
Corporations Act 2001



Local Government Association of Queensland Ltd

CONSTITUTION

**KING &
COMPANY**
— SOLICITORS —

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Constitution of LOCAL GOVERNMENT ASSOCIATION OF QUEENSLAND LTD

PRELIMINARY – REGISTERED NAME AND ADDRESS

- A The registered name of the Organisation, for the purpose of the *Industrial Relations Act 1999*, is the “Local Government Association of Queensland Ltd”.
- B The registered address of the Organisation, for the purpose of the *Industrial Relations Act 1999*, is 25 Evelyn Street, Newstead, Brisbane, Queensland.

PART 1: INTERPRETATION

1.1 General

Unless:

- (1) the context otherwise requires; or
- (2) a contrary intention appears,

this Agreement is to be interpreted by reference to the definitions and subsequent provisions of this Part 1.

1.2 Definitions

Each of the following expressions bears the meaning shown opposite:

act	Includes: <ol style="list-style-type: none">(1) an omission; and(2) a refusal to act.
Act	<ol style="list-style-type: none">(1) An Act passed by the Commonwealth Parliament, the Parliament of an Australian State, or the legislature of an Australian Territory.(2) Subordinate legislation made under the Act.(3) A planning instrument.(4) A local law.(5) A direction or requirement made by a competent entity under the Act, subordinate legislation, instrument, or law.(6) A licence, authorization, consent, approval, or exemption granted under the Act, subordinate legislation, instrument, or law.
Address for Notices	<ol style="list-style-type: none">(1) For the Organisation:<ol style="list-style-type: none">(a) its registered office;(b) if it is no longer at its registered office, its principal place of business in Queensland as noted upon ASIC records for the time being;(c) its principal facsimile number at its registered office; and(d) its principal electronic mail address at its registered office.

- (2) For an Executive Representative or Director:
- (a) his/her residential or business address last notified to the Organisation;
 - (b) if the Secretary knows he/she is no longer at that address, and is aware of a later address, that later address;
 - (c) his/her principal facsimile number at the residential or business the subject of whichever is relevant of *paragraphs (2)(a) and (2)(b)* of this definition; and
 - (d) his/her principal electronic mail address at the residential or business the subject of whichever is relevant of *paragraphs (2)(a) and (2)(b)* of this definition.
- (3) For a Member:
- (a) its address shown in the register of Members, or such other address as the Member has supplied to the Organisation as its address for notices;
 - (b) its facsimile number shown in the register of Members, or such other facsimile number as the Member has supplied to the Organisation as its facsimile number for notices; and
 - (c) its electronic mail address shown in the register of Members, or such other electronic mail address as the Member has supplied to the Organisation as its electronic mail address for notices.
- (4) If a entity is not at any of the addresses or numbers specified for it in the foregoing paragraphs: its last principal place of business or facsimile number in Queensland known to the entity giving the notice.

ASIC

Australian Securities and Investments Commission.

Auditor

The Organisation's Auditor.

Board

The Board of Directors.

Business

The Organisation's business, which includes:

- (1) Acting as the peak body representing local government in its dealings with other governments, unions, business and the community; and
- (2) any other business determined by the Board or by the Members.

Business Day

A day upon which trading banks are open for business in Brisbane, Australia.

Confidential Information

- (1) Information regarding:
 - (a) the Business; and
 - (b) the assets or affairs of the Organisation and any Related Corporation.
- (2) Information that the Board lawfully declares by resolution to be confidential.
- (3) Information that the Organisation is contractually bound to keep confidential.

Constitution	This document.
Corporations Act	<i>Corporations Act 2001 (Cwlth)</i> .
Corporate Governance Charter	A document that identifies the roles, responsibilities and expectations that the Organisation has for the Board and its individual members and the Policy Executive and its individual members in addition to the matters identified in Part 5 and Part 6 of this Constitution.
Delegate	The persons appointed by the Members in accordance with Rule 4.11.
Director	A director of the Organisation.
District	The numbered districts described at Rule 5.3.
Executive Representative	A person elected and appointed to the Policy Executive in accordance with Rule 5.4.
include	Comprise or encompass, without being limited to what is stated to be included. ¹
Income Tax Acts	(1) <i>Income Tax Assessment Act 1936 (Cwlth)</i> . (2) <i>Income Tax Assessment Act 1997 (Cwlth)</i> .
Industrial Relations Act	<i>Industrial Relations Act 1999 (Qld)</i>
Member	A member of the Organisation, including, in the context of a general meeting, that person's proxy, nominee (if the person is a corporation) or other lawful representative.
Organisation	The company incorporated as the Local Government Association of Queensland Ltd.
Policy Executive	The group established pursuant to Rule 5.1.
Preferential Voting	The system of voting as described in the <i>Electoral Act 2002 (Qld)</i> or any other Queensland legislation that may be enacted dealing with how to cast and count preferential votes at a Queensland State election.
Quadrennial Election	The election held in every fourth year in accordance with the <i>Local Government Electoral Act 2011 (Qld)</i> or any other Queensland legislation that may be enacted dealing with when and how to conduct Queensland local government elections.
Related Corporation	A "related body corporate" as defined in the <i>Corporations Act</i> , ² including a corporation that ceases to be a related body corporate through amendment, consolidation or replacement of the <i>Corporations Act</i> .
Rule	A numbered clause, sub-clause or paragraph of this Constitution.

¹ Example: In the definition of "Act", subordinate legislation is stated to include a local law. However, the expression is not limited to a local law. It also encompasses a Regulation, a Standard Law and any other type of subordinate legislation.

² See *Corporations Act* definition of "related body corporate" extracted at Schedule 2 a subsidiary of a holding company of another body corporate;

Rules for Procedure for Debate	The Rules for Procedure of Debate set out at Schedule 1.
Seal	Any common seal or duplicate common seal of the Organisation.
Secretary	A secretary of the Organisation.
Superannuation Guarantee Scheme	The scheme governed by the: <ul style="list-style-type: none"> (1) <i>Superannuation Guarantee (Administration) Act 1992 (Cwlth)</i>; and (2) <i>Superannuation Guarantee Charge Act 1992 (Cwlth)</i>, requiring employers to provide a prescribed minimum level of superannuation support for employees.
Superseded Constitution	The constitution adopted by the Organisation upon its (the Organisation's) registration.

1.3 Cognate Expressions

Derivatives of a specifically-defined word or phrase bear meanings corresponding to and consistent with the definition.

1.4 Statutory Definitions

- (1) Where an expression used in this Constitution is defined in the *Corporations Act*, it bears in the Constitution the meaning ascribed to it in the *Corporations Act*.
- (2) Where:
 - (a) a provision in the Constitution and a provision in the *Industrial Relations Act* or the *Corporations Act* deal with the same issue;
 - (b) a given expression is common to both provisions; and
 - (c) the expression is not defined in Rule 1.2,
the expression will bear in the Constitution the meaning it bears in the *Industrial Relations Act* or the *Corporations Act*.

1.5 Non-defined Expressions

A term used, but not relevantly defined, in the Constitution carries the meaning that the Oxford English Dictionary current for the time being ascribes to the term.

1.6 Persons

Reference to a person includes:

- (1) in the case of a natural person, that person, his personal representatives and assigns; and
- (2) in the case of a corporation, the corporation, its successors and assigns.

1.7 Statutory & Other Bodies

Reference to:

- (1) the ASIC; and
- (2) any other relevant body (statutory, professional or other),

includes:

- (3) any body established or constituted successively in lieu of that body; or
- (4) if no body is constituted in lieu, any body succeeding (as nearly as may be) to its powers or functions.

1.8 Block References

- (1) Reference to the period between two specified dates, times or periods includes each of those two dates, times or periods.
- (2) Reference to the numbers, provisions, or items, in this or another document, between two specified numbers, numbered provisions, or numbered items, includes each of those two numbers, numbered provisions or items.

1.9 Durations

- (1) A period stated as beginning upon a specified day begins at the beginning of that day.
- (2) A period stated as ending upon a specified day ends at the end that day.

