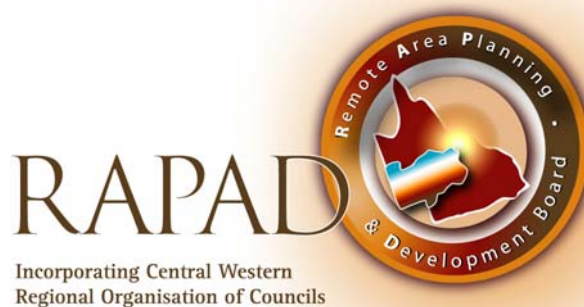


Barcladine, Barcoo Blackall / Tambo, Boulia , Diamantina, Longreach, and Winton
Inc. the Central Western Regional Organisation of Councils (CWROC)
*“A united regional organisation proactively shaping and creating a
prosperous future for Outback Queensland”*



RAPAD

Incorporating Central Western
Regional Organisation of Councils

CONSTITUTION
of the
CENTRAL WESTERN QUEENSLAND
REMOTE AREA PLANNING &
DEVELOPMENT BOARD

ACN: 057 968 653

as of 2 May 2008

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Corporations Act
A Company Limited by Guarantee

CONSTITUTION
of
CENTRAL WESTERN QUEENSLAND REMOTE AREA PLANNING AND
DEVELOPMENT
BOARD
ACN: 057 968 653

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution:

"ASIC" means the Australian Securities and Investments Commission and its successors.

"Board" or **"the Board of Directors"** means the directors of the Company elected or appointed pursuant to this Constitution;

"Business Day" means a day which is not a Saturday, Sunday or public holiday in the Jurisdiction.

"CEO Representatives" means those persons appointed to the Board of Directors under Rule 8.3.

"Chairperson" means the Chairperson of the Company appointed in accordance with Rule 8.1

"Community Representatives" means those persons appointed to the Board of Directors under Rule 8.5.

"Company" means the company named above whatever its name may be from time to time.

"Corporations Act" means the Corporations Act 2001 (Cth) and/or any statutory modification, amendment, re-enactment or replacement of that Act.

"Director" means a director for the time being of the Company.

"Elected Local Government Representative" means a Local Government Representative elected by the constituents governed by the relevant Local Government at an election for that purpose.

"Eligible Voter" means, in relation to a meeting of Members:

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

"Honorary Treasurer" means the honorary treasurer of the Company appointed in accordance with Rule 8.1.

"Jurisdiction" means Queensland.

"Local Government Act" means the Local Government Act 1993 (Cth) and/or any statutory modification, amendment, re-enactment or replacement of that Act for the time being in force or any later Act relating to Local Governments and for the time being in force in replacement (in whole or part) of that Act.

"Local Government" means a government established under the Local Government Act to govern an area within the Region.

"Local Government Member" means a Local Government admitted to the membership of the Company in accordance with this Constitution and their successors and assigns.

"Local Government Representatives" means those Directors appointed by the Local Government to act in a representative capacity on behalf of the Local Government;

"Member" means the Local Government Members and such other persons admitted to membership of the Company in accordance with this Constitution.

"Office" means the registered office for the time being of the Company.

"Officer" has the meaning given in section 9 of the Corporations Act.

"Personal Representative" means, in relation to a deceased person, means that person's legal personal representative, executor or administrator.

"Person" includes partnerships, associations (whether incorporated or not), corporations and other bodies corporate.

"Prescribed Notice" means, in relation to a meeting, the Prescribed Period or such shorter period of notice allowed under the Corporations Act.

"Prescribed Period" means 21 days.

"Region" means that part of Queensland comprising or known as the Central West Statistical Division (as defined by the Australian Bureau of Statistics from time to time)

and shall be comprised of the Local Governments. **"Register"** means the register of Members kept under the Corporations Act.

"Representative" means a person appointed under Rule 7.6 or under section 250D of the Corporations Act or otherwise by the Local Government in accordance with the Local Government Act or other relevant law.

"Seal" means the common seal of the Company (if any), and as the context allows, includes an official seal.

"Secretary" means the secretary for the time being of the Company, appointed in accordance with Rules 8.1 and 16.1.

"Technology" includes radio, telephone, closed circuit television or other electronic means or telecommunications device for audio or audio-visual communication.

1.2 Interpretation

In this Constitution:

- (a) headings are for convenience only and do not affect meaning; and unless the contrary intention appears:
- (b) words importing the singular number include the plural number and ,vice versa;
- (c) words importing any gender include all other genders;
- (d) a reference to a person includes a reference to a corporation, a partnership, a body corporate, an unincorporated association and a statutory authority;
- (e) where any 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 an Rule or a Schedule is to an rule or a schedule of this Constitution and a reference in a Schedule to a paragraph is to a paragraph of that Schedule;
- (g) any Schedule is part of this Constitution;
- (h) a reference to this Constitution is to this Constitution (and where applicable any of its provisions) as amended, supplemented or replaced from time to time;
- (i) a reference to any legislation or to any section or provision thereof includes any statutory modification, amendment or re-enactment or any statutory provision substituted for it;
- (j) a reference to a meeting of Members includes a meeting of any class of Members; and

(k) any power, right, discretion or authority conferred upon any person or groups of persons under this Constitution may be exercised at any time and from time to time.

(l) expressions referring to writing shall, unless there is a contrary intention, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

1.3 Application of Corporations Act

Except so far as a contrary intention appears anywhere in this Constitution:

an expression used in a particular Part or Division of the Corporations Act which is given a special meaning by any provision of that Part or Division for the purposes of that Part or Division (or any part thereof) has, in any provision of this Constitution which deals with a matter dealt with by that Part or Division (or part thereof), the same meaning as in that Part or Division.

1.4 Replaceable rules

Each of the provisions of the sections or sub-sections of the Corporations Act which would but for this Rule 1.4 apply to the Company as a replaceable rule in accordance with section 135(1) of the Corporations Act is displaced and does not apply to the Company. Reference in this Constitution to the Corporations Act will be construed as not including references to replaceable rules.

1.5 Objects of Company

The objects for which the Company is established are:

(a) to promote and encourage the community and economic development of the Region by providing recreation or amusement and by promoting commerce, industry, art, science, charity, patriotism, pension or superannuation schemes in a manner or fashion which is useful to the Region;

(b) to consult with and advise relevant ministers, government agencies and local authorities on matters of regional concern and on the priorities of such matters and the means to ensure effective co-ordination of the activities and programs of the State and Commonwealth agencies; and

(c) to formulate, develop, maintain and implement or cause to be implemented strategies, policies and plans for the purpose of:

(i) increasing the awareness of and promoting the Region as a desirable location for commercial and industrial development;

- (ii) increasing the rate of economic development within the Region;
- (iii) establishing and maintaining a regional data base as a basis for decision making in the Region;
- (iv) assisting individuals and organisations in the collection of information relating to the development of the Region.

