

Dated the 29th day of July 2015

Constitution

of

SUNSHINE COAST DESTINATION LIMITED

ACN 144 749 717

Corporations Act 2001

Company Limited by Guarantee

Constitution

of

SUNSHINE COAST DESTINATION LIMITED ACN 144 749 717

1. **INTRODUCTION**

1.1 **Replaceable Rules Excluded**

The replaceable rules contained in the Act do not apply to the Company.

2. **DEFINITIONS AND INTERPRETATION**

2.1 **Definitions**

In this Constitution:

Act means the *Corporations Act 2001 (Cth)* and includes any amendment or re-enactment of it or any legislation passed in substitution for it;

Advisory Panel means an advisory panel established by the Board in accordance with rule 44;

Advisory Panel Charter means the charter of guiding practice principles and procedures to be developed by the Board from time to time for the governance and operation of Advisory Panels or of any Advisory Panel in particular;

AGM means annual general meeting;

Base Membership Fee means that proportion of the annual subscription fee prescribed by the Directors from time to time in accordance with rule 15;

Board means all or some of the Directors from time to time acting as a Board (or a duly appointed Directors' Committee);

Business Day means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Office is located;

Chair means the chair of the Board appointed under rule 28 from time to time;

Chief Executive Officer means the person holding the office of chief executive officer of the Company from time to time;

Company means Sunshine Coast Destination Limited ACN 144 749 717;

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

Corporate Member means a Member which is a body corporate;

Council means a local government exercising powers vested under the Local Government Act and includes any successor or other organisation replacing it;

CPI Adjustment Date means the date that is each anniversary of the Company's incorporation;

Director means a person holding the office of director of the Company under this Constitution;

Directors means the Directors for the time being assembled or acting as a Board;

Directors' Committee means a committee to which powers have been delegated by the Board under rule 43;

Elected Director means a Director elected to the Board by the Members under rule 24;

Executive Officer means an executive officer appointed under rule 37 from time to time;

Financial Year means the period from 1 July in any year to the following 30 June (inclusive);

Index Number means the Consumer Price Index (All Groups) for Brisbane as last published by the Australian Government Statistician or similar index of the Government Statistician which replaces it;

Local Government Act means the *Local Government Act 2009 (Qld)* as amended or varied from time to time (including regulations made under the Act as amended, modified or enacted from time to time) and any act of the State of Queensland repealing, superseding or replacing the Local Government Act;

Local Government Area means the area encompassed within the boundaries of the Council's authority as prescribed under the Local Government Act;

Local Tourism Body means a representative local organisation recognised by the Company as promoting tourism in a Sub-Region and **LTB** has a corresponding meaning;

Member means a member from time to time of the Company and entered as such in the Register and **Membership** has a corresponding meaning;

Membership Commencement Date means:

- (a) the date upon which a Member's application for Membership is accepted by the Board pursuant to rule 12.1; or
- (b) the date of issuance by the Company of a receipt for payment by the Member of the annual subscription fees determined by the Directors for any relevant category of Membership the subject of the application for Membership;

whichever is the later;

Nominated Representative means, in the case of a Member which is not a natural person, a natural person who is authorised under section 249 of the Act to represent that Member at meetings of the Company;

Nomination Committee means a committee (other than a Director's Committee or an Advisory Panel formed under and governed in accordance with rules 43 or 44 respectively) which is:

- (a) comprised of such Directors and other representatives that the Board may so determine from time to time;
- (b) governed by and which operates in accordance with a charter prescribed by the Board from time to time; and
- (c) vested with power and responsibility under this Constitution for the nomination of Skill-Based Directors in accordance with rule 23.3 for appointment by the Board in accordance with rule 23.4;

Notice means, depending on the context, a written notice, consent, approval, direction, order or other such written communication and **notify** and **notification** have corresponding meaning;

Objects means the objects of the Company listed in rule 3.1;

Office means the registered office of the Company;

Privacy Act means the Privacy Act 1988 (C'th) as amended or varied from time to time (including regulations made under the Act as amended, modified or enacted from time to time) and any act of the Commonwealth of Australia repealing, superseding or replacing the Privacy Act;

Region means the geographical area comprised of the combined Local Government Areas of the RTO Councils and **Regional** has a corresponding meaning;

Register means the register of Members kept pursuant to the Act;

Regional Tourism Organisation means the organisation recognised by Tourism and Events Queensland (or its successor or equivalent organisation) as being responsible for implementing

marketing strategies to promote the Region as a travel destination, and **RTO** has a corresponding meaning;

RTO Councils means:

- (d) the Sunshine Coast Regional Council, the Noosa Shire Council, the Gympie Regional Council; and
- (e) any other Council from time to time recognised by Tourism and Events Queensland (or its successor or equivalent organisation) as forming part of the RTO;

Rule or **rule** means a rule of this Constitution;

Secretary means the person appointed from time to time to perform the duties of company secretary and includes any acting secretary;

Skill-Based Director means a Director nominated by the Nomination Committee for appointment to the Board in accordance with rule 23.3;

Sub-Region means a part of the Region which is:

- (a) named or described; and
- (b) contained within such geographical boundaries;

as may be determined by the Board from time to time.

2.2 Interpretation

- (a) Reference to:
 - (i) one gender includes the others;
 - (ii) the singular includes the plural and the plural includes the singular; and
 - (iii) a person includes a body corporate, partnership or association.
- (b) Except so far as the contrary intention appears in this Constitution:
 - (i) an expression has in this Constitution the same meaning as in the Act; and
 - (ii) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (c) "Including" and similar expressions are not words of limitation.
- (d) Headings and any table of contents or index are for convenience only and do not form part of this Constitution or affect its interpretation.

2.3 Purpose

The Company's purpose is to advance the promotion and development of tourism within the Region by progressing the Objects.

3. OBJECTS

3.1 The Objects for which the Company is established are to:

- (a) be the RTO for the Region;
- (b) deliver strategic research, planning and leadership for tourism in the Region;
- (c) promote and maintain a Regional tourism brand or brands and a Regional tourism brand family;
- (d) advocate for the development of tourism infrastructure within the Region;

- (e) coordinate such visitor information services in the Region as may be required by Sub-Regions or LTBs from time to time;
- (f) promote major events held in the Region; and
- (g) generally promote, advance, develop, coordinate, facilitate and encourage tourism in the Region to ensure that tourism remains a major contributor to the Region's economy.

4. **POWERS**

- 4.1 The Company has all the powers of an individual and a body corporate but does not have the power to issue shares.

5. **APPLICATION OF INCOME AND PROPERTY**

- 5.1 The income and property of the Company, from wherever it is derived, must be applied solely towards the Objects.

6. **NO DISTRIBUTION TO MEMBERS**

- 6.1 No portion of the income or property of the Company may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.

- 6.2 Rule 6.1 does not prevent:

- (a) the payment in good faith of remuneration to any officer, servant or Member in return for any services actually rendered to the Company (whether under a contract of employment or otherwise) or for goods supplied in the ordinary and usual way of business;
- (b) the payment of interest on money borrowed from any Member at a rate not exceeding the rate for the time being charged by the Company's bank for an overdrawn account;
- (c) the payment of reasonable and proper rent by the Company to a Member for premises leased from the Member;
- (d) the reimbursement of expenses incurred by any Member on behalf of the Company; or
- (e) the disbursement of income or property under these Rules.

7. **LIMITED LIABILITY**

- 7.1 The liability of the Members is limited.