1.10 Miscellaneous References

- (1) Reference to the singular includes the plural, and vice-versa.
- (2) Reference to a gender includes each other gender.
- (3) Reference to a person includes a corporation, a firm, and a voluntary association.
- (4) Reference to an Act includes an Act that amends, consolidates, or replaces an Act.
- (5) Reference to a section or other provision of an Act includes a section or provision that amends, consolidates, or replaces the section or provision.
- (6) Reference to an agreement or other instrument is to that agreement or instrument as amended, supplemented, replaced, or novated.
- (7) Reference to money is a reference to Australian dollars and cents.
- (8) Reference to a time of day is a reference to Australian Eastern Standard Time.
- (9) Reference to writing is a reference to reproduction of words, figures, symbols, and shapes in visible form, in English.

1.11 References to Office or Position

Reference to the occupant of a particular office or position includes any person occupying or performing the duties of that office or position for the time being.

1.12 Corporations Act Provisions

- (1) To the extent that it is inconsistent with a provision of this Constitution, a rule that applies under the *Corporations Act* as a replaceable rule does not apply to the Organisation.
- (2) Rule 1.12(1) does not apply to a rule that is, under the *Corporations Act*, a replaceable rule for a proprietary company and a mandatory rule for a public company.³

1.13 Exercise of Powers

- (1) The Organisation may do anything that the *Industrial Relations Act* and the *Corporations Act* permits the Organisation to do, so long as the act is:
 - (a) authorized by this Constitution;
 - (b) done in a manner permitted by the *Industrial Relations Act* and the *Corporations Act*.⁴
- (2) Where this Constitution provides that a person "may" do something, that thing may be done at the person's discretion.
- (3) Where this Constitution confers a power to do something, included in that power is the power, exercisable in the like manner and subject to the like conditions (if any), to repeal, rescind, revoke, amend or vary what is done.

³ The only mandatory rule for a public company under the *Corporations Act* is section 249X which provides that a member of a company 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. See section 249X, extracted in full in Schedule 2.

⁴ The legal capacity and powers of a company incorporated under the *Corporations Act* are set out in section 124 of the *Corporations Act*, as extracted in Schedule 2 of this Constitution,

-
- (4) Where this Constitution confers a power to do something specific with respect to specific matters, included in that power is the power to do that thing with respect to:
- (a) some only of those matters; or
 - (b) a particular class or particular classes of those matters,
- and to make differing provision with respect to individual matters or classes of matter.
- (5) Where this Constitution confers a power to make appointments to an office or position, included in that power is a power:
- (a) to appoint a person to act in the office or position pending an appointment to the office or position;
 - (b) subject to any contract between the Organisation and the relevant person, to remove or suspend the appointee, with or without cause; and
 - (c) to appoint a temporary replacement for a person removed or suspended, or for a sick or absent appointee.
- (6) Where this Constitution confers a power or imposes a duty:
- (a) the power may be exercised; and
 - (b) the duty must be discharged,
- from time to time as the occasion requires.
- (7) Where this Constitution confers a power or imposes a duty on the holder of an office:
- (a) the power may be exercised; and
 - (b) the duty must be performed,
- by the holder of the office.
- (8) Where this Constitution empowers a person or body to delegate a function or power:
- (a) the delegation may be made upon terms permitting the delegate to perform the function or exercise the power in addition to, or to the exclusion of, the person or body making the delegation;
 - (b) the delegation may be made subject to limitations;
 - (c) the delegation need not be to a specified person but may be to the occupant or holder for the time being of a specified office or position;
 - (d) the delegation may include the power to sub-delegate;
 - (e) if performance or exercise of the delegable function or power is a matter for the formation of an opinion or the exercise of discretion by the person or body holding the power of delegation, that function or power may be performed or exercised by the delegate similarly by the formation of an opinion or the exercise of discretion; and
 - (f) the function or power delegated, as performed or exercised by the delegate, will be deemed performed or exercised by the person or body that made the delegation.

1.14 Communications

- (1) Neither an approval nor a consent or permission given under the Constitution binds the person giving it unless that person gives it in writing.
- (2) An appointment or direction made or given under the Constitution is ineffective unless made or given in writing.
- (3) A request made under the Constitution is deemed neither made nor received if not made in writing.
- (4) The waiver of an entitlement under the Constitution is not binding unless made in writing.
- (5) To prevent uncertainty, a notice under the Constitution is ineffective unless given in writing.⁵

⁵ Refer to Rule 12.1(2), which states that a notice must be in writing.

1.15 Cumulative Entitlements

The remedies and other entitlements the Constitution provides are:

- (1) cumulative, not alternative; and
- (2) not exclusive of other entitlements that the Party possesses (whether under an Act or at general law).

1.16 Headings and Notes

The table of contents, the headings, and any footnotes and endnotes:

- (1) exist for convenience only; and
- (2) are to be disregarded when interpreting the Constitution.

1.17 Severance

A provision of the Agreement:

- (1) that is void, voidable, illegal or unenforceable; or
- (2) the retention of which would render the Constitution void, voidable, illegal, or unenforceable, is to be treated as having been omitted from the Constitution.

PART 2: OBJECTS OF INCORPORATION

2.1 Principal Object

The Organisation is incorporated principally to represent local government in its dealings with other governments, unions, business and the community.

2.2 Additional Objects

The Organisation is incorporated also for pursuing whichever of the following objects it considers appropriate:

- (1) facilitating consultation by and between Members as to their common interests;
- (2) acting as:
 - (a) a body representing the interests of the local government industry generally;
 - (b) an employer organisation under the *Industrial Relations Act 1999*; and
 - (c) a representative body for Members and/or groups of Members, for the purpose of providing effective and professional representation in dealings between local government and other levels of government, industry, the media and the public generally;
- (3) providing professional advice to assist Members in matters of doubt and difficulty;
- (4) providing and facilitating the provision of goods and services to Members;
- (5) promoting the efficient carrying out of local government throughout Queensland;
- (6) generally, undertaking and promoting any activity which the Board determines to be for the benefit and/or interest of local government in Queensland.

2.3 Acting in Industrial Matters

- (1) Without limiting Rules 2.1 or 2.2, the Organisation has power to act in industrial matters as agent on behalf of all Members including (without limitation) the power to:
 - (a) make new awards by consent with Unions of Employees;
 - (b) implement any decision of a General Meeting on any industrial matter; and
 - (c) arrange for applications to be made and appearances entered before any Industrial Court or Tribunal for and on behalf of all Members.
- (2) Any decisions of the Board in relation to industrial matters which are not contrary to previous direction of a general meeting are binding on all Members.

PART 3: MEMBERSHIP OF ORGANISATION

3.1 Membership

The Organisation's membership will consist of the Brisbane City Council and local governments constituted under the *Local Government Act 2009*.

3.2 Application for Membership

- (1) The application for membership must be:
 - (a) submitted in writing to the Secretary;
 - (b) in the form determined by the Board;
 - (c) signed by the applicant; and
 - (d) accompanied by the membership fee appropriate to the application.
- (2) Upon receipt of a valid application from a body referred to at Rule 3.1, and prior to admitting the body to membership, the Secretary must, within 3 months of receipt of an application from an eligible body, advise it in writing of:
 - (a) a Member's financial obligation; and
 - (b) how and when a Member may resign from membership
- (3) Once the Secretary has advised the applicant in accordance with Rule 3.2(2), the Secretary must advise the applicant, within 3 months of receipt of an application from an eligible body, that it has been admitted as a Member.

3.3 Membership Fees

- (1) The membership fee for each Member will be:
 - (a) determined periodically by the Board; and
 - (b) payable at the times and in the manner determined by the Board.
- (2) Notwithstanding (1), the Secretary must:
 - (a) give written notice to each Member specifying the amount of its membership fee;
 - (b) provide at least 30 days after the written notice for payment of the membership fee.