1.6 Powers of the Company

(a) Solely for the purpose of carrying out the aforesaid objects and not otherwise the Company shall have the following powers:

- (i) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith.
- (ii) Provided that no Member shall receive any prize, award or distinction or monetary value except as a successful competitor at any competition held or promoted by the Company.
- (iii) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Company.

Provided that the Company shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Company under or by virtue of rule 1.7 of this Constitution.

- (iv) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the Members or persons frequenting the Company's premises.
- (v) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property, real and personal, and any right or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company.

Provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (vi) To enter into any arrangements with any Government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and

to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(vii) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Company.

(viii) To establish and support or aid in the establishment and support of associations, institutions funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such person; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public general or useful object.

(ix) To construct, improve, maintain, develop, work, manage, carry out, alter, or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise, or otherwise assist and take part in, the construction, improvement, maintenance, development, working, management, carrying out, alteration, or control thereof.

(x) To invest and deal with money of the Company not immediately required in such manner as the Board of Directors thinks fit.

(xi) To borrow or raise or secure the payment of money in such manner as the Board of Directors may think fit and 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 debentures, perpetual or otherwise (subject to rule 13), charged upon all or any of the Company's property (both present and future), and to purchase, redeem, or payoff such securities.

(xii) To make, draw, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, and other negotiable, or transferable, instruments.

(xiii) 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.

(xiv) 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 purchases and others,

(xv) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to the proviso in paragraph (iv) of this Rule.

(xvi) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the fund of the Company in the shape of donations, annual subscriptions or otherwise.

(xvii) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.

(xviii) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of anyone or more of the companies, institutions, societies, or associations with which the Company is authorised to amalgamate.

(xix) To transfer all or any part of the property, assets, liabilities and engagements of the Company to anyone or more of the companies, institutions, societies, or associations with which the Company is authorised to amalgamate.

(xx) To make donations for patriotic or charitable purposes,

(xxi) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

(xxii) To prepare a long term economic strategy for the Region inclusive of local area development planning;

(xxiii) To enhance the quality of life in the Region economically, socially and environmentally by encouraging the development of its human resources, infrastructure, compatible economic opportunities;

(xxiv) To develop and promote a regional vision and identity;

(xxv) To maximise the economic and social opportunities in the Region by identifying opportunities and developing same, identifying problems and searching for solutions, promoting secondary industry, adding value to products, marketing regional development opportunities;

(xxvi) To improve the planning for local employment, enterprise and infrastructure development;

(xxvii) To enhance the effective utilisation of human, social and environmental resources in the Region;

(xxviii) To encourage a regional and local response to economic, social, cultural and environmental needs by networking;

(xxix) To provide a regional perspective and advice to all levels of Government about policy development and implementation in this Region; and

(xxx) Generally to undertake any other action from time to time as may be agreed upon by the Board of Directors in pursuance of the stated objects in Rule 1.5 this Constitution.

(b) Provided that the Company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its Members or others any regulations or restrictions which if an object of the Company would make it a trade union within the meaning of any relevant trades union legislation.

(c) The powers set forth in Section 124 of the Corporations Act shall not apply to the Company except insofar as they are included in this Rule.

1.7 No Distribution to Members

The income and property of the Company will only be applied in promoting the objects of the Company as set forth in this Constitution and no portion will be paid or transferred directly or indirectly by way of dividends, bonus or otherwise to any Member.

1.8 Certain Payments to Members Permitted

Clause 1.7 does not prevent the payment, in good faith, of:

(a) reasonable remuneration to any Member in return for services rendered or goods supplied to the Company in the usual way of business; or

(b) reasonable remuneration to any Director or partnership or corporation of which a Member is a member as remuneration for professional services rendered to the Company in the usual way of business, provided that no Member or partnership or corporation of which the Member is a member acts as an auditor of the company.

(c) interest on money borrowed by the Company from any Member, at a rate not exceeding the lowest rate paid for the time being by the Commonwealth Bank in respect of term deposits.

(d) reasonable rent for premises demised or let to the Company by any Member; or

(e) any other reasonable amount of a similar character to those described in paragraphs (a), (b), (c) and (d);

1.9 Payments to Directors

No Director shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any Director except repayment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Company.

2. MEMBERSHIP

2.1 Members

The Local Governments and such other person admitted to membership of the Company, in accordance with this Constitution, will be members of the Company.

2.2 Application for membership

- (a) Any person will be eligible for membership of the Company.
- (b) Every applicant for membership shall be proposed by one and seconded by another Member, who both personally know the applicant.
- (c) Every applicant for membership of the Company will deliver to the Company:
 - (i) a completed application for membership in writing, signed by the applicant, his or her proposer and seconder, and shall be in such form as the Directors from time to time determine;
 - (ii) the entrance fee (if any) determined by the Directors; and
 - (iii) such additional information, in writing, as the Directors require.

2.2 (a) Class of Membership

The class of membership of the Company shall be Local Government members – being a category of membership where only Local Governments are eligible for membership of the Company.

2.3 Determination of Directors

The Directors will consider an application, at the next meeting of the Board after the receipt of the application for membership. It shall determine upon the admission or rejection of an applicant. In no case will the Directors be required to give any reason for the rejection of any application.

2.4 Entrance fee and Annual Subscription

(a) Membership fees payable by members from time to time shall be such as are determined by the Board unless otherwise resolved to the contrary by the Company in a general meeting.

2.5 Notification of acceptance

(a) When an applicant has been accepted for membership, the Secretary will forthwith send to the applicant written notice of the applicant's acceptance and a request for payment of the entrance fee and first annual subscription (if required).

(b) Where an entrance fee and annual subscription are required, the applicant shall become a Member upon payment of the entrance fee and first annual subscription.

(c) Where no entrance fee and annual subscription are required, the applicant shall become a Member once the Secretary gives the applicant written notice of the applicant's acceptance.

(d) If such payment is not made within two calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant for membership of the Company.

(e) Once an applicant becomes a Member, the applicant's name will be entered in the Register.

(f) When an application is rejected, the Secretary will forthwith send to the applicant written notice of such rejection together with a full refund of the entrance fee (if any) paid by the applicant.

2.6 Certificates

(a) A certificate of membership may be issued by the Company to any Member.

(b) A certificate of membership remains the property of the Company and on demand in writing by the Secretary will be returned to the Company.

2.7 Membership not transferable

Membership of the Company is not transferable whether by operation of law or otherwise and all rights and privileges of membership of the Company cease upon a person ceasing to be a Member whether by resignation, death, winding-up or otherwise.

2.8 Liability of Members

The liability of the Members is limited.

2.9 Contributions by Members

Every Member undertakes to contribute to the property of the Company, in the event of the Company being wound up while that person is a Member or within one year after that person ceases to be a Member, for payment of the debts and liabilities of the Company contracted before that person ceased to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one hundred dollars (\$100.00.)

