



Brisbane Boarders Ltd Constitution

**Authorised for use by Special General Meeting on 13/09/2005
Amended at Annual General Meeting on 27/09/06
Amended at Annual General Meeting on 9/10/2007**

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GENERAL

1 Replaceable Rules Excluded

1.1 The replaceable rules contained in the Act do not apply to the Company.

2 Definitions and Interpretation

2.1 In this Constitution:

2.1.1 “Act” means the *Corporations Act 2001* (Cth);

2.1.2 “AGM” means Annual General Meeting;

2.1.3 “business day” means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place where the Company has its registered office;

2.1.4 “Chief Executive Officer” means the person appointed as Chief Executive Officer in accordance with Rule 78;

2.1.5 “Company” means Brisbane Boarders Limited;

2.1.6 “Directors” means the directors for the time being of the Company or the directors assembled as a board;

2.1.7 “Financial Year” means each year ended 30 June;

2.1.8 “Member” means a person who is recorded as a member of the Company on the Register;

2.1.9 “Officer” means a Director, the Secretary or the Chief Executive Officer;

2.1.10 “Register” means the register of Members kept in accordance with Rule 14;

2.1.11 “Secretary” means the person appointed by the Directors to perform the duties of secretary of the Company; and

2.1.12 “Special Resolution” has the meaning given in the Act.

2.2 Reference to:

2.2.1 one gender includes the others;

2.2.2 the singular includes the plural and the plural includes the singular; and

2.2.3 a person includes a body corporate.

- 2.3 Except so far as the contrary intention appears in this Constitution:
- 2.3.1 an expression in this Constitution has the same meaning as in the Act;
 - 2.3.2 if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act;
 - 2.3.3 section 46 (1) of the *Acts Interpretation Act 1901* (Cth) shall apply to this Constitution; and
 - 2.3.4 “including” and similar expressions are not words of limitation.
- 2.4 Headings are for convenience only and do not form part of this Constitution or affect its interpretation.

3 Amendment to Constitution

- 3.1 This Constitution may be amended by a Special Resolution of the Members.

4 Objects of the Company

- 4.1 The objects for which the Company is established are:
- 4.1.1 to provide community based, not-for-profit, housing which is appropriate, affordable and secure, to people who are marginalised through social and/or economic circumstances, by
 - 4.1.1.1. working cooperatively with the Queensland government and its community housing programs;
 - 4.1.1.2. managing all community housing with best practice management and accountability to government and the wider community through management skills which are certifiable through qualifications and/or experience of its Membership;

- 4.1.1.3. encouraging and training tenants to participate in the management of their accommodation; and
- 4.1.1.4. working with private property developers in the supply of affordable housing;
- 4.1.2 to promote and facilitate the growth, diversity, viability and development of community and social housing for people in need;
- 4.1.3 to facilitate and support the role of social housing in building and maintaining sustainable and inclusive communities;
- 4.1.4 to develop the knowledge and skills of its Membership for a growing and sustainable social housing sector;
- 4.1.5 to build partnerships and networks and working with others in support of the Company's primary object;
- 4.1.6 to do all things lawful which assist the Company to achieve its purposes;
- 4.1.7 to receive Government grants and other income and to expend such grants and income as the Company thinks fit in the furtherance of the objects of the Company;
- 4.1.8 to invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds;
- 4.1.9 to keep a Register of Members;
- 4.1.10 to enter into any arrangement with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects and to obtain from any such government or authority rights, privileges and concessions which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangement; and
- 4.1.11 to be a not-for-profit institution, with any surplus made by the Company to be used in or invested on trust for the furtherance of the objects of the Company.

5 Powers of the Company

- 5.1 The Company has all the powers of an individual and a body corporate including the power to appoint trustees but does not have the power to issue shares.
- 5.2 Despite Rule 5.1, the powers of the Company are ancillary to and exercisable only in furtherance of the objects of the Company set out in Rule 4.

6 Application of Income and Property

- 6.1 The income and property of the Company, from wherever it is derived, must be applied solely towards the promotion of the objects of the Company set out in Rule 4.

7 No Distribution to Members

- 7.1 No portion of the income or property of the Company may be paid directly or indirectly, by way of dividend, bonus or otherwise, to the Members.
- 7.2 Rule 7.1 does not prevent:
 - 7.2.1 the payment in good faith of remuneration to any officer, employee or Member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business;
 - 7.2.2 the payment of interest at a rate not exceeding 12% per annum on money borrowed from any Member;
 - 7.2.3 the payment of reasonable and proper rent by the Company for premises leased from a Member or the leasing of premises by the Company to a Member at a reasonable and proper rent; or
 - 7.2.4 the reimbursement of expenses incurred by any Member on behalf of the Company.

MEMBERS

8 Limited Liability

8.1 The liability of the Members is limited.

9 Guarantee

9.1 Every Member of the Company undertakes to contribute an amount not exceeding \$2 to the property of the Company in the event of its being wound up while the Member is a Member or within 1 year after the Member ceases to be a Member, if required for payment:

9.1.1 of the debts and liabilities of the Company contracted before the Member ceases to be a Member;

9.1.2 of the costs, charges and expenses of winding up; and

9.1.3 for the adjustment of the rights of the contributories among themselves.

10 Number of Members

10.1 The number of Members which the Company proposes to be registered is unlimited.

11 General

11.1 The Members of the Company are:

11.1.1 the persons who are or were financial members of the Brisbane Boarders Association Inc (an association incorporated pursuant to the *Associations Incorporation Act 1981* (Qld)) immediately prior to its transfer to this Company who consent to be members on the registration of the Company ('the Founding Members'); and

11.1.2 the persons admitted to Membership by the Directors from time to time in accordance with this Constitution and whose names are entered in the Register.

- 11.2 Upon admission to Membership of the Company the Member agrees to be bound by this Constitution and by-laws, and to comply with any code of conduct, ethical principles, policies, procedures and clinical standards which may from time to time be adopted by the Directors.
- 11.3 Where the Membership is entitled to vote at any meeting or in any election conducted in accordance with this Constitution and by-laws, all Members shall be entitled to 1 vote.
- 11.4 The rights and privileges of a Member shall be personal, shall not be transferable and shall cease immediately upon the removal of the Member's name from the Register.

12 Categories of Membership

- 12.1 There shall be one category of Membership of the Company, namely that of Voting Members (which includes all Founding Members).

13 Qualifications, Eligibility and Application Process

- 13.1 An applicant for Membership must be at least 18 years of age.
- 13.2 Each applicant for Membership must be:
- 13.2.1 proposed by a Member; and
 - 13.2.2 seconded by another Member,
- both of which Members must be current financial Members of the Company at the time of nomination.
- 13.3 An application for Membership must be in the form set out in Appendix 1 to this Constitution or in a form that is as similar to that form as the circumstances allow, and must be signed by:
- 13.3.1 the applicant;
 - 13.3.2 the proposer; and
 - 13.3.3 the seconder.
- 13.4 An application for Membership must be addressed to the Secretary and delivered to the registered office of the Company.

13.5 Upon receipt of an application pursuant to Rule 13.4 the Secretary must refer the application to the next meeting of the Directors, where the Directors will decide whether or not to accept the application for Membership. If the next meeting of Directors is adjourned in accordance with this Constitution or the Act, the decision will be made at the adjourned meeting.

