

CONSTITUTION

OF

PARKS & LEISURE AUSTRALIA



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AUSTRALIA

**THE CONSTITUTION OF
PARKS & LEISURE AUSTRALIA
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

INTERPRETATION

In this Constitution unless there be something inconsistent in the subject matter or context concerned:

“ASIC” means the Australian Securities and Investments Commission.

“attorney” means the holder of a power of attorney granted by a member of the Company

“Authorised representative” means such a person nominated by the Board to hold a position as Company representative on Committees, delegations or nominated bodies.

“the Board” means the Board of Directors, known as the National Board of the Company, and “the Board” and “Directors” have corresponding meanings when referred to collectively. Reference to individual Board Directors does not have a similar meaning to “the Board”.

“the Company” means Parks and Leisure Australia Limited a company limited by guarantee and not having a share capital.

“the Executive” refers to those members of the Board referred to in Article 42 and the secretary for the time being of the Company

expressions defined in the Law shall have the meanings so defined.

“the industry” means the industry described in Article 2.2 below.

“the Law” means the Corporations Law as amended from time to time.

“Member” means member of the Company as defined in this Constitution and by the Law.

“Member of a Region” means a Member whose registered address is within a particular Region, and derivative phrases have a like meaning.

“Month” means calendar month.

“the Office” means the registered office for the time being of the Company.

“Office bearer” means a person elected to a position of honorary office on the Board, Regional Council or Committee until the next following annual general meeting

“predecessor organisations” means the Royal Australian Institute of Parks and Recreation ACN 005 536 952 and The Australian Leisure Institute Incorporated, a body incorporated under the Associations Incorporation Act 1981 (Victoria)

“the professions” means the professions described in Article 2.3 below.

references to writing shall, unless the contrary intention appears, be construed as concluding references to recording and storing data and information in any form or by any means (graphic, electronic or mechanical, including photocopying, recording, taping or information retrieval systems) and all other modes of representing or reproducing words in a visible form.

“Region” means an area of the Commonwealth of Australia identified by the Board from time to time for the purpose of servicing and conducting activities for members living in close proximity. Regional boundaries will usually, but not always, coincide with State and/or Territorial borders.

“Regional Council” means a Regional Council formed pursuant to this Constitution.

“the Register” means the register of members to be kept pursuant to the Law.

“Returning Officer” means such a person nominated by the Board to administer elections under this Constitution

“Secretary” means such person as is appointed by the Board to hold the position of Chief Executive Officer of the Company and to undertake the responsibilities of company secretary

“Special Resolution” has the meaning as assigned by the Law.

words importing the singular include the plural and vice versa, and words importing persons include companies, corporations and public bodies.

“Year” means calendar year unless otherwise specified.

NAME AND OBJECTS OF THE COMPANY

1. The name of the Company is “Parks & Leisure Australia Ltd” (“the Company”).
2. The objects for which the Company are established are:
 - 2.1 To provide a national organisation which will promote co-operation and mutual assistance between persons and organisations associated with public parks, botanic gardens and open space environment; recreation and leisure facilities and services.
 - 2.2 To promote the aesthetic, scientific and social development and study of all matters related to and impacting on, the management and operation of public parks, botanic gardens and open space environments; and recreation and leisure facilities and programs and services (“the industry”).
 - 2.3 To act as an advocate and representative body for professional persons in the industry (“the professions”) to all levels of government and business instrumentalities.

- 2.4 To promote a conservation ethic within the professions and throughout the industry.
- 2.5 To maintain a high standard and status for the professions.
- 2.6 To assist in the development of professionals in the industry through the promotion of and support for appropriate information, education and training opportunities.
- 2.7 To arrange meetings and opportunities for members to exchange information, through formal and informal forums and conferences, as well as to disseminate a range of published material relating to all aspects of parks and leisure services.
- 2.8 To encourage the application of appropriate resources towards the development and maintenance of parks and leisure services across Australia.
- 2.9 To stimulate the development of service levels within the industry and the achievement of best practice.

