

**A COMPANY LIMITED BY GUARANTEE - NOT HAVING SHARED  
CAPITAL**

**CONSTITUTION**

**of**

**BUNDABERG REGION LIMITED**

ACN 80 009 848 542

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# CONSTITUTION

## GENERAL

### 1. DEFINITIONS

The following definitions apply in this Constitution unless the context otherwise requires.

- a) **Act** means the Corporations Act and its amendments thereof.
- b) **Board** means Bundaberg Region Limited trading as Bundaberg Tourism or any amendment or replacement.
- c) **Board of Directors** means the Board of Directors of Bundaberg Region Limited (or any amendment therefore) as constituted pursuant to this Constitution.
- d) **Bundaberg region** means the local government areas of the Bundaberg Regional Council and North Burnett Regional Council (or as so named in any amendments thereof).
- e) **Organisation** means Bundaberg Region Ltd (trading as Bundaberg Tourism (or any other current registered trading name so held)).
- f) **Seal** means any Common Seal of the company.
- g) **Secretary** means any person appointed to perform the duties of the Secretary of the Board; and includes an Honorary Secretary.
- h) **State** means the State of Queensland.
- i) **Tourism region** means the districts in which from time to time as amended under the provisions of the Local Government Act, the following Local Authorities have jurisdiction:

Bundaberg Regional Council

North Burnett Regional Council

In the event of any of the said Local Authorities being renamed or reconstituted under the provisions of the Local Government Act (or an amendment thereof), then the district in which the local authority in question as renamed or reconstituted has jurisdiction under the provisions of the Local Government Act shall be deemed to be included in the term **tourism region**.

### 2. INTERPRETATION

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise:

- a) **Gender** includes all genders.
- b) **Singular** includes the plural and conversely.
- c) Where a **word** or **phrase** is defined, its other grammatical forms have a corresponding meaning.

- d) A reference to a **paragraph** or **sub-paragraph** is to a paragraph or sub-paragraph (as the case may be) of this Constitution or paragraph, respectively, in which the reference appears.
- e) A reference to any **legislation** or to any **provision** of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it.
- f) Except in so far as a contrary intention appears in this Constitution, an expression, in a provision of this Constitution which relates to a particular provision of the Law has, the same meaning as in that provision of the Law.
- g) A mention of anything after **include, includes** or **including** does not limit what else might be included.

### **3. PURPOSE OF THE BOARD**

The company is a membership-based, not-for-profit organisation with the strategic priorities of:

- 1. Destination marketing
- 2. Product and experience development
- 3. Industry and advocacy
- 4. Visitor Information Centres
- 5. Events

### **4. MEMBERSHIP TO BOARD OF DIRECTORS**

The number of members with which the Board of Directors conducts business is to be a minimum of eight (8) and a maximum of ten (10). Anyone seeking admission to the Board of Directors must be a financial member of the organisation.

### **5. APPLICANTS**

Every applicant for a position on the Board of Directors must be proposed by a current financial member of the organisation. No seconder is required. The application for membership to the Board of Directors shall be made on the appropriate nomination form, signed by the applicant and his proposer (or in such other form as the Board of Directors sees fit).

### **6. MEMBERSHIP**

- a) An application for membership of the organisation may be made by any person, firm, company, authority or association on payment of an annual subscription for a prescribed sum and payable in accordance as determined by the Board of Directors, as per Section 8.
- b) Each member of the Board undertakes to contribute to the assets of the Board in the event of it being wound up whilst he is a member or within one year after he ceases to be a member, for the payment and liabilities of the Board contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves – however, such amount may not exceed one (1) dollar.

- c) The liability of members is otherwise limited.

## **7. ADMISSION**

At the next meeting of the Board of Directors after receipt of an application and payment for membership, such application shall be considered by the Board of Directors whereby they will determine the admission or rejection of the applicant. An application for membership to the organisation, shall be deemed to have been accepted if the vote for acceptance is equal to half the number of Directors on the Board plus one (1).