2.10 Members Rights, Privileges and Duties

- a) All members shall, so far as they are able, take part in the activities of the Company and shall aid the Company in the attainment of its objects from time to time.
- b) All members admitted to membership shall be deemed to have accepted and be bound by this Constitution (including all variations, amendments and alternations of this Constitution).
- c) All members shall have the right to:
 - i) Access services offered by the Company, subject to the discretion of the Board from time to time; and
 - ii) Access information contained on the Company's database, subject to the discretion of the Board from time to time; and
 - iii) Exercise such other rights as are granted by the Constitution or by law, provided that only Local Government Members will be permitted by their proxy or attorney to attend and vote at meetings of the Company."

3. CESSATION OF MEMBERSHIP

3.1 Non payment of fees or annual subscriptions

If any fees or annual subscriptions payable by a Member remain unpaid for a period of 2 calendar months after written notice of this default is given to the Member by the Company, that Member may be debarred by resolution of the Directors from all privileges of membership (including the right to vote). The Directors may reinstate the Member on payment of all arrears if the Directors think fit to do so.

3.2 Cessation of membership

A Member's membership of the Company ceases:

(a) if the Member resigns that membership by giving notice in writing addressed to the Secretary of the Company (in which case such resignation is effective from the date of receipt of the notice by the Secretary);

(b) if the membership of the Member is terminated under Rule 3.4 (in which case such termination is effective from the date of the resolution of the Directors);

(c) in the case of a Member who is an individual, if:

i) the Member dies; or

ii) the Member becomes of unsound mind, or his or her person or estate becomes liable to be dealt with in any way under the laws relating to mental health; or

(d) in the case of a Member who is not an individual, if:

i) a liquidator is appointed in connection with the winding up of the Member; or

ii) an order is made by a court for the winding up of a Member being a Corporation; or

iii) where the Member is, on application, a Local Government, that Member ceases to be a Local Government.

3.3 Continuing rights, liabilities etc.

(a) The cessation of a Member's membership does not affect the rights and obligations of the Member, whether arising under this Constitution or otherwise, in relation to events occurring or circumstances subsisting before such cessation.

(b) Without limiting the generality of paragraph (a), the cessation of a Member's membership does not relieve the Member from any obligation to record, account for, or pay any fees or annual subscriptions due to the Company and in addition, for any sum not exceeding one hundred dollars (\$100) for which the Member is liable as a Member.

3.4 Non-compliance with Constitution

(a) If any Member:

i) willfully refuses or neglects to comply with the provisions of this Constitution; or

ii) is guilty of any conduct which in the opinion of the Directors is unbecoming of the Member or prejudicial to the interests of the Company, the Directors may, subject to paragraphs (b) and (c), by resolution censure, suspend or expel the Member from the Company.

(b) A Member will be given at least one week's notice of the meeting of the Directors at which a resolution referred to in paragraph (a) is to be put. Such notice must state:

i) the allegation against the Member; and

ii) the intended resolution.

(c) A Member must be given the opportunity of answering the allegation, either orally or in writing, as the Member may think fit, at the meeting referred to in paragraph (b), before the passing of any resolution referred to in paragraph (a).

(d) A Member may also elect to have the question dealt with by the Company in general meeting by giving notice in writing, lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Board.

(e) In the event of clause (d), a general meeting will be called. If the resolution is passed by more than a two thirds majority of those present and voting (such vote is to be taken by ballot), the Member concerned shall be censured, suspended or expelled accordingly.

4. MEETINGS OF MEMBERS

4.1 Calling meetings of Members

(a) The Directors may call a meeting of Members whenever they think fit.

(b) The Directors must call and arrange a general meeting at the request of Members as provided by the Corporations Act or Member pursuant to rule 3.4(d).

(c) The Members may call and arrange to hold a general meeting as provided by the Corporations Act.

4.2 Annual general meetings

Annual general meetings will be held in compliance with the Corporations Act.

4.3 Persons entitled to notice of meeting of Members

(a) The persons entitled to notice of Members meetings are:

i) every Member; and

- ii) every Director; and
- iii) the auditors of the Company.

(b) Subject to the Corporations Act and paragraph (a) no other person is entitled to receive notices of meetings of Members.

4.4 Notice of Members' meetings

The Company must give written notice of a Members' meeting to every person entitled to receive such notice not less than 21 days (or such shorter period of notice as the Corporations Act allows) prior to the scheduled date of the meeting.

4.5 Contents of notice

A notice of a Members' meeting must:

- (a) set out the place, date and time of the meeting (and, if the meeting is to be held in two or more places, the Technology that will be used to facilitate this);
- (b) subject to the Corporations Act, state the general nature of the business of the meeting;
- (c) if a special resolution is to be proposed at the meeting, set out the intention to propose the special resolution and state the resolution;
- (d) in the case of an election of Directors, set out the names of the candidates for election;
- (e) if a Member is entitled to appoint a proxy, contain a statement that:
 - i) the Member is entitled to appoint a proxy; and
 - ii) a proxy does not need to be a Member; and
 - iii) set out or include any additional information or documents required by the Corporations Act.

4.6 Failure to give notice

Subject to the Corporations Act, the accidental omission to give notice of any meeting of Members to, or the non-receipt of that notice by, any of the Members will not invalidate any resolution passed at that meeting.

4.7 Notice of adjourned meeting in certain circumstances only

(a) Whenever a meeting of Members is adjourned for less than the Prescribed Period, no further notice of the time and place of the adjourned meeting need be given.

(b) Whenever a meeting of Members is adjourned for the Prescribed Period or more, the Company must give written notice of the adjourned meeting to every person entitled to receive such notice not less than 3 days prior to the scheduled date of the adjourned meeting.

4.8 Persons entitled to attend meetings of Members

(a) All Eligible Voters are entitled to attend meetings of Members as well as any other persons entitled to attend under the Corporations Act.

(b) The Chairperson of a meeting of Members may require any person to leave and remain out of any such meeting who, in the opinion of the Chairperson, is not complying with the reasonable directions of the Chairperson.

4.9 Postponement or cancellation of meeting

The Directors may, whenever they think fit, postpone or cancel any meeting of Members other than a meeting called as a result of a request under Rule 4.1(b).

4.10 Meeting of Members at more than one place

(a) A meeting of Members called in accordance with this Constitution may be held in two or more separate meeting places linked together by an instantaneous audio-visual communication device or any other Technology which, by itself or in conjunction with other arrangements:

i) gives the Members as a whole in the separate meeting places a reasonable opportunity to participate in proceedings;

ii) enables the Chairperson to be aware of proceedings in each such place;

and

iii) enables the Members in each such place to vote on a show of hands and on a poll.

(b) A Member present at one of the separate meeting places is taken to be present at the meeting of Members and entitled to exercise all rights which the Member is granted under this Constitution.

(c) Where a meeting of Members is held in two or more separate places pursuant to paragraph (a), that meeting is deemed to have been held at one of those places as is determined by the Chairperson of the meeting.

5. PROCEEDINGS AT MEETINGS OF MEMBERS

5.1 Business of annual general meeting

The business of an annual general meeting is:

- (a) to receive and consider the profit and loss account, the balance sheet and any other accounts, reports and statements that are required to be laid before the meeting;
- (b) to elect Directors in the place of those retiring; and
- (c) to transact any other business which under this Constitution or the Corporations Act is required to be or may be transacted at an annual general meeting.