APPLICATION OF INCOME AND PROPERTY

3. The income and property of the Company derived from whatever source and location must be applied solely in the promotion of the objects of the Company as set out in this Constitution.
 - 3.1 No part of the income, property or any assets of the Company shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit in any way to members of the Company.
 - 3.2 Nothing contained in this Article prevents the payment in good faith:
 - (a) of remuneration to any officers or employees of the Company or to any member of the Company in return for any services actually rendered to the Company, or

- (b) for goods supplied in the ordinary and usual course of business by any member of the Company, or
- (c) of interest at a rate not exceeding the rate at the time being fixed for the purpose of this clause by this Constitution on moneys borrowed from any member of the Company, or
- (d) of reasonable and proper rent for the premises demised or let by any member to the Company.

FEES TO DIRECTORS

4. The payment of director's fees to any member of the Company serving as a director on the board of directors of the Company "(The Board") is prohibited. Notwithstanding this prohibition the Company may permit payments to be made to directors in the following circumstances:
 - (a) for the payment of out of pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the Board

SECTION 150 OF THE CORPORATIONS LAW

5. This Constitution contains conditions upon which a license is or may be granted by the Australian Securities and Investments Commission ("ASIC") to the Company in pursuance of the provisions of Section 150 of the Corporations Law. To prevent any evasion of such provisions of the said Paragraph ASIC may from time to time on the application of any member of the Company and on giving notice to the Company of its intention to do so and after affording the Company an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Company.

LIABILITY OF MEMBERS

6. The liability of members of the Company is limited.
7. Each member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while he is a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member, and the costs charges and expenses of winding up and for adjustment of the rights of contributories among themselves such amount as may be required not exceeding fifty dollars (\$50.00).

SURPLUS ON WINDING UP

8. If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed amongst the members of the Company but must be given or transferred to some company or organisation having objects similar to the objects of the Company and whose memorandum of association or constitution prohibits the distribution of its or their income and property among its or their members absolutely, such institution of institutions to be determined by the members of the Company at or before the time of dissolution and in default thereof by the Federal Court of Australia or the Supreme Court of South Australia or such other court as may have or acquire jurisdiction in the matter.

ACCOUNTS

9. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being shall be open to the inspection of the members. Such account shall upon the written request of ASIC be made available for inspection by him or by anyone authorised in

writing by him for the purpose. Once at least in every year the accounts of the Company shall be examined by one or more qualified auditor or auditors.

POWERS OF THE COMPANY

10. Solely for the purposes of carrying out the objects of the Company and not otherwise, the Company has all the powers of a natural person including but not limited to the following:

10.1 to establish subsidiaries promote co-operate with subscribe or donate to land or give monetary assistance to or otherwise aid associations institutions organisations clubs and societies and whether incorporated or unincorporated which have as their aim or objects any aim or object similar to those of the Company;

10.2 to undertake the office of and act as trustee custodian trustee for any person or persons company corporation or trust and generally to undertake perform and discharge any trust or trust agency business and any office confidence gratuitously or otherwise and to exercise all or any powers and objects of the Company for those purposes provided that any such undertaking shall directly or indirectly serve to foster and further the aims or objects of the Company;

10.3 to raise money by all lawful means and to collect funds and to solicit, receive, enlist and accept financial and other aid, subscriptions, donations and bequests from individuals, trusts, companies, corporations, associations, societies, institutions, and other organisations or authorities and from Governments and public bodies and to conduct fund-raising campaigns;

10.4 to expend such moneys of the Company as may from time to time be necessary or desirable for the purpose of furthering the objects of the Company or any of them;

