Queensland; and
 - f) to do all things necessary or desirable to further these purposes including to solicit and receive contributions and use these and any income from them to further these purposes.
- 3.2 Each of these purposes constitutes a separate object of the Company.

4. Non-Profit Nature of the Company

- 4.1 The Company may raise money to further its purposes set out in this Constitution. Its income and property must be applied to the pursuit of those purposes.
- 4.2 The assets, income, property, profits, and financial surplus of the Company will be used and applied solely for its purposes and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to Members.
- 4.3 Nothing in this Constitution prevents the payment, in good faith, of reasonable and proper compensation to any officer or employee of the Company, or to any Member or Director, in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business.
- 4.4 To the maximum extent possible at law, the Company has all the powers to do any acts or thing that a natural person can do.

Membership

5. Liability

5.1 The liability of the Members is limited to the guaranteed amount in clause 6.1.

6. Guarantee by Members

6.1 Every Member of the Company undertakes to contribute to the Company up to ten dollars (\$10.00) in the event of the Company being wound up while the person is a Member (or within one (1) year after the person ceases to be a Member), for payment of:

- a) the debts and liabilities of the Company contracted before the person ceases to be a Member, and
- b) the costs, charges and expenses to wind up, and adjust the rights of the contributors amongst themselves.

7. Members

7.1 The Members are the subscribers to the original Memorandum of Association and such other persons as the Board admits to membership and continue to be Members in accordance with the Company's Constitution.

7.2 There is no limit to the number of Members that the Company may have, subject to the right of the Board to limit from time to time the number of Members in each class of membership.

7.3 The membership of the Company consists of the following classes of Members:

- a) Entry Level Member
an Entry Level Member :
 - i. is entitled to attend meetings of the Company as an observer, but has no right to participate in or vote at General Meetings;
 - ii. is not counted for the purposes of requisitioning a General Meeting or a quorum at a General Meeting;
 - iii. is only entitled to Company information if the Board decides in its absolute discretion to provide any information; and
 - iv. has no other membership rights.
- b) Life Member
a Life Member:
 - i. is entitled to attend meetings of the Company as an observer, but has no right to participate in or vote at General Meetings;
 - ii. is not counted for the purposes of requisitioning a General Meeting or a quorum at a General Meeting;
 - iii. is only entitled to Company information if the Board decides in its absolute discretion to provide any information; and
 - iv. has no other membership rights but may be from time to time be recognised in some way for the special contribution they have made to the Company.

- c) Level One Member
a Level One Member is entitled to one vote at a General Meeting and is entitled to all other rights of a Member.
- d) Level Two Member
a Level Two Member is entitled to two votes at a General Meeting and is entitled to all other rights of a Member.
- e) Level Three Member
a Level Three Member is entitled to three votes at a General Meeting and is entitled to all other rights of a Member.
- f) Level Four Member
a Level Four Member is entitled to four votes at a General Meeting and is entitled to all other rights of a Member.

7.4 The Board may, in its absolute discretion:

- a) determine eligibility criteria for each class of Member and Annual Membership Fees (if applicable); and
- b) to the extent permitted pursuant to the Corporations Act, rename, add to, replace, remove or vary the classes of Members or the rights and benefits associated with any class of membership and re-allocate a Member to a different class of membership.

7.5 Member Transitional Arrangements

On the adoption of this Constitution, the membership categories, and benefits associated with membership, will be varied as follows:

- a) Entry Level Members designated as Life Members will constitute a new membership category as Life Members;
- b) other Entry Level Members will remain as Entry Level Members;
- c) Level One Members will also become Entry Level Members;
- d) Level Two Members will become Level One Members;
- e) Level Three Members will become Level Two Members;
- f) Level Four Members will become Level Three Members; and
- g) Level Five Members will become Level Four Members.

8. Application for membership

8.1 A person wishing to apply to become a Member must:

- a) complete and submit the Company's membership application form for the relevant membership class; and
- b) to become a Voting Member, pay the Annual Membership Fee applicable to the relevant membership class either in full accompanying the membership application or in accordance with an alternative procedure approved by the Board from time to time.

8.2 The Board may in its absolute discretion admit or reject a person who applies for membership of the Company.

- 8.3 If the Board decides to admit a person for membership, the Board in its absolute discretion may decide to what class of membership. The names and addresses of Members and their category of membership will be placed on the Register.
- 8.4 In no case is the Board required to give any reason for the rejection of an applicant. Any such decision of the Board will be final and will not be subject to review.