5.2 Special business

- (a) All business transacted at an annual general meeting other than the matters specified in Rule 5.1, and all business transacted at any other meeting of Members, will be deemed special business.
- (b) Subject to the Corporations Act, no person may move at any meeting of Members:
 - i) any resolution (other than a resolution in the same terms as specified in the notice of meeting); or
 - ii) any amendment of a resolution, in respect of special business, unless the approval of the Directors or the Chairperson of the meeting is obtained.

5.3 Quorum

- (a) The quorum for a meeting of Members is at least 50% of the Local Government Members.
- (b) No business can be transacted at any meeting of Members unless the requisite quorum is present at the commencement of the meeting.
- (c) If a quorum is present at the beginning of a meeting of Members it is deemed present throughout the meeting unless the Chairperson otherwise declares on the Chairperson's own motion or at the instance of an Eligible Voter.
- (d) If, half an hour after the time appointed for a meeting of Members, a quorum is not present:

- i) a meeting called by the Directors on a request of Members, or called by the Members as is provided by the Corporations Act, will be dissolved; and
- ii) in any other case, the meeting will be adjourned to the date, time and place that the Directors appoint, but failing such appointment, then to the same day in the next week at the same time and place as the meeting adjourned.

(e) If, half an hour after the time appointed for an adjourned meeting of Members, a quorum is not present, then the Members present (not less than 3) shall be a quorum.

5.4 Chairperson

(a) The Chairperson will preside as Chairperson at every meeting of Members.

(b) In the absence of the Chairperson, or if being present, the Chairperson is unwilling to preside, within ten minutes after the time appointed for holding the meeting, the Secretary shall be Chairperson.

(c) If at any meeting of Members:

- i) there is no Chairperson or Secretary; or
- ii) neither the Chairperson nor the Secretary is, both present and willing to act as Chairperson, within 15 minutes of the time appointed for holding the meeting, the Members present may elect one of their number to be Chairperson of the meeting.

(d) In the case of an equality of votes at any meeting of Members, the Chairperson of the meeting has a casting vote both on a show of hands and on a poll, in addition to any votes to which the Chairperson is entitled in his or her capacity as an Eligible Voter.

5.5 Voting: show of hands or poll

(a) At any meeting of Members a resolution put to the vote of the meeting will be decided on a show of hands unless:

- i) before a vote is taken; or
- ii) before or immediately after the declaration of the result of the show of hands, a poll is demanded:
- iii) by the Chairperson;

- iv) by at least five Members, present in person or by proxy or attorney or by a Representative, having the right to vote at the meeting; or
- v) by any Member or Members, present in person or by proxy or attorney or by a Representative, who are together entitled to at least 5 % of the votes that may be cast on that resolution on a poll.

5.6 Questions decided by majority

Subject to the requirements of the Corporations Act in relation to special resolutions, a resolution will be taken to be carried if more votes are cast in favour of the resolution than against it.

5.7 Declaration by Chairperson of resolution's result

A declaration by the Chairperson of a meeting of Members 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 minutes of the meeting 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 that resolution.

5.8 Conduct of poll

- (a) If a poll has been demanded under this Rule 5.5, it will be taken in such manner and at such time and place as the Chairperson directs.
- (b) If a poll is demanded on the election of a Chairperson or on a question of adjournment, it shall be taken forthwith.
- (c) The result of the poll will be deemed to be the resolution of the meeting of Members at which the poll was demanded.
- (d) A demand for a poll may be withdrawn.
- (e) A demand for a poll will not prevent the continuance of the meeting or the transaction of any business other than the resolution on which a poll has been demanded.

5.9 Adjournment of meetings of Members

- (a) The Chairperson must adjourn a meeting of Members from time to time and from place to place or close that meeting if the Members present with a majority of votes that may be cast at that meeting agree or direct the Chairperson to do so.
- (b) No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. However it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

5.10 General conduct of meetings

(a) Subject to the Corporations Act, the Chairperson is responsible for the general conduct of meetings of Members and for the procedures to be adopted at meetings of Members.

(b) The Chairperson may make rulings or adjourn a meeting of Members without putting the question (or any question) to the vote if such action is required to ensure the orderly conduct of the meeting.

(c) The Chairperson may require the adoption of any procedures which are, in the Chairperson's opinion, necessary or desirable for the proper and orderly casting or recording of votes at any meeting of Members, whether on a show of hands or on a poll.

(d) The Chairperson may determine conclusively any dispute concerning the admission, validity or rejection of a vote at a meeting of Members.

(e) Persons in possession of visual-recording, pictorial-recording or sound-recording devices or placards, banners or articles considered by the Directors or the Chairperson to be dangerous, offensive or liable to cause disruption, or persons who refuse to produce or to permit examination of any articles in their possession or the contents thereof, may be refused admission to any meeting of Members or may be required to leave and remain out of the meeting.

(f) Nothing contained in this Rule will be taken to limit the powers conferred on the Chairperson by law.

6. VOTES AT MEETINGS OF MEMBERS

6.1 Number of votes

Subject to Articles 6.3, 6.5, 6.6, 7.2, and 7.3:

(a) on a show of hands at a meeting of Members, every Eligible Voter present has one vote; and

(b) on a poll at a meeting of Members, every Member (not being a corporation) present in person or by proxy or attorney, and every Member (being a corporation) present by a Representative or by proxy or attorney, has one vote.

6.2 Votes of incapacitated Member

If a Member is mentally incapacitated, the person entitled to manage that Member's estate may, subject to Rule 6.3(b), exercise any rights of the Member in relation to a meeting of Members as if that person were the Member.

6.3 Objections to qualification to vote

(a) No objection to the qualification of any person to vote at a meeting of Members will be raised except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at that meeting is valid for all purposes.

(b) Any objection to the qualification of any person to vote at a meeting of Members made in due time will be referred to the Chairperson of the meeting, whose decision, made in good faith, is final and binding.

6.4 Proxy not to vote if Member present

If a Member is present at a meeting of the Company and a proxy or attorney for such Member is also present, the proxy or attorney is not entitled to speak at the meeting or vote on a show of hands or on a poll.

6.5 No vote if fees unpaid

A Member is not entitled to vote on any question, either personally, by proxy, by attorney, or by a Representative at any general meeting, or on a poll, if:

(a) any fees or annual subscriptions payable by a Member remain unpaid for a period of 2 calendar months after written notice of this default is given to the Member; and

(b) the Directors have so resolved pursuant to Rule 3.1; and

(c) such entitlement to vote has not been reinstated in accordance with Rule 3.1;

6.6 No vote if contrary to Corporations Act

Notwithstanding anything contained in this Constitution to the contrary:

(a) as Eligible Voter is not entitled to vote; and

(b) the Company must disregard any vote purported to be cast by an Eligible Voter, on a particular resolution where such a vote is prohibited by the Corporations Act.