13.6 If at the meeting of Directors a resolution regarding the application for Membership is passed by a majority of those Directors present and voting, the Directors must request the Secretary to notify the applicant of the decision within 14 days of the meeting. In the case of a resolution to accept the application, the Member's name must be inserted in the Member's Register pursuant to Rule 14. The decision of the Directors is final.

13.7 An applicant whose application is not accepted may not re-apply for Membership until a period of at least 6 months from the date the applicant received notification of the decision pursuant to Rule 13.6.

14 Register of Members

14.1 A Register of Members of the Company must be kept by the Secretary in accordance with the Act.

14.2 The following must be entered in the Register in respect of each Member:

14.2.1 the full name of the Member;

14.2.2 the address of the Member;

14.2.3 the category of Membership;

14.2.4 the date of admission to and (if applicable) cessation of Membership;

14.2.5 the date of last payment of the Member's annual subscription;

14.2.6 such other information as the Directors require.

14.3 Each Member must notify the Secretary in writing of any change in that person's name or address within 14 days of the change.

15 Annual Subscription

15.1 The annual subscription payable by a Member of the Company is such sum as is recommended by the Directors and approved by the Company at the AGM.

15.2 All annual subscriptions are due and payable in advance on 1 July each year.

15.3 If a person applies for Membership of the Company during the months of January to June inclusive the Directors may reduce the annual subscription payable by the applicant in such manner as they think fit.

15.4 Founding Members shall be deemed to have paid the annual subscription up to and including 30 June 2006.

15.5 If:

15.5.1 the annual subscription of a Member remains unpaid for 2 months after it becomes payable; and

15.5.2 a written notice of default is given to the Member pursuant to a resolution of the Directors; and

15.5.3 the default is not remedied within a further 30 days from the notice date;

the Member ceases to be entitled to any of the rights or privileges of Membership but these may be reinstated on payment of all arrears if the Directors think fit to do so.

15.6 If a Member has not paid all arrears of annual subscriptions in accordance with 15.1 or, if paid, the Member's rights and privileges are not reinstated under Rule 15.5:

15.6.1 the Member remains liable for all the obligations and liabilities of Membership until the expiration of 12 months after the date of notification under Rule 15.5.2; and

15.6.2 the Member ceases to be a Member and Member's name must be removed from the Register at the expiration of the 12 month period.

16 Resignation

- 16.1 A Member may resign from Membership of the Company by giving written notice to the Secretary.
- 16.2 The resignation of a Member takes effect on the date of receipt of the notice of resignation or such later date as is provided in the notice.

17 Cessation of Membership

- 17.1 A Member who is an individual ceases to be a Member:
- 17.1.1 on the death of the Member; or
 - 17.1.2 if the Member is expelled under Rule 18.6 or Rule 18.8.

18 Disciplining Members

- 18.1 If any Member:
- 18.1.1 wilfully refuses or neglects to comply with the provisions of this Constitution or any by-laws; or
 - 18.1.2 is guilty of any conduct which, in the opinion of the Directors, is unbecoming of a Member or prejudicial to the interests of the Company;
- the Directors may resolve to censure, fine, suspend or expel the Member from the Company and, in the case of expulsion, to remove the Member's name from the Register.
- 18.2 In exercising their powers under Rule 18.1 the Directors must not fine a Member an amount exceeding the annual subscription of an individual Member of the Company.
- 18.3 At least 14 days before the meeting of the Directors at which a resolution of the nature referred to in Rule 18.1 is passed, the Directors must give to the Member notice of:
- 18.3.1 the meeting;
 - 18.3.2 what is alleged against the Member; and
 - 18.3.3 the intended resolution.

- 18.4 At the meeting and before the passing of the resolution, the Member must have an opportunity of giving orally or in writing any explanation or defence the Member thinks fit.
- 18.5 Neither the Member nor the Directors (or any one of them) may engage any agent who has a legal qualification under the laws of Queensland or any other place, or who is of the nature of a professional advocate, to appear at the meeting.
- 18.6 If at the meeting a resolution is passed by a majority of 2/3 of those Directors present and voting (and the vote must be taken by secret ballot), the Member concerned must be censured, fined or suspended in the manner resolved and in the case of a resolution for expulsion the Member is expelled and the Member's name must be removed from the Register.
- 18.7 A Member may, by notice in writing lodged with the Secretary within 7 days from the resolution made pursuant to Rule 18.1, elect to have the decision contained in the resolution reviewed, and in that event the matter must be referred to the Standing Review Committee pursuant to Rule 70.
- 18.8 Following a review pursuant to Rule 18.7, the Directors must at their next meeting (or in the event of an adjourned Directors meeting, at the adjourned meeting) meet to consider the report and recommendations of the Standing Review Committee and make a decision concerning the Member. If at the meeting a resolution is passed by a majority of 2/3 of those Directors present and voting (and the vote must be taken by secret ballot), the Member concerned must be censured, fined or suspended in the manner resolved and in the case of a resolution for expulsion the Member is expelled and the Member's name must be removed from the Register. The decision of the Directors pursuant to this Rule 18.8 is final.
- 18.9 If any Member ceases to be a Member in accordance with Rule 18.6 or Rule 18.8 the Directors may reinstate the Member and restore the name of that Member to the Register upon and subject to such terms and conditions as they think fit.

19 Effect of Cessation of Membership

19.1 If any Member ceases to be a Member within the provisions of this Constitution, the Member remains liable to pay to the Company any money which, at the time of the Member ceasing to be a Member, the Member owes to the Company on any account and for any sum not exceeding \$2 which the Member is liable under Rule 8 of this Constitution.

GENERAL MEETINGS

20 Calling of General Meetings

- 20.1 Except as permitted by law, a general meeting, to be called the Annual General Meeting, must be held within 3 months of the end of each Financial Year, namely no later than 30 September of each year.
- 20.2 The Directors may resolve to call a general meeting whenever they think fit.
- 20.3 If Members with at least 5% of the votes that may be cast at the general meeting request the Secretary in writing to call a meeting for a specific purpose, the Secretary must call a general meeting for that purpose within 21 days of receiving that request and the meeting must be held not later than 2 months after the request is received by the Secretary.

21 Notice of General Meetings

- 21.1 Subject to the provisions of the Act as to short notice, at least 21 day's notice of a general meeting must be given in writing to those persons who are entitled to receive notices from the Company.
- 21.2 A notice of a general meeting must:
- 21.2.1 set out the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - 21.2.2 state the general nature of the business of the meeting;
 - 21.2.3 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

- 21.2.4 contain a statement setting out the following information:
 - 21.2.4.1. that the Member has a right to appoint a proxy; and
 - 21.2.4.2. that the proxy needs to be a Member of the Company.

21.3 The accidental omission to give notice of any general meeting to, or the non-receipt of the notice by, any person entitled to receive notice of a general meeting under this Constitution or the accidental omission to advertise (if necessary) the meeting does not invalidate the proceedings at or any resolution passed at the meeting.

22 Postponement of General Meeting

22.1 The Directors may postpone the holding of any general meeting (other than a meeting requisitioned by Members as provided by the Act) whenever they think fit for not more than 42 days after the date for which it was originally called.