8. **GUARANTEE**

- 8.1 Every Member undertakes to contribute an amount not exceeding \$20 to the property of the Company in the event of its being wound up while the Member is a Member or within one (1) year after the Member ceases to be a Member, if required for payment:

- (a) of the debts and liabilities of the Company (contracted before the Member ceases to be a Member);
- (b) of the costs, charges and expenses of winding up; and
- (c) for the adjustment of the rights of the contributories among themselves.

MEMBERSHIP

9. MEMBERSHIP

- 9.1 The Members of the Company will be comprised of such persons:
- (a) whom the Directors admit to Membership in accordance with this Constitution; and
 - (b) who have not had their Membership terminated in accordance with this Constitution.

10. CATEGORIES OF MEMBERSHIP

- 10.1 Categories of Members, and the requirements for Membership in any category, will be as prescribed by the Directors from time to time.
- 10.2 If the requirements for Membership in any relevant category of Members are met, the Company may admit a Member to more than one category of Membership of the Company at the same time.
- 10.3 Without limiting rule 10.1, or thereby necessarily creating a category of Membership, Members may but need not nominate a Sub-Region to be identified with their Membership.

11. FORM OF APPLICATION

- 11.1 An application for Membership must be:
- (a) in writing in a form prescribed from time to time by the Directors;
 - (b) signed by the applicant;
 - (c) delivered or otherwise communicated by Notice to the Office; and
 - (d) accompanied by any other documents or evidence which the Directors may require as to qualification for the type of Membership for which the application is made.
- 11.2 If the applicant is a body corporate, the application form must:
- (a) state the name and address of the applicant's Nominated Representative; and
 - (b) be signed by the applicant's Nominated Representative.
- 11.3 An application form:
- (a) must specify any relevant category or categories of Membership sought by the applicant;
 - (b) may but need not specify the Sub-Region:
 - (c) with which the Member wants its Membership to be identified; and
 - (d) to which the Member wants its Base Membership Fee to be allocated;
 - (e) must be accompanied by the annual subscription fees payable for any relevant category or categories of Membership sought by the applicant, determined in accordance with rule 15.

12. ADMISSION TO MEMBERSHIP

- 12.1 The Directors must consider each application for Membership following its receipt and determine, in their discretion and in accordance with such policy or procedure as they may adopt from time to time, the admission or rejection of the applicant.

- 12.2 The Directors need give no reason for the rejection of an application.
- 12.3 If an application for Membership is rejected, the annual subscription fee paid by the applicant must be refunded and the Secretary must advise the applicant in writing of its rejection.
- 12.4 If an applicant is accepted for Membership:
- (a) the Secretary must notify the applicant of admission to Membership in such form as the Directors may from time to time determine; and
 - (b) the name and details of the Member must be entered in the Register.

13. **NOTIFICATION BY MEMBERS**

- 13.1 Each Member must promptly notify the Secretary in writing of any change in their qualification to be a Member.
- 13.2 Each Corporate Member must promptly notify the Secretary in writing of any change in its Nominated Representative.
- 13.3 A person nominated as a Nominated Representative must consent to the nomination in writing.

14. **REGISTER OF MEMBERS**

- 14.1 The Register must be kept in accordance with the Act.
- 14.2 The following must be entered in the Register in respect of each Member:
- (a) the full name of the Member;
 - (b) the address of the Member;
 - (c) any relevant category of Membership;
 - (d) the date of admission to and cessation of Membership;
 - (e) the date of last payment of the Member's annual subscription;
 - (f) in the case of a Corporate Member:
 - (i) its full name and principal business address; and
 - (ii) the full name and address of its Nominated Representative;
 - (g) the date on which any former Member ceased to be a Member and the reason for cessation of Membership (if known); and
 - (h) such other information as the Directors require.
- 14.3 Each Member and Nominated Representative must notify the Secretary in writing of any change in that person's name or address within one (1) month after the change.
- 14.4 The Register will be open for inspection at all reasonable times to any Member who applies to the Secretary for such inspection. Subject to the Act and the Privacy Act, copies of the Register will be provided in accordance with the Privacy Act upon payment of the fee prescribed by the Board from time to time.

ANNUAL SUBSCRIPTION

15. **ANNUAL SUBSCRIPTION FEE**

- 15.1 The annual subscription fee:
- (a) payable by a Member for any relevant category of Membership:

- (i) will be the sum;
 - (ii) may include an amount or proportion on account of a Base Membership Fee;
 - (iii) will be payable by the date and for the period;
 - determined by the Directors from time to time;
 - (b) paid by a Member will expire on the 30th day of June each year, or on such other date as the Directors may from time to time determine;
- 15.2 Annual subscription fees payable by a Member for any period less than a full Financial Year may be apportioned on such basis as the Directors may from time to time determine.
- 15.3 Should the Board at any time or from time to time decide, in accordance with rule 15.1(a)(ii), that the annual subscription fee is to include an amount on account of a Base Membership Fee:
- (a) each Member may, but need not, allocate the Member's Base Membership Fee to a Sub-Region of the Member's choice;
 - (b) that proportion of revenue attributable to Base Membership Fees allocated by Members to particular Sub-Region will be applied in the manner that the Board may from time to time determine, in consultation with any relevant Advisory Panel; and
 - (c) that proportion of revenue attributable to Base Membership Fees but which has not been allocated by Members to any particular Sub-Region will be applied in the manner that the Board may from time to time determine.

16. UNPAID ANNUAL SUBSCRIPTIONS

- 16.1 If the annual subscription fee of a Member remains unpaid after the due date for payment, the Member ceases to be entitled to any of the rights or privileges of Membership but these may, at the sole discretion of the Directors, be reinstated on payment of all arrears.

CESSATION OF MEMBERSHIP

17. RESIGNATION

- 17.1 A Member may resign from Membership of the Company by giving written notice to the Secretary.
- 17.2 The resignation of a Member takes effect on the date of receipt by the Company of the notice of resignation, or on any later date provided in the notice.

18. FAILURE TO PAY

- 18.1 If a Member has not paid all arrears of annual subscriptions under rule 16 or, if paid, the Member's rights and privileges are not reinstated:
- (a) the Member remains liable for all the obligations and liabilities of Membership until the expiration of the relevant Membership year; and
 - (b) the Directors may cancel the Member's Membership and remove the Member's name from the Register at the expiration of the relevant Membership year.

19. CESSATION OF MEMBERSHIP

- 19.1 A Member who is an individual ceases to be a Member:
- (a) if the Member resigns under rule 17;

- (b) on the death of the Member;
- (c) if the Member's Membership is cancelled under rule 18; or
- (d) if the Member's Membership is cancelled by resolution of the Board on the grounds that the Member has engaged in conduct which in the Board's view is likely to prejudice the interests of the Company.

19.2 A Corporate Member ceases to be a Member:

- (a) if the Member resigns under rule 17;
- (b) if the Member is wound up or is otherwise dissolved or deregistered;
- (c) if the Member's Membership is cancelled under rule 18; or
- (d) if the Member's Membership is cancelled by resolution of the Board on the grounds that the Member (or the Member's Nominated Representative) has engaged in conduct which in the Board's view is likely to prejudice the interests of the Company.

19.3 In making a determination under clause 19.1(d) or 19.2(d) the Board must afford the Member natural justice in accordance with the laws applicable at the time of such determination.

20. **EFFECT OF CESSATION OF MEMBERSHIP**

20.1 If any Member ceases to be a Member, the Member remains liable to pay to the Company any money which, at the time of the Member's ceasing to be a Member, the Member owes to the Company on any account, and for any other sum for which the Member is liable under rule 8.

DIRECTORS

21. **NUMBER OF DIRECTORS**

21.1 The number of Directors will be a maximum of eleven (11). The majority of Directors must be Skill-Based and there must be a minimum of three (3) Elected Directors.