Electronic means to accept membership applications may be used, e.g. a flying minute to the Board of Directors seeking acceptance; particularly if a Board Meeting is not due to be held in the short-term. An application for membership to the organisation, shall be deemed to have been accepted by this means if acceptance in this positive is received by email equal to half the number of Directors present at the meeting.

If an application for membership is rejected, the Directors of the Board are not required to give a reason.

## **8. ANNUAL SUBSCRIPTION**

The annual subscription payable by members shall be fixed by the Board of Directors annually. The Board of Directors shall in its absolute discretion be empowered to fix varying subscriptions of the organisation and in such amounts as it sees fit. Provided always, membership subscriptions set by the Board of Directors shall reflect equity for members in similar businesses and sizes of operation. In exercising such powers, the Board of Directors may take into account the financial capacity to pay subscriptions in connection with each member and any other circumstances, which appear relevant to the Board of Directors.

Notwithstanding anything to the contrary herein, the minimum annual subscription shall consist of the basic unit of subscription as set by the Board of Directors annually, together with such additional payment of multiples of basic unit of subscription as the Board of Directors may in its absolute discretion determine. Including but without limiting the generality of the foregoing, a sliding scale of subscription shall be applicable to members in the tourist industry. All subscriptions shall become due and payable in advance on or before 31 July each year, provided however that the Board may, in its absolute discretion, accept payment of annual subscriptions in the following manner, either:

- a) by half yearly instalments on or before 30 June and 31 December in each year.
- b) in the case of a Local Authority member, by:
  - 1. one annual instalment by 30 September each year.
  - 2. half yearly instalments on or before 30 September and 31 March in each year.

Upon the recommendation of the General Manager of the organisation, the Board of Directors agree to accept an undertaking by a member to meet payment by instalments. Such member shall be deemed to be a financial member for the whole of each financial

year that payment is to be made by instalments, unless and until default be made in any one payment.

## **9. INDIVIDUAL REQUIREMENTS OF SUBSCRIBERS**

The annual subscriptions of members of the organisation, shall become payable as and when fixed by the Board of Directors who have the power to vary the due dates between individual members. Unless otherwise fixed by the Board of Directors, the first annual subscription (or proportionate part thereof) shall be payable annually on 30 June each year.

## **CESSATION OF MEMBERSHIP**

### **10. NON-PAYMENT**

If the annual subscription of a member (or in the case of payment by instalments), shall remain unpaid for a period of one calendar month after it becomes due (i.e. 31 August), then the member (after being sent notice of the default) may be suspended by resolution of the Board of Directors from all privileges of membership and his name removed from the Register of Members. However, the Board of Directors may reinstate a member and restore his name to the Register of Members on payment of all arrears, if the Board of Directors sees fit to do so.

### **11. RESIGNATION**

A member of the organisation may at any time by giving notice in writing to the organisation, resign his membership of the organisation, but shall continue to be liable for any annual subscription and all shares due and unpaid at the date of his resignation; and for all other money owing by him to the organisation.

### **12. NON-COMPLIANCE**

If any member shall wilfully misuse or neglect to comply with the provisions of the organisation's Constitution, or be guilty of any conduct which in the opinion of the Board of Directors is unbecoming of a member or prejudicial to the interests of the organisation or Board of Directors, then the Board of Directors shall have the power to expel the member from the Board and erase his name from the Register of Members. Provided that at least one week before the meeting of the Board of Directors at which a resolution for his expulsion is passed, the member shall have had notice of such meeting, what is alleged against him and of the intended resolution for his expulsion; and that he shall, at such meeting and before the passing of such resolution, have had the opportunity of giving orally or in writing an explanation or defence he may think fit. And provided further, that any such member may by notice in writing lodged with the organisation at least twenty-four hours before the time of holding the meeting at which the resolution for his expulsion is to be considered by the Board of Directors, elect to have the question of his expulsion dealt with by the Board in a General Meeting. In that event, an Extraordinary General Meeting of the Board of Directors shall be called for the purpose; and if at the meeting a resolution for the expulsion of a member be passed by a majority equal to half the number of directors on the board plus one (1) - (such vote to be taken by ballot) - the member shall be expelled and his name removed from the Register of Members.