22.2 Whenever any meeting is postponed (as distinct from adjourned under Rule 32 and Rule 35) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

23 Proxies

23.1 A Member who is entitled to attend and cast a vote at a meeting of the Company's Members may appoint a person as the Member's proxy to attend and vote for the Member at the meeting.

23.2 The proxy must be a Member.

23.3 A proxy appointed to attend and vote for a Member has the same rights as the Member:

- 23.3.1 to speak at the meeting;
- 23.3.2 to vote (but only to the extent allowed by the appointment); and
- 23.3.3 to join in a demand for a poll.

23.4 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

23.5 A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

24 When Proxy Form must be Sent to all Members

24.1 If the Company sends a Member a proxy appointment form for a meeting or a list of persons willing to act as proxies at a meeting:

- 24.1.1 if the Member requested the form or list – the Company must send the form or list to all Members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting; or
- 24.1.2 otherwise – the Company must send the form or list to all its Members entitled to appoint a proxy to attend and vote at the meeting.

25 Appointing a Proxy

25.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information:

- 25.1.1 the Member's name and address;
- 25.1.2 the Company's name;
- 25.1.3 the proxy's name or the name of the office held by the proxy; and
- 25.1.4 the meetings at which the appointment may be used.

25.2 An appointment may be a standing one.

25.3 An undated appointment is taken to have been dated on the day it is given to the Company.

25.4 An appointment may specify the way the proxy is to vote on a particular resolution. If it does:

- 25.4.1 the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- 25.4.2 if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

25.4.3 if the proxy is the Chair – the proxy must vote on a poll, and must vote that way;

25.4.4 if the proxy is not the Chair – the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

25.5 Rule 25.4 does not affect the way that the person can cast any votes the person holds as a Member.

25.6 An appointment does not have to be witnessed.

25.7 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

26 Form of Proxy sent out by Company

26.1 A form of proxy sent out by the Company may be in a form determined by the Directors but must:

26.1.1 enable the Member to specify the manner in which the proxy must vote in respect of a particular transaction; and

26.1.2 leave a blank for the Member to fill in the name of the person primarily appointed as proxy.

26.2 The form may provide that if the Member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the Chair of the meeting is appointed proxy.

26.3 Despite Rule 26.1 an instrument appointing a proxy may be in the form set out in Appendix 2 or in a form that is as similar to that form as the circumstances allow.

27 Receipt of Proxy Documents

27.1 For an appointment of a proxy for a meeting of the Company's Members to be effective, the following documents must be received by the Company at least 1 hour before the meeting:

27.1.1 the proxy's appointment; and

27.1.2 if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed or a certified copy of the authority.

27.2 If a meeting of the Company's Members has been adjourned, an appointment and any authority received by the Company at least 1 hour before the resumption of the meeting are effective for the resumed part of the meeting.

27.3 The Company receives an appointment authority when it is received at any of the following:

27.3.1 the Company's registered office;

27.3.2 a fax number at the Company's registered office; or

27.3.3 a place, fax number or electronic address specified for the purpose in the notice of meeting.

27.4 An appointment of a proxy is ineffective if:

27.4.1 the Company receives either or both the appointment or authority at a fax number or electronic address; and

27.4.2 a requirement (if any) in the notice of meeting that:

27.4.2.1. the transmission be verified in a way specified in the notice; or

27.4.2.2. the proxy produce the appointment and authority (if any) at the meeting;

is not complied with.

28 Validity of Proxy Vote

28.1 A proxy may vote as a proxy for another Member if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

28.2 Unless the Company has received written notice of the matter before the start or resumption of the meeting at which the proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:

28.2.1 the appointing Member dies;

- 28.2.2 the Member is mentally incapacitated;
- 28.2.3 the Member revokes the proxy's appointment; or
- 28.2.4 the Member revokes the authority under which the proxy was appointed by a 3rd party.

29 Attorney of Member

- 29.1 An attorney for a Member may do whatever the Member could do personally as a Member, but if the attorney is to vote at the meeting of Members or a class of Members the instrument conferring the power of attorney or a certified copy of the instrument must be produced to the Company at least 1 hour before the meeting, in the same way as the appointment of a proxy.

30 Meaning of "Member"

- 30.1 For the purpose of ascertaining the person entitled to vote or speak on a motion at a general meeting or join in demanding a poll, "Member" means a financial Member who is present in person or by proxy or attorney and who at the date of the meeting is not in arrears in respect of the annual subscription of the Member or any levy or other amount owed by the Member to the Company.

31 Technology

- 31.1 The Company may hold a meeting of its Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- 31.2 The procedures to be followed to conduct meetings using such technology may be determined and amended by the Directors from time to time.

32 Quorum

- 32.1 The quorum for a meeting of the Company's Members is 30% plus 1 of the Membership and the quorum must be present at all times during the meeting.
- 32.2 In determining whether a quorum is present, Members represented by proxies are not to be counted, namely, if an individual is attending both as a member and as a proxy, they are to be counted only once.
- 32.3 If a quorum is not present within 60 minutes after the time for the meeting set out in the notice of meeting:
- 32.3.1 where the meeting was called by the Members or upon the requisition of Members, the meeting is dissolved; or
 - 32.3.2 in any other case, the meeting is adjourned to the date, time and place the Directors specify provided the meeting is reconvened within 3 months of the original meeting date. If the Directors do not specify 1 or more of those things, the meeting is adjourned to:
 - 32.3.2.1. if the date is not specified – the same day in the next week;
 - 32.3.2.2. if the time is not specified – the same time; and
 - 32.3.2.3. if the place is not specified – the same place.
- 32.4 The quorum for the adjourned meeting is 20% of the Membership and the quorum must be present at all times during the adjourned meeting.
- 32.5 If no quorum is present pursuant to Rule 32.4 at the resumed meeting within 60 minutes after the time for the meeting, the meeting is dissolved.

33 Business of an AGM

- 33.1 The business of an AGM may include any of the following, even if not referred to in the notice of meeting:
- 33.1.1 the consideration of the annual financial report (containing the annual financial accounts), Directors' report, Chief Executive Officer's report, and auditors' report;

- 33.1.2 the election or confirmation of Directors;
 - 33.1.3 the appointment of the auditor; and
 - 33.1.4 the fixing of the auditor's remuneration.
- 33.2 The business of the AGM also includes any other business which under this Constitution or the Act ought to be transacted at an AGM and any duly notified motions including motions to alter the Constitution.
- 33.3 The Chair of the AGM must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Company.
- 33.4 If the Company's auditor or the auditor's representative is at the meeting, the Chair of an AGM must allow a reasonable opportunity to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.
- 33.5 Members are entitled to vote on all matters before any general meeting.

34 Chair at General Meetings

- 34.1 The Chair of the Company, if present, presides as Chair at every general meeting.
- 34.2 Where a general meeting is held and:
- 34.2.1 there is no Chair of the Company; or
 - 34.2.2 the Chair is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;
- the Members present must elect any one of their number or a Director to be Chair of the meeting.

35 Adjournment of Meetings

- 35.1 The Chair must adjourn a meeting of the Company's Members if the Members present with a majority of votes at the meeting agree or direct that the Chair must do so.
- 35.2 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

35.3 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

35.4 Except as provided in Rule 35.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

36 Voting Rights

36.1 Subject to Rules 30 and 38, at any general meeting of Members, each financial Member present has 1 vote on a show of hands and on a poll.

