

CONSTITUTION

OF

TOURISM ATHERTON TABLELANDS LIMITED

ACN: 010 684 241

TOURISM ATHERTON TABLELANDS LTD

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1. INTERPRETATION

In this Constitution:

"Appointed Director" means a person who is appointed by the Board to hold office in accordance with clause 14.

"Area" means the area contained within the boundaries of Tablelands Regional Council Local Government Area.

"Board" and "Directors" means the Board of Directors of the Company.

"Board Observer" means a person nominated by the Principal Member and with the role described in clause 15.

"Chair" means the Director chosen by the Board to be the chair of the Board.

"Company" means Tourism Atherton Tablelands Limited.

"Corporations Act" means the Corporations Act 2001 (Cth) and includes any amendment or re-enactment of it or any legislation passed in substitution for it.

"Elected Director" means a person who is elected by the Members to the Board in accordance with clause 13 or who is appointed by the Board to fill an Elected Director casual vacancy.

"Member" means a member of the Company.

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

"Suspended Member" means a Member who is suspended in accordance with clause 9.

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

- (a) 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;
- (b) words importing the singular number include the plural number and vice versa;
- (c) 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;
- (d) 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;
- (e) the masculine gender must be read as also importing the feminine or neuter gender;
- (f) 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;

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- (g) a reference to a statute includes all regulations and subordinate legislation and amendments;
- (h) references to writing include any mode of representing or reproducing words in tangible and permanently visible form, and includes e-mail and fax;
- (i) an obligation incurred in favour of 2 or more parties is enforceable by them severally;
- (j) references to time are to local time in Cairns, Queensland.

2. REPLACEABLE RULES

The replaceable rules under the Corporations Act do not apply to the Company.

3. PURPOSE OF THE COMPANY

(a) The Company is established for the following purposes:

- (i) to promote the Area as a tourism destination for the benefit of Members and the wider community, including promotion of key access routes;
- (ii) to coordinate, promote and facilitate initiatives that:
 - i. build Member capabilities,
 - ii. the Area's tourism capacity and strong relationships across the Area; and
 - iii. the tourism industry as a whole;
- (iii) to promote research and/or training programs in relation to these purposes;
- (iv) to promote greater understanding of travel and tourism as major activities that contribute substantially to the economic and social well-being of the Area;
- (v) to advocate for the industry and to solicit and to receive contributions and to use such funds and any income to further these purposes; and
- (vi) to do all such things as might be necessary or desirable to further these purposes.

(b) Each of these purposes constitutes a separate purpose of the Company, unlimited by other purposes of the Company.

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4. NON-PROFIT NATURE OF THE COMPANY

- (a) 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.
- (b) 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.
- (c) 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.
- (d) 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.
- (e) Where assets remain after the winding-up or dissolution of the Company and satisfaction of all its debts and liabilities, they may not be paid to nor distributed among the Members but must be given to or transferred to another company, authority or institution having objects similar to the Objects of the Company and which is not carried on for profit or gain of its individual members, and whose Constitution or governing document prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of this Constitution.
- (f) The charitable fund, authority or institution to receive property under clause 4(e) must be decided by the Directors at or before the time of the winding up or dissolution. If the Directors do not wish to decide, or do not decide, the Members by ordinary resolution must decide. If the Members do not decide, the decision must be referred to the Supreme Court of the State or Territory in which the Company's registered office is located.

5. LIABILITY OF MEMBERS - LIMITED

The liability of the Members is limited to the guaranteed amount in clause 5.

6. GUARANTEE BY MEMBERS

Every Member 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 ceased to be a Member; and
- (b) the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors amongst themselves.

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7. MEMBERSHIP

- (a) 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 category of membership.
- (b) The Members of the Company are such persons who were accepted and continue as Members at the time of the adoption of this Constitution, are accepted as Members in accordance with this Constitution and have not had their membership cease, cancelled, terminated or been expelled in accordance with this Constitution.
- (c) The membership of the Company shall consist of the following categories of Members with the following voting and other rights set out in this clause:
 - (i) Principal Member
 - i. Entitled to receive notice of meetings of the Company, to attend and participate at these but not to vote at a meeting of the Company; and
 - ii. Entitled to nominate up to two Board Observers in accordance with clause 15.
 - (ii) Platinum Member
Entitled to receive notice of meetings of the Company, to attend and participate at these and to four (4) votes at a meeting of the Company.
 - (iii) Gold Member
Entitled to receive notice of meetings of the Company, to attend and participate at these and to three (3) votes at a meeting of the Company.
 - (iv) Silver Member
Entitled to receive notice of meetings of the Company, to attend and participate at these and to two (2) votes at a meeting of the Company.
 - (v) Bronze Member
Entitled to receive notice of meetings of the Company, to attend and participate at these and to one (1) vote at a meeting of the Company.
 - (vi) Supporter of Tourism Member
Entitled to attend meetings of the Company as an observer, but not counted for the purposes of requisitioning a meeting of the Company or a quorum at a meeting of the Company and no right to participate in or vote at meetings.
- (2) The Board may, in its absolute discretion:
 - (a) limit the number of Members in any category of membership;