## **GENERAL MEETINGS**

### **13. FIRST MEETING**

The first general meeting of the organisation shall be held at such time, not being less than one month and not more than three months after the incorporation of the Board and at such place as the Board of Directors may determine.

In addition to other business required to be transacted at the first general meeting the business of such meeting shall be:

- a) to elect members of the Board of Directors
- b) to elect an Auditor for the ensuing year
- c) to fix Directors' Fees
- d) General Business

### **14. ANNUAL GENERAL MEETING**

In subsequent years, an Annual General Meeting of the Board shall be held not later than 30 September. All general meetings, other than Annual General Meetings shall be called Extraordinary General Meetings.

With regard constitutional changes at the 2017 AGM, the following will apply:

- Group 1: will serve two (2) years from AGM 2017-AGM 2019
- Group 2: will serve one (1) year from AGM 2017-AGM 2018

This will enable the provision for at least half of the Board of Directors to be rotating positions every two (2) years.

### **15. NOTICE**

Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, at least fourteen days (14) notice (exclusive of the day on which the notice is advertised or delivered, whether electronically, by hard copy or posted to the member) but inclusive of the date for which the notice is given).

Notice should specify the details of the meeting and in the case of special business, the general nature of that business should be noted. Notice shall be deemed to have been given to all financial members by the inclusion of such notice in the organisation's EGM and other publications (posted or electronic) or by any other means, which at the absolute discretion of the Board of Directors, provide reasonable access to members in its circulating area.

### **16. PROCEEDINGS AT ANNUAL GENERAL MEETINGS**

The business of the Annual General Meeting shall be:

- a) to receive and consider the report of the Chair of the Board of Directors on the activities of the organisation.
- b) to and consider the Treasurer's Statement of Accounts and independent Auditor's Report.
- c) to elect members to the Board of Directors.



- d) to elect an Auditor for the ensuing year.
- e) any further business required to be conducted pursuant to the Act, if any.
- f) to fix Directors' Fees for the ensuing year.
- g) General Business.

## **PROCEEDINGS AT GENERAL MEETINGS**

### **17. QUORUM**

No business should be transacted at an Annual General Meeting or Extraordinary General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Unless otherwise stated, the quorum for an AGM shall be equal to the number of Directors on the Board plus one (1). For the purposes of reaching a quorum, a 'member' includes a person representing a firm, association or corporation which is a member (but does not include a person attending as proxy).

### **18. ABSENCE OF QUORUM**

If within half an hour of the time appointed for the meeting a quorum is not present, the meeting (if convened upon the requisition of members), shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting to start, the quorum shall be two (2) members.

### **19. CHAIR**

The Chair of the Board of Directors shall preside as Chair of every general meeting including AGM's of the board, or if there is no Chair of the Board of Directors, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting (or he is unwilling to act), the Deputy Chair of the Board of Directors shall be the Chair. If the Deputy Chair is not present or is unwilling to act, the members present shall elect one of their number to be Chair of the meeting.

### **20. ADJOURNMENT**

The Chair may (with the consent of any meeting at which a quorum is present) and 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, or upon which notice has been provided to members.

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. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **21. VOTING**

At any general meeting, a resolution put to the vote shall be decided on a show of hands unless a poll is demanded either by:

- a) the Chair;
- b) at least three (3) members present in person or by proxy.

Unless a poll is so demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried and/or carried unanimously (or by a particular majority); or lost – then this should be recorded in the minutes of the meeting. Any objections should be noted.

## **22. POLL**

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

## **23. CASTING VOTE**

In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place (or at which the poll is demanded), shall be entitled to a second or casting vote.

## **24. VOTE**

A member may vote in person or by proxy (or attorney); and on a show of hands. Each financial member of the organisation shall be entitled to give one (1) vote for every basic unit of subscription (with a maximum of four (4) votes per member).