21.2 The Company in general meeting may by ordinary resolution increase or reduce the maximum number of Directors referred to in rule 21.1, but subject to the Act, the number of Directors may not be reduced below three (3).

21.3 Subject to rule 21.1, and despite any other provision of this Constitution, the Board must:

- (a) determine the number of Directors from time to time required to form the Board; and
- (b) ensure that at each AGM, there will be sufficient Board vacancies to facilitate the election of the number of Elected Directors, as determined by the Board, pursuant to rule 22.

21.4 A Director may, but need not, be a Member or a Nominated Representative of a Member.

21.5 A councillor of a Council cannot be a Director.

21.6 A member of the governing body, or an executive officer, of an LTB cannot be a Director.

22. **APPOINTMENT OF DIRECTORS**

22.1 Subject to rule 22.2:

- (a) the term of appointment of an Elected Director shall be two (2) years; and
- (b) the term of appointment of a Skill-Based director shall be three (3) years.

- 22.2 No more than two (2) Elected Directors and two (2) Skill-Based Directors shall retire at each AGM, and the term of appointment of any remaining Director who would otherwise have been required to retire will be deemed to have been extended until the next AGM.
- 22.3 A replacement Director or Directors who must resign in accordance with rule 26 shall count towards the retirements required by rule 22.2.
- 22.4 By no later than ninety (90) days before each AGM, the Directors will endeavour to have reached agreement as to which Directors, for the purposes of rule 22.2, are to retire at the relevant AGM and failing unanimous agreement being reached, the matter will be determined:
- (a) at first instance, by reference to seniority by length of service as a Director (the longest serving in a single term, other than the Chair, will retire first); or
 - (b) in the event of a tie as to length of service, the Directors the subject of the tie will draw lots to determine which of them will retire at the relevant AGM;
- and the Chair's decision as to the outcome of such process of determination will be final and binding.

23. **APPOINTMENT, NOMINATION AND ELECTION OF SUCCESSIVE DIRECTORS**

- 23.1 Each properly appointed or elected Director will continue to hold office until he or she dies, resigns or retires as a Director, or is removed as a Director in accordance with the provisions of this Constitution.
- 23.2 The Company may by ordinary resolution passed in general meeting:
- (a) remove any Director before the end of the Director's period of office (**Removed Director**); and
 - (b) where a Removed Director was an Elected Director, elect another person in the Removed Director's place.
- 23.3 New Skill-Based Directors (including appointments under rule 26.1) to be appointed to the Board by the Board and only upon the prior nomination of the Nomination Committee.
- 23.4 Subject to rules 23.3, 26 and 27, Elected Directors are to be elected by ballot conducted in accordance with rule 24.
- 23.5 A person is not eligible for election as an Elected Director unless the person:
- (a) is a Member or the Nominated Representative of a Corporate Member; or
 - (b) has been nominated by a Member for election as an Elected Director; and
 - (c) has given to the Company a written Notice signed by the proposed Director (and where appropriate the nominating Member):
 - (i) that the person is a candidate for the office of Director; and
 - (ii) the person's consent to the nomination.

24. **VOTING**

- 24.1 Elections of Directors are to be effected by postal vote (or by means of any electronic online voting facility permitted by law for the purpose) in the form and by the procedure, prescribed by the Board from time to time.
- 24.2 Nominations of candidates for election to a position as Director are to take place in the manner and times prescribed by the Board.
- 24.3 Once the Board has been provided with the list of nominees pursuant to rule 24.2, it will communicate to Members:
- (a) the list of vacancies and nominees; and

- (b) a voting paper (or particulars of any electronic online voting procedure) in the form from time to time prescribed by the Board.
- 24.4 Members must complete and return their voting paper to the Office (or have properly cast a permitted electronic online vote) by 5.00 pm on or before the Business Day falling twenty one (21) days after the date of the Board's communication under rule 24.3.
- 24.5 Where voting is required to be effected by voting paper:
- (a) any voting paper not received at the Office before expiration of the period specified in rule 24.4 will be ineffective; and
 - (b) voting papers must be signed by the Member (or by the Member's duly constituted attorney) or by the Nominated Representative of the Member.
- 24.6 The nominee for election to a position as Director who obtains the highest number of valid votes of the Members will be the nominee elected to that position as Director.
- 24.7 In the case of an equality of votes between nominees, the result will be determined by the drawing of lots.

25. RETIREMENT OF DIRECTORS

- 25.1 Upon the retirement of a Director at the expiration of the Director's term of appointment or election, if a replacement Elected Director is required to be elected to fill the vacancy, the replacement Elected Director is to be elected in a manner consistent with rules 21 and 23.
- 25.2 Directors who have retired at (or who have resigned prior to) the expiration of their term of appointment or election are eligible for re-appointment or re-election (as the case may be) to the Board.

26. CASUAL VACANCIES OF DIRECTORS

- 26.1 If a Director (vacating Director) vacates office before their term of appointment has expired, the Board must, as soon as reasonably practicable, appoint a suitable person as a Director (replacement Director) to fill the vacancy.
- 26.2 The replacement Director will hold office as Director until the next AGM of the Company, at which time the replacement Director must resign pursuant to rule 46.
- 26.3 Replacement Directors are eligible for re-appointment or election to the Board under rule 23.

27. INSUFFICIENT DIRECTORS

- 27.1 In the event of a vacancy in the office of a Director, the remaining Directors may exercise all of the powers granted to them under this Constitution, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, the remaining Directors may exercise only such powers as are necessary to increase the number of Directors to a number sufficient to constitute a quorum to convene a general meeting of the Company.

CHAIR

28. POWER TO APPOINT

- 28.1 As soon as practicable after each AGM, the Directors must appoint a person to the position of Chair for the period up until the next AGM on such terms (excluding as to remuneration) as the Directors see fit.

29. QUALIFICATIONS

29.1 The Chair:

- (a) may, but need not, be a person who is independent of the tourism industry;
- (b) must be appropriately experienced and qualified, which experience may include previous chair experience on a board of directors;
- (c) must be or become a Director; but
- (d) may, but need not, be a Member or the Nominated Representative of a Member.

30. WITHDRAWAL OF APPOINTMENT

30.1 The Directors may revoke or vary:

- (a) the appointment of the Chair; or
- (b) any of the powers conferred on the Chair..

31. RETIREMENT OF CHAIR

31.1 The Chair must retire as Chair at the expiration of the Chair's term of appointment, but is eligible for re-appointment to the position of Chair under rule 28.

POWERS OF DIRECTORS**32. VALIDATION OF ACTS OF DIRECTORS AND SECRETARIES**

32.1 The acts of any Director or Secretary are valid despite any defect that may afterwards be discovered in that person's appointment or qualification.

32.2 Where a person whose office as Director has been vacated under a provision of the Act purports to do an act as a Director, that act is as valid, in relation to a person dealing with the Company in good faith and for value and without actual knowledge of the matter because of which the office was vacated, as if the office had not been vacated.

33. GENERAL BUSINESS MANAGEMENT

33.1 The business of the Company is to be managed by or under the direction of the Directors.

33.2 The Directors may exercise all the powers of the Company except any powers that the Act or this Constitution require the Company to exercise in general meeting.

33.3 Without limiting rule 33.2, the Directors may make, amend or rescind such regulations and by-laws as the Directors think necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property, or for the convenience, comfort or well-being of Members.

33.4 A rule made or resolution passed by the Company in general meeting (including a resolution amending or rescinding a regulation or by-law) does not invalidate any prior act of the Directors which would have been valid if that rule or resolution had not been made or passed.