3.4 Special Levies

- (1) The Policy Executive may make a special levy or levies on members from time to time to establish a fund or funds to defray any extraordinary expenditure (incurred or to be incurred) in carrying out a matter to further the objects of the Organisation.
- (2) The Policy Executive may, in respect of any particular matter, fix different amounts of the special levy for different Members and generally determine the special levy payable by each member on such basis or bases as it thinks fit.
- (3) A special levy made under this Rule is binding on all Members.
- (4) The Chief Executive Officer must give written notice to each member specifying:
 - (a) The amount of the special levy payable by it; and
 - (b) The purpose for which such special levy is made.
- (5) A special levy is payable by a Member within 30 days after notice of the amount of the special levy is given to it.

3.5 Membership Entitlements

- (1) A Member is:
 - (a) responsible for payment of any subscriptions, fees and other levies imposed by the Board or by the Organisation in general meeting upon Members;

- (b) in accordance with Rules 4.12 to 4.14, entitled to attend, participate in the transaction of business and cast votes equal to its voting entitlement as specified in 4.10, at any general meeting of the Organisation.
- (c) eligible to participate in all activities promoted by the Organisation;
- (d) entitled to nominate a person for membership of a committee or sub-committee of the Organisation.

3.6 Termination of Membership

- (1) A Member may resign its membership of the Organisation by giving written notice to the Secretary.
- (2) The resignation takes effect:
 - (a) when the Secretary receives the written notice; or
 - (b) if the notice stipulates a later day than the day the Secretary receives the notice, that later day.
- (3) The Board may terminate a membership of the Organisation if the Member:
 - (a) fails to comply with any of the Rules;
 - (b) is over 3 months in arrears of membership fees or other levies imposed upon it under the Rules; or
 - (c) conducts itself in a manner that brings the Organisation into disrepute or otherwise prejudicially affects the Organisation's interests.
- (4) For (3)(b), a Member is taken not to be in arrears of membership fees or other levies if it has:
 - (a) entered an agreement with the Organisation to pay the subscription or levy; and
 - (b) complied with, and continues to comply with, the agreement.
- (5) However, the Board must not terminate a membership without affording the Member a full and fair opportunity to demonstrate that its membership should not be terminated.
- (6) If, after proper consideration of the Member's representations, the Board elects to proceed with termination of the membership, the Secretary must notify the Member of the decision promptly in writing.
- (7) The termination will be effective upon the earlier of:
 - (a) the time the Member receives the Secretary's written notification under Rule 3.6(6); and
 - (b) the end of the 2nd Business Day after the day the Secretary's written notification is posted to the Member.
- (8) If a Member resigns its membership of the Organisation, or its membership is terminated under Rule 3.6, the Member will remain liable to pay any membership fees or other levies that are due from it to the Organisation at the time of the resignation or termination.
- (9) However, the Secretary may, in its discretion, determine that a Member who has resigned is required to pay only part of any unpaid membership fees or levies on a pro rata basis.

3.7 Register of Members

- (1) The Organisation must, for each year, keep a written register of its Members which records the following for each body who is or was a member of the body during the whole or part of the year for which the register is kept:
 - (a) the body's name;
 - (b) the body's business address;
 - (c) the day the body became a Member; and
 - (d) if the body's membership has ended, the day it ended.

PART 4: GENERAL MEETINGS

4.1 Convening a General Meeting

- (1) The Chief Executive Officer must convene an annual general meeting each year, and other general meetings of the Members:
 - (a) whenever the Board considers it desirable or necessary to do so;
 - (b) whenever at least one third of the total number of Members makes a request in that regard.
- (2) However, the Board must call and arrange to hold the meeting only in accordance with this Rule 4.1 or in accordance with sections 249D⁶, 249E⁷, 249F⁸ and 249G⁹ of the *Corporations Act*.
- (3) The Board may cancel, postpone or change the venue of a general meeting unless the meeting is called and arranged to be held by the Members or the court under section 249F or section 249G of the *Corporations Act*.¹⁰
- (4) If they call and arrange to hold a general meeting under section 249D of the *Corporations Act*,¹¹ the Board may not:
 - (a) postpone it beyond the date by which section 249D requires it to be held; or
 - (b) cancel it without the consent of the requisitioning Member/s.

4.2 Notice of General Meeting

- (1) Subject to this Constitution, notice of a general meeting must be given:
 - (a) within the time limits specified in the *Corporations Act*,¹² and
 - (b) in the manner authorized by Rule 12.1,
 to each person who is at the date of the notice:
 - (c) a Member;
 - (d) a Director; or
 - (e) an Auditor.
- (2) A notice of a general meeting must:
 - (a) specify the date, time and place of the meeting;
 - (b) state the general nature of the business to be transacted at the meeting; and
 - (c) be accompanied by a proxy form for use by the recipient if desired.
- (3) A person may waive the entitlement to receive notice of a general meeting by giving written notice to the Organisation.
- (4) Where a person does not receive notice of a general meeting, or the proxy form, to which the person is entitled under Rules 4.2(1) and 4.2(2), everything done at the meeting, including all resolutions passed, will be valid if:
 - (a) the non-receipt is the result of an accident or error (including an accident or error that resulted in the notice of meeting or proxy form not having been sent to the Member); and
 - (b) the person waives under Rule 4.2(3), before or after the meeting, the entitlement to receive notice of that meeting.

⁶ Directors must call and arrange to hold a meeting upon the request of a certain number of members. See full extract of section 249D in Schedule 2.

⁷ Members who have made a request under section 249D, with which the Directors have failed to comply, may call and arrange to hold the meeting. See full extract of section 249E in Schedule 2.

⁸ Members with a specified minimum quantity of combined votes may call and arrange to hold a meeting. See full extract of section 249F in Schedule 2.

⁹ A court may order that a meeting be called. See full extract of section 249G in Schedule 2.

¹⁰ See full extract of sections 249F and 249G in Schedule 2.

¹¹ See full extract of section 249D in Schedule 2.

¹² The requirements for notice a general meeting, including time limits associated with same, are contained at sections 249H and 249L of the *Corporations Act*, as extracted in Schedule 2.

- (5) If:
- (a) a person does not receive notice of a general meeting, or the proxy form, to which the person is entitled under Rules 4.2(1) and 4.2(2); and
 - (b) before or after a general meeting, that person gives the Secretary written notice that the person agrees to a specified action being or having been taken at the meeting (including a resolution being or having been passed),
- the fact that the person does not receive notice of the meeting or proxy form does not invalidate the relevant action.
- (6) Attendance at a general meeting waives any objection a person may make to:
- (a) notice of the meeting being defective, or not having been given; and
 - (b) the consideration of an issue the details of which were not specified in the notice of meeting as an item of business for the meeting,
- unless the person:
- (c) objects, at the beginning of the meeting, to the meeting being held; or
 - (d) objects, when it is presented at the meeting, to the issue being considered.

4.3 Admission to a General Meeting

The chairman of a general meeting may:

- (1) refuse a person admission to the meeting; or
- (2) require a person to leave the meeting,

if the person:

- (3) possesses a camera or audio-recording device;
- (4) possesses a placard or banner;
- (5) possesses an article that the chairman considers dangerous, offensive or potentially disruptive;
- (6) refuses to produce, or to permit examination of, any article in the person's possession;
- (7) behaves or threatens to behave dangerously, offensively or disruptively;
- (8) is not a Member, or the proxy, attorney or authorized representative of a Member;
- (9) is not an Executive Representative or Director; or
- (10) is not an Auditor.

4.4 Quorum at a General Meeting

- (1) No business other than:
 - (a) election of the chairman; and
 - (b) adjournment of the meeting,

may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- (2) Subject to Rule 4.4(4), a quorum for a general meeting is a majority of the whole number of Members present at the meeting.
- (3) If a quorum is not present within 30 minutes after the appointed starting time of a general meeting, the meeting is adjourned to the same time and place on the next Business Day.
- (4) If a quorum is not present within 30 minutes after the appointed starting time of an adjourned meeting, the meeting may proceed with those Members who were present at the initial meeting, otherwise the meeting is dissolved.