37 Chair's Casting Vote

37.1 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting has a casting vote in addition to his or her deliberative vote and in addition to any proxy vote or votes held by the Chair.

37.2 The Chair has a discretion both as to use of the casting vote and as to the way in which it is used.

38 Objections to Exercise of Voting Rights

38.1 A challenge to a right to vote at a meeting of Members:

38.1.1 may only be made at the meeting; and

38.1.2 must be determined by the Chair, whose decision is final.

38.2 A vote not disallowed following the challenge is valid for all purposes.

39 How Voting is Carried Out

39.1 A resolution put to the vote at a meeting of the Company's Members must be decided on a show of hands unless a poll is demanded.

39.2 Before a vote is taken the Chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

39.3 On a show of hands, a declaration by the Chair, and as recorded in the minutes, that the resolution is passed or not passed is conclusive evidence of the result, provided that the declaration reflects the show of hands and

the votes of the proxies received. Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

40 Matters on which a Poll may be Demanded

40.1 At a meeting of the Company's Members, a poll may be demanded on any resolution by:

40.1.1 at least 10% of the Members present at the meeting and entitled to vote on the resolution; or

40.1.2 the Chair.

40.2 A demand for a poll may be withdrawn.

40.3 The poll may be demanded:

40.3.1 before a vote is taken;

40.3.2 before the voting results on a show of hands are declared; or

40.3.3 immediately after the voting results on a show of hands are declared.

40.4 A poll demanded on a matter, other than the election of a Chair or the question of an adjournment, must be taken when and in the manner the Chair directs.

40.5 A poll on the election of a Chair or on the question of an adjournment must be taken immediately.

40.6 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

40.7 The result of the poll is the resolution of the meeting at which the poll was demanded.

41 Resolutions without Meetings

41.1 This Rule 41 applies to resolutions which the Act, or this Constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 of the Act to remove an auditor.

- 41.2 The Company may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 41.3 Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- 41.4 The resolution is passed when the last Member signs.
- 41.5 If the Company receives by facsimile transmission a copy of a document referred to in this Rule 41 it is entitled to assume that the copy is a true copy.
- 41.6 The passage of the resolution satisfies any requirement in the Act or this Constitution that the resolution be passed at a general meeting.

BOARD OF DIRECTORS

42 General Business Management

- 42.1 The business of the Company is to be managed by or under the board of the Directors.
- 42.2 The Directors may exercise all the powers of the Company (including the power to appoint trustees) except any powers that the Act or this Constitution requires the Company to exercise in general meeting.
- 42.3 No rule made or resolution passed by the Company in general meeting can invalidate any prior act of the Directors which would have been valid if that rule or resolution had not been made or passed.
- 42.4 The Directors may pay all expenses incurred in promoting and forming the Company.

43 Negotiable Instruments

- 43.1 Any 2 Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

43.2 The Directors may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

44 Borrowing Powers

44.1 Without limiting the generality of Rule 42, the Directors may exercise all the powers of the Company to borrow money, charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

45 By-Laws

45.1 The Directors may make, amend or repeal by-laws consistent with this Constitution for the internal management of the Company.

46 Appointment of Attorney

46.1 The Directors may appoint any person or persons to be the attorney or attorneys of the Company for the purposes, with the powers and discretion (being powers and discretions vested in or exercisable by the Directors), for the period and subject to the conditions they think fit.

46.2 A power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate all or any of the powers and discretions vested in the attorney.

47 Number of Directors

47.1 The number of the Directors must be not less than 3 nor more than 20 and at least 2 Directors must ordinarily reside in Australia.

47.2 The Company in general meeting may increase or reduce the number of Directors but the number may not be reduced below 3.

48 Directors' Qualifications

48.1 No person may be a Director unless that person is or agrees to become a Member of the Company.

49 Constitution of the Board

49.1 The first Directors are those named in the application for registration of a body corporate as an Australian Company.

49.2 The first Directors hold office until the termination of the first AGM of the Company but, subject to this Constitution, are eligible for election at that meeting.

50 Election or Confirmation of Appointment of Directors

50.1 Directors may be:

50.1.1 elected by the Members at each AGM of the Company; or

50.1.2 subject to Rule 50.2, appointed by the other Directors of the Company.

50.2 If a person is appointed by the other Directors as a Director pursuant to Rule 50.1, the Company must confirm the appointment by resolution at the Company's next AGM. If the appointment is not confirmed, the person ceases to be a Director of the Company at the end of the AGM.

50.3 It is the intention of this Rule 50 that only half (or in the event of an odd number of Directors, the number rounded up to the next whole number) of the Directors cease to be Directors at every AGM, and that each Director once elected or confirmed may hold that office for a period of two (2) years after his or her election or confirmation before having to cease such a Directorship and be subject to re-election.

50.4 To avoid any uncertainty, the intention that only half (or in the event of an odd number of Directors, the number rounded up to the next whole number) of the Directors cease to be Directors at every AGM prevails over the intention that each Director once elected or confirmed may hold that office

for a period of two (2) years after his or her election or confirmation before having to cease such a Directorship and be subject to re-election.

50.5 Following the first AGM, a Director holds office subject to the following:

50.5.1 half (or in the event of an odd number of Directors, the number rounded up to the next whole number) of the Directors holding that office immediately prior to the second AGM shall cease to be Directors of the Company at the end of the second AGM, but, subject to this Constitution, shall be eligible for election at that meeting; and

50.5.2 the Directors holding office immediately prior to the second AGM shall at least 60 days prior to the second AGM, cast lots to determine which number of them shall cease to be Directors pursuant to Rule 50.5.1.

50.6 Following the second AGM, a Director holds office subject to the following:

50.6.1 Where a Director ceased to be a Director pursuant to Rule 50.5 and where the same Director was re-elected as a Director at the second AGM, then that re-elected Director holds office until the termination of the second AGM held after his or her election. Namely such a Director will not cease to be a Director at every AGM thereafter but will only cease to be a Director at every second AGM and will (subject to Rule 48) at that time once again be eligible for re-election.

50.6.2 Where a Director did not cease to be a Director pursuant to Rule 50.5, then that Director holds office until the termination of the second AGM held after his or her election. Namely such a Director will not cease to be a Director at every AGM thereafter but will only cease to be a Director at every second AGM and will (subject to Rule 48) at that time once again be eligible for re-election.

50.6.3 Where a new Director (who was not a Director immediately prior to the second or any subsequent AGM), was elected at the said

AGM, such Director holds office until the termination of the second AGM held after his or her election. Namely such a Director will not cease to be a Director at every AGM thereafter but will only cease to be a Director at every second AGM and will (subject to Rule 48) at that time once again be eligible for re-election.

50.6.4 Where a person is appointed by the other Directors as a Director pursuant to Rule 50.1, and the Company confirms the appointment by resolution at the Company's next AGM, such Director holds office until the termination of the second AGM held after his or her confirmation. Namely such a Director will not cease to be a Director at every AGM thereafter but will only cease to be a Director at every second AGM and will (subject to Rule 48) at that time once again be eligible for re-election.