34. BORROWING POWERS

34.1 Without limiting rule 32, but subject to rules 4, 5 and 6, the Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

35. APPOINTMENT OF ATTORNEY

- 35.1 The Directors may appoint any person or persons to be the attorney or attorneys of the Company for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the Directors), for the period and subject to any conditions as they see fit.
- 35.2 A power of attorney may:
- (a) contain provisions for the protection and convenience of persons dealing with the attorney that the Directors see fit; and
 - (b) authorise the attorney to delegate all or any of the powers and discretions vested in the attorney.

36. NEGOTIABLE INSTRUMENTS

- 36.1 A negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed by:
- (a) two (2) Directors; or
 - (b) one (1) Director and the Chief Executive Officer.
- 36.2 The Directors may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

EXECUTIVE OFFICERS**37. POWER TO APPOINT**

- 37.1 The Directors may appoint any person or persons to a position of Executive Officer for the period and on the terms (including as to remuneration) the Directors see fit.

38. WHERE NOT A MEMBER OF THE BOARD

- 38.1 Executive Officers who are not members of the Board but may attend meetings of the Directors, except where the Directors otherwise decide.

39. POWERS

- 39.1 The Directors may, upon terms and conditions and with any restrictions they see fit, confer on an Executive Officer any of the powers that the Directors can exercise.
- 39.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Directors.

40. WITHDRAWAL OF APPOINTMENT OR POWERS

- 40.1 The Directors may revoke or vary:
- (a) an appointment; or
 - (b) any of the powers conferred on an Executive Officer.

41. TEMPORARY APPOINTMENTS

41.1 If an Executive Officer becomes incapable of acting in that capacity the Directors may appoint any other person, not being a Director, to act temporarily as Executive Officer.

42. CHIEF EXECUTIVE OFFICER

42.1 The Chief Executive Officer is an Executive Officer for the purpose of this Constitution.

DIRECTORS' COMMITTEES**43. DIRECTORS' COMMITTEES**

43.1 The Directors may delegate any of their powers to a Directors' Committee comprised of such Directors as they think fit.

43.2 The Directors must establish at least two (2) Directors' Committees, including:

- (a) Risk and Audit; and
- (b) Remuneration.

43.3 A Directors' Committee must exercise the powers delegated to it in accordance with any directions of the Directors. The effect of a Directors' Committee exercising a power in this way is the same as if the Directors exercised it. .

44. ADVISORY PANELS

44.1 The Board may from time to time establish Advisory Panels the purpose of which will be to provide advice and guidance to the Board on matters affecting such Sub-Regions, destinations, products, experiences or projects as the Board may require.

44.2 Advisory Panels will be governed by and operate in accordance with any Advisory Panel Charter prescribed by the Board from time to time for Advisory Panels, or for that Advisory Panel in particular.

44.3 Advisory Panel members may, but need not, be Members.

44.4 Directors may not be Advisory Panel members.

REMOVAL AND RESIGNATION OF DIRECTORS**45. REMOVAL OF DIRECTOR**

45.1 Subject to rule 23.2, the Members may remove a Director before the expiration of the Director's term of appointment or election by ordinary resolution.

46. RESIGNATION OF DIRECTOR

46.1 A Director may resign as a Director by giving a written notice of resignation to the Company at the Office.

47. VACATION OF OFFICE OF DIRECTOR

- 47.1 In addition to any other circumstances in which the office of a Director becomes vacant under the Act, the office of a Director becomes vacant if the Director:
- (a) becomes bankrupt or suspends payment or compounds with that Director's creditors;
 - (b) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (c) is absent from three (3) consecutive meetings of Directors without special leave of absence from the Board and the Chair declares that Director's seat to be vacant;
 - (d) becomes prohibited from being a Director under or by reason of any order made under the Act; or
 - (e) resigns from office in accordance with rule 46.

DIRECTORS' INTERESTS**48. PROHIBITION ON BEING PRESENT OR VOTING**

- 48.1 Except where permitted by the Act, a Director who has a material personal interest in a matter that is being considered at a meeting of Directors must:
- (a) declare the interest at a meeting of the Directors or by written notice to the Company;
 - (b) not be counted in a quorum;
 - (c) not vote on the matter; and
 - (d) not be present while the matter is being considered at the meeting.

49. DIRECTOR TO DISCLOSE INTERESTS

- 49.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Directors or by written notice to the Company.
- 49.2 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with that Director's duties or interests as Director, must declare at a meeting of the Directors or by written notice to the Company the fact and the nature, character and extent of the conflict.
- 49.3 For the purposes of these rules, a Director's interest or any conflict must be disregarded if it arises from or relates solely to:
- (a) a guarantee to be given by the Director (or by persons including the Director or by a body corporate of which the Director is a member or officer) in respect of a loan to the Company; or
 - (b) the position of the Director as a director of a related body corporate to the Company.

50. EFFECT OF INTEREST IN CONTRACT

- 50.1 If a Director has an interest in a contract or proposed contract with the Company (other than as a Member), or a conflicting interest or duty in relation to any other matter being considered by

the Directors, and the Director discloses the nature and extent of the interest or duty at a meeting of the Directors or by written notice to the Company:

- (a) the contract may be entered into; and
- (b) if the disclosure is made before the contract is entered into:
 - (i) the Director may retain benefits under the contract even though the Director has an interest in the contract;
 - (ii) the Company cannot avoid the contract merely because of the existence of the interest; and
 - (iii) the Director is not disqualified from the office of Director.

50.2 For the purposes of rule 50.1, **contract** includes an arrangement, dealing or other transaction.

51. **OTHER INTERESTS**

51.1 Without limiting these rules, a Director may to the extent permitted by the Act:

- (a) hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with the office of Director; and
- (b) be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

52. **EXTENSION OF MEANING OF “COMPANY”**

52.1 For the purposes of these rules, Company includes any subsidiary of the Company and any other company in which the Company or any subsidiary of the Company is or becomes a shareholder or is otherwise interested.

53. **OTHER DIRECTORSHIPS AND SHAREHOLDINGS**

53.1 A Director may be or become a director, officer, employee or member of any company promoted by the Company or in which the Company may be interested as a vendor, purchaser, shareholder or otherwise and is not accountable for any reasonable benefits received as a director, officer, employee or member of the other company.

53.2 Subject to the Act:

- (a) the Directors may exercise the voting power conferred by the shares or other interest held by the Company in another company in favour of a resolution appointing themselves or any of them as Directors or other officers of the other company;
- (b) any Director may vote at a meeting of Directors in favour of a resolution that the Company exercises its voting power conferred by the shares or other interest held by the Company in the other company to appoint that Director as a director or other officer of the other company;
- (c) any Director may be appointed as representative of the Company and may vote at a general meeting of the other company in favour of a resolution appointing that Director as a director or other officer of the other company; and
- (d) a Director who is also a director of the other company may vote as a director of the other company in whatever manner the Director sees fit, including voting in favour of a resolution appointing the Director to any other office in the other company and a resolution appointing any other Directors as directors or other officers of the other company.

REMUNERATION OF DIRECTORS

54. DIRECTORS' REMUNERATION

54.1 Unless and until the Members resolve that a higher amount is to be paid:

- (a) Directors will each be entitled to be paid a minimum honorarium of \$7,689 per annum and the Chair will be entitled to be paid a minimum honorarium of \$19,771 per annum, with each such honorarium to be:
 - (i) paid pro-rata for any period of service less than for a full year; and
 - (ii) (adjusted on each CPI Adjustment Date.
- (b) On and from each CPI Adjustment Date, the remuneration identified in rule 54(a) will be adjusted to an amount equal to R in the following formula:

$$R = A \times B \div C$$

where:

- A** is the relevant amount paid as an honorarium immediately before the relevant CPI Adjustment Date;
- B** is the Index Number last published before the relevant CPI Adjustment Date; and
- C** is the Index Number last published before the date on which the honorarium payable during the period just ended became effective.