- 10.5 to utilise such facilities as may be made available by any association, institution, organisation, club, society, authority, school, university, college or other place of learning;
- 10.6 to promote, establish, provide, contribute to, assist, subsidies or manage any superannuation and pension funds or other schemes for the benefit of employees or ex-employees of the Company or the dependents or connections of any such persons, and to grant pensions, bonuses, allowances or gratuities to any employee or ex-employee of the Company or to the dependents or connections of any such persons and to make payments towards insurance and generally to promote the welfare of the employees of the Company and their dependents and connections in any manner that may be thought expedient;
- 10.7 to take, subscribe for, purchase and otherwise acquire and hold and sell shares, stocks, debentures, debenture stock, bonds, obligations, investments and securities and options over and rights to any of the foregoing issued or guaranteed by any company or corporation and which are listed or about to be listed on any stock exchange in the Commonwealth of Australia and debentures, debenture stock, bonds, obligations, investments and securities issued or guaranteed by any Government, public body or authority supreme, municipal, local or otherwise, in the said Commonwealth;
- 10.8 to invest any funds of the Company from time to time in such manner as the Board thinks fit;
- 10.9 to purchase, take on lease or in exchange, hire and otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of carrying out its objects and in particular any land, buildings, easements, plant and equipment;

- 10.10 to construct, improve and maintain any buildings and other facilities necessary or desirable for carrying out the objects of the Company.
- 10.11 to borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debenture, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) and to purchase redeem or pay off any such securities;
- 10.12 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- 10.13 to sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company;
- 10.14 to lend money to any person or company on such terms and conditions as to security interest and otherwise as the Company may from time to time determine;
- 10.15 to take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers or others;
- 10.16 to do all such other things as are incidental or conducive to the attainment of the objects, and the exercise of the powers of the Company;

10.17 to carry out all or any of the objects of the Company and do all or any of the above things either as principal, agent or trustee and by or through agents, trustees or otherwise.

MEMBERS

11. For the purpose of registration the number of members of the Company is declared to consist of one thousand four hundred members. The Board may, whenever the circumstances of the Company in their opinion require it, register an increase in the number of members.

(a) Members are those persons admitted by the Board to membership in accordance with and acceptance of this Constitution.

CLASSIFICATION OF MEMBERS

12. The Board may in its absolute discretion from time to time create any class or category of membership of the Company as the Board deems fit

(a) Applications for membership shall be made in the form that the Board from time to time prescribes.

(b) Only individuals, companies or bodies incorporated pursuant to any Statute shall be eligible for membership

(c) In the absence of any regulation to the contrary by the Board, those who are eligible for membership are:

(i) such persons as are determined by the Board to be eligible as Student Members

(ii) such persons as are determined by the Board to be eligible as ordinary members who are working either full or part time in the parks and leisure industry

(iii) Corporate Members, as are more particularly described in Article 38 below

- (iv) retired members of the Company or its predecessor organisations.
- (v) such persons or corporations who are not currently in the parks and leisure industry but are determined by the Board to be eligible as Members;
- (d) those persons who, in the opinion of the Board have provided distinguished and outstanding service within the industry and who have been a member of the Company or its predecessor organisations for a minimum period five years, are eligible to made Fellows of the Company;
- (e) persons who in the opinion of the Board have provided exceptional and outstanding service to the industry may be appointed to Honorary Life Membership of the Company;
- (f) without derogating from the immediately preceding sub-paragraphs, those persons who hold honorary life membership or honorary life fellowship of either of the Company's predecessor organisations shall have the status of Honorary Life Members of the Company.

CESSATION OF MEMBERSHIP

13. A member ceases to be a member if:

- (a) the member's subscription remains unpaid for more than three calendar months after it becomes due, and the Secretary or Finance Director if directed by the Board to do so forwards to the member notice of that default
- (b) Notwithstanding cessation of membership the member shall be liable for all subscriptions or other moneys due and payable by the member at the date of the ceasing to be a member, but the Board may in its absolute discretion refund to the member such proportion of any subscription or other moneys as the Board may determine.

14. A member of the Company who has paid all monies due and payable by him to the Company may resign by giving one months' prior notice in writing to the secretary of the intention to do so. Upon the expiry of the notice the member ceases to be a member.

