



**CONSTITUTION OF
SAVANNAH WAY LIMITED
ACN 128 822 337**

Version 2 effective November 2012

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CONSTITUTION of SAVANNAH WAY LIMITED

A COMPANY LIMITED BY GUARANTEE

1. GENERAL

1.1 Name of Company

The name of the Company is **Savannah Way Limited**.

1.2 Replaceable rules

The Replaceable Rules do not apply to the Company.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In these rules unless it is inconsistent with the subject or context in which it is used:

'Board' means the board of directors of the Company;

'Business day' means a day on which banks (as that term is defined in the *Banking Act 1959*) are generally open for business in Brisbane;

'Chairman' includes an acting Chairman under rule 9.5;

'Committee' means a committee to which powers have been delegated by the Board pursuant to rule 16.7;

'Company' means Savannah Way Limited;

'Constitution' means the constitution of the Company, as amended from time to time;

'Directors' means the members of the Board who are the directors of the Company for the time being;

'Law' means the *Corporations Law* and the *Corporations Regulations* (as defined in the *Corporations Act 1989*);

'Member of the Board' means a person appointed or elected from time to time to the office of director of the Company in accordance with these rules and includes any alternate director duly acting as a member of the Board;

'Member' means any person who becomes a member, in accordance with the law and this Constitution;

'Members present' means Members present at a general meeting of the Company in person or, if applicable, by duly appointed corporate representative, proxy or attorney;

'Office' means the registered office from time to time of the Company;

'Person' and words importing persons include partnerships, associations and corporations unincorporated and incorporated by Ordinance, Act of Parliament or registration as well as individuals;

'Register' means the register of Members of the Company established pursuant to the Law;

'Registered address' means the address of a Member specified in the Register or any other address of which the Member notifies the Company as a place at which the Member will accept service of notices;

'Replaceable Rules' means all or any of the replaceable rules contained in the Law from time to time and includes any replaceable rule that was or may become, a provision of the Law;

'Rules' means the rules of this Constitution as altered or added to from time to time;

'Seal' means the common seal, if any, from time to time of the Company;

'Secretary' means a person appointed as secretary of the Company and includes any person appointed to perform the duties of secretary;

'Securities' includes shares, rights to shares, options to acquire shares and other securities with rights of conversion to equity;

'Voting Member' is a Member who under the rules is entitled to vote at any general meeting;

'Writing' and **'written'** includes printing, typing, lithography and other modes of reproducing words in a visible form.

2.2 Interpretation

An expression used in a particular Part, Division, Schedule or regulation of the Law that is given by that Part, Division, Schedule or regulation a special meaning for the purpose of that Part, Division, Schedule or regulation has, in any of these rules that deals with a matter dealt with by that Part, Division, Schedule or regulation, unless the contrary intention appears, the same meaning as in that Part, Division, Schedule or regulation.

- (a) Words in the singular include the plural and vice versa.
- (b) Words importing a gender include each other gender.
- (c) A reference to the Law or any other statute or regulations is to be read as though the words 'as modified or substituted from time to time' were added to the reference.
- (d) The headings and side notes do not affect the construction of these rules.

3. OBJECTS AND POWERS

3.1 Objects of Company

The objects for which the Company is established are:

- a) promote the Savannah Way Brand;
- b) create awareness of and generate travel and tourism to the Savannah Way Route which joins Cairns to Broome via Katherine;
- c) contribute to the economic and social well-being of communities along the Savannah Way Route;
- d) bring cohesion to the travel and tourism industry in the three affected states of Queensland, Northern Territory and Western Australia;
- e) promote and facilitate the development and delivery of quality experiences for visitors travelling along the Savannah Way;
- f) provide appropriate information and other services to the travellers on the Savannah Way;
- g) provide advocacy services on behalf of its members to the LGAs and to local State and Australian Government Members of Parliament
- h) encourage the adoption of regional, national and international policies that facilitate travel for visitors to the area;
- i) collect and collate data relevant to the operation and promotion of the tourism industry along the Savannah Way
- j) promote commercial initiatives that will enhance the goals of Savannah Way;
- k) maximise the benefits of travel and tourism as a sustainable force for social, cultural, environmental and economic development and employment growth;
- l) promote, undertake and disseminate research and information relating to the Savannah Way;
- m) adopt such means of making known the objects of the Company as may to the Company seem expedient;
- n) borrow or raise or secure the funds for the purposes of the Company;
- o) expend money received from Members or from any other source for any purpose which, in the opinion of the Company, may further the objects of the Company;
- p) to solicit and/or receive donations and legacies (whether subject to any special trusts or not) for the purpose of applying the same to any of the objects of the Company and to apply the same accordingly;
- q) invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be required including the purchase of shares in any corporation and whether or not any such investments shall be one authorised by law for the investment of trust funds;
- r) undertake and execute any trusts the undertaking whereof may seem desirable whether gratuitously or otherwise;
- s) formulate, establish and implement regulations and by-laws for the proper conduct of Members and for regulating and determining their membership;
- t) do all such things and exercise all or any of the powers contained in the Law as if the same had been set forth at length as a separate object or power as the case may be;
- u) do all such other things as may be deemed incidental or conducive to the attainment of the objects of the Company or any of them.

3.2 Separate objects

Each of the above objects constitutes a separate object of the Company, and no such object may be construed by reference to any other such object.

