



Constitution

Adopted by the Board of The Royal Automobile Club
of Queensland Limited on 22 May 2002

as amended at 27 May 2008







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TABLE OF CONTENTS

Clause		Page
1.	DEFINITIONS AND INTERPRETATION	2
2.	MEMBERSHIP	4
3.	CESSATION OF MEMBERSHIP	7
4.	SUSPENSION AND EXPULSION OF MEMBERS	8
5.	MEMBERSHIP RIGHTS	9
6.	MEMBERSHIP FEES	9
7.	PATRON	9
8.	GENERAL MEETINGS	9
9.	PROCEEDINGS AT GENERAL MEETINGS	10
10.	VOTE OF MEMBERS	13
11.	BOARD	15
12.	CHAIRMAN/DEPUTY CHAIRMAN	22
13.	RETURNING OFFICER	23
14.	CASUAL VACANCIES	23
15.	POWERS OF DIRECTORS	24
16.	PROCEEDINGS OF DIRECTORS' MEETINGS	26
17.	INTERESTED DIRECTORS	29
18.	ZONES	31
19.	SECRETARY	31
20.	COMMON SEAL	32
21.	ACCOUNTS AND AUDIT	32
22.	AUDITORS AND RECORDS	33
23.	NOTICES	33
24.	INDEMNITY AND INSURANCE	35

CONSTITUTION OF THE ROYAL AUTOMOBILE CLUB OF QUEENSLAND LIMITED

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

When used in this Constitution the following terms shall have the following meanings unless the context otherwise requires:-

Constitution: this constitution as originally adopted or as amended from time to time.

Board: the board of Directors of the Company in office for the time being.

By-laws: the by-laws of the Company made and altered pursuant to Clause 15.5 of this Constitution.

Chairman: the Chairman elected in accordance with Clause 12.1 and who is customarily called the President of the Club.

Company: The Royal Automobile Club of Queensland Limited (ACN 009 660 575).

Deputy Chairman: the Deputy Chairman elected pursuant to Clause 12.2 and who is customarily called the Vice President of the Club.

Director: a member for the time being of the Board.

Eligible Member: means a Member who has obtained Ordinary Membership or Fleet Membership in accordance with Clauses 2.1, 2.2 and 2.3 and an Honorary Life Member and such other Members whom the Board determine in accordance with Clauses 2.1, 2.2 and 2.3 are entitled to attend and vote at meetings of Members, provided that such Members (excluding Honorary Life Members) have paid in full any required entrance and subscription fee and in relation to the casting of votes and attendance at general meetings by such Member, includes:-

- (a) a proxy of such Member;
- (b) an attorney of such Member; or
- (c) the Representative of such Member.

For the purposes of clarity, in relation to voting at meetings and elections, Fleet Membership only entitles that Member to one vote.

Honorary Life Member: a Member elected to be an Honorary Life Member pursuant to Clause 2.

Immediate Past Chairman: the Immediate Past Chairman who assumes this position in accordance with Clause 11.12 and who is customarily called the Immediate Past President.

Member: a member for the time being of the Company as set out in Clause 2.1.

Members Registered Address: the address recorded in the Register of Members next to a particular Member's name.

Membership Identification: evidence (whether documentary, electronic, by way of a device or otherwise, as may be determined from time to time by the Board) issued by the Company in respect of a Member's Membership of the Company and/or a vehicle recorded by the Company for services.

Officer: as defined by section 9 of the Corporations Act 2001.

Registered Office: the office for the time being registered as the registered office of the Company under the Corporations Act 2001.

Register of Members: the register of Members maintained by the Company.

Related Party: as defined by section 9 of the Corporations Act 2001.

Representative: a person appointed under Clause 10.10 read with section 250D of the Corporations Act 2001.

Returning Officer: the returning officer provided for by clause 13.1.

Seal: the common seal of the Company.

Secretary: the secretary for the time being of the Company and if there are joint secretaries, any one or more of such joint secretaries.

Zone: the zones outlined in Clause 18.1 as amended from time to time by the By-Laws.

1.2 Interpretation

In this Constitution headings are for convenience only and shall not affect interpretation. Unless the context otherwise requires:-

- (a) words importing any gender include the other genders;
- (b) a reference to any statute or statutory provision shall include any modification or re-enactment of any legislative provision substituted for and all legislation and statutory instruments issued under such legislation or provisions;
- (c) a reference to a person shall include a corporation, a partnership, a body corporate, an unincorporated association and a statutory authority and vice versa;
- (d) an expression used in a particular Part or Division of the Corporations Act 2001 which is given by that Part or Division a meaning for the purposes of that Part or Division has in this Constitution which deals with a matter dealt with by that Part or Division (unless the contrary intention appears) the same meaning as in that Part or Division;
- (e) where a word or phrase is given a defined meaning any other part of speech or grammatical form in respect of that word or phrase has a corresponding meaning;
- (f) a reference to a Clause or a Schedule is to a clause or schedule of this Constitution; and
- (g) unless this Constitution provides otherwise words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the "Acts Interpretation Act 1901" of the Commonwealth and the provisions of the Corporations Act 2001.

1.3 Exclusion of Replaceable Rules

Each of the provisions of the sections or subsections of the Corporations Act 2001, which would but for this Clause 1.3 apply to the Company as a replaceable rule in accordance with section 135(1) of the Corporations Act 2001 is displaced and does not apply to the Company.

2. MEMBERSHIP

2.1 Categories of Membership

Membership of the Company shall consist of the following classes:-

- (a) Ordinary Membership;
- (b) Associate Membership;
- (c) Honorary Annual Membership;
- (d) Honorary Temporary Membership;
- (e) Honorary Life Membership;
- (f) Fleet Membership;
- (g) Absentee Membership; and
- (h) such other classes of Membership as the Board may from time to time prescribe.

The rights and privileges of each class of membership are to be determined by the Board in their sole discretion and set out in the By-laws.

2.2 Qualifications for Membership

Subject to Clause 2.3, a person who:

- (a) has satisfied such qualifications as the Board may from time to time determine; and
- (b) has complied with the Constitution and By-laws regulating the admission of Members,

may be admitted as a Member to such class of Membership of the Company as the Board from time to time allocates.

2.3 Discretion of Board

The Board may in its discretion waive any of the qualifications prescribed in Clause 2.2 or refuse to admit a person as a Member. The Board is not required to produce or provide its reasons for the exercise of its discretion under this Clause.

2.4 Election by Board

All candidates for Membership of the Company shall be elected by the Board or a committee of the Directors. Subject to Clause 2.7 admission as a Member is effective from the date of the candidate's successful election to be a Member by the Board or a committee of the Directors.

2.5 Benefits in Advance

The Company may receive the entrance fee and subscription fee of a candidate for Membership of the Company in advance of the candidate's election to be a Member and may issue the candidate a Membership Identification but neither such receipt nor issue of a Membership Identification nor any other matter or thing shall bind the Company to elect such candidate. Where the candidate is not elected in due course, a refund of the monies paid by the candidate shall be a complete discharge to the Company's obligations to the candidate, and the candidate shall return to the Company the Membership Identification and all other documents (if any) issued to the candidate.