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- (b) rename the membership categories;
- (c) for each membership category, determine the eligibility criteria and annual membership fee and due date for payment (if applicable); and
- (d) to the extent permitted by the Corporations Act, add to, replace, remove or vary the rights and benefits associated with any category of membership and re-allocate a Member to a different category of membership.

8. APPLICATION FOR MEMBERSHIP

A person who wants to become a Member should be aligned to or a supporter of the tourism industry, and must complete, sign and date the Company's membership application form and pay the annual membership fee (if any) for the relevant category of membership.

9. BOARD TO CONSIDER APPLICATIONS

It will be in the sole discretion of the Board as to whether or not a person or entity is accepted or rejected into membership of the Company. Any such decision of the Board shall be final and not be subject to review.

10. SUSPENSION AND CANCELLATION OF MEMBERSHIP

(a) If a Member fails to pay their annual membership fee on time or fails to pay any outstanding monies to the Company then:-

- (i) their membership of the Company is automatically suspended; and
- (ii) their benefits and privileges as a Member including the right to participate and vote at all meetings is also suspended.

(b) 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.

(c) If a Suspended Member makes payment in accordance with the notice referred to in clause 9(b), the Suspended Member is automatically reinstated as a Member with all benefits and privileges.

(d) If a Suspended Member fails to make payment in accordance with a notice referred to in clause 9(b), the Suspended Member's membership is automatically cancelled.

(e) 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 and contributions to the cost of campaigns where the Member has failed to honour the commitment.

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11. SANCTION OF MEMBERS

- (a) The Board may censure, suspend, fine or expel a Member if the Board in its absolute and unfettered opinion considers that the Member has:
 - (i) failed to comply with the provisions of the Company's Constitution or policies; or
 - (ii) acted unethically, immorally or in a manner unbecoming of a Member or potentially prejudicial to the Company's interests, effectiveness or public image.
- (b) The Board must not censure, suspend, fine or expel a Member under clause 10(a) unless:
 - (i) 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
 - (ii) the Member is given the opportunity of giving to the Board, orally or in writing, any explanation the Member thinks fit.
- (c) 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.

12. RESIGNATION OF MEMBERS

A Member may at any time by 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 commitments they made to contribute to the cost of Company campaigns.

13. BOARD OF DIRECTORS

- (a) The number of Directors shall not be less than four (4) and no more than seven (7).
- (b) The Board shall comprise:
 - (i) up to three (3) Elected Directors; and
 - (ii) up to four (4) Appointed Directors.
- (c) If there are vacancies on the Board which mean that the Board cannot achieve a quorum of Directors, the Board may act but only for the purpose of:
 - (i) increasing the number of Directors sufficient to achieve a quorum; or

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- (ii) convening a meeting of Members.
- (d) To smooth the transition to the new Board structure:
 - (i) The Elected Director holding the office of Chair, prior to the meeting of the Company at which this new Constitution was adopted, shall remain on the Board until the Annual General Meeting held in 2026 at which meeting her term as Director will cease and she will be eligible upon nomination for re-election.
 - (ii) The other two Elected Directors shall retire at the meeting of the Company at which this new Constitution was adopted and shall be eligible for nomination at that same meeting for re-election.
 - (iii) This new Constitution does not make any change to the term in office of the Appointed Directors who immediately prior to the meeting of the Company at which this new Constitution was adopted were Appointed Directors.

14. ELECTED DIRECTORS

- (a) At each annual general meeting, the Elected Directors who were elected two years previously retire and voting Members will be provided with an opportunity to elect Directors in their place.
- (b) An Elected Director must be a Member or the nominated representative of a Member organisation. A nomination of a candidate for election as an Elected 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 21 days before the annual general meeting.
- (c) An Elected Director is eligible for re-election, but may not hold office for more than four (4) consecutive terms as Elected Director.
- (d) If an Elected Director casual vacancy occurs, the Board may appoint an officer or employee of a Member to fill the vacancy. Any Director so appointed shall retire at the end of the term of the Elected Director whose casual vacancy was filled, and shall be eligible for re-election in accordance with this Constitution.