9. Fees and contributions

- 9.1 Unless otherwise determined by the Company in General Meeting, the Annual Membership Fee payable by Voting Members of each class is the amount set by the Board from time to time.
- 9.2 A Member may undertake to pay a further contribution to the Company in any year (in addition to the Annual Membership Fee). If so, and if the Member fails to pay the further contribution in full in accordance with their 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.

10. Payment of fees and other monies owing

- 10.1 Members must pay their Annual Membership Fee and any outstanding monies:
- a) within three (3) months of the due date for payment set by the Board from time to time; or
 - b) in accordance with an alternative procedure approved by the Board from time to time.
- 10.2 If a Member fails to pay their Annual Membership Fee or any outstanding monies to the Company in accordance with clause 10.1:
- a) their membership of the Company is automatically suspended; and
 - b) their benefits and privileges as a Member are suspended, including the right to participate in and vote at General Meetings.
- 10.3 The Company must give notice in writing to a Suspended Member of a final deadline for payment of their Annual Membership Fee or any outstanding monies.
- 10.4 If a Suspended Member makes payment by the due date in the notice referred to in clause 10.3, the Suspended Member is automatically reinstated as a Member with all benefits and privileges.
- 10.5 If a Suspended Member fails to make payment by the due date in the notice referred to in this clause, the Suspended Member's membership is automatically cancelled.
- 10.6 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 membership fees, annual subscription, contributions to participate in sales missions or an advertising campaign where the member has failed to honour the commitment.

11. Resignation or disciplining of Members

- 11.1 A Member may at any time by giving notice in writing to the Company, resign their membership of the Company, but shall continue to be liable for any monies already due by the Member to the Company, including any additional subscriptions under clause 9.2.

- 11.2 The Board may censure, suspend (for such period as the Board thinks fit), fine or expel a Member if, in the absolute and unfettered opinion of the Board, the Board considers that the Member has:
- a) failed to comply with the provisions of the Company's Constitution or policies;
 - b) acted unethically or in a manner unbecoming of a Member or potentially prejudicial to the Company's interests, effectiveness or public image.
- 11.3 The Board must not censure, suspend, fine or expel a Member under clause 0 unless:
- a) at least 7 days' written 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 wishes to submit.
- 11.4 If the Board decides to expel a Member, the Secretary must 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.

Meetings of Members

12. Annual General Meetings

- 12.1 The Annual General Meeting shall be held within five (5) months of the close of the Company's financial year.
- 12.2 The financial year of the Company will close on 30 June each year.
- 12.3 In addition to any matter referred to in the notice of meeting, the business of an Annual General Meeting includes:-
- a) consideration of the annual financial report, Board or director's report and Auditor's report;
 - b) appointment of the Auditor; and
 - c) any business which under this Constitution or the Corporations Act is required to be transacted at an Annual General Meeting.

13. Convening General Meetings

- 13.1 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
 - c) when requisitioned, in writing, by Members in accordance with the Corporations Act.
- 13.2 A General Meeting called in accordance with clause 13.1c) is to be at the cost of the Members who requisition the meeting. The cost will be determined by the Secretary.
- 13.3 The Board may, in its absolute discretion, hold a General Meeting using virtual meeting technology only or at two 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 voting and the minutes.

14. Notice of General Meeting

- 14.1 Notice of an Annual General Meeting or General Meeting must be given in accordance with the Corporations Act to:
- a) every Member entitled to receive notice of a General Meeting;
 - b) the Auditor.
- 14.2 At least 21 days' notice must be given of a General Meeting, unless the Corporations Act permits a shorter notice period.
- 14.3 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 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) set out any intention to propose a 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.
- 14.4 An accidental omission to send a notice to any Member of a General Meeting or the postponement of a General Meeting, or the non-receipt of a notice by a Member, does not invalidate the proceedings at or any resolution passed at the General Meeting.

15. Quorum

- 15.1 No business shall be transacted at any General Meeting unless a quorum of Members entitled to vote is present at the time when the meeting proceeds to business. A quorum is ten (10) percent of the Members entitled to vote whose names appear on the Register present in person or by proxy, attorney or a representative duly authorised in accordance with the Corporations Act.
- 15.2 If within half an hour from the time appointed for the General Meeting, a quorum is not present:
- a) the meeting, if convened upon the requisition of Members, shall be dissolved;
 - b) in any other case, the meeting is adjourned to another time and place as the Board may determine. If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the Voting Members present (being not less than five (5) constitute a quorum. The adjourned meeting may only deal with business left unfinished from the General Meeting from which the adjournment took place.