4.5 Chairman of a General Meeting

- (1) If he/she is:
 - (a) present within 15 minutes after the time appointed for the meeting; and

(b) willing to act,
the President must preside as the chairman of a general meeting.

(2) If at a general meeting:

- (a) there is no President;
- (b) the President is not present within 15 minutes after the time appointed for the meeting; or
- (c) the President is present within the 15-minute grace period but is not willing to act as chairman of the meeting,

the following persons, if present and willing to act, assume the position of chairman, in the stated order of priority:

- (d) a member of the Board in order of their total length of service as a councillor (starting with the greatest); or
- (e) if no member of the Board is present and willing to act, a member of the Policy Executive in order of their total length of service as a councillor (starting with the greatest); or
- (f) if no members of the Board and no members of the Policy Executive are present and willing to act, a delegate officer, attorney or authorized representative of a Member elected by the general meeting.

4.6 Conduct of a General Meeting

- (1) If an issue arises at a general meeting, relating to the order of business, procedure or conduct of the meeting:
 - (a) the chairman of the meeting must resolve the issue; and
 - (b) the chairman's decision is final.
- (2) The chairman of a general meeting may, and if directed by the meeting must, adjourn the meeting from time to time and from place to place.
- (3) No business may be transacted at an adjourned meeting except the business left unfinished at the meeting from which the adjournment occurred.
- (4) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as if the adjourned meeting were the original meeting.
- (5) Except as provided by Rule 4.6(4), it is not necessary to give a notice of adjournment or of the business to be transacted at an adjourned meeting.
- (6) The chairman of the meeting must conduct any debates arising in the course of a meeting in accordance with the Rules of Procedure.

4.7 Decisions of a General Meeting

- (1) Subject to this Constitution:
 - (a) each issue arising at a general meeting is to be decided by a majority of votes cast by the Members present at the meeting and entitled to vote; and
 - (b) each such decision is a decision of the Members.
- (2) The following actions can be taken only where the written approval of 75% of the voting entitlement of Members is already held:
 - (a) passing a resolution to wind up the Organisation;
 - (b) appointing a liquidator, administrator or controller to the Organisation;
 - (c) altering a Member's rights;
 - (d) merging or amalgamating the Organisation with another company;
 - (e) changing the name of the Organisation;
 - (f) materially altering the Business;
 - (g) acquiring a material business;
 - (h) entering a new business; and

- (i) disposing of more than 10% of the Business at one time.
- (3) Any resolution to amend the Organisation's Constitution must also be approved under Chapter 12, Part 6, Division 2, Subdivision 1 or 2 of the Industrial Relations Act, if that Act requires same. Any such amendment will not take effect until:
 - (a) for an amendment to the name or eligibility rules, the Industrial Relations Commission has, by order, approved the amendment; or
 - (b) for any other amendments, the Registrar under the *Industrial Relations Act* has approved the amendment.
- (4) If there is an equality of votes upon a proposed resolution at a general meeting, the Chairman:
 - (a) has no deliberative vote on any question by virtue of being chairman (but may exercise any such vote or votes he or she has as a delegate of a Member); and
 - (b) in the case of equality of votes, has a second or casting vote.
- (5) A resolution put to the vote of a general meeting must be decided upon in accordance with the Rules of Procedure:
 - (a) before the vote is taken; or
 - (b) before or immediately after the result of the vote is declared,
- (6) However, if a poll is demanded:
 - (a) by the chairman of the meeting; or
 - (b) by a Member present and entitled to vote on the resolution,

the demand for a poll does not prevent the general meeting continuing to transact business other than the issue the subject of the demand.
- (7) Unless a poll is properly demanded at the general meeting (and the demand is not withdrawn):
 - (a) the chairman's declaration that a resolution has been carried, carried unanimously, carried by a particular majority, or lost; and
 - (b) an entry to that effect in the book containing the minutes of Organisation proceedings,

will be conclusive evidence of the fact, and the number or proportion of votes recorded in favour of or against the resolution need not be proved.
- (8) If a poll is properly demanded at a general meeting:
 - (a) subject to Rule 4.7(9), it may be conducted immediately or after an interval or adjournment;
 - (b) it may be conducted in whatever manner the chairman of the meeting directs; and
 - (c) the result of the poll will be the resolution of the meeting at which the poll is demanded.
- (9) A poll demanded at a general meeting with respect to:
 - (a) the election of a chairman of the meeting; or
 - (b) a question of adjournment,

must be taken immediately.
- (10) The demand for a poll may be withdrawn.

4.8 Decision without a General Meeting

The Organisation may pass a resolution (other than a resolution to remove an Auditor) without a general meeting if each of the Members entitled to vote upon the resolution signs a document containing:

- (a) the text of the resolution; and
- (b) a statement that the Member is in favour of the resolution detailed in the document;

4.9 Voting at a General Meeting

- (1) At a General Meeting, every Member is entitled to the number of votes permitted by their voting entitlement, as prescribed by Rule 4.10.

- (2) A Member is not entitled to vote if:
 - (a) It is in arrears of membership fees or other money owing to the Organisation; or
 - (b) Its Delegate is of unsound mind, or otherwise lacks legal capacity.¹³
- (3) An objection to a Member's/Delegate's entitlement to vote at a general meeting:
 - (a) must be raised before or at the meeting at which the vote the subject of the objection is cast; and
 - (b) will be determined by the chairman of the meeting, whose decision will be final in the absence of manifest error or patent bias.
- (4) A vote not disallowed by the chairman of a meeting under Rule 4.10(3) is valid for all purposes.

4.10 Voting Entitlements

- (1) The voting entitlement of each Member at a general meeting held in any year is determined by reference to the amount of the membership fee payable by that Member for that year in accordance with the following provisions:
 - (a) every Member has at least 2 votes;
 - (b) each Member who pays less than the average membership fee has only those 2 votes;
 - (c) each Member who pays a membership fee equal to or greater than the average membership fee but less than 2 times the average membership fee has a total of 4 votes;
 - (d) each Member who pays a membership fee equal to or greater than 2 times the average membership fee but less than 3 times the average membership fee has a total of 6 votes;
 - (e) each Member who pays a membership fee equal to or greater than 3 times the average membership fee but less than 3.75 times the average membership fee has a total of 8 votes;
 - (f) each Member who pays a membership fee equal to or greater than 3.75 times the average membership fee but less than 6 times the average membership fee has a total of 10 votes;
 - (g) each Member who pays a membership fee equal to or greater than 6 times the average membership fee has a total of 14 votes.

In this Rule, "average membership fee" means the arithmetical mean average of the membership fee payable by Members in the year concerned (being the total amount of those membership fees divided by the number of Members by whom the membership fees are payable).

- (2) Where, as a result of a Member being newly admitted as a Member, a membership fee has not been determined for that Member in any year, or has been determined on a concessional basis for a period of less than a full year:
 - (a) the Secretary may determine a notional annual membership fee for that Member (for a full year) using the basis determined by the Board for the calculation of membership fees in that year; and
 - (b) that notional membership fee must be used for the purpose of calculating that Member's voting entitlement under (1).

4.11 Appointment of Delegates

- (1) Subject to Rule 4.13, a Member must exercise its voting entitlement by virtue of a Delegate/s appointed by it in accordance with this Rule 4.11.
- (2) Each Member is entitled to be represented at general meetings by one or two delegates appointed by it.
- (3) A Delegate must be either a councillor of the appointing Member or the Chief Executive Officer of the Member.
- (4) A Delegate is validly appointed by a Member if the Member: advises the Secretary of the appointment either:

¹³ Example: A person with advanced Alzheimer's disease.

- (a) in writing and signed by the Mayor or Chief Executive Officer of the Member; or
 - (b) by electronic submission in a way prescribed by the Secretary and notified to Members from time to time, and the Member concerned receives confirmation that the electronic submission has been received.
- (5) If a member has more than 2 votes and appoints 2 Delegates, the appointment may specify the number of votes which may be exercised by each of those delegates;
- (6) The appointment must be received by the Secretary at least 14 days prior to the commencement of the General Meeting.