50.7 Subject to Rule 48 a retiring Director is eligible for re-election or confirmation.

50.8 If at any time the number of Directors up for re-election at the Company's next AGM comprises more or less than half of those Directors (or in the event of an odd number of Directors, the number rounded up to the next whole number), then the Directors shall at least 60 days prior to the next AGM:

50.8.1 in the case where the number of Directors up for re-election at the Company's next AGM comprises less than half of those Directors (or in the event of an odd number of Directors, the number rounded up to the next whole number):

50.8.1.1. subject to Rule 50.8.1.2 cast lots to determine which number of them shall cease to be Directors at the next AGM; and

50.8.1.2. if a Director would have at the date of the Company's next AGM held office for a period of less than two (2) years, then, so far as it is practicable without

frustrating the intention of this Rule as stated in Rules 50.3 and 50.4, that Director is exempt from the need to participate in the casting of lots referred to in Rule 50.8.1.1; or

50.8.2 in the case where the number of Directors up for re-election at the Company's next AGM comprises more than half of those Directors (or in the event of an odd number of Directors, the number rounded up to the next whole number):

50.8.2.1. subject to Rule 50.8.2.2 cast lots to determine which number of them shall be exempt from ceasing to be Directors at the next AGM; and

50.8.2.2. if a Director would have at the date of the Company's next AGM held office for a period of more than two (2) years, then, so far as it is practicable without frustrating the intention of this Rule as stated in Rules 50.3 and 50.4, that Director shall cease to be a Director at the termination of the next AGM and for that reason shall be exempt from the need to participate in the casting of lots referred to in Rule 50.8.2.1.

51 Nomination for Election or Appointment

51.1 Each candidate for election or appointment as a Director must:

51.1.1 be proposed by a Member; and

51.1.2 be seconded by another Member;

both of which Members must be current financial Members of the Company at the time of nomination.

51.2 A nomination of a candidate for election or appointment as a Director must be in the form set out in Appendix 3 to this Constitution or in a form that is as similar to that form as the circumstances allow, and must be signed by:

51.2.1 the nominee;

51.2.2 the proposer; and

51.2.3 the seconder.

51.3 A nomination of a candidate for election must be received at the registered office of the Company not later than 5 p.m. on the day which is 30 days prior to the AGM at which the candidate seeks election.

51.4 A list of the candidates' names in alphabetical order together with the proposers' and seconders' names must be sent to Members with the notice of the AGM.

52 Election Procedure - Directors

52.1 If the number of candidates for election or confirmation as Directors is equal to or less than the number of vacancies on the board, the Chair of the AGM must declare those candidates to be duly elected or confirmed as Directors.

52.2 If the number of candidates for election or confirmation as Directors is greater than the number of vacancies on the board, a ballot must be held for the election or confirmation of the candidates.

52.3 If a ballot is required, balloting lists must be prepared listing the names of the candidates only in alphabetical order.

52.4 At the AGM each person entitled to vote and voting on the ballot may vote for a number of candidates equal to the number of vacancies.

52.5 The candidates receiving the greatest number of votes cast in their favour must be declared by the Chair of the meeting to be elected or confirmed as Directors.

52.6 In the case of an equality of votes the Chair, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote except that if the Chair is one of the persons in respect of whom there is an equality of votes then a further ballot must be held forthwith among those persons in respect of whom there is an equality of votes.

53 Chair

53.1 The Chair of the Company is elected by the first Directors appointed under Rule 49.

53.2 The Chair holds office until the first AGM of the Company.

53.3 Subsequent chairs are elected at the first meeting of Directors held after the AGM and hold office until the end of the following AGM.

53.4 Any Director is eligible for election to the position of Chair unless the same Director has held the position of Chair for 5 consecutive years, in which case that Director is not eligible for election to the position of Chair.

53.5 Each Director standing for election as Chair must be proposed by another Director.

53.6 A nomination may be:

53.6.1 in writing, received by the Secretary not less than 1 hour prior to the Directors meeting at which the election is to take place and signed by the candidate and the proposer; or

53.6.2 made orally at the meeting, provided that the candidate is present and consents to the nomination.

53.7 If there is only 1 candidate for election to the position of Chair that person must be treated as elected to that position.

53.8 If there is more than 1 candidate for election to the position of Chair a ballot must be held among the candidates. The candidate receiving the greatest number of votes cast in his or her favour is declared elected to that position.

53.9 In the cast of an equality of votes in respect of any position a further ballot must be held forthwith but if there is still an equality of votes the successful candidate must be determined by lot.

53.10 Subject to this Rule 53 a ballot is conducted in such manner as the Directors determine.

54 Casual Vacancies and Additional Directors

54.1 Subject to Rule 50.2, the Directors may at any time appoint any person qualified to be a Director under Rule 48, either to fill a casual vacancy or as

an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the number fixed in accordance with this Constitution.

55 Insufficient Directors

55.1 In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or convening a general meeting of the Company.

55.2 A person can be appointed as a Director in order to make up a quorum for a Directors meeting even if the total number of Directors is not enough to make up that quorum. Any such appointment is subject to Rule 50.2. Once a quorum is made up the remaining Directors may act.

56 Resignation of Director

56.1 A Director may resign as a Director of the Company by giving a written notice of resignation to the Company at its registered office. Such a resignation becomes effective from the day it is received by the Company.

57 Removal of Directors

57.1 The Company:

57.1.1 may by resolution remove a Director from office; and

57.1.2 may by resolution appoint another person as a Director instead.

57.2 Notice of intention to move the resolution must be given to the Company at least 2 months before the meeting is to be held. However, if the Company calls a meeting after the notice of intention is given under this Rule, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given provided at least 21 days notice of the meeting has been given to the Members.

- 57.3 The Company must give the Director a copy of the notice as soon as practicable after it is received.
- 57.4 The Director is entitled to put his or her case to Members by:
- 57.4.1 giving the Company a written statement for circulation to Members pursuant to Rule 57.6 and 57.7; and
 - 57.4.2 speaking to the motion at the meeting.
- 57.5 If the Director wishes to put his or her case to the Members pursuant to Rule 57.4.2, the Director is not entitled to engage any agent who has a legal qualification under the laws of Queensland or any other place, or who is of the nature of a professional advocate, to appear or speak on his or her behalf at the meeting.
- 57.6 The written statement is to be circulated by the Company to Members by:
- 57.6.1 sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or
 - 57.6.2 if there is not time to comply with Rule 57.6.1, having the statement distributed to Members attending the meeting and read out at the meeting before the resolution is voted on.
- 57.7 The Director's statement does not have to be circulated to Members if it is more than 1,000 words long or defamatory.
- 57.8 If a person is appointed to replace a Director removed under this Rule, the time at which:
- 57.8.1 the replacement Director; or
 - 57.8.2 any other Director;
- is to retire is to be worked out as if the replacement Director had become Director on the day on which the replaced Director was last appointed a Director.

58 Vacation of Office of Director

- 58.1 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- 58.1.1 dies;
- 58.1.2 is incapable of performing and discharging the duties of office of Director by reason of being of unsound mind in the opinion of 75% of the Directors;
- 58.1.3 is absent from 3 consecutive meetings of Directors without the prior leave of the Directors and the Directors are not satisfied that the absence was justified in all the circumstances; or
- 58.1.4 ceases to be qualified as a Director in accordance with Rule 48.