## **25. MENTAL HEALTH**

A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote (whether on a show of hands or by a poll), by his committee or his trustee or by such other person as properly has the management of his estate; and any such committee, trustee or other person may vote by proxy or attorney.

## **26. UNFINANCIAL**

No member shall be entitled to vote at any general meeting if his annual subscription or any instalment thereof is more than one month in arrears at the date of the meeting. Provided however, the list of financial members shall be closed at 12 noon on the day preceding the general meeting; and any member deemed to be unfinancial at that time shall not be eligible to vote at any general meeting.

## **27. PROXY INSTRUMENT**

The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a current member of the Board, or an appointee of a current member who is a firm, company, authority or association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## **28. FORM OF PROXY**

Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form as near therefore as circumstances permit:

I \_\_\_\_\_ of \_\_\_\_\_, being a member of the abovenamed organisation, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him, I hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote on my behalf at the (annual or extraordinary – whatever the case may be) general meeting of the Board, to be held on \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_, and at any adjournment thereof. Signed by \_\_\_\_\_ of \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

## **29. PROXY**

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

An instrument appointing a proxy duly completed in the manner provided in Article 27 shall not be deemed valid unless that instrument in writing is delivered to the registered office of the organisation no later than noon on the day preceding any general meeting.

There shall be a maximum of four (4) proxy votes allowed per financial member present at the meeting. For the purposes of reaching a quorum for a meeting, a 'member' includes a person representing a firm, association or corporation which is a member (but does not include a person attending as proxy).

## **30. BOARD OF DIRECTORS**

The Board of Directors shall comprise not less than eight (8) and not more than ten (10) members [from an area within the boundaries of jurisdiction of the funding Local Authorities making up the Bundaberg North Burnett region (or in accordance with any amendment thereof)]. With regard the five (5) skills-based representatives; they may be from any location.

The Board of Directors shall comprise:

1. one (1) representative from the Local Authority of Bundaberg Regional Council (as advised by them).
2. two (2) industry representatives from the Bundaberg Regional Council Local Authority boundary.
3. one (1) industry representative from the North Burnett Regional Council Local Authority boundary.
4. five (6) skills-based representatives from any location.

## **31. ELECTION**

At the Annual General Meeting, one half of the elected Directors of the Board shall retire in rotation so that each Director of the Board is entitled to seek re-election at least every second year. Providing that the Directors of the Board due to retire in any year shall be those who have been longest in office. A retiring elected member shall be eligible for re-election.

In the event of a total re-election of the Board of Directors or a circumstance in which a casual vacancy/ies cannot be filled in accordance with Clause 34, the order of retirement as particularised in the preceding paragraph shall be re-established according to the number of votes polled at such election so that the Directors to retire at the end of the first year shall be those polling the lowest number of votes.

No person shall be eligible for election at the first general meeting or at any Annual General Meeting as an elected member of the Board of Directors, unless he or some other member intending to propose him has not less than seven (7) days before such meeting, left at the registered office of the organisation (or via electronic means), a notice in writing (or via appropriate form) duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office on the intention of such member to propose him. Both the nominator and nominee must be financial members of the organisation.

### **32. OFFICE BEARERS**

An Executive may be formed, comprising up to four (4) Directors of the Board (which must include a Chair and Deputy Chair), but may also include a Treasurer and Company Secretary. These roles may be delegated or withdrawn from delegation at any time to or from an officer of the Company by majority of vote of the Board of Directors.

### **33. REMUNERATION**

The remuneration of the members of the Board of Directors shall be determined at the Annual General Meeting. In addition to such remuneration, any member of the Board of Directors (with the sanction of a resolution of the Board of Directors), may be paid such reasonable travelling, hotel and other expenses as he may incur in or about the business of the Board.

### **34. APPOINTMENT TO BOARD OF DIRECTORS**

The Board of Directors shall have power at any time (subject to the provisions herein with respect to Local Authority representatives) to appoint any member to the Board of Directors to fill a casual vacancy. Any member so appointed shall hold office for the balance/remaining duration of the term of the Board Director he has replaced.