2.6 Rights Pending Election

The Board may determine the rights and privileges of candidates who have paid the entrance fee and subscription fee in advance pending their election as a Member.

2.7 Failure to Pay Fees in Advance

Where a candidate for Membership of the Company does not pay the entrance fee and subscription fee in advance, the candidate's election as a Member shall not become effective nor confer upon the newly elected Member any rights and privileges of Membership of the Company until such entrance fee and subscription fee have been duly paid. Where the newly elected Member fails to pay the entrance fee and subscription fee within 1 calendar month from the date of the Member's election to Membership of the Company, the Board may, in its discretion, cancel the election.

2.8 Annual Membership

A candidate shall be admitted as a Member of the Company for a period of 1 year only. Subject to a Candidate being elected pursuant to Clause 2.4, the 1 year period shall commence on the date the entrance fee and subscription fee is processed by the Company. Renewal of Membership for further periods of 1 year at a time shall be voluntary and subject to:-

- (a) the payment of the prescribed annual subscription fee for the particular year; and
- (b) the Board's powers pursuant to Clause 4.

2.9 Three month period

Notwithstanding Clause 2.8 and subject to Clause 4, a Member shall continue to be a Member and be entitled to the rights and privileges of Membership other than, where applicable, the right to vote, stand for election and/or nominate candidates for election or attend meetings, for a period of 3 months from the conclusion of the annual period for which the Member last paid the prescribed annual subscription.

2.10 Register of Members

The Secretary must cause a Register of Members to be kept. The Register of Members must contain such particulars as the Board may prescribe from time to time.

2.11 Nomination of Honorary Life Membership

The Board may nominate or any 30 Members may recommend to the Board that a Member be nominated to be an Honorary Life Member.

2.12 Nomination by Members

Where the Members recommend that a Member be nominated as an Honorary Life Member, the recommendation must:-

- (a) be in writing addressed to the Board;
- (b) state the grounds upon which the recommendation is made;
- (c) be signed by each Member who is a party to the recommendation; and
- (d) be received by the Board, at the Registered Office of the Company not less than 100 days before the annual general meeting at which the Honorary Life Member is to be nominated for election.

2.13 Discretion of the Board

The Board, upon the receipt of a recommendation, may accept or reject the recommendation. Where the Board rejects a recommendation, the election of the Member as an Honorary Life Member will not be proposed at the annual general meeting.

2.14 Nomination to be Stated in Notice of Meeting

If the Board nominates a Member to be an Honorary Life Member, or accepts a recommendation by the Members, the Notice of Meeting convening the annual general meeting shall state the name of the Member who has been nominated to be an Honorary Life Member and the grounds upon which the Member has been nominated.

2.15 Election

A Member may be elected as an Honorary Life Member by a special resolution passed at the annual general meeting.

2.16 Rights and Privileges

Each Honorary Life Member will be entitled to the same rights and privileges as Ordinary Membership as determined by the Board in accordance with Clauses 2.2 and 2.3, except that such Member will not be required to pay further entrance and subscription fees.

3. CESSATION OF MEMBERSHIP

3.1 Overdue Subscriptions

Any Member whose subscription fee is overdue for more than 3 calendar months shall automatically cease to be a Member.

3.2 Election to Retire

Any Member may by giving notice in writing to the Secretary retire from Membership of the Company. The Member continues to be liable for all subscription fees and other moneys which are due and payable but unpaid at the date of the retirement. Any fees which have been paid by a Member who subsequently retires will not be refunded.

3.3 Membership is not transferable

The rights and privileges of a Member are personal and are not capable of being transferred. A Member who retires in accordance with this Constitution or ceases to be a Member for whatever reason is not entitled to use or have any claim upon any portion whatsoever of the property or funds of the Company.

4. SUSPENSION AND EXPULSION OF MEMBERS

4.1 Suspension/Expulsion

Where a Member:-

- (a) refuses or neglects to comply with the provisions of this Constitution or By-laws; or
- (b) engages in conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Company;

then, the Board may by special resolution caution the Member or suspend or expel the Member from the Company. The Board is not required to produce or provide reasons, or provide any notice, of a decision it makes pursuant to this Clause.

4.2 Expulsion

A Member who is expelled from the Membership of the Company shall forfeit all current subscription fees and shall return to the Company any property of the Company which is in that Member's possession, care or control.

4.3 Power to Refuse Renewal of Subscription

The Board may for reasons it considers in the best interests of the Company decline to accept the renewal of any Member's subscription notwithstanding that payment may have been accepted by any officer of the Company. Upon such refusal the person concerned shall cease to be a Member of the Company and shall forfeit all claims upon the Company and its property and funds, other than a claim to a refund of the moneys (if any) paid in respect of the renewal which has been refused.

5. MEMBERSHIP RIGHTS

5.1 Rights and Privileges

Each Member shall have such rights and privileges as provided for in this Constitution and the By-laws **PROVIDED THAT**, the Board may from time to time qualify the rights and privileges that apply to each class of Membership of the Company or provide for special rights.

5.2 Membership Rights

Subject to any qualification imposed by the Board pursuant to Clause 5.1 and in particular Clause 10.2, or any restrictions contained in this Constitution or the By-laws, each Eligible Member is entitled to receive notice of meetings, attend meetings of the Company and vote.

6. MEMBERSHIP FEES

6.1 Entrance and Subscription Fees

Subject to this Constitution, all Members must pay such entrance fee and subscription fees as the Board prescribes from time to time. The Board may waive any such entrance fee or subscription fee in whole or part in favour of any Member or category of Membership of the Company.

7. PATRON

7.1 Patron Appointed by the Board

The Board may appoint a patron at such time and for such periods as it deems fit and the Board may remove any such patron.

7.2 Membership

A patron shall be an Honorary Annual or Honorary Temporary Member of the Company by virtue of their office.

8. GENERAL MEETINGS

8.1 Annual General Meetings

Annual general meetings shall be held in accordance with the Corporations Act 2001.

8.2 Convening of General Meetings

The Directors may convene a general meeting whenever they think fit. The Directors must convene a general meeting on the requisition of Eligible Members as provided by the Corporations Act 2001.

8.3 Notice of Meetings

Subject to the provisions of the Corporations Act 2001 relating to agreements for shorter notice, not less than 21 days notice of a general meeting must be given to Eligible Members, the Directors and the Company's Auditors appointed under the Corporations Act 2001 in one or more of the modes specified in Clause 23.

8.4 Contents of Notice

A notice of a general meeting must specify the place, day and hour of meeting, the general nature of business to be conducted at the meeting, the wording of any proposed special resolution and information as to the appointment by an Eligible Member of a proxy.

8.5 Failure to Give Notice

The accidental omission to give notice of any general meeting to or the non-receipt of that notice by any of the Eligible Members will not invalidate any resolution passed at that meeting.