15. APPOINTED DIRECTORS

- (a) The Board must develop a Board skills matrix to guide its' appointment of Directors and consider appointing Directors that satisfy the required skills and experience identified for the Board. An Appointed Director must be a Member or the nominated representative of a Member organisation.
- (b) For each Appointed Director, the Board must specify their commencement date and term in office. The term must not exceed three (3) years.
- (c) An Appointed Director may be re-appointed by the Board (or may have previously been an Elected Director). Including all previous consecutive terms (whether as an Elected Director or an Appointed

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Director), the person must not hold office for more than nine (9) years.

16. BOARD OBSERVERS

- (a) The Principal Member may nominate in writing to the Board up to two Board Observers. A person so nominated is entitled to receive notice of Board meetings and to attend and participate in discussion at Board meetings. A Board Observer is not a Director and is not entitled to a vote on any resolution put to the Board.
- (b) The Principal Member may remove and replace a Board Observer at any time by notice in writing to the Board.
- (c) A Board Observer's role is to facilitate close relations between the Company and the Principal Member in furtherance of the Company's purposes. In carrying out this role, a Board Observer must:
 - (i) act in good faith and for a proper purpose;
 - (ii) maintain the confidentiality of all information they obtain in their role as Board Observer; and
 - (iii) not make improper use of their position as Board Observer or information they obtain in that role.

17. REMOVAL OF DIRECTORS

The Company may by ordinary resolution at a meeting of Members remove any Director (whether the Chair, an Elected Director, a Principal Member Director or an Appointed Director) before the expiration of their period of office. Where an Elected Director is removed, the Members may elect another person in their stead. The person so elected shall be subject to retirement at the same time as would the Director they are replacing.

18. CHAIR

- (a) The Board shall as soon as practicable after each annual general meeting of the Company choose a Director of the Board to be the Chair of the Company for the ensuing year. In choosing a Chair, the Board may have regard to the following criteria:
 - (i) proficiency and experience in holding positions as a director on the board of a public company or a public sector entity;
 - (ii) personal integrity and reputation;
 - (iii) the skills matrix; and

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- (iv) qualifications, expertise and time to effectively carry out the role of Chair.
- (b) A Director can be appointed as Chair for a maximum of 4 consecutive years.
- (c) If for any reason the position of Chair becomes vacant, then the Board shall choose another member of the Board of Directors to be the Chair for the remainder of that year.
- (d) The Chair shall, if present and willing, preside as chair at all meetings of the Board. If at any meeting:
 - (i) the Chair is not present within ten (10) minutes after the time appointed for holding the meeting; or
 - (ii) the Chair is unwilling to preside,the Directors present may choose one another Director to chair the meeting.
- (e) 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.

19. VACANCY OF OFFICE

- (a) The office of Director shall become vacant if the Director:
 - (i) ceases to be a Director by virtue of the Corporations;
 - (ii) becomes bankrupt or makes any arrangements or composition with their creditors generally;
 - (iii) becomes prohibited from being a director or officer by reason of any order made under the Corporations Act;
 - (iv) is disqualified by law from being or acting as a director or officer;
 - (v) 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;
 - (vi) resigns their office by notice in writing to the Company;
 - (vii) for more than three (3) months is absent without permission of the Chair from meetings of the Directors held during that period;

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(viii) has a direct or indirect material interest 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; or

(ix) ceases to be a Member or the nominated representative of a Member organisation.

20. FUNCTIONS OF THE BOARD OF DIRECTORS

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 the Corporations Act or this Constitution required to be exercised by a meeting of the Members.

21. MEETINGS OF DIRECTORS

- (a) The Board of Directors shall meet as required to exercise its functions. Except as provided in this Constitution, no business shall be transacted at a meeting of the Board unless a quorum of four (4) Directors is present.
- (b) Notice of a Board meeting will be in writing and may be given using any technology approved by the Board. An accidental omission to send a notice of a Board meeting to any Director or the non-receipt of a notice of Board meeting by any Director does not, however, invalidate the proceedings or any resolution passed at the meeting.
- (c) A special meeting of the Directors shall be convened by the Secretary as follows:
 - (i) On the requisition in writing signed by not less than one-third (1/3) of the Directors, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat;
 - (ii) Not less than seven (7) days notice shall be given by the Secretary to Directors of a special meeting. Such notice shall clearly state the nature of the business to be discussed thereat.
 - (iii) If only four (4) Directors are present within half an hour from the time appointed for the commencement of the meeting, the meeting may continue, but only on the basis that the Directors absent from the meeting must approve all decisions made in writing upon receipt and review of the minutes of the meeting.
 - (iv) Otherwise, if a quorum is not present, the meeting 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 the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- (d) 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,