3.3 Powers of the Company

The Company has the power to:

(a) deal with other bodies and as such to:

(i) subscribe to, become a member of and co-operate with or amalgamate with any other company, club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Company;

(ii) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, clubs, associations or organisations with which the Company is authorised to amalgamate; and

(iii) transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, clubs, associations or organisations with which the Company is authorised to amalgamate, but the Company may only subscribe to and support with its funds or amalgamate with any company, club, association or organisation which prohibits the distribution of its income and property amongst its Members to an extent at least as great as that imposed on the Company under or by virtue of rule 4.2 of this Constitution;

(b) to co-ordinate, initiate and undertake efforts for the raising of funds for its objects including without limitation 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 Company by way of donations, sponsorships, annual subscriptions, levies or otherwise;

(c) in furtherance of the objects of the Company to buy, sell and deal in all kinds of commodities and provisions, both liquid and solid, for or to the Members or persons entering, visiting or using the Company's premises;

(d) to fairly impose and collect membership fees and affiliation fees from Members and fees from Members and other persons for use of the Company's premises, property and assets and for entering or visiting the Company's premises;

(e) to appoint such honorary staff, paid administrators and professional advisers as may be appropriate from time to time;

(f) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other person as may be necessary or convenient for the purposes of the Company;

(g) to remunerate any person or body corporate for services rendered or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Company or promotion of the Company or in furtherance of its objects;

(h) to promote and hold either alone or together with any other company, club, association or organisation meetings and displays and, without limitation, take any action considered necessary to further the objects and be in the interests of the Company;

(i) to make regulations and by-laws for the better carrying out of its objects and to equitably enforce such regulations and by-laws;

(j) to suspend, terminate, disqualify or otherwise cause to be dealt with any Member who has committed a breach of the Constitution of the Company, or of any of its rules and bylaws or for any action considered to be unfair, unbecoming or contrary to the interests, ideals or objects of the Company;

(k) to form subcommittees or organisational sections or units to assist in the execution of its objects;

(l)

(i) to purchase, take on lease, or in exchange, hire and otherwise acquire any land, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Company; and

(ii) where the Company takes or holds any property subject to a trust, to only deal with it in such manner as is allowed by law having regard to the trust;

(m) to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and 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;

- (n) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which 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 of them;
- (o) to invest and deal with the money of the Company not immediately required in such manner as the Company thinks fit;
- (p) to take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;
- (q) to lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate in furtherance of the objects of the Company;
- (r) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as the Company thinks 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 and pay off such securities;
- (s) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (t) 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 in furtherance of the objects of the Company;
- (u) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any kind of the Company's property of whatever kind sold by the Company or any money due to the Company from purchasers and others;
- (v) 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;
- (w) to insure against all risks, liabilities and eventualities as may seem advisable and to apply the proceeds of any claim under any insurance in such manner and for such purpose or purposes as may be thought fit;
- (x) to print and publish any articles, releases, newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects;
- (y) to give or contribute towards the giving of gifts, prizes, medals, awards or trophies and make donations in furtherance of its objects and for patriotic, charitable or community purposes; and
- (z) to do all such things as are incidental and conducive to the attainment of the objects and the exercise of the powers of the Company.

3.4 No Power to issue shares

The Company has no power to issue or allot fully or partly paid shares to any person.

4. NON-PROFIT NATURE OF THE COMPANY

4.1 Non-profit

- (a) The income, property, profits and financial surplus of the Company, whenever derived, must be applied solely towards the promotion of the objects of the Company as set out in this Constitution.
- (b) The Company is a non-profit organisation and shall not carry on business for the purpose of profit or gain to its individual Members and no portion of its income, property, profits and financial surplus may be paid, distributed to or transferred, directly, indirectly, by way of dividend, property, bonus or otherwise by way of profit, to the Members, or the Board, or their relatives, except as provided by this Constitution.
- (c) Nothing in this Constitution prevents:
 - (i) the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any Member or member of the Board of the Company, in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business;
 - (ii) the payment of interest at a rate not exceeding interest at the rate for the time being charged by the Company's bankers for overdrawn accounts on money borrowed from a Member;
 - (iii) reasonable and proper rent for premises demised or let by any Member to the Company.

4.2 No distribution of profits to Members on winding up

Where property remains after the winding-up or dissolution of the Company and satisfaction of all its debts and liabilities, it may not be paid to nor distributed among the Shareholders of the Company but must be given to or transferred to another fund, authority or institution having objects similar to the objects of the Company, and whose Constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of this Constitution, which fund, authority or institution is to be determined by the Shareholders of the Company at or before the time of the dissolution.

4.3 Limited liability on winding up

Each Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for the payment of the debts and liabilities of the Company contracted before he ceases to be a Member and of the costs charges and expenses of winding up and for adjustment of the rights of the contributors among themselves such amount as may be required, not exceeding \$1.00.

5. MEMBERSHIP

5.1 Types of membership

Until otherwise determined by the Board or the Members in general meeting there shall be the following classes of Members:

- (a) Savannah Way life member
- (b) Savannah Way contributing members
- (c) Ordinary Members;
- (d) Other classes of Members as determined by the Board from time to time in accordance with Rule 5.4.

5.2 Savannah Way foundation members

- (a) The Board in its absolute discretion may accept and approve or disallow nominations for Life Membership.
- (b) Life members will not pay any membership fees.
- (c) Life members will be entitled to receive all public communications electronically transmitted by the company.
- (d) Life members will have full voting rights.

5.3 Savannah Way contributing members

- (a) Every person or corporation who contributes to the Savannah Way will be entitled to membership for the duration of the period to which the contribution of relates.
- (b) contributing members will be entitled to receive all public communications electronically transmitted by the company.
- (c) contributing members will be non-voting members, unless they also qualify as ordinary or other classes of member as determined by the Board from time to time in accordance with Rule 5.4.