7. PROXIES AND REPRESENTATIVES

7.1 Right to appoint proxy/attorney

(a) A Member who is entitled to attend and cast a vote at a general meeting of the Company, may appoint another person (whether a Member or not) as the Member's proxy or attorney, as the case may be, to attend and vote for the Member at the meeting.

(b) A proxy or attorney may be appointed for all meetings or for any number of meetings or for a particular purpose.

7.2 Deposit of power of attorney and proxy form before meeting

An instrument appointing an attorney or a proxy, together with the power of attorney or other authority (if any) under which it is signed or a copy, certified as a true copy, of that power or authority, or a facsimile of any of the documents referred to in this Rule, must be deposited:

(a) at such place, fax number or electronic address as is specified in the notice of meeting of the Company to which the proxy or attorney relates; or

(b) at the Office or a fax number at the Office, not less than 48 hours before the time scheduled for commencement of the meeting (or any adjournment of that meeting) at which the person named in the instrument intends to vote. In the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.

7.3 Vote by proxy valid notwithstanding intervening event

Unless the Company has received written notice not less than 48 hours before the time scheduled for the commencement of the meeting at which a person named in a proxy or power of attorney, as the case may be, intends to vote, a vote cast by that person will, subject to this Constitution, be valid even if, before the person votes:

(a) the appointing Member dies;

(b) the Member is mentally incapacitated;

(c) the Member revokes the proxy or power of attorney; or

(d) the Member revokes the authority under which the person was appointed by a third party.

7.4 How proxy is to vote

(a) Any form of proxy sent out by the Company to Members in respect of a proposed meeting of Members will make provision for the Member to indicate whether the Member wishes to vote for or against each resolution.

(b) A Member may, but need not, specify the manner in which a proxy is to vote on a particular resolution.

(c) Where a Member does specify how a proxy is to vote on a particular resolution:

- i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote in accordance with that specification;
- ii) if the proxy has 2 or more appointments that specify different manners in which a proxy is to vote on the resolution, the proxy must not vote on a show of hands;
- iii) if the proxy is the Chairperson of the meeting concerned, the proxy must vote in accordance with that specification; and
- iv) if the proxy is not the Chairperson of the meeting concerned, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in accordance with that specification.

7.5 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 Chairperson or such other person as is nominated by the Directors in the instrument of proxy or the notice calling the meeting of Members to which the proxy relates.

7.6 Appointment of Representative by Corporation

(a) Any corporation which is a Member may appoint an individual (either by name or position and whether a Member or not) as its Representative to exercise all or any of the powers the corporation may exercise:

- i) at a meeting of Members; or
- ii) relating to resolutions to be passed without a meeting of Members.

(b) A Representative may be appointed for all meetings of Members or for any number of such meetings.

(c) The appointment of a Representative by a corporation may set out restrictions on the Representative's powers.

(d) A corporation may appoint more than one Representative but only one Representative may exercise that corporation's powers at any one time.

(e) Unless otherwise specified in the appointment, a Representative 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 at a meeting or in voting on a resolution.

(f) A certificate:

- i) under the seal of the corporation;
- ii) signed by two directors of the corporation (or where the corporation has only one director, signed by that director); or
- iii) signed by one director and one secretary of the corporation, or such other document as the Chairperson 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.

7.7 Form of proxy or attorney

(a) An instrument appointing a proxy or attorney:

- i) will be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, under its common seal (if any) or the hand of its duly authorised attorney or executed in a manner permitted by the Corporations Act;
- ii) may contain directions as to the manner in which the proxy or attorney, as the case may be, is to vote in respect of any particular resolution or resolutions; and
- iii) subject to the Corporations Act, may otherwise be in such form as the Directors may prescribe or accept.

(b) A facsimile of a written appointment of a proxy or a power of attorney is valid.

(c) An appointment of a proxy may be valid notwithstanding that it contains only some of the information required by the Corporations Act.

7.8 Directors or Chairperson decide validity

Subject to the Corporations Act, the Chairperson's decision as to the validity of a proxy or power of attorney or a facsimile thereof will be final and binding.

7.9 Authority conferred on Proxy or Attorney

Unless otherwise provided in the instrument, an instrument appointing a proxy or attorney will be taken to confer authority:

- (a) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
- (b) to agree to a resolution being proposed and passed as a special resolution at a meeting of Members of which notices less than the Prescribed Period is given;
- (c) even though the instrument may refer to specific resolutions and may direct the proxy or attorney how to vote on those resolutions:
 - i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion; and
 - ii) to vote on any procedural motion, including any motion to elect the Chairperson, to vacate the chair or to adjourn the meeting;
- (d) to speak on any proposed resolution on which the proxy or attorney may vote; and
- (e) to demand or join in demanding a poll on any resolution on which the proxy or attorney may vote.

8. DIRECTORS: APPOINTMENT AND REMOVAL

8.1 The Office bearers

- (a) The office-bearers of the Company shall be appointed by the Board from time to time.
- (b) To be eligible to be a Chairperson or an Honorary Treasurer, a person must be a Director.
- (c) The office-bearers shall consist of: a Chairperson, Secretary and an Honorary Treasurer

8.2 Board of Directors

- (a) The Board of Directors shall (unless and until the Company otherwise resolves) comprise of the Local Government Representatives nominated by each Local Government Member in accordance with Rule 9.2(d).
- (b) Each Local Government may nominate one (1) Local Government Representative to be nominated as Director and that representative is an Elected Local Government Representative.

8.3 Directors may fill casual vacancies and additional directors

(a) The Board may appoint any Member as a Director, to fill a casual vacancy, but the total number of Directors shall not at any time exceed the number fixed in clause 8.2(b) of this Constitution.

(b) Any office-bearer or other Director so appointed shall retire at the next following Annual General Meeting and will then be eligible for re-election.

8.4 Directors may attend and speak at Meetings of Members

A Director is entitled to receive all notices to be served or given under Rule 4.3 and is entitled to attend and speak at all meetings the subject of such notices and at every meeting of Members.

8.5 Resignation of Directors

A Director may resign from office on giving the Company notice in writing.

8.6 Removal of Directors by general meeting

Subject to the Corporations Act, the Company in general meeting convened on Prescribed Notice may by ordinary resolution:

(a) remove any Director; and

(b) if thought fit, appoint another qualified person in place of that Director who shall hold office only until the next following Annual General Meeting.

8.7 Suspension of Director guilty of prejudicial behaviour

(a) If the conduct or position of any Director is such that continuance in office appears to a majority of the Directors to be prejudicial to the interests of the Company, a majority of the Directors at a meeting of the Directors specially convened for that purpose may suspend that Director.

(b) Within 14 days of the suspension, the Directors will call a general meeting, at which the Members may either confirm the suspension and remove that Director from office in accordance with Rule 8.9, or annul the suspension and reinstate that Director.

8.8 Vacation of office of Director: automatic

Each Director shall remain in office until his or her office is vacated pursuant to Rule 8.7

(b).