55. DIRECTORS' EXPENSES

55.1 The Company may pay the Directors' travelling and other expenses that they properly incur:

- (a) in attending Directors' meetings or any meetings of a Directors' Committee;
- (b) in attending any general meetings of the Company; or
- (c) in connection with the Company's business.

55.2 The Chair or the Chief Executive Officer must approve all payments the Company makes to a Director.

55.3 If the Chair or the Chief Executive Officer have concerns about whether a payment should be made pursuant to rule 55.2, the approval or otherwise of the payment will be determined by the Board.

56. FINANCIAL BENEFIT

56.1 To the extent, if any, required by the Act, a Director must ensure that the requirements of the Act are complied with in relation to any financial benefit given by the Company to the Director or to any related party of the Director.

SECRETARY

57. TERM OF OFFICE

57.1 The Directors must from time to time appoint an appropriately experienced and qualified person to act as Secretary.

57.2 A Secretary need not be a Director, Member or a Nominated Representative of a Member.

- 57.3 A Secretary holds office on the terms and conditions (including as to remuneration) that the Directors determine.
- 57.4 A Secretary has the right to attend and to speak, but not to vote (unless in another capacity permitted under this Constitution), at all meetings of the Company and of the Directors.

INDEMNITY AND INSURANCE

58. INDEMNITY

58.1 To the extent permitted by the Act, the Company indemnifies:

- (a) every person who is or has been an officer of the Company; and
- (b) where the Board considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company;

against any liability incurred by that person in that person's capacity as an officer of the Company or of the related body corporate (as the case may be).

58.2 In accordance with the Act, the Company must not indemnify a person against:

- (a) any of the following liabilities incurred as an officer of the Company:
 - (i) a liability owed to the Company or a related body corporate;
 - (ii) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (iii) a liability that is owed to someone other than the Company or a related body corporate and did not arise out of conduct in good faith; or
- (b) legal costs incurred in defending an action for a liability incurred as an officer of the Company if the costs are incurred:
 - (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under rule 58.2(a);
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty;
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (iv) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

58.3 Rule 58.2(b)(iii) does not apply to costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for a court order.

58.4 For the purposes of rule 58.2(b) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

58.5 An officer must:

- (a) give notice to the Company promptly on becoming aware of any Claim against the officer that may give rise to a right to be indemnified under rule 58.1;
- (b) take such action as the Company reasonably requests to avoid, dispute, resist, appeal against, compromise or defend any Claim or any adjudication of a Claim;
- (c) not make any admission of liability in respect of or settle any Claim without the prior written consent of the Company;

- (d) allow the Company or its insurers to assume the conduct, negotiation or defence of any Claim and, on request by the Company, render all reasonable assistance and co-operation to the Company or its insurers in the conduct of any Claim, including giving the Company or its insurers any document, authority or direction that the Company or its insurers may reasonably require for the prosecution or advancement of any counterclaim or cross-claim;
- (e) on request by the Company or its insurers, do everything necessary or desirable which the Company reasonably requests to enable the Company or its insurers (so far as it is possible) to be subrogated to and enjoy the benefits of the officer's rights in relation to any counterclaim or cross-claim or any claims against any third party and render such assistance as may be reasonably requested by the Company or its insurers for that purpose; and
- (f) notify any Claim to an insurer or any other person who may be liable to indemnify the officer in respect of that Claim and promptly take all reasonable steps to enforce all the officer's rights against the insurer or other person.

58.6 In rule 58.5 Claim means:

- (a) any claim, writ, summons, cross-claim, counterclaim, application or other originating legal or arbitral process against an officer as such an officer;
- (b) any hearing, complaint, inquiry, investigation, proceeding or application commenced or originating against an officer as that officer; or
- (c) any written or oral demand or threat that might result in the officer reasonably believing that any such process, hearing, complaint, inquiry, investigation, proceeding or application referred to in rule 58.6(a) or 58.5(b) may be initiated.

59. **INSURANCE**

59.1 The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company or a related body corporate of the Company against any liability incurred by the person as an officer of the Company or a related body corporate except a liability (other than one for legal costs) arising out of:

- (a) conduct involving a wilful breach of duty in relation to the Company; or
- (b) a contravention of section 182 or 183 of the Act; or
- (c) any conduct which is an exclusion under an insurance policy maintained by the Company from time to time.

59.2 In the case of a Director, any premium paid under this rule is not remuneration for the purpose of rule 54.

59.3 The Company may pay or agree to pay a premium in respect of a contract insuring an auditor or an employee of the Company who is not an officer of the Company concerned in the management of the Company.

60. **DIRECTOR VOTING ON CONTRACT OF INSURANCE**

60.1 Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.

61. **LIABILITY**

61.1 An officer of the Company is not liable for the act, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the

duties of the officer's office unless it arises through that officer's own negligence, default, breach of duty or breach of trust.

62. SECURITY

62.1 If an officer of the Company becomes personally liable for the payment of any sum primarily due from the Company, the officer 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 that person's personal liability for the payment of that sum.

63. MEANING OF "OFFICER"

63.1 For the purposes of rules 58, 59, 60, 61 and 62, officer means a Director, Secretary or Executive Officer.

INSPECTION OF RECORDS

64. RIGHTS OF INSPECTION

64.1 The Directors, or the Company by a resolution passed at a general meeting, may authorise a Member to inspect books of the Company.

64.2 A Member other than a Director does not have the right to inspect any document of the Company, other than the minute books for the meetings of its Members and for resolutions of Members passed without meetings, except as provided by law or authorised by the Directors or by the Company in general meeting.

65. STATEMENTS

65.1 Except as provided by the Act, no Member, (regardless of any office in the Company held by that Member) may make any statement for publication which expressly or by inference can be construed as having been made on behalf of or representing the Company without the prior written consent of the Directors.

66. CONFIDENTIAL INFORMATION

66.1 Except as provided by the Act, no Member (not being a Director) is entitled to require or receive any information concerning the business, trading or customers of the Company or any trade secret, secret process or other confidential information of or used by the Company.

DIRECTORS' MEETINGS

67. CIRCULATING RESOLUTIONS

67.1 The Directors may pass a resolution without a Directors' meeting being held if at least 75% of the Directors entitled to vote on the resolution (which excludes a Director absent from Australia who has not left a facsimile number or email address at which that Director may be given notice) sign a document containing:

- (a) the proposed resolution; and
- (b) a statement that the Director is in favour of the resolution set out in the document;

provided that all Directors entitled to vote on the resolution (except a Director absent from Australia who has not left a facsimile number or email address at which that Director may be given notice) have first been provided with a copy of the proposed resolution.

- 67.2 Separate copies of a document may be used for signing by Directors if the wording of the resolution is identical in each copy.
- 67.3 The resolution is passed when 75% of Directors entitled to vote on the resolution have signed.
- 67.4 An email or facsimile transmission:
- (a) addressed to or received by the Company or by the Secretary;
 - (b) containing or attaching a copy of the resolution;
 - (c) purporting to be signed or sent by a Director for the purpose of this rule 67; and
 - (d) containing a statement that the Director is in favour of the resolution;
- must be treated as a document in writing signed by that Director..

68. **MEETINGS OF DIRECTORS**

- 68.1 The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they see fit.
- 68.2 Directors are not entitled to appoint a proxy or any other form of representative to attend a meeting of the Directors on their behalf.