16. Conduct of General Meetings

- 16.1 The Chair shall preside as chair at every General Meeting or, if he/she is not present with fifteen (15) minutes after the time appointed for holding of the meeting or is unwilling to act, the Members present shall elect one of their number to chair the meeting.
- 16.2 The General Meeting 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 to another time.
- 16.3 An adjourned meeting may only deal with business left unfinished from the General Meeting from which the adjournment took place.

16.4 If a General Meeting is adjourned for less than thirty days, notice of the adjourned meeting need not be given to Members. If adjourned for 30 days or more, notice must be given as in the case for the original meeting.

17. Voting

17.1 At any General Meeting, a resolution put to the vote of the meeting must be decided on a poll.

17.2 A poll must be taken when and in the manner directed by the General Meeting chair. However a poll on the election of a General Meeting chair or an adjournment must be taken immediately.

17.3 A Voting Member may vote:

- a) in person;
- b) by duly executed proxy in the written form approved by the Board from time to time;
- c) by attorney;
- d) if a corporation, by a representative duly authorised in accordance with the Corporations Act;
- e) direct vote delivered to the Company the day before the General Meeting by post or electronic means approved by the Company; or
- f) if the Board so permits for a particular General Meeting – other technological means.

17.4 A proxy or power of attorney or other authority must be received at the registered office of the Company, or other place authorised by the Board, not less than 48 hours before the General Meeting or adjourned meeting at which the person named in the instrument proposes to vote. If not, the instrument shall not be treated as valid, unless allowed by the General Meeting chair in their absolute discretion.

17.5 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 vote by their committee, the Public Trustee or other person as properly has the management of their estate.

17.6 In the case of an equality of votes, the General Meeting chair is entitled to a second or casting vote.

17.7 No objection may be raised to the qualification of any voter other than at the General Meeting or adjourned meeting at which the vote objected to is tendered. Any objection made in time must be referred to the General Meeting chair.

17.8 The General Meeting chair is the final arbiter of the validity of any voting at the General Meeting. A declaration by the General Meeting chair that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the minute to be kept of the proceedings of the Company signed by the General Meeting 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.

Board of Directors

18. Transitional Boards

- 18.1 For the period until the second Annual General Meeting after the General Meeting at which this Constitution was adopted, being the 2024 Annual General Meeting, the Board will not be constituted in accordance with clause 19 of this Constitution. Rather, the transitional arrangements in this clause apply.
- 18.2 The first transitional Board is comprised of the Directors in office at the close of the General Meeting at which this Constitution was adopted as follows:
- a) all General Directors and Zone Directors then in office are deemed to be Elected Directors and are entitled to serve out the remaining portion of the term for which they were elected (subject to the provisions of this Constitution in relation to removal of Directors and vacancy of office); and
 - b) all Board appointed Directors then in office, including the Chair, are deemed to be Appointed Directors and are entitled to serve out their terms (subject to the provisions of this Constitution in relation to removal of Directors and vacancy of office).
- 18.3 The second transitional Board takes effect at the close of the next Annual General Meeting, being the 2023 Annual General Meeting as follows:
- a) the Chair will be a person appointed to that office by the Board in accordance with clause 20.1;
 - b) each Elected Director whose term does not expire at the 2023 Annual General Meeting is entitled to serve out the remaining portion of the term for which they were elected (subject to the provisions of this Constitution in relation to removal of Directors and vacancy of office);
 - c) provided sufficient nominations are received, Voting Members will be provided with an opportunity at the 2023 Annual General Meeting to elect two additional Elected Directors to serve a term of two years;
 - d) all Appointed Directors in office at the close of the 2023 Annual General Meeting are entitled to serve out their terms (subject to the provisions of this Constitution in relation to removal of Directors and vacancy of office); and
 - e) the Board may, if it so wishes, appoint one additional Appointed Director.
- 18.4 As from the second Annual General Meeting after the General Meeting at which this Constitution was adopted, being the 2024 Annual General Meeting, the Board must be comprised in accordance with the succeeding provisions of this Constitution. To facilitate this, at the 2024 Annual General Meeting, Voting Members will be provided with an opportunity to elect such number of new Directors to achieve the Board composition referred to in clause 19.1b).