8.9 The office of a Director is vacated if that Director:

- i) becomes bankrupt or suspends payment or liquidates by arrangement or compounds with or assigns his or her estate for the benefit of his or her creditors; or
- ii) becomes prohibited from being a director of a company by reason of any order made under the Corporations Act;
- iii) ceases to be a director by operation of Section 206B of the Corporations Act;
- (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- v) resigns his office by notice in writing to the Company in accordance with rule 8.8.
- vi) for more than six months is absent without permission of the Board from meetings of the Board held during that period and the Directors resolve that his or her office be vacated;
- vii) holds any office of profit under the Company;
- ix) being a Local Government Representative, ceases to be a representative or ceases to be authorised to represent (for any reason whatsoever) the Local Government which that Director on appointment represents;
- x) is removed under the provisions of Rule 8.6.

9. ELECTION OF DIRECTORS

9.1 Election of Directors by general meeting

Subject to the provisions of this Constitution, the Company in general meeting at which any Director retires or at the conclusion of which any Director ceases to hold office may fill up all or any of the vacated offices by electing a like number of persons to be Directors.

9.2 Nomination of Directors for office

Subject to Article 8.2(b) of this Constitution:

No person is eligible for election to the office of Director at any meeting of Members unless nominated in accordance with the following:

- a) Nominations for election to the office of Director shall be accepted not later than the Prescribed Period before the date of the meeting at which Directors will be elected or re-elected;
- b) The Members must be notified of each and every nomination for election to the office of Director not later than seven (7) days before the date of the meeting at which Directors will be elected or re-elected;
- c) All nominations are to be in writing and signed by the Member or chief executive officer of the relevant Local Government and are to be accompanied by a notice in writing signed by the person nominated of his or her willingness to be elected; and
- d) Each Local Government Member shall be entitled to nominate one (1) Local Government Representative, being a person or persons with demonstrated ability to represent their particular regional interests in the conduct of affairs by the Company.

10. PROCEEDINGS OF DIRECTORS

10.1 Quorum for meetings of Directors

- a) The quorum necessary for the transaction of the business of the Board shall be Board members present personally representing not less than 50 % of the Local Governments.
- b) A meeting of the Directors during which a quorum is present is competent to exercise all or any of the authorities, powers and discretions under this Constitution for the time being vested in or exercisable by the Directors generally.
- c) Where a quorum cannot be established for a meeting of Directors (or consideration of a particular matter) the continuing Directors may only act for the purpose of increasing the number of directors to the number specified in (a), or of convening a general meeting of the Company.
- d) The Directors do not need to be present in the same place to satisfy the quorum requirement.

10.2 Meetings of Directors

The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

10.3 Calling a Meeting of Directors

A Director may at any time and a Secretary shall, on the requisition of a Director, convene a meeting of the Board.

10.4 Notice of meetings of Directors

- a) Notice of every Directors' meeting must be given to each Director.
- b) Notice of a meeting of Directors may be given:
 - (i) in writing (including to an electronic address) or by any Technology;
and
 - (ii) in writing or one form of Technology to one or more Directors and by another form of Technology or in writing to the other Directors.
- c) If notice of a meeting of Directors cannot be given to a particular Director by one or more Technologies, written notice served on:
 - (i) the usual residential address of that person;
 - (ii) the alternative address of that person notified under the Corporations Act;or
 - (iii) such other address (including an electronic address) provided to the Company by that person for the purpose of serving notice on that person, will constitute notice to that person of that meeting for the purposes of this Rule 10.4.

10.5 Votes at meetings of Directors

- (a) Motions and resolutions arising at any meeting of the directors will be decided by a majority of votes and the Local Government Representative representing a Local Government is entitled to one vote.

10.6 Casting vote for Chairperson of Directors

Subject to the Corporations Act, in case of an equality of votes the Chairperson of a meeting of Directors will have a casting vote in addition to any vote he or she has in his capacity as a Director.

10.7 Chairperson and deputy Chairperson of Directors

- (a) The Chairperson shall preside as Chairperson at every meeting of the Board.
- (b) In the absence of the Chairperson, or if being present, the Chairperson is unwilling to preside, within ten minutes after the time appointed for holding the meeting, the Secretary shall be Chairperson.

(c) If the Secretary is not present, then the Directors may choose one of their number to be Chairperson of the meeting.

10.8 Defects in appointment or qualifications of Director

All Acts:

(a) done at any meeting of the Directors; or

(b) of a committee of Directors; or

(c) by any person acting as a Director,

(d) will be as valid as if every such person or committee had been duly appointed and every Director was qualified and entitled to vote, notwithstanding that it is afterwards discovered that:

(e) there was some defect in the appointment of a director or of the committee or of the person acting; or

(f) any Director was disqualified or not entitled to vote.

10.9 Written resolutions of Directors

(a) If all of the Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms 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 document was last signed by a Director.

(b) For the purposes of this Rule 10.9:

- (i) two or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms signed by the Directors;
- (ii) a reference to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution; and
- (iii) any document so signed by a Director may be received by the Company at the Office (or other place agreed by the Directors) by post, by facsimile or other electronic means or by delivery (personal or otherwise).

10.10 Delegation of Powers

- (a) The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the directors of the Company by the Corporations Act or the general law) to one or more committees consisting of such Directors as the Board thinks fit, and the Board may from time to time revoke that delegation.
- (b) Any committee so formed shall conform to any regulations that may be given by the Board and subject to those regulations, shall have power to co-opt any Directors and all members of such committee shall have one vote.
- (c) So far as they are capable of application and with the necessary changes, the provisions of the Rules for regulating the meetings and proceedings of the Directors govern the meetings and proceedings of committees of 2 or more Directors to the extent that they are consistent with any regulations made by the Directors.
- (d) Where a committee consists of 2 or more Directors, a quorum will be any 2 Directors or such larger number as the committee itself determines.

10.11 Appointment of Advisory Committees

- (a) The Board may appoint one or more advisory committees consisting of such Directors and such other persons as the Board thinks fit. Such advisory committees shall act in advisory capacity only.
- (b) Such advisory Committees shall conform to any regulations that may be given by the Board and, subject those conditions, shall have power to co-opt any other Directors and all members of such advisory committees shall have one vote.

10.12 Meeting of Advisory Committees

- (a) Every committee or advisory committee may meet and adjourn as it thinks proper.
- (b) Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairperson shall have a second or casting vote.
- (c) All acts done by any meeting of the Board, of a committee or by any director shall:
 - (i) notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board, committee or director; or that the directors or any of them were disqualified,
 - (ii) be as valid as if every such person had been duly appointed and was qualified to be a director or committee members.

11. RETIREMENT OF DIRECTORS

11.1 Retirement of Directors at general meeting in certain circumstances

Directors will retire *from* office and be eligible for re-election at every general meeting at which an ordinary resolution to this effect is passed.

11.2 Retiring Director stays for meeting

A Director retiring will retain office until the dissolution *or* adjournment *of* the general meeting at which that Director retires.