4.12 Manner of Exercising Voting Entitlement

- (1) The voting entitlement of a Member is exercisable by the Delegates appointed in accordance with 4.11 in the following manner:
- (a) if one Delegate only is appointed, that delegate may exercise the whole of the Member's entitlement;
 - (b) if two Delegates are appointed and no advice under Rule 4.11(5) is included in the instrument of appointment, each of those Delegates may exercise one half of the Member's entitlement;
 - (c) if two Delegates are appointed and advice under Rule 4.11(5) is included in the instrument of appointment, each of those Delegates may exercise the number or votes specified in the instrument of appointment;
 - (d) where two Delegates are appointed and one of those Delegates is temporarily absent from the General Meeting, the other Delegate is entitled to exercise the voting rights of the absent Delegate (in addition to his/her own votes).

4.13 Representation at General Meeting by a Delegate

- (1) Subject to this Constitution and the *Corporations Act*,¹⁴ a Delegate entitled to attend and cast a vote at a meeting of Members must vote in person.

4.14 Convening a General Meeting (other than an Annual General Meeting) via Postal Voting

- (1) The Chief Executive Officer may, in his or her discretion, elect to require postal voting at a general meeting, other than an annual general meeting.
- (2) Should the Chief Executive Officer require postal voting in accordance with Rule 4.14(1), the Chief Executive Officer must advise Delegates, in writing, of his/her decision in the Notice of General Meeting required under Rule 4.2.
- (3) Where this Rule applies a Member votes by completing and returning the voting paper signed by the Member's Mayor or chief executive officer.
- (4) The Chief Executive Officer must send out the voting papers setting out:
- (a) The resolution/resolutions upon which the vote is to be taken; and
 - (b) The time and date by which the duly completed voting paper must be received by the Chief Executive Officer, and stating that any voting paper not received by the Chief Executive Officer by the specified time and date will be invalid and of no effect.
 - (c) The voting paper must be in a form enabling members to state whether the member votes for or against the resolution.
 - (d) The Member must (by its Mayor or chief executive officer), in the manner specified in the voting paper, vote in favour of or against the resolution, and otherwise complete the voting paper and return it to the Chief Executive Officer by the specified date and time.
 - (e) Completed voting papers may be hand delivered to the Chief Executive Officer, but must otherwise be forwarded to the Chief Executive Officer by facsimile or registered post.
 - (f) A voting paper which is not physically received by the Chief Executive Officer by 5:00pm on the closing date must not be taken into account unless the Chief Executive Officer is satisfied, on the basis of records kept by the postal authority, that:

¹⁴ In particular, section 249X of the *Corporations Act*, as extracted in Schedule 2.

- (i) the voting paper was posted prior to the closing date; and
 - (ii) the voting paper has not been delivered in the ordinary course of post; and
 - (iii) the voting paper would have been received by the Chief Executive Officer by 5:00pm on the closing date if it has been delivered in the ordinary course of post.
- (5) For the avoidance of doubt, the voting entitlements of a Member for a General Meeting convened by postal voting under this Rule 4.14 are those listed at Rule 4.10.

4.15 Representation at General Meeting via Proxy

- (1) A Member entitled to attend and cast a vote at a meeting of Members may appoint a person as a Member's proxy to attend and vote on the Member's behalf at the meeting¹⁵
- (2) A proxy may be a person other than a Member and may be an individual or a body corporate.
- (3) A proxy may be appointed for:
 - (a) all general meetings;
 - (b) any number of general meetings; or
 - (c) a particular general meeting.
- (4) Unless otherwise specified in the instrument appointing a proxy or in the *Corporations Act*,¹⁶ the appointment confers upon the appointee authority:
 - (a) to agree to a meeting being convened upon shorter notice than that required by the *Corporations Act* or this Constitution;
 - (b) to speak to any proposed resolution upon which the proxy, attorney or representative may vote;
 - (c) to demand or join in demanding a poll on any resolution upon which the proxy, attorney or representative may vote;
 - (d) to vote on any amendment moved to a proposed resolution, and on any motion that the proposed resolution not be put, or any similar motion;
 - (e) to vote on any procedural motion, including any motion to elect the chairman, vacate the chair, or adjourn the meeting;
 - (f) subject to *Rules 4.15(4)(d)* and *4.15(4)(e)*, to act generally at the meeting; and
 - (g) to attend and vote at a re-scheduled or adjourned meeting, or a meeting moved to a new venue.
- (5) *Rules 4.15(4)(d)*, *4.15(4)(e)* and *4.15(4)(f)* apply even if the instrument of appointment refers to specific resolutions, and directs the proxy, attorney or representative how to vote upon those resolutions.
- (6) Rule 4.15(4)(g) applies even if the instrument of appointment refers to a specific meeting to be held at a specified time or at a specific venue.
- (7) The instrument appointing a proxy or attorney may specify the manner in which the proxy must vote upon a particular resolution.
- (8) If the instrument specifies the manner in which the proxy or attorney must vote upon a proposed resolution, the proxy is not entitled to vote upon the resolution except as directed in the instrument.
- (9) An instrument appointing a proxy need not be in any particular form provided it is:
 - (a) in writing;
 - (b) valid at law; and
 - (c) signed by the appointer or the appointer's attorney.

¹⁵ This Rule is mandatory under sub-section 249X(1) of the *Corporations Act*, as extracted in Schedule 2 of this Constitution.

¹⁶ Division 6 of Part 2G.2 of the *Corporations Act* provides in relation to the appointment of proxies, the rights of proxies, the receipt of proxies and the validity of proxy votes. The relevant sections (sections 249X – 250D) are extracted in Schedule 2.

- (10) A proxy or attorney may not vote at a general meeting or on a poll unless the instrument appointing the proxy or attorney, and the authority under which the instrument is signed, or a certified copy of that authority, are:
- (a) received at the Organisation's registered office, or at another venue or location specified for that purpose in the notice calling the meeting, before the time the meeting or adjourned meeting is to be held or the poll is to be taken (as the case may be);
 - (b) tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (c) produced when the poll is taken.
- (11) A vote cast in accordance with the terms of the instrument appointing a proxy is valid despite revocation of:
- (a) the appointment; or
 - (b) the authority under which the instrument was executed,
- if written notice of the revocation is not received by the Organisation by the time, and at a place at which, the instrument appointing the proxy is required to be received, tabled or produced under *Rule 4.15(10)*.
- (12) The appointment of a proxy is not revoked by the appointer attending and participating in a general meeting.
- (13) However, if the appointer votes on a resolution, the proxy is not entitled to vote upon the resolution, and must not vote upon it, as the appointer's proxy.
- (14) A member must not appoint a proxy where it has appointed a delegate or delegates under Rule 4.11.

PART 5: POLICY EXECUTIVE

5.1 Establishment and Purpose

- (1) The Organisation must establish a Policy Executive consisting of:
 - (a) 15 Executive Representatives elected and appointed in accordance with *Rule 5.3*; and
 - (b) a President elected and appointed in accordance with *Rule 6.3*.
- (2) The purpose of the Policy Executive is to:
 - (a) appoint 3 Directors in accordance with *Rule 6.4*;
 - (b) appoint the Chief Executive Officer in accordance with *Rule 7.1*;
 - (c) approve the annual budget of the Organisation; and
 - (d) otherwise determine the method of implementation of the objectives of the Organisation, as identified in *Rules 2.1, 2.2 and 2.3*, other than any matter that is the responsibility of the Directors, as identified in *Rule 6.8*.
- (3) The Policy Executive may suspend or otherwise discipline an Executive Representative found to have engaged in any conduct that was contrary to the Corporate Governance Charter. For avoidance of doubt, the power to discipline:
 - (a) includes, for example, the power to impose a requirement that an Executive Representative undergo counselling; and
 - (b) does not include the power to remove an Executive Representative from office.