8.6 Postponement or Cancellation of Meeting

The Directors may, whenever they think fit, postpone or cancel any general meeting, other than a meeting convened as a result of a requisition under Clause 8.2.

8.7 Persons Entitled to Attend General Meetings

Each Eligible Member shall be entitled to attend any meeting of the members and shall if required by an Officer, produce Membership Identification. If, after being required to produce Membership Identification an Eligible Member fails to do so, the Eligible Member shall not, without leave of the meeting or the chairman of the meeting, be entitled to attend at such meeting. Subject to Clause 10.4 a person who is not an Eligible Member shall not be entitled to attend a meeting of the Company without leave of the meeting or the chairman of the meeting.

9. PROCEEDINGS AT GENERAL MEETINGS

9.1 Business of Annual General Meeting

The business of an annual general meeting shall be:

- (a) to receive and consider the annual financial report and any other accounts, reports and statements that are required by the Corporations Act 2001 to be laid before the meeting;

- (b) the reading of the report or reports to the Chairman by the Returning Officer on the election of members of the Board; and
- (c) to transact any other business which under this Constitution or by the provisions of the Corporations Act 2001 ought to be or may be transacted at an annual general meeting.

9.2 Quorum

A quorum for a general meeting is 10 Eligible Members. No business can be transacted at any general meeting unless the requisite quorum is present.

9.3 If Quorum Absent

If half an hour after the time appointed for a general meeting a quorum is not present, a meeting convened by the Directors on a requisition of Eligible Members will be dissolved, but in any other case the meeting will be adjourned to such other day, time and place as the Directors may appoint. If the Directors do not appoint a day, time and a place, then the meeting will be adjourned to the same day in the next week at the same time and place as the meeting which has been adjourned.

9.4 Chairman

The Chairman, or in the Chairman's absence the Deputy Chairman, or in the absence of both, such Director or Member who has been chosen by the Directors, shall preside as chairman at every general meeting of the Company. In the absence of any Director, at the time of the holding of the general meeting, the Eligible Members present shall choose one of their number to be chairman at such meeting.

9.5 Chairman has Casting Vote

In the case of an equality of votes at any general meeting, the chairman has a casting vote both on a show of hands and on a poll, in addition to the vote or votes to which the chairman is entitled as an Eligible Member, proxy of an Eligible Member, attorney of an Eligible Member or Representative.

9.6 Voting on a Show of Hands or a Poll

Subject to the Corporations Act 2001, at any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded:

- (a) by the chairman of the meeting; or
- (b) by at least 5 Eligible Members entitled to vote on the resolution; or
- (c) by Eligible Members with at least 5 per cent of the votes that may be cast on the resolution or poll.

9.7 Declaration by Chairman that Resolution Carried

A declaration by the chairman of a general meeting that a resolution has on a show of hands been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Company will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

9.8 Conduct of Poll

If a poll has been demanded under this Clause 9, it will be taken in such manner and at such time and place as the chairman directs, and either at once or after an interval or adjournment or otherwise. The result of the poll will be deemed to be the resolution of the general meeting at which the poll was demanded. The demand for a poll may be withdrawn.

9.9 Poll on Election of Chairman

Any poll duly demanded on the election of a chairman of a meeting under Clause 9.4 or on any question of adjournment shall be taken at the meeting and without adjournment.

9.10 Continuation of Meeting notwithstanding Poll

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

9.11 Adjournment of General Meetings

The chairman may and shall if so directed by the general meeting, adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

9.12 Notice of Adjourned Meeting in Certain Circumstances Only

Whenever a general meeting is adjourned for less than 30 days, no further notice of the time and place of the adjourned meeting need be given, but whenever a general meeting is adjourned for 30 days or more, at least 3 days notice of the time and place of the adjourned meeting must be given to Eligible Members.

9.13 Powers of Chairman

The chairman is responsible for the general conduct of a general meeting and may subject to the provisions of the Corporations Act 2001:

- (a) make rulings;
- (b) in addition to exercising any general power to adjourn, to adjourn the meeting without putting the question (or any question) to the vote if such action is required to ensure the orderly conduct of the meeting; and
- (c) determine conclusively any dispute concerning the admission, validity or rejection of a vote.

10. VOTE OF MEMBERS

10.1 Entitlement to Vote

Subject to this Constitution and the By-laws, each Eligible Member (including, for clarity, one vote for each Fleet Member) present in person or by attorney or representative or proxy has one vote on a show of hands and one vote on a poll. An Eligible Member attending in person who also holds a proxy or is an attorney or Representative for another Eligible Member shall have only one vote on a show of hands.

10.2 Restriction on Entitlement to Vote

A Member who is capable of being an Eligible Member shall not be regarded as an Eligible Member for the purposes of this Clause and be entitled to vote at a meeting of the Company where any entrance fee and/or subscription fee which is due and payable is unpaid as at the date of the meeting. Also, Eligible Members shall not be entitled to vote at any meeting of members or otherwise, held during a period of 3 months from the date of their election as an Eligible Member pursuant to Clause 2.4.

10.3 Additional Vehicles

Despite the fact that an Eligible Member may have paid an additional subscription fee for additional vehicles, the Eligible Member shall only be entitled to one vote on a show of hands and one vote on a poll.

10.4 Right to Appoint Proxy

Subject to clauses 10.1 and 10.2, an Eligible Member who is entitled to attend, vote and speak at a general meeting of the Company or at a meeting of any class of Members is entitled to appoint a person as the Eligible Member's proxy to attend, vote and speak instead of the Eligible Member at the meeting or as a standing appointment for any general meeting of the Company. A proxy has the same right to speak at a meeting as the appointer would have had if personally present and to one vote on a show of hands and one vote on a poll. The proxy may, but need not, be a Member.

10.5 Proxy must be Written

An instrument appointing a proxy must be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing, or if the appointer is a corporation in accordance with the Corporations Act 2001 or the hand of its duly authorised attorney. Subject to the provisions of the Corporations Act 2001, the Board may from time to time prescribe a form of proxy. A proxy may be appointed in the form prescribed and distributed by the Company or as accepted by the Chairman of the meeting.

10.6 Proxy Form to be Deposited at Registered Office before Meeting

An instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a copy of that power or authority certified as a true copy by statutory declaration must be received at the registered office of the Company, or by facsimile at the Company's registered office, not less than 48 hours before the time scheduled for commencement of the meeting.

10.7 Vote by Proxy Valid notwithstanding Intervening Death Etc. of Member

A vote given in accordance with the terms of an instrument of proxy will be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the proxy if no advice in writing of the death, unsoundness of mind or revocation of the proxy has been received at the Registered Office or by the Chairman before the vote is given.

10.8 Member may Indicate whether Proxy is to Vote for or against Resolution

Any form of proxy issued by the Company to Eligible Members in respect of a proposed general meeting of Members will make provision for the Eligible Member to indicate whether the Eligible Member wishes to vote for or against any resolution or abstain from voting. The Eligible Member need not give that indication. Where an indication is given, the proxy is not entitled to vote on the resolution except in accordance with that indication.