15. The Board may by resolution:
 - (a) expel a member from the Company; or
 - (b) suspend a member from membership of the Company for a specified period; or
 - (c) otherwise censure the member
 - (d) If the Board is of the opinion that the member has:
 - (i) willfully refused or neglected to comply with the provision of the Constitution of the Company; or
 - (ii) been guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company.

16. A resolution of the Board under Article 15 above does not take effect unless, at least one week before the meeting of the Board at which that resolution is passed, the Board has given to the member concerned:
 - (a) notice of the meeting;
 - (b) details of the allegations made against the member; and
 - (c) notice of the intended resolution.

17. At the meeting at which the resolution referred to in Article 15 is to be proposed, the Board must give the member concerned the opportunity of giving orally or in writing any explanation or defence the member may think fit. The member may, by notice in writing lodged with the secretary at least

24 hours before the appointed time of the meeting, elect to have the proposed resolution dealt with by the Company in an extraordinary general meeting.

18. An extraordinary general meeting called under Article 17 above must only be called for the purpose of considering the resolution proposed under Article 15;
 - (a) such resolution shall have effect only if passed by a majority of two-thirds of those present and voting, such vote to be taken by ballot.
 - (b) the member concerned shall be punished accordingly and in the case of a resolution for the cessation of his or her membership, the member shall cease to be a member of the Company.

GENERAL MEETINGS

19. An annual general meeting of the Company must be held not less than nine months and not more than fifteen months apart and in accordance with the provisions of the Law. All general meetings other than the annual general meeting are extraordinary general meetings.
20. An extraordinary general meeting may be convened:
 - (a) under Article 17 above; or
 - (b) by the request in writing to the secretary of any three or more Board members; or
 - (c) by petition of not less than 10% of the current membership of the Company; or
 - (d) as provided under section 246 of the Law.
21. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, at least 21 days notice exclusive of the day on which notice is served or deemed to be served, and exclusive of the day for which notice is given, specifically:
 - (a) the date, time and place of the meeting; and

- (b) in the case of special business, the nature of that business; must be given to members.
22. "Special business" for the purposes of Article 21 does not include:
- (a) consideration of the accounts, balance sheets and the report of the Board and the auditors for the time being of the Company;
 - (b) the election of officers and other members of the Company in the place of those retiring;
 - (c) the appointment of auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Except as this Constitution otherwise provides, twenty members or 10% of the total membership of the Company, whichever is less, present in person or by proxy or attorney or by duly authorised representative, are a quorum.
- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting;
 - (i) If convened upon the requisition of members, shall be dissolved;
 - (ii) in any other case shall stand adjourned for one week to the same time and place, or to such other day and at such other time and place as the Board may determine;
 - (b) If at the adjourned meeting a quorum is not present by fifteen minutes after the time appointed for the meeting, the meeting shall stand dissolved.
24. Meeting procedure is as follows.
- (a) The President or some other Board member nominated for the purpose by the Board, or in his or her absence the Deputy President, must chair every general meeting of the Company.

- (b) If none of those referred to in (a) above are willing to chair the meeting or are present within fifteen minutes of the appointed time for its commencement, then the members present must elect one of their number chairperson. If they fail to do so, the meeting stands dissolved.
- 25. Meetings may be adjourned as follows:
 - (a) The chairperson with the consent of any meeting may, and if directed by the meeting must, adjourn the meeting to a later time and the same or a different place.
 - (b) Only unfinished business may be transacted at the adjourned meeting.
 - (c) Notice of any adjournment for more than a month must be given as if for an original meeting.
- 26. At any general meeting a resolution put to the vote shall be decided on a show of hands unless (before the declaration of the result of the vote) a poll is demanded by:
 - (a) the chairperson; or
 - (b) at least three members present in person or by proxy.
- 27. Unless a poll be demanded under Article 26, a declaration by the chairperson that a resolution has on a show of hands either been carried unanimously or by a particular majority or lost, and an entry to that effect in the minutes of the proceedings of the Company, are conclusive proof of the vote on that resolution. The demand for a poll may be withdrawn.
- 28. A poll must be taken in the manner and when the chairperson directs. He or she may adjourn the meeting for the poll to be taken. The result of the poll becomes the resolution of the meeting at which the poll was demanded. A

poll demanded on the election of a chairperson or on any question of adjournment must be taken forthwith.

29. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson has a second or casting vote.

VOTES OF MEMBERS

30. A member may vote in person or by proxy or by attorney. On a show of hands every member present or represented has one (1) vote. On a poll every member whether present in person or by proxy or by attorney or other duly authorised representative, has one (1) vote.
31. A member who is subject to any legal disability may vote, whether on a show of hands or on a poll, by his or her or her guardian administrator or trustee who may vote by proxy or attorney.
32. Any proxy must be in writing and signed by the appointor or his or her attorney under power or, if the appointor is a corporation, either under its common seal by its duly authorised officer or attorney. The proxy must be taken to confer authority to demand or join in demanding a poll. A member is entitled by proxy to vote in favour of or against any proposed resolution. Unless otherwise instructed, the proxy need not be a member of the Company and may vote as the proxy thinks fit.
33. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote is made. The chairperson's decision on the validity or otherwise of the vote is final and conclusive.
34. A proxy or power of attorney or other authority under Articles 35 or 36 below, or a certified copy of that power or authority, must be received at the Office or at any place specified for that purpose in any notice calling a meeting, not less than forty-eight hours before the meeting at which the

proxy is proposed to be used. In the case of a poll, the proxy must be lodged not less than twenty-four hours before the time appointed for the poll.

35. A vote given by proxy is valid even if
- (a) the appointer dies; or
 - (b) the proxy or of the authority under which the proxy was executed is revoked,

where no notice in writing of either event is received by the Company at the Office before the meeting at which the proxy is used. A proxy is not revoked by the appointer attending and taking part in the meeting, unless he or she actually votes on the resolution for which the proxy was proposed to be used.

36. Any member may, by power of attorney, appoint a person to act for the member at all meetings of the Company. The Board may require evidence of its due execution before the attorney is entitled to act. The attorney may be authorised to appoint a proxy for the Member granting the power of attorney.

37. Subject to the provisions of the Law, a resolution in writing signed by the required proportion of the members for the time being entitled to vote is as effective as a resolution passed at a duly convened and held meeting of those members.

REPRESENTATIVE OF CORPORATIONS

38. Any member which is a corporation, municipality, trust, consultancy or business may authorise in writing a nominated person to act as its representative at any meeting of, or otherwise, for the purposes of the Company. Until the authority is revoked, or after 14 days departure from the employ of the corporation, whichever is the lesser, the holder is

entitled to exercise the same powers on behalf of the member which he or she represents as if it were an individual member of the Company.

NATIONAL BOARD (INCLUDING OFFICE-BEARERS)

39. The Board must number not less than the number of Regions and not less than five.
40. The Company in general meeting may, from time to time by special resolution, increase or reduce the number of persons who may be appointed to the Board, but not less than Article 39 provides.
41. The Board is comprised as follows:
 - (a) The National President – elected from the members of the Board, noting that appointment to the role of National President allows that person to surrender their Regional Presidency and for the replacement Regional President to be appointed under clause 41(b)
 - (b) Each Regional Council President or an alternative Regional Council member endorsed by the individual Regional Council.
 - (c) Further individuals – a minimum of two to a maximum number of five who are appointed by the Board as skill based Directors. The nature of skill required to be determined by the Board from time to time. The appointment and tenure of these board members shall be at the sole discretion of the President and Directors nominated by the regions to the Board.

EXECUTIVE

42. The Board shall elect from within its number as the Executive:
 - (a) President - one,
 - (b) Deputy President - one; and
 - (c) Finance Director - one.