69. **CALLING DIRECTORS' MEETINGS**

- 69.1 The Chair or the Secretary may at any time, and a Secretary must on the requisition of any 3 Directors, call a meeting of the Directors.

70. **NOTICE OF MEETING**

- 70.1 Unless the Chair considers that there are special circumstances, at least seven (7) days' notice of every Directors' meeting must be given to each Director, except that it is not necessary to give notice of a meeting of Directors to any Director who:
- (a) has been given special leave of absence; or
 - (b) is absent from Australia and has not left a facsimile number or email address at which the Director may be given notice.
- 70.2 Any notice of a meeting of Directors may be given in writing or orally, and whether by facsimile, telephone, email or any other means of communication.

71. **TECHNOLOGY MEETING OF DIRECTORS**

- 71.1 A Directors' meeting may be held using telephone or, if consented to by all Directors, other technology (technology meeting). The consent may be a standing one. A Director may only withdraw the consent within a reasonable time before the meeting.
- 71.2 If a technology meeting is held using any technology and all the Directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 71.3 The following provisions apply to a technology meeting:
- (a) each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part in the meeting;
 - (b) at the commencement of the meeting each Director must announce that Director's presence to all the other Directors taking part in the meeting;

- (c) the meeting is deemed to have taken place at the place agreed upon by the Directors, provided that at least one (1) Director present at the meeting was at that place for the duration of the meeting.

- 71.4 If the Secretary is not present at a technology meeting, one of the Directors present and nominated for the task by the chair of the meeting must take minutes of the meeting.
- 71.5 A Director may not leave a technology meeting by disconnecting that Director's link to the meeting unless that Director has previously notified the chair of the meeting of the Director's intention to leave the meeting.
- 71.6 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Director has before leaving the meeting obtained the express consent of the chair of the meeting to leave the meeting.

72. CHAIRING DIRECTORS' MEETINGS

- 72.1 If the Chair is not present within ten (10) minutes after the time appointed for any meeting of Directors, the Directors present must elect one of their number to chair the meeting.

73. QUORUM

- 73.1 The quorum for a Directors' meeting is:
- (a) three (3) current serving Directors entitled to vote; or
 - (b) a majority of current serving Directors entitled to vote;
- whichever is the higher.
- 73.2 The quorum must be present at all times during the meeting.

74. PASSING OF DIRECTORS' RESOLUTIONS

- 74.1 A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- 74.2 The Chair has a casting vote if necessary in addition to the deliberative vote the Chair has as a Director.

MEETINGS OF MEMBERS

75. CIRCULATING RESOLUTIONS

- 75.1 This rule 75 applies to resolutions which the Act, or this Constitution, require or permit to be passed at a general meeting, except a resolution under section 329 of the Act to remove an auditor.
- 75.2 The Company may pass a resolution without a general meeting being called or held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 75.3 Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- 75.4 The resolution is passed when the last Member signs.
- 75.5 An email or facsimile transmission:
- (a) addressed to or received by the Company or by the Secretary;

- (b) containing or attaching a copy of the resolution;
- (c) purporting to be signed or sent by a Member for the purpose of this rule 75; and
- (d) containing a statement that the Member is in favour of the resolution;

must be treated as a document in writing signed by that Member.

75.6 If the Company receives by electronic or facsimile transmission a copy of a document referred to in this rule 75 it is entitled to assume that the copy is a true copy.

76. **CALLING OF GENERAL MEETING**

76.1 A majority of Directors may call a general meeting whenever they see fit.

76.2 Except as permitted by law, an AGM must be held at least once in every calendar year and within 5 months after the end of each Financial Year.

76.3 Except as provided in the Act:

- (a) no less than five percent (5%) of Members may call a general meeting; and
- (b) if so called, the costs of the meeting must be borne by the Members calling the meeting.

77. **AMOUNT OF NOTICE OF MEETING**

77.1 Subject to the provisions of the Act as to short notice, at least twenty one (21) days' notice of a general meeting must be given in writing to those persons who are entitled to receive notice of a general meeting from the Company.

78. **PERSONS ENTITLED TO NOTICE OF GENERAL MEETING**

78.1 Written notice of a meeting of Members must be given individually to:

- (a) each Member entitled to vote at the meeting;
- (b) each Director; and
- (c) the Company's auditor.

78.2 No other person is entitled to receive notice of general meetings.

79. **HOW NOTICE IS GIVEN**

79.1 The Company may give the notice of meeting to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or the alternative address (if any) nominated by the Member;
- (c) by sending it to the facsimile number or email address (if any) nominated by the Member; or
- (d) by causing an advertisement to be published in a newspaper or newspapers circulated in the Local Government Area.

80. WHEN NOTICE IS GIVEN

- 80.1 A notice of meeting sent by post is taken to have been given three (3) days after it is posted.
- 80.2 A notice of meeting by advertisement is taken to have been given two (2) days after it is published.
- 80.3 Except as provided by rule 80.4, a notice of meeting sent by facsimile, email or other electronic means, is taken to have been given, if sent before 5 p.m. on a Business Day at the place of receipt, on the day it is sent, and otherwise on the next Business Day at the place of receipt.
- 80.4 Service by facsimile or email is not effective if:
- (a) in the case of service by facsimile, the sending facsimile machine issues a transmission report that the transmission was unsuccessful;
 - (b) in the case of service by email, the sending computer reports that delivery has failed; or
 - (c) in either case the addressee notifies the Company that the notice was not fully received in a legible form within three (3) hours after the transmission ends or by 12.00 noon on the Business Day on which it would otherwise be treated as given, whichever is later.
- 80.5 A certificate signed by any Executive Officer, Secretary or other officer of the Company that the notice was given in accordance with this rule 80 is conclusive evidence that the notice was given in accordance with this rule 80.

81. PERIOD OF NOTICE

- 81.1 Subject to the Act and this Constitution, where a specified number of days' notice or notice extending over any period is required to be given, the day of service is excluded, and the day upon which the notice expires is included.

82. CONTENTS OF NOTICE

- 82.1 A notice of a general meeting must:
- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in two (2) or more places, the technology that will be used);
 - (b) state the general nature of the meeting's business;
 - (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution, state the text of the proposed special resolution and provide explanatory material; and
 - (d) contain a statement setting out the following information:
 - (i) that each Member has a right to appoint a proxy; and
 - (ii) that the proxy must be a Member or a Nominated Representative of a Member.

83. NOTICE OF ADJOURNED MEETING

- 83.1 When a meeting is adjourned, new notice of the resumed meeting must only be given if the meeting is adjourned for one (1) month or more.

84. ACCIDENTAL OMISSION TO GIVE NOTICE

- 84.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this Constitution does not invalidate the proceedings at or any resolution passed at the meeting.

85. POSTPONEMENT OF GENERAL MEETING

- 85.1 The Directors may postpone the holding of any general meeting whenever they see fit (other than a meeting requisitioned by Members as provided by the Act) for not more than forty two (42) days after the date for which it was originally called.
- 85.2 Whenever any meeting is postponed (as distinct from being adjourned under rule 87.3 or rule 88.3) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

86. TECHNOLOGY

- 86.1 The Company may hold a meeting of its Members at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

87. QUORUM

- 87.1 The quorum for a meeting of Members is:

- (a) fifteen (15) or five per cent (5%) of Members entitled to vote, whichever is the greater;
or
- (b) a majority of Members then recorded in the Register;

whichever is the lower, and the quorum must be present at all times during the meeting.

- 87.2 In determining whether a quorum is present, individuals attending as proxies or Nominated Representatives are counted once in each capacity in which those individuals attend.