10.9 Failure to Name Appointee

Any instrument of proxy in which the name of the appointee is not filled in will be deemed to be given in favour of the chairman of the meeting.

10.10 Appointment of Representative by Corporation

Any corporation which is an Eligible Member may by a resolution of its Directors authorise any person it thinks fit to act as its Representative at any or all meetings held during the continuance of the authority, whether the meeting is of the Company or of any class of Members. That person, acting in accordance with his or her authority until it is revoked by the corporation, is entitled to exercise the same powers on behalf of that corporation as that corporation could exercise if it were a natural person who was an Eligible Member.

10.11 Proof of Appointment or Revocation of Appointment of Representative

A certificate under the seal of the corporation or such other document as the chairman of the meeting in his or her sole discretion considers sufficient will be prima facie evidence of the appointment or of the revocation of the appointment (as the case may be) of a Representative.

10.12 Instrument Appointing a Representative

A Representative appointed under Clause 10.10 must produce, upon request by an Officer, evidence of appointment in accordance with Clause 10.11.

10.13 Right to Appoint an Attorney

An Eligible Member who is entitled to attend and vote at a general meeting of the Company or at any meeting of any class of Members may by power of attorney appoint an attorney to act on the Eligible Member's behalf at all or any meetings of the Company.

10.14 Power of Attorney to be Deposited at Registered Office Before Meeting

An instrument appointing an attorney or a copy of that instrument certified as a true copy by statutory declaration must be deposited at the Registered Office not less than 48 hours before the time scheduled for commencement of the meeting.

11. BOARD

11.1 Board

The Board shall consist of those Members elected as Directors pursuant to this Clause 11 and if applicable the Immediate Past Chairman in accordance with Clause 11.12.

11.2 Number of Directors

The number of Directors shall not be less than 6. The Company in a general meeting may resolve to increase or decrease the minimum number of Directors. Where the number of Directors is reduced below 6, the continuing Directors shall only act in the case of an emergency or for the purpose of filling up the vacancies.

11.3 Qualification for Directors

To be eligible to hold the position of Director, the Member must be an Eligible Member (excluding a Member who has obtained Fleet Membership), must be at least twenty one years of age, must be elected in relation to a Zone and reside, at the time of nomination and election, in that Zone.

11.4 Rotation of Directors representing the South East Zone

Subject to Clauses 11.10, 11.11, 12.1 and 14.3, at the fourth annual general meeting following the election or appointment of any Director representing the South East Zone such Director shall retire from office but shall be eligible for re-election provided that:

- (a) no more than two Directors shall retire and be eligible for re-election at any annual general meeting;
- (b) if there are more than two Directors who would be eligible to retire at an annual general meeting, the two Directors who are to retire at the annual general meeting shall be determined in accordance with Clause 11.11; and
- (c) the Directors that would be eligible to retire at an annual general meeting but are not chosen to retire pursuant to paragraph (b) above, shall retire at the next annual general meeting.

11.5 Rotation of Director representing the Far North Zone

Subject to Clauses 11.10, 11.11, 11.12 and 14.3, at the annual general meeting to be held in 2006 and at the annual general meeting held in every fourth year thereafter, the Director representing the Far North Zone shall retire from office.

11.6 Rotation of Director representing the North Zone

Subject to Clauses 11.10, 11.11, 11.12 and 14.3, at the annual general meeting to be held in 2004 and at the annual general meeting held in every fourth year thereafter, the Director representing the North Zone shall retire from office.

11.7 Rotation of Directors representing the Wide Bay-Sunshine Coast Zone and the South West Zone

Subject to Clauses 11.10, 11.11, 11.12 and 14.3, at the annual general meeting to be held in 2003 and at the annual general meeting held in every fourth year thereafter, the Directors representing the Wide Bay - Sunshine Coast Zone and South West Zone shall retire from office.

11.8 Rotation of Directors representing the Central Zone

Subject to Clauses 11.10, 11.11, 11.12 and 14.3, at the annual general meeting to be held in 2005 and at the annual general meeting held in every fourth year thereafter, the Director representing the Central Zone shall retire from office.

11.9 Rotation of Directors for new Zone

Where a new Zone is created pursuant to Clause 18.2 and the Board provides that the number of Directors required to represent that Zone is:-

- (a) 1 Director, then that Director shall retire from office and be eligible for re-election at the annual general meeting held in the third year after the creation of the new Zone and at the annual general meeting to be held every fourth year thereafter;
- (b) 2 or more Directors, then half the number of Directors, (and if this is not a whole number, then rounded down to the nearest whole number) who represent that Zone shall retire from office and be eligible for re-election at the annual general meeting held in the second year after the creation of the new Zone and subject to Clause 11.11, half the number of Directors who represent that Zone shall retire from office and be eligible for re-election at the annual general meeting to be held every second year thereafter.

11.10 Rotation of Directors where Number of Directors Altered

Where the Board alters the number of Directors that represent a Zone, and the alteration results in:-

- (a) 1 Director representing that Zone, then that Director shall retire from office and be eligible for re-election at the annual general meeting held in the third year after the alteration of the number of Directors that represent that Zone and at the annual general meeting to be held every fourth year thereafter;
- (b) 2 or more Directors representing that Zone, then half the number of Directors (and if this is not a whole number, then rounded down to the nearest whole number) who represent that Zone shall retire from office and be eligible for re-election at the annual general meeting held in the second year after the alteration of the number of Directors that represent that Zone and subject to Clause 11.11, half the number of Directors who represent that Zone shall retire from office and be eligible for re-election at the annual general meeting held every second year thereafter.

11.11 Determination of Directors to Retire

The Directors to retire in any year shall be those who have been longest in office since their last election and as between persons who became Directors on the same day, those to retire shall, unless otherwise agreed amongst themselves, be determined by lot conducted by the Secretary.

11.12 Retirement of Chairman and Immediate Past Chairman

Where the Chairman retires after serving a maximum of 3 years in accordance with Clause 12.1 or ceases to hold the office of Chairman and does not further intend to be considered for the office of Chairman, the retiring Chairman or if unavailable a prior Chairman, may at the invitation of the Board assume the role of Immediate Past Chairman for such period as determined at the Board's discretion and may continue in that role if his or her successor as Chairman is unwilling or unable to assume that role of Immediate Past Chairman. If the role of Immediate Past Chairman becomes vacant for any reason whatsoever, the Board may invite a past Chairman to fill the vacancy for such period as determined at the Board's discretion.

11.13 Eligible for Re-election

A retiring Director other than a retiring Chairman who has served a maximum of 3 years as Chairman in accordance with Clause 12.1 or a retiring Immediate Past Chairman is eligible for re-election to the Board.

11.14 Retiring Director Stays for Meeting

A retiring Director will remain in office until the closure of the general meeting at which that Director retires.