### **35. EXPULSION OF MEMBER OF BOARD OF DIRECTORS**

The Board of Directors may by ordinary resolution remove any officer or other member from the Board of Directors (other than Local Authority representatives) before the expiration of his period of office and may by an ordinary resolution, appoint another Director in his place (whom shall hold office only for the duration of the term of the Director he has replaced).

### **36. CEASING TO BE MEMBER OF BOARD OF DIRECTORS**

The position of a Director on the Board of Directors shall become vacant if he:

- a) ceases to be a member of the Board of Directors by virtue of the Act.
- b) becomes bankrupt or makes any arrangement or composition with his creditors generally.
- c) becomes prohibited from being a Director of a Company by reason of any order made under the Act.
- d) 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.
- e) resigns his position by notice in writing to the organisation.
- f) is absent from meetings for more than three (3) months without permission of the Board of Directors.
- g) holds any office of profit under the organisation.
- h) ceases to be a financial member of the organisation.
- i) is directly or indirectly interested in any contract or proposed contract with the Board, provided however a member shall not vacate his office by reason of his being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Board – if such corporation, society or association declares the nature of his interest in a manner required by the Act.
- j) acts in any way that does not comply with proper membership of the Board, including those conditions outlined in Section 12 (Non-Compliance). In the event an individual representing a non-individual member (e.g. business, company, association or authority - excluding Local Authority representatives) who has been elected to the Board of Directors leaves the member organisation, the position of Director shall become vacant.

## **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

### **37. MANAGEMENT**

The business of the Board shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the organisation and may exercise all such powers of the Board are not, by the Act or by this Constitution, required to be exercised by the Board in general meetings, subject nevertheless, to any of this Constitution, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Board of Directors in general meetings; but no regulation made by the Board of Directors in general meetings shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made. Inter alia the duties and responsibilities of the Board of Directors shall be:

- i) to formulate and direct the policy of the Board.
- ii) to supervise and allocate the expenditure of the organisation's finances.

- iii) to do such things as are necessary in the proper conduct of the affairs of the Board.

### **38. POWERS**

The Board of Directors may exercise all the powers of the Board to borrow money and to mortgage or charge its property, or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Board.

### **39. CHEQUES, BILLS ETC**

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed (as the case may be), by any two Directors of the Board or in such other manner as the Board of Directors from time to time may determine.

### **40. MINUTES**

The Board of Directors shall cause minutes to be made:

- a) of all appointments of officers and servants.
- b) of names of all Board Directors present at meetings of the Board of Directors.
- c) of all proceedings at all meetings of the Board of Directors.

Such minutes shall be electronically saved and electronically initialled by the Chair of the meeting at which the proceedings were held (or by the Chair of the next succeeding meeting).

## **PROCEEDINGS OF THE BOARD**

### **41. MEETINGS**

The Board of Directors may meet together for the purpose of business, adjourn and otherwise regulate its meetings as it thinks fit. A meeting of the Board of Directors shall be held at least every two calendar months. The Chair may at any time (on the requisition of not less than five Directors of the Board), summon a meeting of the Board of Directors. Such meeting is to be held within seven (7) days of being so requested, provided always that in such cases the Board of Directors shall have the details of the meeting in writing or by electronic means, at least two clear days' prior.

### **42. MAJORITY**

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

### **43. MEMBERS INTEREST**

A member of the Board of Directors shall not vote in respect of any contract or proposed contract with the Board. Conflicts (perceived, potential or otherwise) are to be noted in the Declaration of Interest Register.

**44. QUORUM**

The quorum necessary for the transaction of the business of the Board of Directors shall be equal to half of the number of Directors on the Board plus one (1).

**45. CONTINUING MEMBERS**

The continuing members of the Board of Directors may act notwithstanding any vacancy on the Board of Directors. But if, and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board of Directors; the continuing member or members may act for the purpose of increasing the number of members of the Board of Directors to that number or of summoning a general meeting of the Board, but for no other purpose.