- 87.3 If a quorum is not present within thirty (30) minutes after the time for the meeting set out in the notice of meeting:

- (a) where the meeting was called by the Members or upon the requisition of Members, the meeting is dissolved; or
- (b) in any other case, the meeting is adjourned to the date, time and place the Directors specify. If the Directors do not specify one (1) or more of those things, the meeting is adjourned to:
 - (i) if the date is not specified – the same day in the next week;
 - (ii) if the time is not specified – the same time; and
 - (iii) if the place is not specified – the same place.

- 87.4 If no quorum is present at the resumed meeting within thirty (30) minutes after the time for the meeting:

- (a) the meeting is dissolved; and
- (b) if the meeting is an AGM, such Members as are present at the meeting called in place of the dissolved AGM will constitute a quorum, regardless of the number present.

88. CHAIR AT GENERAL MEETINGS

- 88.1 The Chair must preside as chair of each general meeting.
- 88.2 If the Chair is not present within ten (10) minutes after the time appointed for the meeting, the Directors present must elect one of their number to preside as chair of the meeting.
- 88.3 The Chair must adjourn a meeting of the Members if the Members present with a majority of votes at the meeting agree or direct that the Chair must do so.

89. BUSINESS AT ADJOURNED MEETINGS

- 89.1 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

PROXIES AND BODY CORPORATE REPRESENTATIVES**90. WHO CAN APPOINT A PROXY**

- 90.1 A Member who is entitled to attend and cast a vote at a meeting of the Company's Members may appoint a person as the Member's proxy to attend and vote for the Member at the meeting.
- 90.2 The proxy must be a Member or a Nominated Representative of a Member.
- 90.3 No person (other than the Chair) may exercise more than a total of five (5) votes (including that person's own vote as Member) at any meeting of the Company, whether on a poll or a show of hands and whether in that person's own right, or as proxy for a Member or as a Nominated Representative of a Member.

91. RIGHTS OF PROXIES

- 91.1 A proxy appointed to attend and vote for a Member has the same rights as the Member:
- (a) to speak at the meeting;
 - (b) to vote (but only to the extent allowed by the appointment); and
 - (c) to join in a demand for a poll.
- 91.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.
- 91.3 A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.
- 91.4 A proxy may be revoked at any time by notice in writing to the Company and to the proxy.

92. WHEN PROXY FORM MUST BE SENT TO ALL MEMBERS

- 92.1 If the Company sends a Member a proxy appointment form for a meeting or a list of persons willing to act as proxies at a meeting:
- (a) if the Member requested the form or list, the Company must send the form or list to all Members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting; or
 - (b) otherwise, the Company must send the form or list to all its Members entitled to appoint a proxy to attend and vote at the meeting.

93. APPOINTING A PROXY

- 93.1 An appointment of a proxy is valid if it is in writing and signed by the Member or the Nominated Representative of a Member making the appointment and contains the following information:
- (a) the Member's name and address;
 - (b) the Company's name;
 - (c) the proxy's name or the name of the office held by the proxy; and
 - (d) the meetings at which the appointment may be used.
- 93.2 An appointment may be a standing appointment.
- 93.3 An undated appointment is taken to have been dated on the day it is given to the Company.
- 93.4 An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (b) if the proxy has two (2) or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
 - (c) if the proxy is the chair – the proxy must vote on a poll, and must vote that way;
 - (d) if the proxy is not the chair – the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
- 93.5 This rule 93 does not affect the way that the person can cast any votes the person holds as a Member.
- 93.6 An appointment does not have to be witnessed.
- 93.7 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

94. FORM OF PROXY SENT OUT BY COMPANY

- 94.1 A form of proxy sent out by the Company may be in any form determined by the Directors but must:
- (a) enable the Member to specify the manner in which the proxy must vote in respect of a particular resolution; and
 - (b) leave a blank for the Member to fill in the name of the person primarily appointed as proxy.
- 94.2 The form may provide that if the Member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chair of the meeting is appointed proxy.
- 94.3 Despite rule 93.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

“Sunshine Coast Destination Limited ACN 144 749 717

I/We, _____ of _____, being a Member/Members of the Company, appoint
 of _____ or, in their absence, _____ of _____
 as my/our proxy to vote for me/us on my/our behalf at the *annual
 general/*general meeting of the Company to be held on _____ and at
 any adjournment of that meeting.

† This form is to be used *in favour of/*against the resolution.

Signed on the _____ day of _____ 201 .

* Strike out whichever is not desired.

† To be inserted if desired.”

95. RECEIPT OF PROXY DOCUMENTS

- 95.1 For an appointment of a proxy for a meeting of the Members to be effective, the following documents must be received by the Company at least one (1) Business Day before the meeting:
- (a) the proxy’s appointment; and
 - (b) if the appointment is signed by the appointor’s attorney – the authority under which the appointment was signed or a certified copy of the authority.
- 95.2 If a meeting of the Members has been adjourned, an appointment and any authority received by the Company at least one Business Day before the resumption of the meeting are effective for the resumed part of the meeting.
- 95.3 The Company receives an appointment or authority when it is received at any of the following:
- (a) the Office;
 - (b) a facsimile number at the Office; or
 - (c) a place, facsimile number or email address specified for the purpose in the notice of meeting.
- 95.4 An appointment of a proxy is ineffective if:
- (a) the Company receives either or both the appointment or authority at a facsimile number or email address; and
 - (b) a requirement (if any) in the notice of meeting that:
 - (i) the email or facsimile transmission be verified in a way specified in the notice; or
 - (ii) the proxy produce the original appointment and authority (if any) at the meeting;
- is not complied with.

96. VALIDITY OF PROXY VOTE

- 96.1 A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.
- 96.2 A vote cast by a proxy is valid although, before the proxy votes:
- (a) the appointing Member dies;
 - (b) the Member is mentally incapacitated;
 - (c) the Member revokes the proxy’s appointment; or
 - (d) the Member revokes the authority under which the proxy was appointed by a third party;

unless the Company receives written notice of that event before the start or resumption of the meeting at which the proxy votes.

97. CORPORATE MEMBERS

- 97.1 A Corporate Member must appoint a single individual as Nominated Representative to exercise all or any of the powers the Corporate Member may exercise:
- (a) at meetings of the Members;
 - (b) at meetings of creditors or debenture holders; or
 - (c) relating to resolutions to be passed without meetings.
- 97.2 The appointment may be a standing appointment.
- 97.3 The appointment may set out restrictions on the Nominated Representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.
- 97.4 Unless otherwise specified in the appointment, the Nominated Representative may exercise, on the Corporate Member's behalf, all of the powers that the Corporate Member could exercise at a meeting or in voting on a resolution.

98. ATTORNEY OF MEMBER

- 98.1 An attorney for a Member may do whatever the Member could do personally as a Member, but if the attorney is to vote at a meeting of Members or a class of Members the instrument conferring the power of attorney or a certified copy of the authority must be produced to the Company at least one (1) Business Day before the meeting, in the same way as the appointment of a proxy.

VOTING AT MEETINGS OF MEMBERS**99. HOW VOTE MAY BE EXERCISED**

- 99.1 Subject to rules 100 and 101, at any general meeting of Members each Member present has one (1) vote on a show of hands and on a poll.
- 99.2 The vote may be exercised in person or by proxy, Nominated Representative or attorney.