19. Composition of the Board

- 19.1 The Board comprises:
- a) the Chair appointed by the Board in accordance with clause 20.1;
 - b) four Directors elected by the Members in accordance with clause 21; and
 - c) up to four other Directors appointed by the Board in accordance with clause 20.2.

- 19.2 Notwithstanding any other provision of this Constitution, a person is not eligible to become a Director (whether an Elected Director or an Appointed Director) if it would result in more than one Director who is an executive, employee or officer of the same Member.

20. Appointed Directors

- 20.1 The Board must appoint as Chair a suitably qualified and experienced person of high integrity and good reputation.
- 20.2 In selecting Appointed Directors, the Board must develop a Board skills matrix and consider appointing Directors that satisfy the required skills and experience identified for the Board. A Board appointed director is not required to be a Member.
- 20.3 The Board must specify the commencement date and term of office for the Chair and Appointed Directors. The term must not exceed 3 years.
- 20.4 An Appointed Director (whether or not the Chair) may be re-appointed by the Board (or may have previously been an Elected Director). Including all previous terms as Appointed Director (but not as Elected Director, if applicable), an Appointed Director (whether or not the Chair) must not hold office for more than 9 years.

21. Elected Directors

- 21.1 At each Annual General Meeting, the Elected Directors who were elected at the Annual General Meeting two years previously retire and Members will be provided with an opportunity to elect new Directors in their place.
- 21.2 A nomination of a candidate for election as a Director must be in the form determined by the Board, signed by at least two nominating Members and contain a consent to act as a Director signed by the candidate. It must be received by the Company at least 28 days before the Annual General Meeting.
- 21.3 An Elected Director is eligible for re-election, but may not hold office for more than four successive terms as Elected Director.

22. Elected Director casual vacancies

- 22.1 If a casual vacancy arises in the position of Elected Director, the Board has the power to appoint a person in their place. The person appointed as an Elected Director to fill the casual vacancy must be a Member or an executive or officer of a Member.
- 22.2 An Elected Director appointed to fill a casual vacancy will hold that position for the balance of the period that the replaced Elected Director would have held office.

23. Removal of Directors

- 23.1 The Company may by ordinary resolution at a General Meeting remove any Director (whether the Chair, an Elected Director or an Appointed Director) before the expiration of their period of office. For any Elected Director who is removed, the Company in General Meeting may elect another person in their place. The person so elected retires at the same time as would the Director they are replacing.
- 23.2 Notwithstanding anything contained in this Constitution, the Board may at any time by ordinary resolution remove the Chair from office. If the Chair is removed from office, the Chair simultaneously ceases as a Director of the Company.

24. Director remuneration

- 24.1 Subject to any contract with the Company, the Board may determine and fix the remuneration of the Chair by ordinary resolution. That remuneration may consist of salary, bonuses, a stipend or any other elements.
- 24.2 If a Director or the Chair, at the request of the Board 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.
- 24.3 The Company may pay the Chair or a Director (in addition to any remuneration under clause 24.2) reasonable expenses (including travelling and accommodation expenses) incurred by the Chair or Director:
- 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.

25. Vacancy of Office

- 25.1 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 his 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) is absent without the permission of the Chair from more than three (3) successive meetings of the Directors;
 - h) has a direct or indirect material interest in any contract or proposed contract with the company and fails to declare the nature of his interest in the manner required by this Constitution or the Corporations Act; or
 - i) is an officer or executive of an organisation that ceases to be a Member.

Proceedings of Board of Directors

26. Powers

- 26.1 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 this Constitution) may exercise all powers and do all things as are within the power of the Company and are not by this Constitution or by the Act directed or required to be exercised or done by the Company in general meeting.
- 26.2 The Board will from time to time undertake an environmental scan with a view to reviewing the operating agreements and reciprocal arrangements that it has in place with organisations interested in tourism to Tropical North Queensland.

- 26.3 The Board may, subject to the constraints imposed by law, delegate any of its powers to committees consisting of 1 or more Directors and 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.
- 26.4 A committee of the Company in the exercise of the duties delegated or assigned to it will conform to any regulations, directions or instructions that may be imposed or given by the Board.