5.4 Ordinary Members

- (a) The Board may from time to time in its absolute discretion admit to ordinary membership of the Company any corporation or any person who is more than 18 years of age.
- (b) Every applicant for ordinary membership must be nominated and seconded by 2 Ordinary Members. Such application shall be in writing signed by all 3 parties and in such form as the Board determines.
- (c) The Board shall fix the entrance fee (if any) and the subscription payable by an applicant for ordinary membership. The Board may not deal with any application for ordinary membership unless the entrance fee and subscription payable in respect of the application has been received by the Company.
- (d) Notwithstanding paragraph (c) of this rule, the Board may in its absolute discretion admit or reject any applicant for ordinary membership without the necessity of assigning any reason therefore. If the applicant is not admitted to ordinary membership in due course, all monies paid by him or her to the Company must be returned forthwith in full.
- (e) Ordinary members are entitled to vote at any general meeting of the Company.

5.5 Further Classes of Membership

(a) The Board may at any time:

(i) establish a new class of membership;

(ii) determine or change the existing classes of membership including any entitlements including voting rights; and

(iii) set and amend the membership fees for each class of membership.

(b) When exercising its powers under Rule 5.4(a), the Board must treat the Members of the same class equally and Members of different classes fairly.

(c) The Members in general meetings are not entitled to amend or revoke a decision or determination of the Board made pursuant to this Rule. Where the Members are dissatisfied with a decision of the Board, they may remove the members of the Board as provided in Rule 12.2.

6. RIGHTS AND OBLIGATIONS

6.1 Amount of fees and subscriptions payable

The donation amounts, entrance fees and the annual subscription fees for the various classes of membership are such amounts and are due at such times as the Board from time to time determines.

6.2 Variation of rights of Members

Whilst the membership is divided into different classes, the rights attached to any class (unless otherwise provided by the terms of application for membership of that class) may, whether or not the Company is being wound up be varied only by resolution of the Board.

7. FINANCIAL RECORDS

7.1 Keeping of financial records

(a) The financial year of the Company commences on the first day of July and ends on the 30th day of June in the following calendar year.

(b) Proper books and financial records must be kept and maintained showing correctly the financial affairs of the Company. The Company must ensure the relevant accounting and auditing requirements of the Law are duly complied with.

(c) The Board must make available to all Members at the end of each financial year, copies of the financial report and any other documentation required under the Law.

(d) The Board must cause to be made out and laid before each annual general meeting a balance sheet, profit loss statement and cash flow statement made up to a date not more than 6 months before the date of the meeting.

(e) The Board shall decide prior to the Annual General Meeting whether an audit of the financial records is to be undertaken.

7.2 Banking of monies

All the monies of the Company shall be banked in the name of the Company in a bank account at such bank as the Board may from time to time direct.

7.3 Appointment of auditor

The Company must appoint and retain a properly qualified auditor whose duties are determined in accordance with the Law.

7.4 Inspection of records of the Company

(a) The Board may at its sole discretion determine whether and to what extent, and at what time and place and under what conditions the financial records and other documents of the Company or any of them will be open to the inspection of Members other than the Board.

(b) No Member other than the members of the Board has the right to inspect any document of the Company except as provided by law or as authorised by the Board.

8. GENERAL MEETINGS

8.1 General Meetings

(a) General meetings of the Company may be called and held at the times and places and in the manner determined by the Board. Except as permitted by the Law, the Members may not convene a meeting of the Company. By resolution of the Board any general meeting (other than a general meeting which has been requisitioned or called by Members in accordance with the Law) may be cancelled or postponed prior to the date on which it is to be held.

(b) The Chairman of a general meeting may refuse admission to, or require to leave and remain out of, the meeting any person:

- (i) in possession of a pictorial-recording or sound-recording device;
- (ii) in possession of a placard or banner;
- (iii) in possession of an object considered by the Chairman to be dangerous, offensive or liable to cause disruption;
- (iv) who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;
- (v) who behaves or threatens to behave in a dangerous, offensive or disruptive manner;
- (vi) who is not:
 - (A) a Member or a proxy, attorney or, if applicable, a corporate representative of a Member;
 - (B) a member of the Board;
 - (C) the auditor of the Company.

8.2 Notice of General Meeting

(a) Not less than 21 days' notice of a general meeting must be given by the Board in the form and in the manner the Board thinks fit including notice of any general meeting at which the Board proposes or these rules require that an election of the Board be held.

Notice of meetings shall be given to the Members and to such persons as are entitled under these rules or the Law to receive notice. The non-receipt of a notice of any general meeting by, or the accidental omission to give notice to, any person entitled to notice does not invalidate any resolution passed at that meeting.

(b) If the meeting is to be held at 2 or more places the notice is to set out details of the technology that will be used to facilitate such a meeting and any other matters required to be stated by the Law in relation to the use of such technology.

(c) Only a Voting Member may seek to place an item of business or resolution ('Matter') before a general meeting. Any Voting Member who wishes to place a Matter before a general meeting, must at least 35 days before the next general meeting give the Board written notice of the Matter. The Board may determine in its absolute discretion whether to include the Matter as part of the business of the general meeting.

9. PROCEEDINGS OF MEETINGS

9.1 Business of general meetings

(a) The business of an annual general meeting is to receive and consider the financial and other reports required by the Law to be laid before each annual general meeting, to elect members of the Board in the place of those retiring under these rules, when relevant to appoint an auditor, and to transact any other business which, under these rules, is required to be transacted at any annual general meeting. All other business transacted at an annual general meeting and all business transacted at other general meetings is deemed to be special. Except with the approval of the Board, with the permission of the Chairman or pursuant to the Law, no person may move at any meeting either:

- (i) in regard to any special business of which notice has not been given under rule 8.2, any resolution or any amendment of a resolution; or
- (ii) any other resolution which does not constitute part of special business of which notice has been given under rule 8.2.