5.2 Executive Representatives – General Qualification

- (1) A person is qualified to become and remain an Executive Representative on the Policy Executive only if:
 - (a) that person is and remains a councillor of a Member; and or
 - (b) that person was, immediately before a Quadrennial Election held in the past ninety days, a councillor of a Member; and

- (c) subject to *Rule 5.2(4)*, that person has not been convicted of a disqualifying offence as defined in the *Industrial Relations Act 1999*.
- (2) A person holding office as an Executive Representative vacates that office immediately upon:
- his or her resigning as a councillor of a Member prior to a Quadrennial Election; or
 - ninety days having passed since a Quadrennial Election after which he or she ceased to be a councillor of a member; or
 - the Council of which he is she is a councillor ceasing to be included in the District in which he or she was elected to represent; or
 - the conclusion of the third consecutive Policy Executive meeting that the Executive Representative has failed to attend, without the Policy Executive's leave.
- (3) A person convicted of a disqualifying offence as defined in the *Industrial Relations Act 1999* may be qualified to become and remain an Executive Representative if the circumstances contained in section 517 of the *Industrial Relations Act 1999* apply.
- (4) A person holding office as an Executive Representative ceases to hold office 28 days after that person is convicted of a disqualifying offence as defined in the *Industrial Relations Act 1999* unless the person makes a successful leave application in accordance with sections 518 – 523 of the *Industrial Relations Act 1999*.

5.3 Division of the State into Districts

- (1) For the purposes of election and appointment of Executive Representatives, and to ensure that Members from all regions are represented on the Policy Executive, the State is divided into 12 Districts as set out in the Schedule to this Rule.
- (2) Except in relation to District No. 1 and District No. 12, the Board is empowered at any time to transfer one or more members from one District to another District or Districts or to include any new or newly constituted Member in a District or to delete from a District any Member which has been abolished. The power conferred by this paragraph is to be exercised in the discretion of the Board, but the Board must have due regard to the wishes of any Member as to the District in which it wishes to be included and the recommendations of the Policy Executive.
- (3) The Districts are represented on the Policy Executive as follows:
- in the case of District No. 1 (Brisbane City Council), by one Member appointed by the Brisbane City Council;
 - in the case of District No. 2 (South East), by three Members elected by the Members included in that District;
 - in the case of District No 12 (Aboriginal and Island Councils), by two Members elected by the Members of that District;
 - in all other cases, by one Member for each District elected by the Members included in each respective District.

Schedule of Districts

	Councils
District No. 1 (Brisbane)	Brisbane
District No. 2 (South East)	Scenic Rim, Gold Coast, Ipswich, Lockyer, Logan, Moreton Bay, Redland, Somerset, Sunshine Coast, Noosa.
District No. 3 (Wide Bay & Burnett)	Bundaberg, Fraser Coast, Gympie, North Burnett, South Burnett.
District No. 4 (Darling Downs)	Western Downs, Goondiwindi, Toowoomba, Southern Downs.
District No. 5	Balonne, Bulloo, Murweh, Paroo, Quilpie, Maranoa.

(South West)	
District No. 6 (Central Queensland)	Banana, Central Highlands, Gladstone, Rockhampton, Livingstone.
District No. 7 (Whitsunday)	Mackay, Isaac, Whitsunday.
District No. 8 (Central West)	Barcaldine, Blackall Tambo, Boulia, Diamantina, Longreach, Winton, Barcoo.
District No. 9 (Northern)	Burdekin, Charters Towers, Hinchinbrook, Townsville.
District No. 10 (Far North)	Cairns, Cassowary Coast, Cook, Tablelands, Torres, Mareeba, Douglas.
District No. 11 (North West)	Burke, Carpentaria, Cloncurry, Croydon, Etheridge, Flinders, McKinlay, Mount Isa, Richmond.
District No. 12 (Aboriginal and Island Councils)	Aurukun, Cherbourg, Doomadgee, Hope Vale, Kowanyama, Lockhart River, Mornington, Napranum, Mapoon, Northern Peninsula Area, Palm Island, Pormpuraaw, Torres Strait Island, Woorabinda, Wujal Wujal, Yarrabah.

5.4 Election or Appointment of Executive Representatives

- (1) The Members may only appoint the following person as Executive Representatives for each District:
- (a) for District 1, the person whose name the Brisbane City Council notifies the Chief Executive Officer of not later than ninety days after a Quadrennial Election is held;
 - (b) for Districts 3 – 11, the person/s elected in an election conducted in accordance with the following provisions:
 - (i) upon the conclusion of a Quadrennial Election, the Chief Executive Officer must, by notice in writing to each Member, call for nominations for elections to the position of Executive Representative for the District in which the Member is included, and must specify a closing date for nominations;
 - (ii) if there is only one nomination received in respect of a District by the closing date for nominations, the person so nominated shall be appointed as Executive Representative for that District;
 - (iii) if there is more than one nomination received in respect of any District by the closing date for nominations, an election must be conducted by postal ballot;
 - (iv) in any such election:
 - a. each Member within a District has the same voting entitlement as that specified in Rule 4.10;
 - b. the ballot paper prepared by the Chief Executive Officer for each Member must:-
 - i. indicate the number of votes which it represents in such a manner as the Chief Executive Officer determines; and
 - ii. state the closing date by which the ballot papers must be received by the Chief Executive Officer;
 - c. voting must be first past the post voting;
 - d. a Member, regardless of its voting entitlement, must not vote for more than one candidate;
 - e. completed ballots may be hand delivered to the Chief Executive Officer, but must otherwise be forwarded to the Chief Executive Officer by registered post;

- f. a ballot paper which is not actually received by the Chief Executive Officer by 5:00pm on the closing date not be taken into account unless the Chief Executive Officer is satisfied, on the basis of records kept by the postal authority, that:-
- i. the ballot was posted prior to the closing date; and
 - ii. the ballot has not been delivered in the ordinary course of post; and
 - iii. the ballot would have been received by the Chief Executive Officer by 5:00pm on the closing date if it has been delivered in the ordinary course of post;
 - iv. in the event that the vote for two or more nominees is equal, the Chief Executive Officer must determine by lot which of those nominees is to be appointed as Executive Representative for the District;
 - v. the Chief Executive Officer is empowered to give all such directions and make all such rulings as may be necessary for the conduct of any election.
- (c) for District No. 2, the persons elected in accordance with the following provisions:
- (i) District No. 2 is divided, for the purposes of this Rule only, into the following subregional groupings of Councils:-
 - i. (North) – Sunshine Coast, Moreton Bay, Noosa
 - ii. (West) – Ipswich, Somerset, Lockyer, Scenic Rim
 - iii. (South) – Redland, Logan, Gold Coast
 - (ii) the Members included in each subregional grouping must elect one Executive Representative;
 - (iii) the voting for all elections for representatives for District No. 2 must be by a system of Preferential Voting;
 - (iv) subject to Rule 5.4(1)(c)(iii), the provisions of Rule 5.4(1)(b) apply with respect to all elections for Executive Representatives for District No. 2 but with all necessary adoptions including:
 - i. in relation to elections of Members in a subregional grouping, reading reference to “District” as references to the particular subregional grouping; and
 - ii. reading the power of the Chief Executive Officer, to give directions as including power to give directions as to the specific methods or procedures of the system of preferential voting to be used.
- (d) for District No. 12, the persons elected in accordance with the following provisions:
- (i) the Members in this District must elect two Executive Representatives;
 - (ii) the voting must be by a system of first past the post voting;
 - (iii) the provisions of rule 5.4(1)(b) apply with respect to all elections for Executive Representatives for District No. 12, but with all necessary adaptations.
- (e) Executive Representatives elected or appointed in accordance with this Rule take office ninety days after the date of the Quadrennial Election and, subject to these Rules, remain in office until eighty-nine days after the next ensuing Quadrennial Election.
- (f) An election of Executive Representatives is valid despite the fact that one or more of the Members included in a District fails or refused to vote.
- (g) In the event that the Members included in a District fail to nominate any of sufficient persons for election to the position (s) of Executive Director (s), the Policy Executive is empowered to take such action as it may consider necessary for the purpose of giving the District concerned appropriate representation on the Policy Executive and the Policy Executive may itself appoint a person or person as the Executive Representative or Executive Representatives for that District.