- (d) Immediate Past President (for a period of one year after stepping down as National President)
43. The Company may from time to time:
- (a) by ordinary resolution of which notice appropriate to a special notice has been given remove any member of the Board before the expiration of the member's period of office, and
 - (b) by an ordinary resolution appoint another person to the vacancy (from the particular region they represent and with agreement with the regional Council) so created, and the person so appointed shall hold office only until the next following annual general meeting
44. The continuing members of the Board may act notwithstanding any vacancy on the Board. If the number falls below the minimum fixed under Article 39, the members of the Board may act for the purpose of restoring the minimum, or of summoning a general meeting of the Company, but for no other purpose.
45. The office of a member of the Board shall become vacant if the member of the Board:
- (a) ceases to be a member of the Board by virtue of the Law;
 - (b) moves his or her place of residence outside the Region he represents and becomes unable, or ineligible because of transfer to another Region's membership list, to represent the Region from which he was elected to be an Director;
 - (c) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (d) becomes prohibited from being a member of the Board by reason of section 229 of the Law;

- (e) becomes incapable or a person whose person or estate is liable to be dealt with in any way under the law relating to guardianship or administration;
- (f) resigns his or her office by notice in writing to the Company;
- (g) is absent from three consecutive meetings of the Board without special leave of absence from the Board and the Board resolves that his or her office be vacated;
- (h) ceases to be a member or Director by resolution of the Company under Article 13 and 15;
- (i) is directly or indirectly interested in any contract or proposed contract with the Company;

NOMINATION OF DIRECTORS

46. Directors are:

- (a) The Regional Presidents or other nominee from the membership of each Regional Council.
- (b) The National President who shall be elected from the current Board membership.
- (c) The Immediate Past President should they wish to continue to serve as Director.
- (d) A minimum of two and a maximum of five skills based appointees, selected at the sole discretion of the Regional Council representatives serving as Directors.

Appointed for a one-year term at the Annual General Meeting

47. The members of the Board in attendance at the first Board meeting after the annual general meeting shall elect the office-bearers. Directors

desiring to stand for election for one or more of these positions and existing office-bearers standing for re-election must notify the secretary in writing of their candidature at least twenty-four hours before that first Board meeting is convened.

48. A person shall not serve more than three successive years as National President without a break in service of at least twelve months.
49. The Board once appointed will fill any vacancy occasioned by the resignation of: (a) A Regional Council representative by nomination of another representative from the affected Regional Council.

POWERS OF THE BOARD

50. The Company is managed by the Board which may exercise all such powers of the Company as are not, by the Law or this Constitution required to be exercised by the Company in General Meeting, and subject to any regulations or by-laws not being inconsistent with this Constitution or the Law, as the Company may prescribe.
51. A regulation made by the Company in General Meeting shall not invalidate any prior act of the Board which would have been valid if such regulation had not been passed. The general powers given by this or other Article shall not be limited or restrict by any special authority or power given to the Board by any other Article.
52. The Board may at any time sell or otherwise dispose of the whole or any part of the assets, undertaking and other property of the Company or any that may thereafter be acquired on such terms and conditions as they may deem advisable.
53. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company.

54. The Board may:
- (a) establish and maintain any contributory or non- contributory pension or superannuation fund or like schemes; and give or procure the giving of donations, gratuities, pensions, allowances or other benefits for the benefit of any persons (except members while they remain members) who are or were at any time in the employment or service of the Company and to the families or dependents of any such person.
55. All cheques, promissory notes, drafts, bill of exchange and other negotiable or transferable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two members of Board or in such other manner as the Board shall from time to time determine.

PROCEEDINGS OF THE BOARD

56. The Board may meet together in person, or confer electronically, for the dispatch of business, adjourn and otherwise regulate its meetings and/or conferences as they think fit. Section 248D of the Law shall apply.
57. A member of the Board may at any time, and the secretary on the requisition of a member of the Board must, summon a meeting of the Board.
58. An alternate Director (proxy) shall have the full rights and entitlements conferred upon them as applicable to the duly appointed director is entitled, if the appointer is not present at a meeting, to vote instead of the appointer and may exercise any powers the appointer may exercise, such exercise by the alternate Director to be deemed to be that of the appointer.
59. The appointment of an alternate Director may be terminated at any time by the appointer, and terminates in any event if the appointer vacates office as a Director. An appointment or termination of an appointment, of an