27. Minutes of meetings

- 27.1 The Board will 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.
- 27.2 The minutes must be signed by the chair of the meeting at which the proceedings were held or by the chair of the next succeeding meeting.

28. Board meetings

- 28.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 28.2 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' meetings unless otherwise agreed by all Directors.
- 28.3 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.
- 28.4 The quorum to transact business at a Board meeting is not less than half of the Board, unless the Board determines otherwise.
- 28.5 In this Constitution, the contemporaneous linking together of a quorum of Directors by telephone, radio, closed circuit television or other audio or audio-visual communication means, whether or not any Director is out of Australia, is deemed to constitute a valid meeting of the Board provided that:
- a) all the Directors entitled to receive notice of a Board meeting are given notice of the meeting and are entitled to be linked by telephone or other means for the purpose of the meeting;
 - b) each Director taking part in the meeting must be able to hear each other Director taking part; and
 - c) at the commencement of the meeting each Director acknowledges their presence to the other Directors.
- 28.6 A Director taking part in a meeting under clause 28.5 must not leave the meeting and is conclusively presumed to be present throughout the meeting, unless they obtain the Chair's consent during the meeting to leave.

- 28.7 If present and willing, the Chair presides as chair at all meetings of the Board. The Directors may, however, choose one of their number to chair a meeting if:
- a) the Chair is not present within ten (10) minutes after the time appointed for holding the meeting; or
 - b) the Chair is unwilling to preside.
- 28.8 If there is a vacancy in the office of Director, the Board may act but if there is not a sufficient number for a quorum, they may only act for the purpose of:
- a) increasing the number of Directors to that sufficient for a quorum; or
 - b) convening a General Meeting.
- 28.9 The minutes of any meeting under clause 28.5 constitute sufficient evidence of the proceedings and observance with all necessary formalities.
- 28.10 Clauses 28.1, 28.5 , 28.6 and 0 apply to meetings of any committees of the Company.

29. Decisions at Board meetings

- 29.1 Subject to this Constitution, questions arising at any Board meeting are decided by a majority of votes of present Directors. In the case of an equality of votes, the Chair has a second and casting vote.
- 29.2 A resolution made by the Company in general meeting cannot invalidate prior acts of the Board or Directors which would have been valid if that resolution had not been passed or made.

30. Conflicts of interest

- 30.1 A Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of the interest unless the Corporations Act does not require the Director to give notice of any interest.
- 30.2 A notice required by clause 30.1 must:
- a) give details of the interest, and the relation of the interest to the affairs of the Company; and
 - b) be given at a Directors' meeting as soon as practicable after the Director becomes aware of his interest in the matter.
- 30.3 A Director may provide details of a material personal interest either orally or in writing.
- 30.4 Details provided by a Director under clause 30.2 must be recorded in the minutes of the Board meeting.
- 30.5 A Director who has a material personal interest in a matter that is being considered at a meeting of the Board must not:
- a) be present while the matter is being considered at the meeting; or
 - b) vote on the matter,
- unless clauses 30.6 or 30.7 apply or the interest does not need to be disclosed under the Corporations Act.
- 30.6 A Director may be present and vote if the Directors who do not have a material personal interest in the matter pass a resolution that:
- a) identifies the Director, the nature and extent of the Directors interest in the matter and its relation to the affairs of the Company; and

- b) states that those Directors are satisfied the interest should not disqualify the Director from voting or being present.

30.7 A Director may be present and vote if the Director is so entitled under a declaration or order made by the Australian Securities and Investments Commission under the Act.

30.8 Neither the holding of office as a Director nor the fiduciary relationship resulting from holding that office will:

- a) disqualify any Director from holding any office or place of profit (other than that of auditor) in the Company;
- b) avoid or vitiate any arrangement, contract or dealing entered into by or on behalf of the Company in which a Director is any way interested;
- c) any Director from entering into any arrangement, contract or dealing with the Company in any capacity, provided that the procedures in clauses 30.1 to 30.7 have been complied with; and
- d) subject to compliance with the following provisions of this clauses 30.1 to 30.7, render any Director or any corporation of which a Director is an officer or member or in any way interested or any partnership of which a Director 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.

31. Acts valid despite defect

31.1 Acts done by any Board meeting, Board committee meeting or by any person acting as a Director are not invalidated by reason of a defect in the appointment of any Director or other person or disqualification from office.