11.15 Nomination for Directorship

Unless otherwise provided for in the By-laws, an Eligible Member may be nominated for election as a Director by not less than 20 Eligible Members.

11.16 Form of Nomination

All nominations shall be made in writing in such form as prescribed by the Board from time to time and shall be lodged at the Registered Office by the date fixed by the Board, such date to be more than 42 clear days before the date fixed for the holding of the annual general meeting.

11.17 Nominations not in excess of Positions

Where the Returning Officer receives nominations for the election of Directors representing a Zone which are not in excess of the number of Directors required for that Zone, the Returning Officer shall certify to the Chairman the name or names of the Eligible Member or Eligible Members who have been duly nominated as Directors to represent a particular Zone and such Eligible Member or Eligible Members shall be declared elected by the Chairman at the next annual general meeting. In the event that an insufficient number of nominations for an office are received, the Board shall fill the vacancy as soon as practicable.

11.18 Nominations in excess of Positions

Except as otherwise provided for in the By-laws, where the Returning Officer receives nominations for the election of Directors which are in excess of the number of Directors required to represent a Zone, an election shall be conducted in the following manner:-

- (a) All voting shall be carried out by means of a voting paper which shall be in such form as determined by the Board from time to time. The voting paper shall be given or made available to each Eligible Member in accordance with Clause 23.
- (b) The non-receipt of any voting paper by an Eligible Member or the Returning Officer of the vote of any Eligible Member shall not invalidate the election.
- (c) All votes shall be cast in the following manner:-
 - (i) An Eligible Member must complete all particulars required on the prescribed voting paper;
 - (ii) the name of the candidate for whom the votes are intended to be cast shall be clearly indicated on the voting paper; and
 - (iii) the voting paper must be duly signed by the Eligible Member and returned to the Registered Office by the date which the Directors nominate as the poll closing date, which must not be later than 10 clear days before the date of the annual general meeting.
- (d) All voting papers received by the Company shall be placed in ballot boxes and retained unopened until the day following the closing of the poll.
- (e) A candidate may by memorandum, endorsed on the nomination paper or addressed to the Secretary not less than 7 clear days before the date on which the poll closes, nominate an Eligible Member who is not a candidate for election, to act as a Scrutineer on the candidate's behalf. A Scrutineer may appoint a deputy to act on behalf of the Scrutineer, from amongst the other Eligible Members who have been nominated as scrutineers and must advise the Returning Officer of such appointment.
- (f) On the day after the poll closes, all votes must be counted by or under the immediate supervision of the Returning Officer with such assistance as the Returning Officer sees fit. The Returning Officer shall notify the scrutineers and in the presence of such scrutineers as shall attend, proceed to count all voting papers to determine that the minimum number of votes required by Clause 11.18(g) have been cast with such assistance as the Returning Officer sees fit.
- (g) In the event that the total number of votes cast for the election of any member of the Board does not amount in number to five percent or more of the Eligible Members entitled to vote in that election, then no candidate shall be deemed to be elected to that position, and a casual vacancy shall be deemed to exist for the purposes of clause 14.4 which may be filled in the manner therein provided.

- (h) Subject to Clauses 11.18(g) and (k) the Returning Officer shall report to the Board, the result of the election. The report shall be conveyed by the Returning Officer to the Chairman, who shall at the annual general meeting declare elected those candidates who have received the highest number of votes. The scrutineer or any of them may, if they may think fit, also make a report to the Chairman, and such report shall be read at the annual general meeting unless the meeting otherwise resolves.
- (i) In the event of an equality of votes, the Chairman at the annual general meeting, at which the results are announced, shall have a casting vote at that meeting or any adjournment thereof.
- (j) If the scrutineer discloses an allowance or disallowance by the Returning Officer of a disputed vote, which could affect the result of the election, the Eligible Members at the annual general meeting may:-
 - (i) refer the Returning Officer's report back to him or her for further consideration; or
 - (ii) declare the election null and void and direct that a fresh election be undertaken in accordance with this Clause. Until the result of any such reconsideration by the Returning Officer or fresh election is known, the annual general meeting shall stand adjourned and all retiring officers and members of the Board shall continue in office.
- (k) Where the Eligible Members neither return the Returning Officer's report for further consideration nor direct a fresh election to be undertaken, the Returning Officer's report is final and conclusive.
- (l) In the event that any decision is necessary in connection with the election before or after the annual general meeting it shall be given by the Chairman or in the Chairman's absence by the Deputy Chairman. It shall be the duty of the Chairman (or the Deputy Chairman, if required to act) to ensure that the election of a Director is carried out fully in accordance with the Constitution and By-laws and the Chairman shall have full power to make any determination and to give any such directions including but not limited to, the adjournment of the annual general meeting for any period and from time to time as the circumstances may in the Chairman's opinion require. The decision, direction or determination as to any matter by the Chairman (or Deputy Chairman) shall be final and binding on all Members and candidates for office.
- (m) Unless otherwise resolved at the annual general meeting at which the result of the election is announced, the Returning Officer shall destroy all voting papers relating to the election one month after the conclusion of the annual general meeting.

11.19 Persons not eligible to be Directors

No paid employee of the Company nor any person who receives continuing payment from the Company by way of any annual or periodical remuneration, payment or retainer from the Company (other than a payment made pursuant to Clause 11.22) shall be eligible to be a Director. This prohibition includes a person who is a director, shareholder or Related Party of an entity which has a permanent contractual arrangement or appointment with the Company and for which any payments or fees are received by that entity. For the purposes of this Clause 11.19, the term "Company" includes any associate of the Company or any other entity listed in the By-Laws.

11.20 Retirement

A Director may resign from office by giving the Secretary notice in writing.

11.21 Removal of Directors

Subject to the Corporations Act 2001, a Director may be removed from office, by an ordinary resolution passed at a general meeting of the Company.

11.22 Remuneration

(Adopted by AGM 23/05/07)

Directors shall be paid remuneration out of the funds of the Company for their services as Directors. Their total remuneration (excluding any remuneration for extra services performed by the Director as set out in Clause 11.23) shall be as from time to time determined by the Eligible Members in general meeting. The total remuneration shall be by a fixed sum and not by a commission or a percentage of the operating revenue of the Company or its profits. Unless otherwise determined by the Eligible Members in general meeting, the total remuneration payable to Directors shall not exceed \$600,000. The total remuneration of the Directors will not be altered except at a general meeting convened by a notice which specifies the intention to propose the change, the amount of the change and the maximum sum that may be paid. The Directors will divide the sum as they think fit.

11.23 Remuneration of Directors for extra services and payment of expenses

If a Director is called upon to perform extra services or to make any special exertion in going or residing abroad or otherwise for any of the purposes of the Company, the Company may pay additional remuneration to that Director as the Board determines. The additional remuneration must not be by way of commission or percentage of operating revenue. Any Director ordinarily residing at a distance of more than 80 kilometres from Brisbane or any Director otherwise required to travel on behalf of the Company shall be entitled to receive from the Company with the approval of the Board reimbursement for reasonable expenses which have been incurred in connection with the execution of their duties as a Director.