100. VOTING DISQUALIFICATION

- 100.1 A Member is not entitled to vote at a general meeting or under rule 24 if:
- (a) the Member was not a fully paid up Member as at the end of the Financial Year immediately preceding the general meeting; or
 - (b) the annual subscription fee of the Member is in arrears at:
 - (i) the date by which the annual subscription fee must be paid; or
 - (ii) the date of the meeting, the date of the postponed or adjourned meeting (or in the case of voting pursuant to rule 24, the date the voting papers or electronic voting procedure are communicated to Members pursuant to rule 24.3);

whichever is the earlier.

101. OBJECTIONS TO RIGHT TO VOTE

- 101.1 A challenge to a right to vote at a general meeting:
- (a) may only be made at the meeting; and
 - (b) must be determined by the Chair, whose decision is final.

- 101.2 A challenge to a right to vote in the election of the Directors pursuant to rule 24 must:
- (a) be made in writing before expiry of the time period specified in rule 24.4 for returning voting papers (or for completing the electronic voting procedure, as the case may be); and
 - (b) be determined by the Chair, whose decision is final.
- 101.3 A vote not disallowed following the challenge is valid for all purposes.
102. **HOW VOTING IS CARRIED OUT**
- 102.1 A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is demanded.
- 102.2 On a show of hands, a declaration by the Chair is conclusive evidence of the result. Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.
103. **MATTERS ON WHICH A POLL MAY BE DEMANDED**
- 103.1 A poll may be demanded on any resolution.
- 103.2 A demand for a poll may be withdrawn.
104. **WHEN A POLL IS EFFECTIVELY DEMANDED**
- 104.1 At a general meeting, a poll may be demanded by:
- (a) at least three (3) Members entitled to vote on the resolution; or
 - (b) the Chair.
- 104.2 The poll may be demanded:
- (a) before a vote is taken;
 - (b) before the voting results on a show of hands are declared; or
 - (c) immediately after the voting results on a show of hands are declared.
105. **WHEN AND HOW POLLS MUST BE TAKEN**
- 105.1 A poll demanded on a matter other than the election of a Chair or the question of an adjournment must be taken when and in the manner the Chair directs.
- 105.2 A poll on the election of a Chair or on the question of an adjournment must be taken immediately.
- 105.3 The 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.
- 105.4 The result of the poll is the resolution of the meeting at which the poll was demanded.
106. **CHAIR'S CASTING VOTE**
- 106.1 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair has a casting vote in addition to any deliberative vote the Chair may have in the Chair's capacity as a Member, proxy, Nominated Representative or attorney.

- 106.2 The Chair has discretion both as to use of the casting vote and as to the way in which it is used.

ANNUAL GENERAL MEETING

107. BUSINESS OF AN AGM

- 107.1 The business of an AGM is to include consideration of the annual financial report, Directors' reports, auditor's report, appointment of Directors and the appointment and remuneration of auditors.
- 107.2 All other business transacted at an AGM and all other business transacted at any other general meeting is special business.
- 107.3 The business of the AGM also includes any other business which under this Constitution or the Act ought to be transacted at an AGM.
- 107.4 If the Company's auditor or the auditor's representative is at the meeting, the Chair of an AGM must allow a reasonable opportunity for the Members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

108. RESOLUTIONS PROPOSED BY MEMBERS

- 108.1 Subject to the Act, a Member may not at any general meeting move any resolution relating to special business unless:
- (a) the Member has given not less than:
 - (i) thirty (30) Business Days' notice in writing of the Member's intention to move an ordinary resolution; or
 - (ii) two (2) months' notice in writing of the Member's intention to move a special resolution at the meeting;
 by leaving the notice and a signed copy of the proposed resolution at the Office; or
 - (b) the resolution has previously been approved by the Directors.
- 108.2 Upon receiving a notice referred to in rule 108.1(a) the Secretary must:
- (a) if the notice convening the meeting has already been sent, immediately notify the Members of the proposed resolution; or
 - (b) otherwise include notice of the proposed resolution in the notice convening the meeting.

MINUTES

109. MINUTES TO BE KEPT

- 109.1 The Directors must keep minute books in which they record within one (1) month thereof:
- (a) proceedings and resolutions of meetings of the Members;
 - (b) proceedings and resolutions of Directors' meetings (including meetings of a Directors' Committee);
 - (c) resolutions passed by Members without a meeting; and
 - (d) resolutions passed by Directors without a meeting.

- 109.2 The Directors must ensure that minutes of a meeting are signed within a reasonable time after the meeting by one of the following:
- (a) the chair of the meeting; or
 - (b) the chair of the next meeting.
- 109.3 Without limiting rule 109.1 the Directors must record in the minute books:
- (a) all appointments of officers and executive employees;
 - (b) the names of the Directors present at all meetings of Directors and the Company;
 - (c) in the case of a technology meeting the nature of the technology; and
 - (d) all other matters required by the Act to be recorded in the minute books, including each notice and standing notice given by a Director of a material personal interest.

ACCOUNTS, AUDIT AND RECORDS

110. ACCOUNTS

- 110.1 The Directors must cause proper accounting and other records to be kept in accordance with the Act.
- 110.2 The Directors must distribute copies of every profit and loss account, balance sheet and statement of cash flows (including every document required by law to be attached to them) as required by the Act.

111. AUDIT

- 111.1 To the extent required by the Act, a registered company auditor must be appointed.
- 111.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

EXECUTION OF DOCUMENTS

112. COMMON SEAL

- 112.1 The Company may, but need not, have a common seal.

113. USE OF COMMON SEAL

- 113.1 If the Company has a common seal the Directors must provide for its safe custody.
- 113.2 The common seal may not be fixed to any document except by the authority of a resolution of the Directors or of a Directors' Committee duly authorised by the Directors.
- 113.3 The Company executes a document with its common seal if the affixing of the seal is witnessed by:
- (a) two (2) Directors; or
 - (b) one (1) Director and the Secretary.

- 113.4 If the Company has a common seal, it must maintain a register of use of the common seal to be tabled at each meeting of the Board.

114. EXECUTION OF DOCUMENTS WITHOUT COMMON SEAL

- 114.1 The Company may execute a document without using a common seal if the document is signed by:
- (a) two (2) Directors;
 - (b) one (1) Director and the Secretary; or
 - (c) one (1) Director and the Chief Executive Officer.

115. EXECUTION OF DOCUMENT AS A DEED

- 115.1 The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with rule 113 or rule 114.

116. EXECUTION – GENERAL

- 116.1 The same person may not sign in the dual capacities of Director and Secretary or Director and Chief Executive Officer.
- 116.2 Notwithstanding that rule 49 has been complied with, a Director may not sign any document as Director, with or without the common seal, if the document relates to a contract, arrangement, dealing or other transaction in which the Director is interested.
- 116.3 Rules 113 and 114 do not limit the ways in which the Directors may authorise documents (including deeds) to be executed on behalf of the Company.

INADVERTENT OMISSIONS

117. FORMALITIES OMITTED

- 117.1 If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Directors that the omission has directly prejudiced any Member financially. This decision of the Directors is final and binding on all Members.

ALTERATIONS

118. ALTERATIONS

- 118.1 If the Company is approved as a public benevolent institution by the Australian Taxation Office, the Australian Taxation Office must be notified in writing of any alterations to this Constitution.

WINDING UP

119. WINDING UP

- 119.1 If upon the winding up or dissolution of the Company any property remains after satisfaction of all the Company's debts and liabilities, that property must not be paid to or distributed among the Members but must be given or transferred to some other institution or institutions determined by the Members at or before the time of dissolution which has similar objects to the Company and (if the Company is approved as a public benevolent institution by the Australian

Taxation Office) which is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act.

- 119.2 If the Members do not make the necessary determination under rule 119.1, the Company may apply to have the Supreme Court determine the institution or institutions to receive the distribution of the Company's property.

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