(b) The auditors and their representative are entitled to attend and be heard on any part of the business of a meeting which concerns the auditors. The auditors or their representative, if present at the meeting, may be questioned by the Members, as a whole, about the audit.

9.2 Quorum

5% of members registered at the date of the meeting, present in person or by proxy and entitled to vote, constitutes a quorum for a meeting. No business may be transacted at any meeting except the election of a Chairman and the adjournment of the meeting unless the requisite quorum is present at the commencement of the business.

9.3 Adjournment in absence of quorum

If within 15 minutes after the time specified for a general meeting a quorum is not present, the meeting, if convened upon a requisition or called by Members, is to be dissolved, and in any other case it is to be adjourned to the same day in the next week (or, where that day is not a business day, the business day next following that day) at the same time and place and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time specified for holding the meeting, the meeting is to be dissolved.

9.4 Chairman

(a) The Chairman of the Board is entitled to take the chair at every general meeting.

(b) If at any general meeting:

(i) The Chairman of the Board is not present at the specified time for holding the meeting; or

(ii) the Chairman of the Board is present but is unwilling to act as Chairman of the meeting, the deputy Chairman of the Board is entitled to take the chair at the meeting.

(c) If at any general meeting:

(i) there is no Chairman of the Board or deputy Chairman of the Board;

(ii) the Chairman of the Board and deputy Chairman of the Board are not present at the specified time for holding the meeting; or

(iii) the Chairman of the Board and the deputy Chairman of the Board are present but each is unwilling to act as Chairman of the meeting, the members of the Board present may choose another member of the Board as Chairman of the meeting and if no member of the Board is present or if each of the members of the Board present are unwilling to act as Chairman of the meeting, a Member chosen by the Members present is entitled to take the chair at the meeting.

9.5 Acting Chairman

If during any general meeting the Chairman acting pursuant to rule 9.4 is unwilling to act as chairman for any part of the proceedings, the Chairman may withdraw as chairman during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a member of the Board or who has been nominated for election as a member of the Board at the meeting to be acting chairman of the meeting during the relevant part of the proceedings. Upon the conclusion of the relevant part of the proceedings the acting chairman is to withdraw and the Chairman is to resume acting as chairman of the meeting.

9.6 General conduct of meeting

Except as provided by the Law, the general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as determined by the Chairman. The Chairman may at any time the Chairman considers it necessary or desirable for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present. The Chairman may require the adoption of any procedure which is in the Chairman's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company, whether on a show of hands or on a poll.

9.7 Adjournment

The Chairman may at any time during the course of the meeting adjourn from time to time and place to place the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion and may adjourn any business, motion, question, resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting. If the Chairman exercises a right of adjournment of a meeting pursuant to this rule, the Chairman has the sole discretion to decide whether to seek the approval of the Members present to the adjournment and, unless the Chairman exercises that discretion, no vote may be taken by the Members present in respect of the adjournment. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

9.8 Voting

(a) Each question submitted to a general meeting is to be decided in the first instance by a show of hands of the Voting Members present and entitled to vote. Subject to paragraph (b) of this rule, in the case of an equality of votes, the Chairman has, both on a show of hands and at a poll, a casting vote in addition to the vote or votes to which the Chairman may be entitled as a Voting Member or as a proxy, attorney or, if applicable, a duly appointed corporate representative of a Voting Member.

(b) On a show of hands, where the Chairman has 2 or more appointments that specify different ways to vote on a resolution, the Chairman cannot vote but has a casting vote in the case of an equality of votes cast by Voting Members.

9.9 Declaration of vote on a show of hands; when poll demanded

(a) At any meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Company signed by the Chairman of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded:

- (i) before a vote is taken;
- (ii) before the voting results on a show of hands are declared; or
- (iii) immediately after the voting results on a show of hands are declared.

(b) A poll may be demanded by:

- (i) the Chairman;
- (ii) at least 2 Voting Members present entitled to vote on the resolution.

9.10 Taking a poll

If a poll is demanded as provided in rule 9.9, it is to be taken in the manner and at the time and place as the Chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote, the Chairman's determination in respect of the dispute made in good faith is final.

9.11 Continuation of business

A demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting immediately and without adjournment.

9.12 Special meetings

All the provisions of these rules as to general meetings apply to any special meeting of any class of Members which may be held pursuant to the operation of these rules or the Law.

10. VOTES OF MEMBERS

10.1 Voting rights

(a) The entitlement of Members to vote on a show of hands and on a poll is as follows:

(i) contributing members will not be entitled to a vote unless they also qualify as ordinary or another class of member as determined by the Board from time to time in accordance with Rule 5.4.

(ii) every Foundation member and Ordinary Member has the right to one vote;

(iii) the voting rights of other classes of Members shall be as determined by the Board from time to time.

(b) If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his committee or trustee or such other person as properly has the management of his estate may exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

(c) A Member whose annual subscription is more than one month in arrears or paid in accordance with a schedule approved by the Board, at the date of the general meeting, is not entitled to vote at that meeting.

(d) Subject to paragraph (e) of this rule, where a person is entitled to vote in more than one capacity, that person is entitled only to one vote on a show of hands; and

(e) If the person appointed as proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.

10.2 Appointment of proxies

(a) Any Member entitled to vote at a general meeting may appoint one proxy.