11.24 Failure to Re-Elect a Director

Where a Director retires in accordance with this Clause 11 or ceases to be a Director for any reason and a Director is not elected to replace the retiring Director, the vacancy on the Board will be a casual vacancy, which may be filled in accordance with Clause 14.

12. CHAIRMAN/DEPUTY CHAIRMAN

12.1 Chairman

The Board shall when required under this Clause 12 during the period of October to December, and no later than December 31 elect from their number a Chairman who will assume the office of Chairman at the conclusion of the next annual general meeting.

The Chairman shall be elected for a period of one (1) year and may be re-elected with a maximum of two further periods of one (1) year at the Board's discretion. The further periods do not have to be served concurrently.

The Chairman shall be deemed to remain, for the term of office as Chairman, as a member of the Board representing the same Zone as the Chairman represented at the time of the Chairman's election as Chairman.

The Chairman shall not be subject to re-election as a Director while he or she holds the office of Chairman. The Director who is to assume the office of Chairman pursuant to this clause at the conclusion of the next annual general meeting also shall not be subject to re-election as a Director.

12.2 Deputy Chairman

The Board shall elect from their number a Deputy Chairman at their first meeting after the annual general meeting at which the Chairman assumed office. The Deputy Chairman shall be elected for a period of one (1) year with a maximum of two further periods of one (1) year at the Board's discretion.

The Deputy Chairman at the time shall assume the position of Chairman upon the retirement, resignation, removal or death of the Chairman for the balance of the Chairman's term of office.

12.3 Removal of Chairman/Deputy Chairman

The Board may at any time remove the Chairman or Deputy Chairman and elect another Director in that person's place. Any Director so elected or appointed shall only hold office for such period as the person in whose place the Director has been appointed would have been entitled to hold office had the person not been removed from the office of Chairman or Deputy Chairman.

12.4 Election and Re-election

Where 2 or more Directors are nominated for the office of Chairman or Deputy Chairman, then the election shall be by secret ballot to be held at a meeting of the Board. A person elected by the Board as Chairman and who serves a maximum of three years as Chairman pursuant to Clause 12.1 shall thereafter be ineligible for election as Chairman.

13. RETURNING OFFICER

13.1 Returning Officer

The Secretary, or such other person selected by the Board, shall act as Returning Officer for the purposes of Clause 11.

14. CASUAL VACANCIES

14.1 Casual Vacancies

If a Director:-

- (a) dies, becomes bankrupt or insolvent;
- (b) becomes of unsound mind or otherwise permanently incapable of acting;
- (c) resigns or retires from the office of Director in writing;
- (d) is removed from the office of Director pursuant to Clauses 11.21 or 12.3;
- (e) becomes prohibited from being a Director by reason of an order under the Corporations Act 2001;
- (f) ceases to be a Member of the Company;
- (g) without leave of the Board fails to attend at least 75% of the meetings of the Board in any 12 month period; or
- (h) has attained the age of 72;

then the Director, shall automatically be deemed to have vacated the office of Director and the vacancy shall be termed a casual vacancy. Where the Director attains the age of 72, the Director shall vacate the office of Director at the conclusion of the next annual general meeting following the Director's 72nd birthday.

14.2 Filling Casual Vacancy

Every casual vacancy on the Board may be filled by the Board by the appointment of an Eligible Member qualified to fill the vacancy.

14.3 Term of Appointment

Any Eligible Member appointed to the Board to fill a casual vacancy shall hold office for such period as the Director, who vacated the office of Director, would have been entitled to hold office had the vacancy not occurred.

14.4 Casual Vacancy after Re-Election

A vacancy on the Board caused by a failure for any reason to elect a person to replace a Board member who has been required to retire in accordance with this Constitution shall also be deemed to be a casual vacancy and filled in accordance with Clause 14.2.

15. POWERS OF DIRECTORS

15.1 Powers of Directors

The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting the Company, and may exercise all such powers of the Company as are not by the Corporations Act 2001, this Constitution or the By-laws required to be exercised by the Company in general meeting. The operation and effect of this Clause 15.1 is not limited in any way by the following provisions of this Clause 15.

15.2 Power to Borrow

The Directors may exercise all powers of the Company to borrow and/or raise money and to mortgage or charge its assets, undertaking, property or any part thereof whether outright or as security for any debt, liability or obligation of the Company or of any third party and to guarantee or to become liable for the payment of money or the performance of any obligation by any other person.

15.3 Appointment of Attorney

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

15.4 Execution of company cheques

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

15.5 By-laws

Without limiting the generality of Clause 15, the Board shall have the power to make, alter and repeal all By-laws necessary, expedient or convenient for the proper conduct and management of the Company and in particular but not exclusively may make such By-laws to regulate:-

- (a) the entrance fees and subscription fees payable by Members of each respective class of Membership;
- (b) the terms as to payment or otherwise of admission of Members to participate in the benefits of any of the privileges of the Company and the use by or supply to Members of any of the property of the Company;
- (c) the rights and privileges associated with each class of Membership specified in clause 2.1;
- (d) the setting aside of the whole or any part or parts of the Company's premises for any Members or any class of Members at any particular time or times or for any particular purpose or purposes;
- (e) the imposition of fines for the breach of this Constitution or any By-law;
- (f) the procedure for meetings of the Company and the Directors except as otherwise provided for in this Constitution or the Corporations Act 2001;
- (g) the conduct of Members in relation to one another and to the Company's servants;

- (h) Eligible Member's requisitions and resolutions and any other dealings with Members;
- (i) all matters relating to the election of the Directors and the rights of Eligible Members who reside in each Zone to elect exclusively by ballot or otherwise, such Directors to represent that Zone, except as otherwise provided for in this Constitution;
- (j) the provision of emergency and breakdown road services and other services to be provided to the Members;
- (k) all such matters as are commonly the subject matter of Company rules and are not expressly dealt with in this Constitution.

The Board shall adopt such means as they deem sufficient to bring to the notice of Members all such By-laws, alterations and repeals of such By-laws.

16. PROCEEDINGS OF DIRECTORS' MEETINGS

16.1 Regulate Directors Meeting

The Directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

16.2 Meetings using Electronic Means

- (a) Without limiting the discretion of the Directors to regulate their meetings under Clause 16.1, the Directors may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication. Notwithstanding that the Directors are not present together in one place at the time of the meeting, a resolution passed by such a conference will be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which the meeting was held. The provisions of this Constitution relating to proceedings of Directors apply to such meetings to the extent that they are capable of applying, and with the necessary changes.
- (b) A resolution will not be deemed to have been passed at a meeting of the Directors by the operation of Clause 16.2(a) unless all of the following conditions are met:
 - (i) each of the Directors entitled to notice of a meeting of Directors has been sent notice of the meeting; and
 - (ii) at the commencement of the meeting each of the Directors taking part in the meeting and entitled to vote acknowledges his or her presence for the purposes of the meeting to each of the other Directors taking part; and
 - (iii) at the commencement of the meeting, each of the Directors taking part in the meeting and entitled to vote acknowledges that he or she is able to hear each of the other Directors taking part in the meeting.
- (c) A Director may not cease to take part in a meeting of the type described in Clause 16.2(a) by disconnecting his or her radio, telephone, closed-circuit television or other electronic means of audio or audio-visual communication before the conclusion of the meeting without the consent of the Chairman of the meeting. A Director present at the commencement of the meeting will be conclusively presumed to have been present and, subject to other provisions of this Constitution, to have formed part of the quorum throughout the meeting, unless that Director has obtained the consent of the Chairman of the meeting to cease to take part in the meeting or the Chairman of the meeting has actual knowledge that the Director has ceased to take part in the meeting.