59 Remuneration and Expenses of Directors

59.1 Subject to Rule 59.2, no Director will receive payment for their services in their capacity as a Director of the Company.

59.2 The Directors may resolve that the Company will pay to or on behalf of a particular Director or Directors:

59.2.1 an hourly fee for:

59.2.1.1. attendance at a Directors' meeting; or

59.2.1.2. attendance at a meeting of a committee of Directors;
or

59.2.1.3. time spent by the Director in connection with the business of the Company (other than preparing for board meetings);

at an hourly rate determined by the Directors, provided that such rate is not higher than the casual hourly rate of the highest level and highest paypoint of a Community Services Worker under the Federal - Social and Community Services (Queensland) Award 2001 as amended from time to time;

59.2.2 remuneration for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, as long as:

59.2.2.1. the provision of the service has the prior approval of the Directors (excluding the interested Director); and

- 59.2.2.2. the amount payable is approved by the Directors (excluding the interested Director); and
- 59.2.2.3. the amount payable is not more than an amount which commercially would be reasonable payment for the service;
- 59.2.3 reimbursement for any:
 - 59.2.3.1. out-of-pocket expenses incurred by the Director in the performance of any duty as a Director of the Company; and
 - 59.2.3.2. travelling and other expenses properly incurred by the Director in attending and returning from a Directors' meeting or a meeting of a committee of the Directors or a general meeting of the Company or otherwise in connection with the business of the Company; and
- 59.2.4 insurance premiums or indemnities permitted by the Act.

60 Alternate Director

- 60.1 A Director may appoint any person approved by a majority of the other Directors to act as an alternate Director in place of the appointor whenever the appointor is unable to act personally by reason of illness, absence or any other cause and may do so generally or for a meeting or for any other purpose or for a specified period.
- 60.2 An alternate Director is entitled to notice of meetings of the Directors and, if the appointor is not present at a meeting, is entitled to attend and vote in his or her stead.
- 60.3 When an alternate Director exercises the Director's powers, the exercise of the power is just as effective as if the powers were exercised by the Director.
- 60.4 An alternate Director is not taken into account for the purpose of Rule 47.1.
- 60.5 A Director may revoke or suspend the appointment of an alternate Director appointed by him or her.

- 60.6 The Directors may suspend or remove an alternate Director by resolution after giving the appointor reasonable notice of their intention to do so.
- 60.7 Every appointment, revocation or suspension under this Rule 60 must be made by notice in writing to the Company signed by the Director making it. The notice may be given by facsimile.
- 60.8 The appointment of an alternate Director automatically determines:
- 60.8.1 if the appointor ceases to hold office as Director;
 - 60.8.2 on the happening in respect of the alternate Director of any event which causes a Director to vacate the office of Director; or
 - 60.8.3 if the alternate Director resigns from the appointment, by written notice left at the registered office of the Company.
- 60.9 A Director or any other person may act as alternate Director to represent more than 1 Director.

DIRECTORS' MEETINGS

61 Meetings of Directors

61.1 The Directors must meet together at least 4 times a year (once every three calendar months) for the dispatch of business and may adjourn and otherwise regulate their meetings as they think fit.

61.2 The minutes of any meeting of the Directors must state the method of meetings and the persons present.

62 Calling Directors' Meetings

62.1 A Director may at any time, and the Secretary must on the requisition of a Director, call a meeting of the Directors in addition to any scheduled meeting.

63 Notice of Meeting

63.1 Reasonable notice of every Directors' meeting must be given to each Director or alternate Director except that it is not necessary to give notice of a meeting of Directors to any Director who:

63.1.1 has been given special leave of absence; or

63.1.2 is absent from Australia and has not left a facsimile number, telephone number or electronic mail address at which he or she may be given notice.

63.2 Any notice of a meeting of Directors may be given in writing or orally, by facsimile, telephone, electronic mail or any other means of communication.

64 Quorum

64.1 At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is half of the number of Directors entitled to vote or such greater number as is determined by the Directors. The quorum must be present at all times during the meeting.

64.2 An alternate Director is counted in a quorum at a meeting at which the Director who appointed the alternate is not present (so long as the alternate is, under the Act, entitled to vote).

65 Chair at Directors' Meetings

65.1 The Chair of the Company is the Chair of all meetings of the Directors.

65.2 At a meeting of Directors if:

65.2.1 no Chair of the Company has been elected as provided by Rule 53; or

65.2.2 the Chair of the Company is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Directors present must elect one of their number to be Chair of the meeting.

66 Passing of Directors' Resolutions

66.1 Unless otherwise provided in this Constitution, a resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution decided on a show of hands unless a poll is demanded.

66.2 The Chair has a casting vote if necessary in addition to any vote he or she has as a Director. The Chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

66.3 A person who is an alternate Director is entitled (in addition to his or her own vote if he or she is a Director) to 1 vote on behalf of each Director whom he or she represents as an alternate Director at the meeting and who is not present at the meeting.

67 Matters on which a Poll may be Demanded

67.1 A poll may be demanded by at least 2 Directors present at the meeting and entitled to vote on any resolution.

67.2 A demand for a poll may be withdrawn.

67.3 The poll may be demanded:

- 67.3.1 before a vote is taken;
- 67.3.2 before the voting results on a show of hands are declared; or
- 67.3.3 immediately after the voting results on a show of hands are declared.

68 Telecommunication Meeting of Directors

68.1 For the purpose of this Constitution the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means (“tele-communication meeting”) of a number of the Directors not less than a quorum constitutes a meeting of the Directors. All the provisions of this Constitution relating to a meeting of the Directors apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this Rule 68.1. The following provisions apply to a telecommunication meeting:

- 68.1.1 all the Directors for the time being entitled to receive notice of a meeting of the Directors (including any alternate Director) are entitled to notice of a telecommunication meeting;
- 68.1.2 all the Directors taking part in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- 68.1.3 notice of the meeting may be given on the telephone or other electronic means;
- 68.1.4 each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part at the commencement of the meeting and each Director so taking part must be treated for the purposes of this Constitution as present at the meeting; and
- 68.1.5 at the commencement of the meeting each Director must announce his or her presence to all the other Directors taking part in the meeting.

- 68.2 If the Secretary is not present at a telecommunication meeting one of the Directors present must take minutes of the meeting.
- 68.3 A Director may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that Director has previously notified the Chair of the meeting.
- 68.4 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that Director has previously obtained the express consent of the Chair to leave the meeting.
- 68.5 A minute of the proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair of the meeting.

69 Circulating Resolutions

- 69.1 The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution (except a Director absent from Australia who has not left a facsimile number or electronic mail address at which he or she may be given notice) sign a document containing a statement that he or she is in favour of the resolution set out in the document.
- 69.2 Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 69.3 The resolution is passed when the last Director signs.
- 69.4 Every resolution passed under Rule 69.1 must as soon as practicable be entered in the minutes of the Directors' meetings.
- 69.5 A facsimile, electronic mail message or similar means of communication addressed to or received by the Company and purporting to be signed or sent by a Director for the purpose of this Rule 69 must be treated as a document in writing signed by that Director.

70 Committees of Directors

70.1 The Directors may delegate any of their powers to committees consisting of those Directors and any other persons they think fit and may revoke the delegation.