(b) A proxy must be a Member of the Company who is entitled in their own right to vote at a general meeting of the Company.

(c) The instrument appointing a proxy (and the power of attorney, if any, under which it is signed or proof of the power of attorney to the satisfaction of the Board) must be deposited duly stamped (if necessary) at the Office, faxed to the Office or deposited, faxed or sent by electronic mail to any other place specified in the notice of meeting, at least 48 hours (or a lesser period as the Board may determine and stipulate in the notice of meeting) before the time for holding the meeting or adjourned meeting or poll at which the person named in the instrument proposes to vote.

(d) No instrument appointing a proxy is, except as provided in this rule, valid after the expiration of 12 months after the date of its execution. Any Member may deposit at the Office an instrument duly stamped (if necessary) appointing a proxy and the appointment is valid for all or any stipulated meetings of the Company until revocation.

10.3 Voting by corporation

Any corporation, being a Member and entitled to vote, may by resolution of its directors or other governing body or by an instrument of proxy authorise any person, though not a Member of the Company, or any person occupying a particular office from time to time, to act as its representative, and such representative is, in accordance with his authority and until his authority is revoked by the corporation which he represents, entitled to exercise the same powers at meetings on behalf of the corporation which he represents as that corporation could exercise if it were a natural person who was a Member and exercise any other powers permitted to be exercised by a body corporate representative under the Law.

10.4 Validity of vote

A vote given in accordance with the terms of an instrument of proxy or power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument of proxy or power of attorney in respect of which the vote is given, provided no notice in writing of the death, unsoundness of mind or revocation has been received at the Office before the meeting or any adjourned meeting. A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes at the meeting on the resolution for which the proxy is proposed to be used.

10.5 Form and execution of instrument of proxy

An instrument appointing a proxy is required to be in writing signed by the appointor or the attorney of the appointor or, if the appointor is a corporation, under its common Seal or signed by a duly authorised officer and in the form which the Board may from time to time prescribe to accept.

(a) The instrument of proxy is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.

(b) An instrument appointing a proxy, unless the contrary is stated, is valid for any adjournment of the meeting, as well as for the meeting to which it relates. Any duly signed proxy which is incomplete may be completed by the Secretary on authority from the Board and as permitted by the Law and the Board may authorise completion of the proxy by the insertion of the name of any member of the Board as the person in whose favour the proxy is given provided that that member of the Board is also entitled to vote at the general meeting as required by rule 10.2(b).

10.6 Board to issue forms of proxy

The Board may issue with any notice of general meeting of Members or any class of Members forms of proxy for use by the Members. Each form is to make provision for the Member to write in the name of the person to be appointed as proxy and may provide that, if the Member does not so write in a name, the proxy is to be a person named on the form. The form may include the names of any of the members of the Board or of any other person as a suggested proxy. The forms are to be worded so that a proxy may be directed to vote either for or against each or any of the resolutions to be proposed.

10.7 Attorneys of members

Any Member may, by duly executed power of attorney, appoint an attorney to act on the Member's behalf at all or certain specified meetings of the Company. Before the attorney is entitled to act under the power of attorney, the power of attorney or proof of the power of attorney to the satisfaction of the Board must be produced for inspection at the Office or any other place the Board may determine from time to time together, in each case, with evidence of the due execution of the power of attorney as required by the Board. The attorney may be authorised to appoint a proxy for the Member granting the power of attorney.

11. THE BOARD

11.1 Members of the Board

(a) Subject to clause 11.3 and until otherwise determined by the company in general meeting, the number of Directors shall not be less than seven (7) or more than eleven (11). The Board consists of:

(i) The Chairman;

(ii) The Deputy Chairman

(iii) a maximum of 9 other members of the Board, who shall be elected or appointed in accordance with these rules

(b) The State Government Tourist Offices of Queensland, Northern Territory and West Australia may appoint one Director each.

(c) The Directors shall have power at any time and from time to time to appoint no more than four (4) persons as Directors of the Company additional to the Directors elected pursuant to sub-paragraph (b) and appointed pursuant to sub-paragraphs (c and d) of this Clause provided that the total number of Directors shall not at any time exceed the number of Directors fixed in accordance with this Constitution.

(d) A Director appointed pursuant to the provisions of paragraph (e) of this Clause shall hold office until the close of the Annual General Meeting next following their appointment, but they may be re-appointed as a Director pursuant to this Clause.

(e) The names of the first members of the Board are those persons named as directors in the application for registration of the Company.

11.2 Retirement and election of members of the Board

(a) At every annual general meeting, one half of the elected members of the Board or, if their number is not a multiple of 2, then the number nearest to but not more than one half must retire from office. A member of the Board (other than any Special Person) must retire from office at the conclusion of the second annual general meeting after which the member of the Board was elected or re-elected. A retiring member of the Board retains office until the dissolution of the meeting at which the retiring member of the Board retires. Nothing in this rule requires a member of the Board to retire from office earlier than at the conclusion of the second annual general meeting after which the member of the Board was elected or re-elected.

(b) The members of the Board to retire pursuant to this rule are the member or members of the Boards longest in office since last being elected. As between members of the Board who were elected on the same day the members of the Board to retire are (in default of agreement between them) determined by ballot. The length of time a member of the Board has been in office is calculated from the date of their last election or appointment. A retiring member of the Board is subject to these rules eligible for re-election.

(c) At the first AGM of the company those retiring will be selected by ballot.