- (d) Any minutes of a meeting of the type referred to in Clause 16.2(a) purporting to be signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting of Directors will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of the meeting.
- (e) When by the operation of Clause 16.2(a) a resolution is deemed to have been passed at a meeting of the Directors, that meeting will be deemed to have been held at such place as is determined by the Chairman of the relevant meeting, provided that at least one of the Directors who took part in the meeting was at such place for the duration of the meeting.

16.3 Quorum

The quorum necessary for the transaction of business of the Board shall, unless otherwise determined, be 5.

16.4 Chairman of Board

The Chairman, elected in accordance with Clause 12.1, shall act as chairman of all meetings of the Board at which the Chairman is present and in the Chairman's absence, the Deputy Chairman shall act as Chairman and in the Deputy Chairman's absence, the chairman shall be a Director nominated for that purpose by the Chairman.

16.5 Convening a Meeting

The Chairman may and the Secretary shall on the requisition of any 3 Directors convene a meeting of the Board.

16.6 Meeting of Board

The Board shall meet not less than once every 3 months.

16.7 Voting of the Board

All questions arising at a meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the Chairman has a casting vote.

16.8 Delegation of Powers

The Board may delegate any of their powers to committees consisting of such Directors, Members or Non-Members as they think fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board.

16.9 Resolution in Writing

A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or by all the members of a Committee of Directors, not in either case being less than a quorum, shall be as effective for all purposes as a resolution passed at a meeting of the Directors or of such committee, as the case may be, duly convened held and constituted and may consist of several documents in the like form and signed by one or more of the Directors or members of the committee.

16.10 Minutes

Minutes shall be kept of all proceedings at general meetings, committee meetings and Directors meetings. Minutes of proceedings of such meetings shall be submitted for confirmation at the next respective meeting.

16.11 Confirmation of Minutes

The minutes shall be signed as a correct record by the chairman of the meeting at which they are confirmed and any person voting against a resolution carried at a meeting and any person abstaining from voting shall be entitled to have their dissent or abstention (as the case may be) recorded in the minutes of that meeting.

17. INTERESTED DIRECTORS

17.1 Disclosure of Interest

A Director who is in any way, whether directly or indirectly, interested in a matter in which the Company has an interest must declare the nature of the interest at a meeting of the Directors, as soon as practicable after the relevant facts have come to the Director's knowledge.

17.2 General Notice

For the purposes of Clause 17.1, a general notice given to the Directors by a Director to the effect that the Director is an officer or member of a specified corporation or a member of a specified firm and is to be regarded as interested in any matter, after the date of the notice, in which that corporation or firm may have an interest, will be deemed to be a sufficient declaration of interest in relation to the matter if:

- (a) the notice states the nature and extent of the Director's interest in the corporation or firm;
- (b) when the matter is first considered, the extent of the Director's interest in the corporation or firm is not greater than is stated in the notice; and
- (c) the notice is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it was given.

17.3 Conflict of Interest

It is also the duty of a Director who holds any office or possesses any property the holding of which office or the possession of which property might, whether directly or indirectly, create duties or interests in conflict with his or her duties or interests as a Director of the Company to declare at the first meeting of Directors held after he or she becomes a Director, or if he or she is already a Director at the first meeting of Directors held after he or she commenced to hold any office or possess any property as aforesaid, the fact of his or her holding such office or possessing such property and the nature, character and extent of the conflict.

17.4 Record of Disclosures by Directors

It is the Secretary's duty to record in the minutes any disclosure given by a Director under this Clause 17.

17.5 Contract not Avoided when Director Interested

If the nature of a Director's interest has been disclosed in the manner required by this Clause 17, that Director will not be disqualified by virtue of holding the office of Director from holding any office in any corporation in which the Company is a shareholder or is otherwise interested; or from contracting with the Company either as vendor, purchaser or otherwise, and nor will any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be avoided; and a Director is not liable to account to the Company for any profit arising from that office or realised by the contract or arrangement, or by any participation in an association or otherwise by reason only of the Director holding that office or place of fiduciary relations thereby established.

17.6 Director may not Vote when Interested

A Director must not vote as a Director in respect of any contract or proposed contract or arrangement in which he or she has directly or indirectly a material interest. If that Director does so vote, the vote must not be counted. Subject to the foregoing, a Director may vote in respect of any matter in which he or she is interested if:-

- (a) the Board has at any time resolved that it is satisfied that the Director's interest in the matter (as specified by resolution of the Board) should not disqualify the Director from considering or voting on the matter;
- (b) under section 196 of the Corporations Act 2001, or any provision enacted in place of that provision, the Director is lawfully able to vote or to be present during consideration by the Board in relation to the matter; or

- (c) the interest which the Director has in the matter arises by reason only that the Director is a Member and has an interest in the matter in common with other Members.

17.7 Quorum

A Director who is not entitled to vote or to be present during the consideration of a matter will not be counted in any quorum required for a meeting of Directors while that matter is being considered.

17.8 Director may Affix Seal notwithstanding Interest

Notwithstanding that a Director is interested in a contract or arrangement, that Director may be appointed as the Director to sign any instrument to which the interest relates on behalf of the Company or in whose presence the Seal of the Company is to be affixed.

18. ZONES

18.1 Number of Zones

The Board shall divide Queensland into the Zones listed below, which shall until otherwise determined by the Board be represented by the number of Directors set out opposite each Zone.

Name of Zone	Number of Directors
South East	5
Central	1
North	1
Far North	1
South West	1
Wide Bay/Sunshine Coast	1

18.2 Creation/Abolition and Boundaries of the Zones

The Board shall fix and may alter the boundaries of each Zone, and may abolish any Zone and create any new Zone.

18.3 Creation/Abolition of Zone

In the event of the abolition of any Zone, a Director at that time representing the abolished Zone shall be deemed to have vacated the office of Director. In the event of the creation of a new Zone a casual vacancy shall be deemed to exist and may be filled in accordance with this Constitution.

18.4 Alteration of Number of Directors

The Board may from time to time increase or reduce the number of Directors that represent each Zone provided that the total number of Directors shall not be reduced below 6.