70.2 Any committee formed under 75.1 must, in the exercise of the powers so delegated, conform to any by-laws that may from time to time be imposed upon it by the Directors. The committee shall prepare a report and make recommendations to the Directors.

70.3 The meetings and proceedings of any committee consisting of 2 or more Members are governed by the provisions in this Constitution regulating the meetings and proceedings of the Directors.

70.4 Without limiting the above the Directors may delegate their powers to a Standing Review Committee which committee shall review the decisions of the Directors or the Members as provided for in this Constitution or any by-laws. The Standing Review Committee shall be made up of the following persons:

70.4.1 a person appointed by the Directors, who is not a Member of the Company and who shall be appointed Chair of the Standing Review Committee;

70.4.2 at least two (2) Directors; and

70.4.3 such other persons as the Directors may determine from time to time;

provided that the total number of people on the Standing Review Committee does not exceed five (5) people. The Standing Review Committee shall review matters referred to it in the manner set out in the by-laws and/or in accordance with the rules of natural justice. The Standing Review Committee shall prepare a report and make recommendations to the Directors.

71 Validation of Acts of Directors

71.1 All acts done at any meeting of Directors or of a committee of Directors or by any person acting as a Director are, although it is afterwards discovered that there was some defect in the appointment or continuance in office of any of the persons concerned or that any of them were disqualified or were not entitled to vote, as valid as if each of them had been duly appointed and had duly continued in office and was qualified to be a Director and was entitled to vote.

72 Prohibition on Being Present or Voting

72.1 Except to the extent permitted by the Act a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:

72.1.1 must not be counted in a quorum;

72.1.2 must not vote on the matter; and

72.1.3 must not be present while the matter is being considered at the meeting.

72.2 If a Director who has a material personal interest in a matter that is being considered at a meeting of the Directors is not prohibited by the Act from being present at the meeting and voting, the Director may be present, be counted in the quorum and may be heard but may not vote on the matter.

72.3 The Director who has a material personal interest in a matter that is being considered at a meeting of the Directors, may be present, be counted in the quorum and vote if Directors who do not have a material personal interest in the matter have passed a resolution that:

72.3.1 identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and

72.3.2 states that those Directors are satisfied that the interest should not disqualify the Director from voting, being counted in the quorum or being present.

73 Director to Disclose Interests

73.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Directors or by written notice to the Secretary.

73.2 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director must declare at a meeting of the Directors of the Company or by written notice to the Secretary the fact and the nature, character and extent of the conflict.

74 Effect of Interest in Contract

74.1 If a Director has an interest in a contract or proposed contract with the Company (other than as a Member), or a conflicting interest or duty in relation to any other matter being considered by the Directors, and the Director discloses the nature and extent of the interest or duty at a meeting of the Directors or by written notice to the Secretary:

74.1.1 the contract may be entered into; and

74.1.2 if the disclosure is made before the contract is entered into:

74.1.2.1. the Director may retain benefits under the contract even though the Director has an interest in the contract;

74.1.2.2. the Company cannot avoid the contract merely because of the existence of the interest; and

74.1.2.3. the Director is not disqualified from the office of Director.

74.2 For the purpose of Rule 74.1 "contract" includes an arrangement, dealing or other transaction, either as vendor, purchaser, mortgagee or otherwise.

75 Other Interests

75.1 Without limiting Rules 73 or 74 a Director may to the extent permitted by the Act:

75.1.1 hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with the office of Director; or

75.1.2 be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

76 Extension of meaning of “Company”

76.1 For the purpose of Rules 73, 74 and 75, “Company” includes any subsidiary of the Company and any other company in which the Company or any subsidiary of the Company is or becomes a shareholder or is otherwise interested.

77 Formalities Omitted

77.1 If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Directors that the omission has directly prejudiced any Member financially. The decision of the Directors is final and binding on all Members.

CHIEF EXECUTIVE OFFICER

78 Appointment

78.1 The Directors may appoint any person to the position of Chief Executive Officer for such period and on such terms as they think fit and, subject to the terms of any agreement entered into, may revoke the appointment.

78.2 The Chief Executive Officer:

78.2.1 must be a Member of the Company;

- 78.2.2 must not be a Member of the board of Directors of the Company;
and
- 78.2.3 must attend meetings of the Directors (either personally or by nominee) except where the Directors otherwise request, but may not vote at such meetings.

79 Temporary Appointments

- 79.1 If a Chief Executive Officer becomes incapable of acting in that capacity the Directors may appoint any other person being a Member but not being a Director to act temporarily as Chief Executive Officer.
- 79.2 If the Directors choose to appoint an existing Director as Chief Executive Officer, that person's appointment as a Director is suspended for the period of their appointment as Chief Executive Officer.

80 Powers

- 80.1 The Directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon a Chief Executive Officer any of the powers exercisable by them.
- 80.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Directors.
- 80.3 The Directors may at any time withdraw or vary any of the powers so conferred on a Chief Executive Officer.

81 Remuneration

- 81.1 Subject to the Act and to the provisions of any contract between the Company and the Chief Executive Officer, the remuneration of the Chief Executive Officer is fixed by the Directors.

SECRETARY

82 Appointment

82.1 The Directors may appoint any person to the position of Secretary for such period and on such terms as they think fit and, subject to the terms of any agreement entered into, may revoke the appointment.

82.2 The Secretary:

82.2.1 must be a Member of the Company;

82.2.2 may be a Director of the Company;

82.2.3 if a Director of the Company, must attend meetings of the Directors (either personally or by nominee) and may vote as a Director at such meetings;

82.2.4 if not a Director of the Company:

82.2.4.1. is not a member of the board of Directors of the Company; and

82.2.4.2. must attend meetings of the Directors (either personally or by nominee) except where the Directors otherwise request, but may not vote at such meetings.

82.3 The Directors must ensure a Secretary is appointed or elected for within 1 month after incorporation.

82.4 If a vacancy happens in the office of Secretary, the Directors must ensure a Secretary is appointed or elected within 1 month after the vacancy happens.

MINUTES OF MEETINGS

83 Minutes to be Kept

83.1 The Directors must ensure that:

83.1.1 minutes of all resolutions and proceedings of general meetings and of meetings of its Directors (including meetings of a committee of Directors) and resolutions passed by Members or Directors without a meeting are entered, within 1 month after the relevant meeting is held or the resolution is passed, in books

- kept for that purpose either at its registered office or its principal place of business; and
- 83.1.2 any minutes are signed by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting; and
- 83.1.3 any minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- 83.2 Without limiting Rule 83.1.1 the Directors must cause minutes to be made of:
- 83.2.1 all appointments of Directors;
- 83.2.2 the names of the Members present at all meetings of Members of the Company;
- 83.2.3 the names of the Directors and alternate Directors present at all meetings of Directors of the Company; and
- 83.2.4 the method by which a meeting of Directors was held.

EXECUTION OF DOCUMENTS

84 Company Seal

- 84.1 The Company may, but need not, have a common seal.
- 84.2 If the Company has a common seal the Directors must provide for its safe custody.
- 84.3 The common seal may not be fixed to any document except by the authority of a resolution of the Directors or of a committee of the Directors duly authorised by the Directors.
- 84.4 The Company executes a document with its common seal if the fixing of the seal is witnessed by:
- 84.4.1 two Directors of the Company; or
- 84.4.2 a Director and the Secretary.