11.3 Election of General Directors

(a) Subject to Clause 11.5(b), the election of General Directors shall take place in the following manner:-

(i) any two (2) financial members may nominate another financial member or a representative of a financial member that is not a natural person for election as a Director;

(ii) the nomination which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least twenty one (21) days before the annual general meeting at which the election is to take place;

(iii) the Secretary shall cause to be prepared if necessary balloting lists containing the name of the candidates in alphabetical order, together with a brief personal profile of each candidate will be forwarded to all voting members; if there shall be less than two (2) candidates, those Candidates shall be deemed to be elected; if there be two (2) or more candidates for office the members present in person or by proxy or by attorney or other duly authorized representative at the meeting shall elect two (2) of such candidates to the position of Director.

(iv) Only one representative of a Member shall be eligible and entitled to be elected to the office of Director,

11.4 Qualification for membership of the Board

(a) All members of the Board are required to be natural persons.

11.5 Casual vacancies

(a) The Board has the power at any time and from time to time to appoint a qualified person as a member of the Board either to fill a casual vacancy among the Board or as an addition to the existing members but so that the total number of members may not at any time exceed the number fixed in accordance with this Constitution.

(b) Any person appointed under this rule holds office until the next general meeting when an election will be held to fill the vacancy but such person is not to be taken into account in determining the number of members of the Board who are to retire by rotation at the meeting. Any person appointed under this rule is eligible for election at that general meeting.

(c) The Members in general meeting may by ordinary resolution elect a qualified person as a member of the Board but so that the total number of members does not at any time exceed the number fixed in accordance with this Constitution.

12. RESIGNATION AND REMOVAL

12.1 Resignation

Any member of the Board may resign at any time from membership of the Board by notice in writing delivered to the Secretary but such resignation only takes effect at the time when such notice is received by the Secretary unless some later date is specified in the notice when it shall take effect on the later date.

12.2 Removal

(a) A member of the Board may be removed from office by ordinary resolution of the Members at a general meeting of the Company convened for that purpose. At any such general meeting the member of the Board must be given the opportunity to fully present their case either orally or in writing or partly by either or both of these means.

(b) A member of the Board who ceases to be a member of the Board under paragraph (a) of this rule retains office until the dissolution or adjournment of the general meeting at which the member of the Board is removed.

12.3 Disqualification

In addition to the circumstances in which the office of a member of the Board becomes vacant by virtue of the Law, and subject to resolution of the Board, the office becomes vacant if that member:

(a) 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;

(b) becomes a bankrupt under the Bankruptcy Act;

(c) is convicted of a criminal offence.

A member of the Board who vacates office pursuant to rules 12.1, or paragraphs (a) or (b) of this rule, is not to be taken into account in determining the number of members of the Board who are to retire by rotation at any annual general meeting.

13. CHAIRMAN AND DEPUTY CHAIRMAN

13.1 Appointment to office

(a) Subject to rule 13.1(b), the Chairman and Deputy Chairman are chosen by the Board from the members of the Board at the first meeting of the Board after any annual general meeting.

(b) The Chairman and Deputy Chairman continue to hold office until the earlier of:

(i) their resignation from that office in accordance with rule 13.2;

(ii) their removal from that office in accordance with rule 12.2;

(iii) their office as member of the Board becomes vacant in accordance with this Constitution or he or she resigns or is removed from that office;

(iv) the date of the first meeting of the Board after the first anniversary of their appointment to that office.

(c) The Board has the sole power at any time and from time to time to appoint any one of its members as Chairman and Deputy Chairman and to remove any member of the Board appointed under this Constitution from any of those offices but not from the office of member of the Board.

13.2 Resignation

The Chairman and the Deputy Chairman of the Board may resign at any time from such office by notice in writing delivered to the Secretary but such resignation only takes effect at the time when such notice is received by the Secretary unless some later date is specified in the notice when it shall take effect on and from that later date.

14. EXERCISE OF VOTING POWER

14.1 Exercise of voting power in other corporations

The Board may exercise the voting power conferred by the shares in any corporation held or owned by the Company as the Board thinks fit (including the exercise of the voting power in favour of any resolution appointing the members of the Board or any of them directors of that corporation and a member of the Board of the Company may vote in favour of the exercise of those voting rights notwithstanding that the member of the Board is, or may be about to be appointed, a director of that other corporation and may be interested in the exercise of those voting rights.

15. ALTERNATE MEMBERS OF THE BOARD

15.1 Alternate directors

A member of the Board does not have power to appoint any person to act as their alternate in the place of that member of the Board.

16. PROCEEDINGS OF THE BOARD

16.1 Procedures relating to Board meetings

- (a) The Board may meet together, upon each member of the Board being given reasonable notice, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Until otherwise determined by the Board, not less than half of the members of the board in office at that time must be present to form a quorum.
- (c) Notice is deemed to have been given to a member, and all members are hereby deemed to have consented to the method of giving notice, if notice is sent by mail, personal delivery, facsimile transmission or by electronic mail to the usual place of residence, fax number or electronic address of the member (if any fax number or electronic address is notified to the Company) or at any other address given to the Secretary by the member from time to time subject to the right of the member to withdraw such consent within a reasonable period before a meeting.

16.2 Meetings by telephone or other means of communication

The Board may meet either in person, by telephone or video link or by other means of communication consented to by all members of the Board subject to the right of a member of the Board to withdraw their consent within a reasonable period before a meeting. All persons participating in the meeting must be able to hear and be heard by all other participants. A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the members of the Board attending the meeting, provided that at least one of the members present at the meeting is at that place for the duration of the meeting.

16.3 Votes at meetings

Questions arising at any meeting of the Board are decided by a majority of votes. The chairman of the meeting of the Board shall, in addition to his deliberative vote, have a second or casting vote in the event of an equality of votes.