19. SECRETARY

19.1 Appointment

The Board may appoint a Secretary or Secretaries for such period as it deems fit, at such remuneration and on such conditions as they think fit, and any Secretary so appointed may be removed by the Directors.

19.2 Acting Secretary

The Directors may also at any time appoint a person as an acting Secretary or as a temporary substitute for a Secretary who, for the purposes of this Constitution, will be deemed to be a Secretary.

20. COMMON SEAL

20.1 Common Seal

The Directors will provide for the safe custody of the seal. The seal will only be used by the authority of the Directors. Every instrument to which the seal is affixed, subject to any provisions contained in this Clause, will be signed by a Director and countersigned by the Secretary, another Director, or by some other person appointed by the Directors for that purpose.

20.2 Duplicate Seal

The Company may have for use a duplicate seal which must be a copy of the seal with the words “duplicate seal”, “share seal” or “certificate seal” added.

20.3 Facsimile Signature under Seals

The Directors may determine either generally or in a particular case and in any event subject to such conditions as they think fit that wherever a signature is required by this Constitution on a document to or in which the seal or a duplicate seal is affixed or incorporated, that requirement will be satisfied by a facsimile of the signature affixed by mechanical or other means.

20.4 Effect of Sealing

Any instrument bearing the seal or a duplicate seal if issued for valuable consideration, will be binding on the Company notwithstanding any irregularity touching the authority of the Directors to issue the same, or the circumstances of its issue.

21. ACCOUNTS AND AUDIT

21.1 Company to Keep

The Company will keep such accounting and other records of the business of the Company as required by the Corporations Act 2001.

21.2 Annual Accounts to be Laid before Annual general meeting

At the annual general meeting in every year the Directors will lay before the Company the annual financial report for the last financial year of the Company, together with such other accounts, reports and statements as are required by the Corporations Act 2001.

21.3 Copy of Accounts to be Provided or Made Available

The Company will provide, or make available, to all persons entitled to receive notice of general meetings all accounts, reports and statements as may be required to be provided or made available by the Corporations Act 2001. Such accounts, reports and statements may be provided or made available in any manner permitted by the Act.

22. AUDITORS AND RECORDS

22.1 Auditor: Appointment and Removal

The auditors of the Company will be appointed and may be removed in accordance with the Corporations Act 2001. The auditors will perform the duties and have such rights and powers as may be provided in the Corporations Act 2001.

22.2 Inspection of Records

The Directors will determine whether and to what extent, at what time and place or places, and under what conditions, the accounting records and other documents of the Company will be open to the inspection of Members other than Directors, and except as provided by law or authorised by the Directors, a Member not being a Director does not have the right to inspect or to require or receive any information, or to require discovery of any record or document of the Company or any information respecting any detail of the Company's trading or business, including any matter which is or may be in the nature of a trade secret, mystery of trade or secret process relating to the conduct of the business of the Company.

23. NOTICES

23.1 Method of Service of Notices

In addition to any other form of notice permitted by this Constitution or by the Corporations Act 2001, a notice may be served by the Company on a Member receiving notice under this Constitution by any of the following methods:

- (a) by serving it personally on the Member;
- (b) by leaving it at the Member's Registered Address;
- (c) by sending it by post in a prepaid letter, envelope or wrapper addressed to the Member at the Member's Registered Address;
- (d) by insertion in or supplement to any newspaper periodical or other publication posted or delivered to all Members;
- (e) by advertisement in a newspaper or newspapers circulating in the districts of the Member's Registered Addresses;
- (f) by sending it by facsimile transmission to a facsimile number nominated by the Member for the purpose of serving notices on the Member; or
- (g) by any other legally permissible means.

A Member may provide the Company with an address other than that of the Member's Registered Address for the purpose of serving notice on that Member.

23.2 Notices to Joint Holders

Where two or more persons are joint Members, notice validly served upon one of them will be deemed to constitute valid service upon all of them.

23.3 Time of Service by Post

Any notice sent by post will be deemed to have been served on the day following that on which the letter, envelope, periodical, publication or wrapper containing the notice is posted, or if served by advertisement on the day on which the advertisement appeared and in proving service it will be sufficient to prove that the letter, envelope, periodical, publication or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle. A certificate in writing signed by any manager, Secretary or other officer of the Company that the letter envelope or wrapper containing the notice was so addressed and posted is conclusive evidence thereof.

23.4 Time of Service by Facsimile Transmission

Any notice sent by facsimile transmission will be deemed to have been served on receipt by the Company of a transmission report confirming successful transmission.

23.5 Service when Member is Deceased

Any notice or document served upon any Member under this Constitution will notwithstanding that Member is then deceased, and whether or not the Company has notice of that Member's death, be deemed to have been duly served whether Membership is held solely or jointly with other persons, until some other person is registered in place of the deceased Member as the holder or joint holder thereof. Service on the deceased's heirs, executors or administrators will for all purposes of this Constitution be deemed sufficient service of that notice.

23.6 Persons Entitled to Notice of General Meeting

Notice of every general meeting of the Company must be served in a manner authorised by Clause 23.1 or as otherwise allowed by the Corporations Act 2001 to:

- (a) every Eligible Member;
- (b) every Director; and

- (c) the Auditors.

No other person is entitled to receive notices of general meetings.

23.7 Signatures on Notices

The signature to any notice to be given by the Company may be written or printed or a facsimile thereof may be affixed by mechanical or other means.

24. INDEMNITY AND INSURANCE

24.1 Indemnity against liabilities

To the extent permitted by law, the Company:

- (a) indemnifies every person who is, or has been, a Director or Secretary; and
- (b) may, by deed, indemnify or agree to indemnify a person who is, or has been, an Officer of a related body corporate, against a liability incurred by that person, in his or her capacity as such a Director, Secretary or Officer, to another person (other than the Company) provided that the liability does not arise out of conduct involving a lack of good faith.

24.2 Indemnity for Costs and Expenses

To the extent permitted by law, the Company:

- (a) indemnifies every person who is, or has been, a Director or Secretary; and
- (b) may, by deed, indemnify or agree to indemnify a person who is, or has been, an Officer of a related body corporate,

against a liability for costs and expenses incurred by that person:

- (c) in defending any proceedings in which judgment is given in that person's favour, or in which that person is acquitted; or
- (d) in connection with an application in relation to any proceedings in which the Court grants relief to that person under the Corporations Act 2001.

24.3 Insurance

To the extent permitted by law, the Company may 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 or a related body corporate against a liability:

- (a) incurred by that person:
 - (i) in his or her capacity as such an Officer;
 - (ii) in the course of acting in connection with the affairs of the Company or a related body corporate; or
 - (iii) otherwise arising out of the person holding office as such an Officer;

provided that the liability does not arise out of conduct involving:

- (iv) a wilful breach of duty in relation to the Company or a related body corporate; or
- (v) a contravention of sections 180, 181, 182, 183 or 184 of the Corporations Act 2001; or
- (b) for costs and expenses incurred by that person in defending proceedings, whatever their outcome.