12. POWERS OF COMPANY AND ITS DIRECTORS

12.1 Directors have powers of the Company

- (a) The business of the Company is to be managed by or under the direction of the Directors.
- (b) The Directors may exercise all powers and do all things which the Company is authorised to do and which are not by this Constitution or by statute required to be done by the Company in general meeting.
- (c) The effect of this Rule 13.1 is not limited in any way by the following provisions of this Rule.

12.2 Directors may exercise Company's power to borrow

The Directors may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company, to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person and, to guarantee or to become liable for the payment of money or the performance of any obligations by any other person.

12.3 Directors may exercise power to give security

The Directors may exercise the powers conferred on them by Rule 13.2 in such manner and upon such terms and conditions in all respects as they think fit, and in particular but without limiting the generality of the foregoing, by the issue of any debenture, debenture stock (perpetual, redeemable or otherwise), bonds, notes, charge, bill of sale, debt instrument or other security on the whole or any part of the property of the Company (both present and future).

12.4 Directors may appoint attorney or agent

(a) The Directors may, by resolution, power of attorney under seal, or other written instrument, appoint any person or persons, to be attorney or agent of the Company for such purposes, with such powers, authorities and discretions being powers, authorities and discretions vested in or exercisable by the Directors for such period and subject to such conditions as they think fit.

(b) The appointment may be on such terms for the protection and convenience of persons dealing with the attorney or agent as the Directors think fit and may also authorise the attorney or agent to delegate all or any of the powers, authorities and discretions vested in him or her.

12.5 Execution of Company cheques, etc.

All cheques, promissory notes, banker's 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, will be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two directors or in such other manner and by such persons as the Directors determine.

13. REMUNERATION OF DIRECTORS

A Director will not be paid out of the funds of the Company other than:

(a) for the payment of out-of-pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;

(b) for payment of any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service; or

(c) for payment of any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company.

13.2 Disclosure of interest

(a) A Director who is in any way, whether directly or indirectly, interested in a matter in which the Company has an interest will 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.

(b) For the purposes of paragraph (a), 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 or is otherwise interested in any corporation or 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:

- (i) the notice states the nature and extent of the Director's interest in the corporation or firm;
- (i) 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
- (ii) 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.

13.3 Disclosure of interest or duty

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 the Director's duties or interests as a Director of the Company will declare, at a meeting of Directors as soon as practicable after the relevant facts have come to the Director's knowledge, the fact of his or her holding such office or possessing such property and the nature, character and extent of the conflict.

13.4 Record of disclosures by Directors

It is the Secretary's duty to record in the minutes any disclosure given by a Director under this Rule13.

14. MINUTES

14.1 Minutes of all proceedings to be kept The Directors will cause minutes of:

- (a) all proceedings and resolutions of meetings of Members;
- (b) all proceedings and resolutions of meetings of the Directors, including meetings of committees of Directors;
- (c) all resolutions passed by Members without a meeting; and
- (d) all written resolutions passed by the Directors without a meeting of Directors in accordance with Rule 10.9 to be duly entered in books kept for that purpose in accordance with the Corporations Act.

14.2 Minutes to be signed

- (a) The Directors will cause the minutes referred to in Rules14.1(a) and 141(b) to be signed by:

- (i) the Chairperson of the meeting at which the proceedings took place or at which the resolutions were proposed; or
- (ii) the Chairperson of the next meeting.

(b) The Directors will cause the minutes referred to in Rule 14.1(c) to be signed by a Director within a reasonable time after the resolution the subject of that minute is passed.

14.3 Minutes to be presumed accurate

Where the minutes referred to in Rules 14.1(a), 14.1(b) and 14.1(c) are signed in accordance with Rule 14.2, those minutes will be presumed to be an accurate record of the relevant proceedings and resolutions unless the contrary is proved.

14.4 Inspection of minutes of meetings of Members

Books containing the minutes of proceedings of meetings of Members and resolutions passed by Members without a meeting in accordance with the Corporations Act will be open for inspection by any Member without charge.

15. SECRETARY

15.1 Appointment and removal of Secretary

(a) A Secretary or Secretaries will be appointed by the Directors in accordance with the Corporations Act for such term, at such remuneration and on such conditions as the Directors think fit.

(b) Any Secretary appointed pursuant to paragraph (a) may be removed by the Directors.

16. EXECUTION OF DOCUMENTS

16.1 Custody and use of Seal

(a) The Directors may provide a Seal for the Company and, if so, will provide for the safe custody of that Seal.

(b) The Seal will only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf.

16.2 Execution with a Seal

If the Company has a Seal, it may execute a document by fixing the Seal to the document and causing the fixing of the Seal to be witnessed by two Directors, a Director and a Secretary, or a Director and another person appointed by the Directors for that purpose.

16.3 Execution without the Seal

The Company may execute a document without using a Seal if the document is signed by two Directors, a Director and a Secretary, or a Director and another person appointed by the Directors for that purpose.

16.4 Facsimile signature on certificates

The Directors may determine:

- (a) either generally or in a particular case; and
- (b) in any event, subject to such conditions as the Directors think fit, that wherever a document to be executed by the Company or certificate of membership requires a signature, that requirement will be satisfied by a facsimile of the signature affixed by mechanical or other means.

16.5 Effect of execution

Any instrument executed in accordance with this Rule 16 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.

17. INDEMNITIES AND INSURANCE

17.1 Indemnity against liabilities

To the extent permitted by law, the Company indemnifies every person who is, or has been, a Director or Secretary against any liability incurred by that person, in his or her capacity as such to another person (other than the Company or a related body corporate of the Company) provided that the liability does not arise out of willful or grossly negligent conduct.

17.2 Indemnity for costs and expenses

To the extent permitted by law, the Company indemnifies every person who is, or has been, a Director or Secretary against any liability for costs and expenses incurred by that person:

- (a) in defending any legal action or proceedings which is connected with the person's office of Director or Secretary and in which judgment is given in that person's favour, or in which that person is acquitted; or

(b) in commencing and pursuing any legal action or proceedings which is connected with the person's office as Director or Secretary and in which the Court grants relief to that person under the Corporations Act.

17.3 Limitations on indemnity

Any indemnity granted pursuant to this Rule may only be relied on by the person in whose favour it has been granted if that person:-

- (a) upon becoming aware of a claim immediately notifies the Company and provides to the Company all information, records, statements and assistance that the Company may reasonably require in relation to the claim;
- (b) does not admit liability for or settle or attempt to settle any claim or incur any costs or expenses in connection with any claim without the prior written consent of the Company;
- (c) co-operates with the Company in the defence or settlement of the claim and in respect of any action taken to recover contribution or an indemnity in respect of the claim; and
- (d) allows the Company at its expense should it elect to do so to conduct the defence or settlement of any such claim unless an insurer insures the person or the Company in respect of the claim and has exercised its rights under a policy of insurance to conduct the defence or settlement of the claim, In the event of non-compliance with this provision or any part of it, the Directors may on behalf of the Company in their absolute discretion waive such non-compliance.