85 Execution of Documents Without Common Seal

85.1 The Company may execute a document without a seal if the document is signed by:

85.1.1 two Directors of the Company; or

85.1.2 a Director and the Secretary.

86 Execution – General

86.1 A Director may sign any document as Director, with or without the seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature is effective in regard to compliance with the requirements of this Constitution as to execution despite his or her interest.

86.2 Rules 84 and 85 do not limit the ways in which the Directors may authorise documents to be executed on behalf of the Company.

ACCOUNTS, AUDIT AND RECORDS

87 Accounts

87.1 The Directors must cause proper accounting and other records showing correctly the financial affairs of the Company to be kept in accordance with the Act.

87.2 The Directors must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached to them) and table them at meetings as required by the Act.

88 Audit

88.1 A registered company auditor must be nominated and appointed in accordance with the Act.

88.2 The same auditor must not be appointed as auditor for more than 5 consecutive years.

88.3 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

89 Rights of Inspection

89.1 Subject to the Act and this Constitution, the Directors determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

NOTICES

90 Persons Entitled to Notice of General Meeting

90.1 Written notice of a meeting of the Company's Members must be given individually to:

- 90.1.1 each Member entitled to vote at or attend the meeting;
- 90.1.2 each Director; and
- 90.1.3 the Company's auditor.

90.2 No other person is entitled to receive notice of general meetings.

91 How Notice is Given

91.1 The Company may give the notice of meeting to a Member:

- 91.1.1 personally;
- 91.1.2 by sending it by post to the address for the Member in the Register of Members or the alternative address (if any) nominated by the Member; or
- 91.1.3 by sending it to the fax number or electronic address (if any) nominated by the Member.

92 When Notice is Given

92.1 A notice of meeting sent by post is taken to be given 3 days after it is posted.

92.2 A notice of meeting sent by fax or other electronic means, is taken to be given on the business day it is sent.

92.3 Service by fax or electronic mail is not effective if:

92.3.1 in the case of service by fax, the Company's fax machine fails to issue a transmission report which shows that the relevant number of pages comprised in the notice has been sent;

92.3.2 in the case of service by electronic mail, the Company's computer reports that delivery has failed; or

92.3.3 in either case the addressee notifies the Company immediately that the notice was not fully received in legible form.

INSURANCE AND INDEMNITY

93 Indemnity

93.1 To the extent permitted by the Act, the Company indemnifies:

93.1.1 every person who is or has been an officer of the Company; and

93.1.2 where the Board of Directors considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company;

against any liability incurred by that person in his or her capacity as an officer of the Company or of the related body corporate (as the case may be):

93.1.3 to any other person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and

93.1.4 for costs and expenses:

93.1.4.1. in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and

93.1.4.2. in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Act.

94 Insurance

94.1 The Company may, where the Directors consider it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is, or has been an officer of the Company against any of the following liabilities incurred by the person as an officer, namely:

- 94.1.1 any liability which does not arise out of conduct involving:
 - 94.1.1.1. a wilful breach of duty in relation to the Company; or
 - 94.1.1.2. without limiting Rule 94.1.1.1, a contravention of sections 182 or 183 of the Act; and
- 94.1.2 any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome, and without the qualifications set out in Rule 94.1.1.

94.2 In the case of a Director, any premium paid pursuant to this Rule is paid in addition to remuneration paid to that Director (if any) by the Company pursuant to this Constitution.

95 Director Voting on Contract of Insurance

95.1 Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.

WINDING UP

96 Winding Up

96.1 The Company may be wound up or dissolved in the circumstances set out in the Act.

96.2 If upon the winding up or dissolution of the Company any of the Company's property remains after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members of the Company but

must be given or transferred to some other institution determined by the Members of the Company at or before the time of dissolution.

96.3 If the Members do not make the necessary determination under Rule 96.2, the Company may apply to the Supreme Court to determine the institution or institutions.

96.4 No institution is eligible to receive property under this Rule 96 unless:

96.4.1 it has objects similar to the objects of the Company;

96.4.2 its Constitution prohibits the distribution of its income and property among its Members to an extent at least as great as is imposed on the Company under Rules 6 and 7 and this Rule 96; and

96.4.3 it is a public benevolent institution for the purposes of any Commonwealth Taxation Act.

GIFT FUND

97 Gift fund

97.1 The Company will maintain a gift fund which shall be called the Brisbane Boarders Ltd Gift Fund:

97.1.1 to which gifts of money or property made for the furtherance of the objects of the Company are to be allocated;

97.1.2 to which money received by the Company because of those gifts is to be credited; and

97.1.3 that does not receive any other money or property.

97.2 The Company must use the following in the furtherance of the objects of the Company:

97.2.1 gifts made to the Gift Fund; and

97.2.2 any money received because of those gifts.

97.3 If the Gift Fund is wound up or if the endorsement of the Company as a deductible gift recipient is revoked, any surplus assets of the Gift Fund

remaining after payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

97.4 The company must maintain a separate bank account for the Gift Fund.

97.5 It is declared that the Gift Fund forms part of the Company.

APPENDIX 1 – Membership Nomination Form

Name of applicant: _____

Address: _____

Telephone: _____ Mobile: _____

Facsimile: _____ E-Mail: _____

By signing below, the applicant confirms their desire to become a Member of Brisbane Boarders Limited and their commitment to the objects of the Company.

Signature of applicant : _____

Proposed by: _____

Signature of proposer: _____

Seconded by: _____

Signature of seconder: _____

Date: _____

Brisbane Boarders Ltd respects your right to privacy. The information you provide Brisbane Boarders Ltd in this Application Form will be used to process your application for Membership, ensure compliance with Brisbane Boarders Ltd's constitution and enable Brisbane Boarders Ltd to communicate with you about Brisbane Boarders Ltd matters. If you would like to access your personal information, or to update or correct it, you should contact Brisbane Boarders Ltd at its registered office.

For internal use:

- Payment of the application fee in the amount of \$_____ was received on _____.
- The above named applicant *was / was not* accepted as a Member of Brisbane Boarders Ltd by a majority vote of the Board of Directors at the meeting of the Board held on _____.

Signature of Chair _____

Date: _____

APPENDIX 2 – Member’s Proxy Form

Name of Member: _____

Address: _____

Name of proxy: _____

Address: _____

Name of alternate proxy: _____

Address: _____

I, the above named Member, appoint the above named proxy (and in the event of their unavailability, the above named alternate proxy) to vote for me on my behalf at the SPECIAL / ANNUAL (delete one) general meeting of the Company to be held on _____ and at any postponement or adjournment of that meeting.

Select ONE:

My proxy is to vote as follows:

[Insert resolution]

In favour

Opposed

[Insert resolution]

In favour

Opposed

[Insert resolution]

In favour

Opposed

My vote is to be used by my proxy in his or her discretion.

Signature of Member: _____

Date: _____

APPENDIX 3 – Nomination Form for Election or Appointment as Director

Name of Nominee: _____

Address: _____

Occupation: _____

Qualities and Experience Commensurate to the Position:

Signature of Nominee: _____

Proposed by: _____

Signature of proposer: _____

Seconded by: _____

Signature of seconder: _____

Date: _____