- alternate Director shall be effected by a notice in writing signed by the Director who makes the appointment and sent to or left at the office.
60. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the chairperson has a second or casting vote.
 61. The quorum necessary for transaction of the business of the Board is one person more than half of the number of the members from time to time of the Board.
 62. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting is as valid and effectual as a resolution passed at a meeting of the Board duly convened and held.
 63. The President, or in his or her absence, the Deputy President, shall preside at all meetings of the Board but if neither of these office-bearers is present, the members of the Board present shall choose one of their number to be Chairperson.
 64. The Board may delegate all or any of its powers except this power of delegation to the Executive constituted under Article 42 or to such Committees of one or more Directors as it may think fit.
 65. The Executive or a Committee must conform to any regulation that may be imposed on it by the Board, and may be empowered to co-opt additional persons (who must be members of the Company, but need not be Directors).
 66. Meetings and proceedings of the Executive or of a Committee of more than one member are governed by the provisions of this Constitution regulating the proceedings of meetings of the Board, except those regulating quorum.

67. Any Committee and the Executive may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and the case of an equality of votes the chairperson shall have a second or casting vote.

REGIONAL COUNCILS

68. The Company will have Regional Councils to represent the interests of the members residing in Regions – a minimum of five, as designated by the Board from time to time.
69. The Board will delegate day to day operations of the region to the Regional Councils; subject to the following conditions:
- (a) The Regional Council will provide both an annual budget and annual operational plan for approval of the Board
 - (b) The Annual Budget shall contain all proposed income and expenditure to be incurred by the Regional Council.
 - (c) The Annual Plan shall include all activities that are consistent with the objectives of the Board and shall identify programs and services to be delivered per annum.
 - (d) On approval of the operational plan and budget the region will be provided delegated authority by the Board to work within the approved parameters of both the financial plan and the operational plan.
70. The Regional Council will be required to meet a minimum of four times per year, either in person or by electronic means and also meetings are to be recorded via agenda and minutes.
71. The Regional Council will report to the Board on progress against both the annual financial plan and operational plan at times designated by the Board.

72. Any member nominated to the Board from time to time by the members of the Regional Council in accordance with Article 46 must also be a member of the Regional Council.
73. The members of a Region may, from time to time by resolution at a Regional general meeting, determine the number of office-bearers and ordinary members comprising the Regional Council for their Region.
74. Unless otherwise determined, a Regional Council shall comprise ten members and is constituted as follows:
- President - one;
 - Deputy-President - one;
 - Secretary - one;
 - Treasurer - one;
 - Members - up to six
75. Meetings and proceedings of Regional Councils and the election of Regional Councillors are governed by this Constitution.
76. At every annual election of Regional Council members, one-third of the Council members shall retire from office and be eligible for re-election. If the number of the Council members is not a multiple of three, then the number nearest to but under one third must retire, except that:
- (a) if the number of Councillors exceeds a multiple of three by one, then in the third year of the three-year cycle the number of Councillors to retire will be the number nearest to but over one third, and
 - (b) If the number of Councilors exceeds a multiple of three by two, then in each of years 2 and 3 of the three-year cycle, the number of Councillors to retire will be the number nearest to but above one third.

- (c) A person shall not serve more than three successive years as Regional President without a break in service of at least twelve months, unless there is no Regional Council member who is able to become President.
- (d) Upon election to a regional Council the position takes effect from the time of the Annual General Meeting of the Company.
- (e) Regional Council has the ability to co-opt additional members onto the Regional Council as required.