- (h) Subject to paragraph 5.4(1)(i), where a vacancy arises in a position of Executive Representative for any District at any time prior to the date which is three months before the Quadrennial Election, the Chief Executive Officer must take action to provide for the filling of that vacancy as provided by this Rule (by requesting an appointment or holding an election, as the case requires) as though the Policy Executive were being constituted following a Quadrennial Election.
- (i) Where such a vacancy arises within a period of three months prior to a Quadrennial Election, the vacancy must not be filled.

5.5 Remuneration of Executive Representatives

- (1) For the purposes of this Constitution, the amount fixed by the Board as an Executive Representative's remuneration will not include an amount paid by the Organisation:
 - (a) to a superannuation, retirement or pension fund for the Executive Representative pursuant to the Superannuation Guarantee Scheme; or
 - (b) for an insurance policy or premium pursuant to Rule 10.3.
- (2) Each Executive Representative (which, for the purposes of this Rule 5.5, includes the President) is entitled to such remuneration from Organisation funds as the Board determines.
- (3) The Board may determine that the Executive Representatives are to receive no remuneration from the Organisation.
- (4) An Executive Representative's remuneration may be:
 - (a) a specified salary;
 - (b) a fixed sum per Policy Executive meeting attended;
 - (c) a specified salary and a fixed sum per Policy Executive meeting attended; or
 - (d) a share of a fixed sum determined by the Members in general meeting as the aggregate remuneration to be paid to the Executive Representatives via a pool of money to be divided between them in the proportions they agree, or, failing agreement, equally.
- (5) A specified salary under Rule 5.5(4)(a) or a share of a fixed sum under Rule 5.5(4)(b) will accrue from day to day.
- (6) If the Members in general meeting fix pursuant to Rule 5.5(4)(d) a limit on the aggregate remuneration payable to the Executive Representatives, the aggregate remuneration paid to them under this Rule 5.5 must not exceed that limit.
- (7) In addition to his/her remuneration (if any) under Rule 5.5(1), an Executive Representative is entitled to be reimbursed all reasonable expenses he/she properly incurs in connection with the Organisation's affairs, including the cost of travelling to and from:
 - (a) general meetings of the Organisation; or
 - (b) meetings of the Policy Executive.
- (8) If an Executive Representative provides extra services or expends special efforts in connection with the Organisation's affairs, the Board may arrange for special remuneration of that Executive Representative.
- (9) Nothing in Rules 5.5(1) and 5.5(8) restricts the remuneration an Executive Representative may receive as an officer of the Organisation in a capacity other than Executive Representative.
- (10) An Executive Representative may be paid:
 - (a) the special remuneration the subject of Rule 5.5(8); or
 - (b) the other-capacity remuneration the subject of Rule 5.5(9),
 in addition to or in substitution for the Executive Representative's remuneration (if any) under Rule 5.5(1).

5.6 Proceedings of Policy Executive

- (1) The Executive Representatives of the Policy Executive may:
 - (a) meet for the dispatch of their business; and

- (b) adjourn and otherwise regulate their meetings, as they consider appropriate.
- (2) Contemporaneous linkage, by telephone or other electronic medium, of a number of Executive Representatives sufficient to constitute a quorum, constitutes a meeting of the Policy Executive.
- (3) The Rules relating to meetings of the Policy Executive apply to the extent that they can do so, and with such alterations as are necessary, to meetings of the Policy Executive by telephone or other electronic media.
- (4) An Executive Representative or the President participating in a meeting by telephone or other electronic media is to be regarded as present in person at the meeting.
- (5) A meeting by telephone or other electronic media is to be regarded as held at the place determined by the chairman of the meeting if at least 1 of the participating Executive Representatives is at that place throughout the meeting.

5.7 Convening a Policy Executive Meeting

- (1) The President or Chief Executive Officer may convene a meeting of the Policy Executive whenever he/she considers it appropriate.
- (2) A Chief Executive Officer must convene a meeting of the Policy Executive if requested to do so by at least one third of the total number of Executive Representatives.
- (3) The Policy Executive must meet at least 4 times per year.

5.8 Notice of Policy Executive Meeting

- (1) Subject to the requirements of this Constitution, unless all Executive Representatives agree otherwise, notice of a Policy Executive meeting must be given at least 7 Days before the day of the proposed meeting, to each person who is an Executive Representative, other than an Executive Representative on leave of absence approved by the Policy Executive.
- (2) The notice of a Policy Executive meeting:
 - (a) must specify the time and place of the meeting;
 - (b) must state the nature of the business to be transacted at the meeting, and include any applicable explanatory and supporting documents;
 - (c) (despite Rule 5.8(1)) may be given immediately before the meeting if the Executive Representatives agree;
 - (d) may be given by personal delivery, post, telephone, facsimile transmission, or by other electronic means.
- (3) Unless all Executive Representatives and the President agree otherwise, the Policy Executive must not pass a resolution unless:
 - (a) notice of the subject-matter of that resolution; and
 - (b) the applicable explanatory and supporting documentation (if any),was included in the notice of meeting.
- (4) An Executive Representative or the President may waive notice of a Policy Executive meeting by notifying the Chief Executive Officer to that effect in person, by post, telephone, facsimile transmission or other electronic means.
- (5) Where an Executive Representative or the President does not receive a notice of a Policy Executive meeting to which he/she is entitled, the failure will not invalidate anything done at the meeting, including any resolution passed, if:
 - (a) non-receipt is the result of an accident or error (including an accident or error resulting in the notice of meeting not having been sent);
 - (b) he/she waives under Rule 5.8(4), before or after the meeting, the entitlement to receive notice of that meeting;
 - (c) he/she agrees to that thing; or
 - (d) he/she attends the meeting.

- (6) If an Executive Representative or the President does not receive a notice of a Policy Executive meeting, to which he/she is entitled under Rule 5.8, does not invalidate an action taken at the meeting (including the passage of a resolution) if, before or after the meeting, he/she notifies the Chief Executive Officer in person, or by telephone, facsimile transmission, post or other electronic means, that he/she agrees to the action.
- (7) Attendance at a Policy Executive meeting waives any objection to non-receipt of a notice of the meeting by the Executive Representative or President who attends.

5.9 Quorum at Policy Executive Meeting

- (1) No business may be transacted at a Policy Executive meeting unless a quorum of Executive Representatives is present at the time the business is transacted.
- (2) Subject to Rule 5.9(3), the quorum for a Policy Executive meeting is the majority of the whole number of Executive Representatives and the President.
- (3) If a quorum is not present within 30 minutes after the appointed starting time of a Policy Executive meeting, the meeting is adjourned to the same time and place on the next Business Day.
- (4) If a quorum is not present within 30 minutes after the appointed starting time of an adjourned Policy Executive meeting, the meeting may proceed with those Executive Representatives who were present at the initial meeting, otherwise the meeting is dissolved.
- (5) Subject to Rule 5.9(6), if there is a vacancy in an office of an Executive Representative, the remaining Executive Representatives may transact its business.
- (6) If the number of Executive Representatives in office at any time is:
 - (a) insufficient to constitute a quorum at a Policy Executive meeting; or
 - (b) fewer than the minimum number of Executive Representatives fixed under this Constitution,the Members must appoint further Executive Representatives in accordance with this Constitution as soon as possible.
- (7) Until the further Executive Representatives are appointed, the Chief Executive Officer is empowered to act as if he or she were the Policy Executive only if and to the extent that an emergency requires.