**46. DELEGATION**

The Board of Directors may delegate any of its powers to a committee or panel consisting of such members (including Directors) as the Board of Directors think fit; provided that such committee shall be presided over by a Director of the Board. Any committee or panel so formed shall conform to any regulations that may be imposed on it by the Board of Directors.

**47. SUB-COMMITTEE CHAIR**

A committee may elect a Chair of its meetings (who shall be a member of the Board of Directors). If no such Chair is elected, or if at any meeting the Chair is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chair of the meeting.

**48. ACT OF BOARD OF DIRECTORS AND/OR COMMITTEE**

All acts done by any meeting of the Board of Directors or of a committee or by any person acting as a member of the Board of Directors shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Directors or person acting as aforesaid, or that the members of the Board of Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Directors.

**49. RESOLUTION IN WRITING**

A resolution in writing or via electronic means and accepted by a number equal to the number of Directors on the Board plus one (1), shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held. Any such resolution may consist of several documents in like form, each requiring acceptance as set out above.

**50. COMPANY SECRETARY**

The Company Secretary shall in accordance with the Act be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as it thinks fit. Any Company Secretary so appointed may be removed by it. Nothing herein shall prevent the Board of Directors from appointing a member of the Board as Company Secretary and any member so appointed shall forthwith become a Director of the Board and he shall be subject to the provisions of this document. Notwithstanding as aforesaid a person appointed as Company Secretary (not being already a member of the Board of Directors) shall not be entitled to vote at meetings of the Board of Directors.

#### **51. SEAL**

The Board of Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Board of Directors and every instrument to which the Seal is affixed shall be signed by a member of the Board of Directors and shall be countersigned by the Company Secretary or by a second member of the Board of Directors (or by some other person as appointed by the Board of Directors for the purpose).

#### **52. ACCOUNTS**

The Board of Directors shall cause proper accounts and other records to be kept and shall distribute copies of every Profit and Loss account and Balance Sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act. Provided however, that the Board of Directors shall cause to be made out and laid before each Annual General Meeting a Balance Sheet and Profit and Loss account made up to 30 June of the year preceding the Annual General Meeting.

#### **53. INSPECTION**

The Board of Directors shall from time to time determine at what time and places and under what conditions or regulations the accounts and other records of the Board of Directors shall be open to the inspection of financial members (not being members of the Board of Directors). No member (not being a member of the Board of Directors) shall have any right of inspecting any account or book or paper of the Board except as conferred by statute or as authorised by the Board of Directors or by the Board in a General Meeting.

#### **54. AUDITOR**

A properly qualified Auditor shall be appointed and his remuneration fixed and duties regulated in accordance with the Act.

#### **55. WINDING UP**

Provisions relating to the winding up or dissolution of the Board shall have effect and be observed as if the same were repeated in this Constitution.

If, upon the winding up or dissolution of the Board there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Board but shall be given or transferred to the Local Authorities (within the meaning of the Local Government Act) whom hold membership of the Board at the date of its winding up or dissolution in the same



proportions as the annual membership subscriptions of the said Local Authorities bear to the total amount of the annual subscriptions of the said Local Authorities.

Provided however that in the event of no Local Authority as aforesaid holding membership of the Board at the date of its winding up or dissolution then such surplus property as aforesaid shall be given or transferred to some charitable institution/s and which shall prohibit the distribution of its or their income and property among its or their members to an extent of at least as great as is imposed on the Board under and by virtue of Clause 4 hereof, such institution/s to be determined by the members of the Board at or before the time of dissolution and default thereof by the Chief Justice of the Supreme Court of Queensland or such other Judge of that Court as may have or acquire jurisdiction in the matter.

## **56. INDEMNITY**

Every member of the Board of Directors, Auditor, Company Secretary and other officer for the time being of the Board, shall be indemnified out of the assets of the Board against any liability incurred by him in defending any proceedings (whether civil or criminal), in which judgement is given in his favour in which he is acquitted or in connection with any applications under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.