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whether or not any of them is out of Australia, will be deemed to constitute a meeting of the Board and all the provisions in this Constitution as to meetings of the Board will apply, if the following conditions are met:

- (i) all the Directors entitled to receive notice of a meeting of the Board are given notice of the meeting and are entitled to be linked by telephone or other means for the purpose of the meeting;
 - (ii) each of the Directors taking part in the meeting are able to hear each other Director taking part;
 - (iii) at the commencement of the meeting each Director must acknowledge they are present to the other Directors; and
 - (iv) all Directors taking part in the meeting remain present throughout, unless they have before or during the meeting obtained the consent of the Chair to leave the meeting.
- (e) The minutes of a meeting under clause 21(d) shall be sufficient evidence of the proceedings and observance with all necessary formalities.
- (f) Subject to this Constitution, the Board may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, the Chair shall have a second and casting vote.

22. CIRCULAR RESOLUTIONS

A resolution in writing signed by all Directors for the time being entitled to receive notice of a meeting of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.

23. CONFLICTS OF INTEREST

- (a) If a Director has a material personal interest in a matter that relates to the affairs of the Company, the Director must give the other Directors notice of the interest, unless not required to do so by the Corporations Act.
- (b) A notice required by clause 23(a) must:
- (i) give details of the interest, and the relation of the interest to the affairs of the Company; and
 - (ii) be given at a Directors' meeting as soon as practicable after the Director becomes aware of his interest in the matter.
- (c) A Director may provide details of a material personal interest either orally or in writing.

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- (d) Details provided by a Director under clause 23(a) must be recorded in the minutes of the Board meeting
- (e) A Director who has a material personal interest in a matter that is being considered at a meeting of the Board must not:
 - (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter,unless clauses 23(f) or 23(g) apply or the interest does not need to be disclosed under the Corporations Act.
- (f) 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:
 - (i) identifies the Director, the nature and extent of the Directors interest in the matter and its relation to the affairs of the Company; and
 - (ii) states that those Directors are satisfied the interest should not disqualify the Director from voting or being present.
- (g) 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.
- (h) Neither the holding of office as a Director nor the fiduciary relationship resulting from holding that office will:
 - (i) disqualify any Director from holding any office or place of profit (other than that of auditor) in the Company;
 - (ii) 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;
 - (iii) any Director from entering into any arrangement, contract or dealing with the Company in any capacity, provided that the procedures in clauses 23(a) to 23(g) have been complied with; and
 - (iv) subject to compliance with the provisions of clauses 23(a) to 23(g), render any Director or any entity of which a Director is an officer or member or in any way interested liable to account for any profit arising out of the holding of any such office or place of profit or any such arrangement, contract or dealing.

24. SUB-COMMITTEES

- (a) The Board of Directors may delegate any of its powers to a sub-committee consisting of such persons (whether Members) as the Board thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any requirements or restrictions imposed by the

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Board.

- (b) The Board shall appoint the Chair of each sub-committee. If at any sub-committee meeting the Chair is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to chair the meeting.
- (c) A sub-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 question shall be deemed to be decided in the negative.

25. ACTS VALID NOTWITHSTANDING DEFECT

All acts done by any meeting of the Board or of a sub-committee or by any person acting as a Director shall, notwithstanding that afterwards some defect is discovered in the appointment of any such person or that any of them was disqualified, be as valid as if every person had been duly appointed and qualified to act.

26. ANNUAL GENERAL MEETINGS

- (a) The Company's annual general meeting shall be held within five (5) months of the close of the Company's financial year.
- (b) The financial year of the Company will close on 30 June each year.
- (c) The business of an Annual General Meeting is to include:
 - (i) 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
 - (ii) any business which under this Constitution or the Corporations Act is required to be transacted at an annual general meeting.

27. GENERAL MEETINGS

- (a) The Secretary must convene a special meeting of the Company when:
 - (i) directed to do so in writing by any three (3) Directors; or
 - (ii) requisitioned in writing by Members in accordance with the Corporations Act, which

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requisition shall clearly state the reasons for convening a special meeting and the nature of the business to be transacted at it.

- (b) A meeting requisitioned by Members in accordance with clause 26(a) is to be at the cost of those Members. Such costs will be determined by the Secretary.
- (c) The Board may, in its absolute discretion, hold a meeting using virtual meeting technology only or 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 meeting and for the purposes of quorum, voting and the minutes.