32. Circular resolution

32.1 A resolution in writing, signed by all the Directors, is as valid as if it had been passed at a duly held Board meeting. It may consist of several documents in like form, each signed by one or more Directors. The resolution takes effect at the time the document was last signed by a Director.

33. Appointment of Secretary

33.1 The Secretary is appointed by the Board for the term, remuneration and upon the conditions as the Board thinks fit.

33.2 The Secretary may be removed by the Board.

General

34. Winding Up

- 34.1 If upon the winding up or dissolution of the Company there remains any property after satisfaction of all the Company's debts and liabilities, this must not be paid to or distributed among the Members.
- 34.2 Instead the remaining property must be given or transferred to another institution or institutions:
- a) with purposes similar to those of the Company;
 - b) with a prohibition on the distribution of income and property to members to an extent that is at least as great as under this Constitution; and
 - c) chosen by ordinary resolution by the Members at or before the time of dissolution or in default by the Supreme Court of Queensland or other judge with jurisdiction to decide this matter.
- 34.3 If it is not possible to give effect to clause 34.2, the remaining property must be contributed to or used for a charitable object chosen in accordance with clause 34.2c).

35. Accounts and records

- 35.1 The Board must cause proper accounting and other records to be kept by the Company.
- 35.2 The Board must from time to time determine whether and to what extent and at what times and places and under what conditions the accounting and other records of the Company (or any of them) are open to the inspection of Members. No member (not being a Director) has any right to inspect any account or record of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.

36. Notices

- 36.1 Any notice to be given to or by any person pursuant to this Constitution must be in writing.
- 36.2 A notice may be given by the Company to any Member by:
- a) serving it on them personally;
 - b) sending it by post to them at their address as shown in the Register or the address supplied by them to the Company for the giving of notices to them;
 - c) sending it to the facsimile number or to the electronic mail address notified by the Member to the Company for the giving of notices to them; or
 - d) other means permitted by the Corporations Act.
- 36.3 Where a notice is sent to a Member by post that is properly addressed and prepaid, the notice is effected, in the case of a notice of a General Meeting, on the day after the date of posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- 36.4 Where a notice is sent by facsimile transmission to a Member, the notice is sufficiently given if following transmission, the Company receives a confirmation or acknowledgment of receipt in legible form from the receiver.

36.5 Where a notice is sent by electronic mail transmission to a Member, the notice is sufficiently given if following transmission the Company receives a confirmation of delivery, whether this be by electronic means, return electronic mail or other process of confirmation.

37. Indemnity

37.1 Indemnity in favour of Directors, Secretary and officers

Subject to the Corporations Act, the Company indemnifies every person who is or has been a Director, Secretary or officer of the Company against:

- a) a liability incurred by the person acting in their capacity as Director, Secretary or officer where the liability is incurred to a person other than the Company and where the liability does not arise out of lack of good faith;
- b) the costs and expenses incurred by the person acting in their capacity as Director, Secretary or officer:
 - i. in defending proceedings, whether civil or criminal, in which judgement is given in the person's favour 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.

37.2 Indemnity to employees

Every employee who is not a Director, Secretary or officer of the Company is indemnified out of the property of the Company against:

- a) a liability incurred by the employee acting in that capacity;
- b) the costs and expenses incurred by the employee acting in that capacity:
 - i. in defending proceedings, whether civil or criminal, in which judgement is given in the employee's favour or in which the employee 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.

37.3 Personal liability of officers

If a Director or 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 Company's assets by way of indemnity to secure the person becoming so liable.

37.4 Insurance

- a) Subject to the Corporations Act, the Company may pay insurance premiums for the benefit of each person who is or has been a Director, Secretary or officer against:-
 - i. costs and expenses in defending proceedings, whether civil or criminal, whatever their outcome; and
 - ii. a liability arising from negligence or other conduct which does not involve 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 for the benefit of an employee of the Company who is not a Director, Secretary or officer.

38. Membership Register

38.1 The Company must keep the Register and ensure that this includes for each Member:

- a) name;
- b) address;
- c) class of membership;
- d) date of admission as a Member;
- e) any particulars relevant to the Member's eligibility for membership;
- f) if applicable, details of suspension, reinstatement, resignation or termination; and
- g) any further information which the Company deems to be relevant.

38.2 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 the inspection.

39. Changes to Constitution

39.1 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.