COMPANY SECRETARY (CEO) – NATIONAL ORGANISATION

77. The company secretary (CEO) shall be appointed in accordance with the Law by the Board for such term, at such remuneration, and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by it.
- (a) Where there is no secretary capable of acting the Board may appoint an assistant or deputy secretary or any officer of the Company to perform the duties of secretary as acting secretary. The secretary need not be a member of the Company. If the person appointed as secretary is a member of the Board, then he or she must serve in an honorary capacity except when the Board makes other provision, the secretary shall also be the Chief Executive Officer of the Company.
78. Each Regional Council shall seek to engage the services of an Executive Officer or Secretariat to assist in the administration of the region's activities in accordance with the regional business plan and with the approval of the National Board. The regional Executive Officers or Secretariats shall by default be an extension of the office of the Chief Executive Officer or Company Secretary acknowledging that the Regional Council shall determine the business activities to be undertaken by the regional Executive Officer or Secretariat.

THE SEAL

79. The Board must provide for the safe custody of the Seal which must only be used by the authority of the Board. Every instrument to which the Seal is affixed must be signed by a member of the Board and countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

MINUTES

80. The Board must record Minutes:
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the Directors present at each meeting of the Board and of any Committee of the Board;
 - (c) of all resolutions and proceedings at all meetings of the Company and of the Board the Executive and of any Committee of the Board.

ACCOUNTS

81. The Board shall cause to be kept proper accounting records in which shall be kept full, true and complete accounts of the affairs and transactions of the Company. Proper accounting records are not kept unless such records give a true and fair view of the state of the Company's affairs and explain its transactions and are in accordance with the requirements of the Law.
82. The accounting records shall be kept at the Office or at such other place or places as the Board think fit and shall be open to the inspection of the Board, Members and all other persons authorised to inspect the same by or under the Law during usual business hours.
83. At the Annual General Meeting in each year the Board must lay before the Company a Statement of Receipts and Expenditure and a Balance Sheet prepared in accordance with the Law in respect of the last completed

financial year with respect to the company collectively and at a regional level of the Company.

AUDITORS

84. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Law.

NOTICES

85. A notice may be given by the Company to any member either personally or by sending it by ordinary pre-paid post, by facsimile transmission or electronically to the member at the address last notified in writing by the member to the Company. When sent by post, service is deemed to have been effected in the case of a notice of a meeting on the day after the day of posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. When sent by facsimile transmission, service is deemed to be effected when the facsimile device records a transmission to have been successfully received. When sent electronically by e-mail or other like means, production of records of successful transmission prima facie evidence of service.

AWARDS

86. The Company may by special resolution at any General Meeting award such awards as from time to time are determined as appropriate to the aims and objectives of the Company in Australia and as are expressed in its Constitution.

INDEMNITY AND INSURANCE

87. Every person who is, or has been, a Director, Regional Councillor, Office Bearer, authorised representative, secretary or Executive Officer of the Company must be and shall stand indemnified out of the funds of the Company against liability incurred by that person as a Director, Regional Councillor, Office bearer, authorised representative, secretary or Executive

Officer of the Company or related body corporate, except for liability arising out of conduct involving a lack of good faith.

88. Every person who is, or has been, a Director, Regional Councillor, Office bearer, authorised representative, secretary or Executive Officer of the Company shall be indemnified against all liability for costs and expenses incurred by such person:
 - (a) In defending proceedings, whether civil or criminal, in which judgment is given in favor of such person, or in which he or she is acquitted; and
 - (b) In connection with an application, in relation to such proceedings, in which the Court grants relief to such person under the Law.

89. The Company may, at the discretion of the Board, pay a premium at the relevant intervals in respect of a contract insuring a person who is, or has been, a Director, Regional Councillor, Office bearer, authorised representative, Company Secretary (CEO) or Executive Officer or Secretariat of the Company against
 - (a) liability incurred by such person as a Director, Regional Councillor, Office bearer, authorised representative, secretary or Executive Officer of the Company, except for liability for a willful breach of a duty to the Company or for a contravention of subsection 232(5) or (6) of the Corporations Law.
 - (b) liability for costs and expenses incurred by such person in defending proceedings, whether civil or criminal and whatever their outcome, arising out of his or her or her role as a Director, Regional Councillor, Office bearer, authorised representative, secretary or Executive Officer of the Company.