16.4 Convening of meetings

The Board may at any time, and the Secretary, upon the request of not less than three members of the Board, must convene a meeting of the Board.

16.5 Chairman

The Chairman shall if present, be able and willing to preside as chairman at all meetings of the Board and if:

- (a) there is no such Chairman;
- (b) the Chairman is not present within 15 minutes after the time appointed for the meeting; or
- (c) the Chairman is unable or unwilling to preside,

then the Deputy Chairman if present at the meeting, able and willing or in the absence or unwillingness of both of them a member of the Board, appointed by the meeting, shall act as chairman of the meeting.

16.6 Powers of meetings

A meeting of the Board or any adjournment of a meeting at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board.

16.7 Delegation of powers to Committees

The Board may, subject to the constraints imposed by law, delegate any of its powers to Committees consisting of one or more member of the Boards or any other person or persons as the Board thinks fit. Any Committee formed or person or persons appointed to the Committee must, in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed by the Board. A delegate of the Board may be authorised to subdelegate any of the powers for the time being vested in the delegate.

16.8 Proceedings of Committees

- (a) The meetings and proceedings of any Committee are to be governed by the provisions of these rules for regulating the meetings and proceedings of the Board so far as they are applicable and are not superseded by any regulations made by the Board under rule 16.7.
- (b) A Committee in the exercise of the duties delegated or assigned to it shall conform to any regulations, directions or instructions that may be imposed or given by the Board.
- (c) A Committee appointed by the Board shall be under the control and direction of the Board and has no direct part or power in the management of the Company.

16.9 Validity of acts

- (a) All acts done at any meeting of the Board or by a Committee or by any person acting as a member of the Board are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the members or the Committee or the person acting as a member of the Board or that any of them were disqualified, as valid as if every person had been duly appointed and was qualified and continued to be a member of the Board or a member of the Committee (as the case may be).
- (b) If the number of member of the Board is reduced below the minimum number fixed pursuant to these rules, the continuing members of the Board may act for the purpose of increasing the number of members of the Board to that number or of calling a general meeting of the Company but for no other purpose.

16.10 Resolution in writing

A resolution in writing of which notice has been given to all members of the Board and which is signed by a majority of such members entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted and may consist of several documents in the same form each signed by one or more of the members of the Board. For the purposes of this rule the references to 'member of the Board' include any alternate for the time being present in Australia who is appointed by a member of the Board not for the time being present in Australia but do not include any other alternate member of the Board. A facsimile transmission or other document produced by mechanical or electronic means under the name of a member of the Board with the member's authority is deemed to be a document in writing signed by that member.

17. POWERS OF THE BOARD

17.1 General powers of the Board

- (a) The management and control of the business and affairs of the Company are vested in the Board, which (in addition to the powers and authorities conferred upon them by these rules) may exercise all powers and do all things as are within the power of the Company and are not by these rules or by Law directed or required to be exercised or done by the Company in general meeting.
- (b) The Board may make such regulations and by-laws not inconsistent with the Constitution, as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property or are necessary for the convenience, comfort and well-being of the Members (including the terms of entry of Members to the Company's premises and any event or function sponsored, promoted, facilitated or conducted by the Company) and amend or rescind from time to time any such regulations and by-laws.
- (c) A regulation or by-law of the Company made by the Board may be disallowed by the Company in a later general meeting.
- (d) A resolution or regulation made by the Company in general meeting cannot invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.

17.2 Member of the Board contracting with the Company

(a) Neither the holding of office as a member of the Board nor the fiduciary relationship resulting from holding that office shall:

- (i) disqualify any member of the Board from holding any office or place of profit (other than that of auditor) in the Company;
- (ii) disqualify any member of the Board from entering into any arrangement, contract or dealing with the Company in any capacity;
- (iii) avoid or vitiate any arrangement, contract or dealing entered into by or on behalf of the Company in which a member of the Board is any way interested; or
- (iv) render any member of the Board or any corporation of which a member of the Board is an officer or member or in any way interested or any partnership of which a member of the Board is a member or in any way interested liable to account for any profit arising out of the holding of any such office or place of profit or any such arrangement, contract or dealing.

(b) The nature of the interest of a member of Board must be disclosed by him at the meeting of the Board at which the arrangement, contract or dealing is determined by the Board, if his interest then exists, or, in any other case, at the meeting of Board next following the acquisition of his interest.

(c) Subject to the law, a member of the Board who is any way interested in any arrangement, contract or dealing as referred to in paragraph (a) of this rule (whether existing or proposed) may vote in respect of the arrangement, contract or dealing at a meeting of the Board and may be counted in a quorum present at such meeting.

(d) A member of the Board may affix or attest the affixation of the Seal to any instrument or sign or execute any document notwithstanding any interest which such member of the Board has in the subject matter of that instrument or document or any other office or place of profit held by such member of the Board.

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

18. PATRON

18.1 Responsibility

The Patrons are not Directors or other officers of the Company, they are merely representatives and spokespeople for the Company. They do not participate in the management of the Company.

18.2 Appointment

The Board may appoint such people as it sees fit, from time to time and in its absolute discretion, to the position of Patron for the Company. The Board must obtain the consent in writing of any person who is to be appointed to this position prior to that person's appointment taking effect.

18.2 Removal

The Board may remove from any person from the position of Patron without reason at any time by providing notice in writing to that member and, where a person is so removed.

18.3 Purpose

The purpose of the Patron is to ensure that the company's aims and achievements are heard at all levels of the community and Governments.

18.4 Entitlements

The Patron will receive all official communications issued by the Company. The Patron has no voting rights unless they also qualify as ordinary members as detailed in clause 5.4 of this constitution.