17.4 Premium payments for officers' contracts

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 of a subsidiary of the Company against a liability:

- (a) incurred by the person in his or her capacity as an Officer of the Company or a subsidiary of the Company or in the course of acting in connection with the affairs of the Company or a subsidiary of the Company or otherwise arising out of the Officer's holding such office provided that the liability does not arise out of conduct involving a willful breach of duty in relation to the Company or a subsidiary of the Company or a contravention of the Corporations Act; or
- (b) for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.

17.5 Benefits of indemnity continue

The benefits of each indemnity given by or pursuant to this Constitution continue notwithstanding that:

(a) a person who is conferred a benefit by these Rules has ceased to hold office with the Company for any reason whatsoever; or

(b) the terms of these Rules are modified or deleted, but only in respect of any liability arising from any act or omission occurring prior to the cessation, modification or deletion as the case may be.

17.6 Definitions relating to indemnities:-

(a) The term Proceedings means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an Officer or in the course of acting in connection with the affairs of the Company or a wholly-owned subsidiary or subsidiary of the Company or otherwise arising out of the Officer's holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a wholly-owned subsidiary or subsidiary of the Company).

(b) The term Officer has the meaning given to that term in section 241(4) of the Corporations Act.

18. ACCOUNTS

18.1 Company to keep

(a) The company will keep such accounting and other records of its business as are required under the Corporations Act including accounts and other records of:

- (i) the sums of money received and expended by the Company;
- (ii) the matter in respect of which such receipt and expenditure takes place;
- (iii) the property, credits and liabilities of the Company

(b) The accounts shall be open to the inspection of the Members, subject to any reasonable restrictions as to the time and manner of inspecting the accounts that the Directors impose under Rule 20.

18.2 Annual accounts to be laid before annual general meeting

At the annual general meeting in every year the Directors will lay before the Company a profit and loss account and balance sheet for the last financial year of the Company up to date no more than five months before the date of the meeting, together with such other accounts, reports and statements as are required by the Corporations Act.

18.3 Copy of accounts to be sent

A copy of the documents referred to in Rule 1.1 will be sent to all persons entitled to receive them, as required by the Corporations Act.

18.4 Accounts Conclusive

Every account of the Directors when audited and approved or received by a general meeting at which it is presented will be conclusive except as regards any material error discovered in it within 3 months next after its approval or adoption. Whenever any material error is discovered within that period the account will forthwith be corrected and will then be conclusive.

19. AUDITORS

19.1 Auditors to examine accounts annually

Once at least in every year, the accounts of the Company shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Corporations Act.

19.2 Appointment and Removal

The auditors of the Company will be appointed and may be removed as provided in the Corporations Act. They will perform the duties and have the rights and powers as are provided in the Corporations Act.

20. SECRECY

20.1 Members' rights

(a) Subject to the Corporations Act, 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.

(b) Subject to the Corporations Act, a Member does not have the right, but may in the absolute discretion of the Directors be authorised, to inspect or to require or receive any information, or to require production of any record or document of the Company or any information respecting any detail of the Company's trading or business, or any matter which is or may be in the nature of a trade secret, confidential information, mystery of trade or secret process which may relate to the conduct of the business of the Company.

20.2 Officers of Company not to disclose information

(a) Every Director, manager, Secretary, auditor, trustee, member of a committee, agent, accountant or other Officer is bound to observe secrecy with respect to all transactions of

the Company with its customers, the state of the account of any individual, and all related matters.

(b) If required by the Directors, every such person will, before commencing that person's duties or employment or at any time afterwards, sign and make a declaration in a book to be kept for that purpose that they will not reveal or make known any of the matters, affairs or concerns which may come to their knowledge as Director, Managing Director, manager, Secretary, auditor, trustee, member of a committee, agent, accountant or other Officer and whether relating to transactions of the Company with its customers or the state of the account of any individual or to anything else, to any person or persons except:

- (i) in the course and in the performance of their duties as an Officer of the Company; or
- (ii) under compulsion or obligation of law; or
- (i) when officially required so to do by the Directors or by the auditors for the time being, or by any general meeting of Members.

20.3 Meetings by using Technology

(a) The Directors or Members may, if they think fit, confer by any Technology for the purposes of conducting a meeting.

(b) Notwithstanding that the Directors or members are not present together in one place at the time of the conference, a resolution passed by such a conference will be deemed to have been passed at a meeting of the Directors or meeting of members, held on the day on which and at the time at which the conference was held.

(c) Each of the Directors or Members taking part in the meeting by telephone or other means of communication must be able to hear each of the other Directors or Members taking part at the commencement of the meeting or other proceedings.

(d) At the commencement of the meeting each Director or Member must acknowledge his or her presence for the purpose of the meeting to all the other members of the Board of directors or Members taking part.

(e) The provisions of this Constitution relating to proceedings of Directors and proceedings of Members, apply to such conferences to the extent that they are capable of applying, and with the necessary changes.

(f) A Director or Member present at the commencement of the conference or 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 conference.

(g) Any minutes of a conference or meeting of the type referred to in paragraph (a) purporting to be signed by the Chairperson of that conference or by the Chairperson 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 conference.

(h) When, by the operation of paragraph (b), a resolution is deemed to have been passed at a meeting of the Directors or a meeting of Members, that meeting will be deemed to have been held at such place as is determined by the Chairperson of the relevant conference, provided that at least one of the Directors who took part in the conference was at such place for the duration of the conference.

21. NOTICES

21.1 Method of service of notices

A notice may be served by the Company on a Member or other person 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; or
- (d) by sending it by facsimile transmission to a facsimile number nominated by the Member for the purpose of serving notices on the Member.

For the purposes of paragraphs (b) and (c), a Member may provide the Company with an address other than that of the registered address for the purpose of serving notice on that Member.

21.2 Notification of address or facsimile number

Each Member whose registered address is not in Australia may at any time notify in writing to the Company an address or facsimile number in Australia which will be deemed to be that Member's registered address or facsimile number within the meaning of Rule 21.

21.3 Air-mail postage or facsimile transmission to overseas members without Australian address

As regards Members who have no registered address in Australia, all notices will be posted by air- mail, or sent by facsimile transmission or air courier.

21.4 Notice by advertisement

Any notice by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them by advertisement will unless otherwise stipulated be sufficiently advertised if advertised once in a daily newspaper circulating in all States and Territories of Australia.

21.5 Time of service by post

(a) Any notice sent by post, air-mail or air courier will be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier.

(b) In proving service of any notice it will be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle or delivered to the air courier.

(c) 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.

21.6 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.

21.7 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.

21.8 Calculation of notice period

Where a period of notice is required to be given, the day on which the notice is dispatched and the day of doing the act or other thing will not be included in the number of days or other period.

22. WINDING UP

If upon the winding-up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property, the property will not be paid or distributed among the Members, but will be given or transferred to some other institution which is, or institutions each of which:

(a) has objects similar to the objects of the Company which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company by clause 1.7; and

(b) is determined by the Members at or before the time of dissolution, and in default thereof by application to the Supreme Court for determination.