28. NOTICE OF MEETINGS

- (a) A notice of meeting shall specify the place, the day and the hour of meeting (and, if relevant, the technology to be used to facilitate the meeting) and the general nature of the business to be transacted at the meeting.
- (b) In accordance with the procedures set out in the Corporations Act, twenty-one (21) days notice is required to be given to all persons entitled to receive notice of the meeting.

29. PROCEEDINGS AT GENERAL MEETINGS

- (a) No business shall be transacted at a meeting unless a quorum of Members is present (whether in person, by proxy, attorney or body corporate representative in accordance with the Corporations Act) at the time when the meeting proceeds to business. A quorum shall comprise 10% of the Members.

If a quorum is not present within half an hour from the time appointed for the meeting:

- (i) where the meeting was convened upon the requisition of Members, the meeting shall be dissolved; or
 - (ii) in any other case the meeting stands adjourned to such day, and at such time and place, as the meeting chair may determine or, if no determination is made, to the same day in the next week at the same time and place.
- (b) The Chair of the Board shall preside as chair at a meeting of Members.
- (c) Where a meeting is held and the Chair of the Board is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Members present shall

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elect one of their number to chair the meeting.

The chair of a meeting 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.

- (d) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

30. VOTING AT MEETINGS OF MEMBERS

- (a) At a meeting, a resolution put to the vote of the meeting shall be decided by way of poll.
- (b) A Member may vote:
 - (i) in person;
 - (ii) by duly executed proxy in the written form approved by the Company from time to time (the appointed proxy may, but need not be a Member or officer of the Company);
 - (iii) by attorney;
 - (iv) if the Member is a body corporate, by a body corporate representative in accordance with the Corporations Act;
 - (v) where the notice of meeting so permits – by direct vote delivered to the Company within the timeframe and in the manner specified in the notice of meeting; or
 - (vi) by any other manner permitted by the Corporations Act determined by the Board as an acceptable manner in which to vote at a meeting.
- (c) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution. Where an instrument of proxy is provided, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- (d) A proxy form, power or attorney or other authority must 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 Queensland as is specified for that purpose in the notice convening the meeting. Receipt must be 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 of the meeting in his/her absolute and unfettered discretion.
- (e) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid

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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, 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.

- (f) A poll shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair of the meeting directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. However, a poll to elect a meeting chair or on a question of adjournment shall be taken forthwith. In the case of an equality of votes, the chair of the meeting is entitled to a second or casting vote.
- (g) A declaration by the chair of the meeting that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (h) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.

Any such objection shall be referred to the chair of the meeting, whose decision is final.

31. 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. Any Secretary so appointed may be removed by the Directors.

32. INDEMNITY

- (a) Subject to the Corporations Act, the Company indemnifies 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:
 - i. in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or

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- ii. in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the law.
- (b) Every employee who is not a Director, Secretary or an officer of the Company is 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:
 - i. in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the person is acquitted; or
 - ii. in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under the law.
- (c) 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 person becoming so liable.
- (d) Subject to the Corporations Act, the Company may pay insurance premiums in respect of insurance for the benefit of each 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 which does not involve a willful breach of the provisions of the Corporations Act dealing with improper use of information or position.
- (e) The Company may pay insurance premiums for the benefit of an employee of the Company who is not a Director, Secretary or an officer.

33. APPLICATION OF INCOME & DISTRIBUTION OF PROPERTY

- (a) The Company must not distribute any income or assets directly or indirectly to its Members except as permitted by clause 33(c).
- (b) The Company must apply its income and assets solely for the purposes set out in this Constitution.
- (c) Despite clause 33(a), the Company may in good faith make a payment to a Member, or a person associated with a Member, for goods or services they have provided or expenses they have properly incurred, at fair and reasonable rates or rates more favourable to the Company.

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- (d) If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same will not be paid to or distributed among the Members of the Company, but will be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and whose constitution or rules prohibit the distribution of its or their income and property among its or their members to an extent at least as great as it imposed on the Company under this Constitution, such institution or institutions to be determined by the Members of the Company at or before the time of the dissolution and in default thereof by application to such court as may have or acquire jurisdiction in the matter.

34. ACCOUNTS AND RECORDS

- (a) The Board must cause proper accounting and other records to be kept by the Company.
- (b) 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.

35. MEMBERSHIP REGISTER

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

- (a) name;
- (b) address;
- (c) category 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.

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.

36. CHANGES TO CONSTITUTION

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.