19. COMPANY SECRETARY

The Secretary holds office on such terms and conditions as to remuneration and otherwise as the Board determines.

20. OTHER SALARIED OFFICERS

The Board may appoint such officers and employees at such salaries for such periods and on such terms as it thinks fit and may subject to conditions of the employment of such officers and employees dispense with their services and re-appoint or appoint other officers and employees as it thinks fit.

21. THE SEAL

21.1 Company Seal is optional

The Company may have a Seal.

21.2 Affixing the Seal

If the Company has a Seal, the Board is to provide for its safe custody and it should only be used by the authority of the Board. Every instrument to which the Seal is affixed is to be signed by a member of the Board and countersigned by the Secretary or by a second member of the Board or by another person appointed by the Board for the purpose. The Board may determine either generally or in any particular case that a signature may be affixed by a mechanical means specified in the determination.

21.3 Execution of documents without a Seal

The Company may execute a document, including a deed, by having the document signed by:

- (a) 2 members of the Board;
- (b) a member of the Board and the Secretary; and if the Company executes a deed, the document is to be expressed to be executed as a deed and be executed in accordance with the appropriate procedures set out in rule 21.2 or this rule.

21.4 Other ways of executing documents

Notwithstanding the provisions of rules 21.2 and 21.3, any document including a deed, may also be executed by the Company in any other manner permitted by law.

22. MINUTES

The Board must ensure that minutes are duly recorded in any manner it thinks fit:

- (a) of the names of the members of the Board present at each meeting of the Company, the Board and of any Committees; and
- (b) of all resolutions and proceedings of general meetings of the Company and of meetings of the Board and any Committees, and the minutes of any meeting of the Board or of any Committee or of the Company, if purporting to be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting, are prima facie evidence of the matters stated in the minutes.

23. NOTICES

23.1 Service of notices

A notice may be given by the Company to a Member, or in the case of joint holders to the Member whose name stands first in the Register, personally, by leaving it at the Member's Registered address or by sending it by prepaid post or facsimile transmission addressed to the Member's Registered address or by sending it to the electronic address (if any) nominated by the Member. All notices sent by prepaid post to persons whose Registered address is not in Australia may be sent by airmail or some other way that ensures that it will be received quickly.

23.2 When notice deemed to be served

Any notice sent by post is deemed to have been served at the expiration of 48 hours after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. Any notice served on a Member personally or left at the Member's Registered address is deemed to have been served when delivered. Any notice served on a Member by facsimile transmission is deemed to have been served when the transmission is sent. A facsimile is deemed to be duly sent when the Company's facsimile system generates a message confirming successful transmission of the total number of pages of the notice to the addressee. Any notice served on a Member by electronic means is deemed to have been served when the electronic message is sent.

23.3 Member not known at Registered address

Where a Member does not have a Registered address or where the Company has bona fide reason to believe that a Member is not known at the Member's Registered address, all future notices are deemed to be given to the Member if the notice is exhibited in the Office for a period of 48 hours (and is deemed to be duly served at the commencement of that period) unless and until the Member informs the Company of a registered place of address.

23.4 Signature to notice

The signature to any notice to be given by the Company may be written or printed.

23.5 Reckoning of period of notice

Where a given number of days' notice or notice extending over any other period is required to be given, the day of service is not to be reckoned in the number of days or other period.

23.6 Service on deceased Members

A notice delivered or sent by post to the Registered address of a Member pursuant to these rules is (notwithstanding that the Member is then dead and whether or not the Company has notice of the Member's death) deemed to have been duly served and the service is for all purposes deemed to be sufficient service of the notice or document on the Member's heirs, executors or administrators.

23.7 Persons entitled to notice of general meeting

- (a) Notice of every general meeting is to be given to:
- (i) each Member individually who is entitled to vote at general meetings of the Company;
 - (ii) each member of the Board;
 - (iii) the auditor for the time being of the Company.
- (b) No other person is entitled to receive notices of general meetings.

23.8 Notification of change of address

Every Member must notify the Company of any change of his or her address and any such new address must be entered in the register of Members as required to be kept by the Law and upon being so entered becomes the Member's Registered address.

24. INDEMNITY

24.1 Indemnity for/in favour of members of the Board, Secretaries and Board officers

Subject to the law, the Company must indemnify every person who is or has been a member of the Board, Secretary or Board officer of the Company against a liability:

- (a) incurred by the person acting in their capacity as a member of the Board, Secretary or Board officer to a person other than the Company or a related body corporate where the liability does not arise out of a lack of good faith;
- (b) for the costs and expenses incurred by the person:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the law.

24.2 Indemnity to employees

Every employee who is not a member of the Board, Secretary or Board officer of the Company may be indemnified out of the property of the Company against a liability:

- (a) incurred by the employee acting in that capacity;
- (b) for the costs and expenses incurred by an employee:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the person is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the employee under the law.

24.3 Personal liability of officer

If the Board or any member thereof or any officer of the Company becomes personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the persons or person so becoming liable as aforesaid from any loss in respect of such liability.

24.4 Insurance

(a) Subject to the law, the Company may pay insurance premiums in respect of insurance for the benefit of every person who is or has been a member of the Board, Secretary or Board officer acting in that capacity against:

- (i) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (ii) a liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a wilful breach of duty in relation to the Company or a breach of the provisions of the Law dealing with improper use of inside information or position.

(b) The Company may pay insurance premiums in respect of insurance for the benefit of the auditor or an employee of the Company who is not a member of the Board, Secretary or Board officer concerned in the management of the Company.