5.10 Policy Executive Decisions

- (1) A Policy Executive meeting at which a quorum is present may exercise any of the authorities, powers and discretions vested in or exercisable by the Policy Executive under this Constitution.
- (2) The Policy Executive may make decisions by majority vote.
- (3) Subject to Rule 5.10(4), each Executive Representative and President entitled to vote at a Policy Executive meeting has 1 deliberative vote.
- (4) If there is an equality of votes upon a motion at a Policy Executive meeting, the chairman of the meeting has a 2nd (casting) vote in addition to his/her deliberative vote.

5.11 Written Policy Executive Resolutions

- (1) An act is to be regarded as having been done at a Policy Executive meeting if:
 - (a) a document containing a statement that it has been done (including a resolution having been passed) bears the signed assents of sufficient of the Executive Representatives and the President to constitute a quorum and pass a resolution at a Policy Executive meeting; and
 - (b) the assenting Executive Representatives and President would have constituted a quorum at a Policy Executive meeting held to consider what has been done.
- (2) For the purposes of Rule 5.11(1):
 - (a) if the Executive Representatives and the President endorsed their assents on the same day, the meeting will be regarded as having been held on that day, at the time at which the last assent was endorsed upon document;

- (b) if the Executive Representatives and the President endorsed their assents on different days, the meeting will be regarded as having been held on the day upon which, and at the time at which, the last assent was endorsed upon document;
 - (c) 2 or more counterparts in identical terms, each of which bears the assent of 1 or more Executive Representatives and the President, will be regarded as constituting an assent document; and
 - (d) an Executive Representative or the President may assent to the thing done by signing the assent document, or by notifying the Chief Executive Officer of his/her assent to the contents of the document in person, or by post, telephone, facsimile transmission, or other electronic means.
- (3) Where, for the purposes of Rule 5.11(1), an Executive Representative or the President signifies assent to the contents of a document otherwise than by signing the document:
- (a) he/she must sign the document by way of confirmation at the next Policy Executive meeting he/she attends; and
 - (b) however, failure to sign the document does not invalidate the act to which the document relates.

5.12 Alternate Executive Representatives

- (1) The Member of District 1 (i.e. Brisbane City Council) may appoint a person an alternate Executive Representative to act in place of the Executive Representative appointed for the District.
- (2) A person appointed as an Alternate Executive Representative must satisfy the general requirements prescribed at Rule 5.2.
- (3) If the Primary Executive Representative does not attend a Policy Executive meeting, an Alternate Executive Representative may attend in the Primary Executive Representative's stead and on his/her behalf.
- (4) The office of an Alternate Executive Representative is vacated when the Primary Executive Representative vacates office as an Executive Representative.
- (5) In determining whether a quorum is present at a Policy Executive meeting, an Alternate Executive Representative who attends the meeting is to be counted as an Executive Representative for the Primary Executive Representative on whose behalf the Alternate Executive Representative attends the meeting.
- (6) An Alternate Executive Representative is entitled to such remuneration as the Board considers appropriate, either in addition to or in reduction of the remuneration payable to the Primary Executive Representative for whom the Alternate Executive Representative substitutes.
- (7) An Alternate Executive Representative is not entitled to remuneration for his/her service in that capacity other than in accordance with Rule 5.12(6).

5.13 Committees of Executive Representatives and/or President

- (1) The Policy Executive may delegate any of its powers to a committee consisting of such Executive Representatives (and the President) as it considers appropriate.
- (2) A committee to which the Policy Executive delegates powers must exercise those powers according to any directions from the Policy Executive.
- (3) The Rules that apply to Policy Executive meetings and resolutions apply, to the extent that they can do so, and with such alterations as are necessary, to meetings and resolutions of a committee of Executive Representatives (and the President).
- (4) The Policy Executive may resolve to treat membership of a committee of Executive Representatives (and the President) as extra service provided or special effort expended for the purposes of Rule 5.5(8).

5.14 Validity of Acts

An act done by:

- (1) a person acting as an Executive Representative; or

- (2) a meeting of the Policy Executive or a committee of Executive Representatives attended by a person acting as an Executive Representative,

is not invalidated merely because:

- (3) the person's appointment as an Executive Representative is defective;
- (4) the person is disqualified from holding office as an Executive Representative, or has vacated the office; or
- (5) the person is not entitled to vote, at the meeting of the Policy Executive or committee of Executive Representatives,

if the Executive Representatives or committee (as the case may be) know of that circumstance when the act is done.

PART 6: DIRECTORS

6.1 General Qualification

- (1) A person (other than the President) is qualified to become and remain a Director of the Board only if that person:
 - (a) is elected or appointed as an Executive Representative in accordance with Part 5;
 - (b) is and remains an Executive Representative; and
 - (c) continues to satisfy the general qualification requirements for an Executive Representative set out in Rule 5.2.
- (2) A person holding office as a Director (other than the President) vacates that office immediately upon his or her ceasing to be an Executive Representative.
- (3) A person is qualified to become and remain President only if that person satisfies the requirements for appointment as an Executive Representative as set out in Rule 5.2(1).
- (4) A person holding office as President vacates that office immediately upon:
 - (a) his or her resigning as a councillor of a Member prior to a Quadrennial Election; or
 - (b) ninety days having passed since a Quadrennial Election after which he or she ceased to be a councillor of a member.
- (5) A person holding office as a Director (including the President) vacates that office at the conclusion of the third consecutive Board meeting that the person has failed to attend, without the Board's leave.

6.2 Capacity to Appoint and Remove Directors

- (1) The Policy Executive must appoint three Directors pursuant to Rule 6.4.
- (2) The Members must appoint one director, who will act as President pursuant to Rule 6.3.
- (3) Subject to Rules 6.3 and 6.4, the Organisation may, by resolution:
 - (a) appoint a person as a Director;
 - (b) remove a Director from office;
 - (c) appoint a person to replace a Director it has resolved to remove from office.

6.3 President of the Board

- (1) The Members may only appoint as President the person elected in accordance with this Rule.
- (2) As soon as practicable after the election and appointment of the Executive Representatives under Rule 5.4, the Chief Executive Officer must notify all Members of the names of those Executive Representatives and at the same time call for nominations of any person qualified under Rule 5.2(1) to fill the role of President.
- (3) Nominations must actually be received by the Chief Executive Officer at least 14 days prior to commencement of the next Annual General Meeting.

- (4) If only one person has been nominated for the position of President, that candidate must be declared elected.
- (5) If no candidates are nominated within the time prescribed, the Delegates present at the next Annual General Meeting must elect a person to fill the role of President.
- (6) If there is more than one candidate to fill the role of President, a ballot must be taken at the next Annual General Meeting for the purpose of deciding between those candidates.
- (7) For the purpose of a ballot under Rule 6.3(6):
 - (a) the ballot must be by secret vote;
 - (b) each Member has the voting entitlement specified in Rule 4.10;
 - (c) voting papers must be prepared in such a manner as ensures that:
 - (i) each Delegate receives voting papers sufficient to record votes up to the full voting entitlement exercisable by the Delegate; and
 - (ii) no individual voting paper is distinguishable from any other so that secrecy of the ballot is ensured; and
 - (d) in the event of equality of votes for two or more of the candidates, the chairperson of the Annual General Meeting must decide by lot which of them is elected.
- (8) The President takes office at the conclusion of the Annual General Meeting at which he/she is elected (or declared elected without a ballot) and, subject to these Rules, remains President of the Board until the conclusion of the Annual General Meeting following the next ensuing Quadrennial Election.
- (9) Where a person elected as President pursuant to this Rule is an Executive Representative elected or appointed under Rule 6.3, his or her position as an Executive Representative for his/her District becomes vacant and must be filled in accordance with the provisions of these Rules relating to the filling of casual vacancies on the Policy Executive.

6.4 Appointment of Directors (Other than the President)

- (1) As soon as practicable after Executive Representatives take office following a Quadrennial Election, the Policy Executive must meet and appoint 3 Executive Representatives as Directors of the Board.
- (2) For avoidance of doubt, the power of the Policy Executive to appoint Directors (other than the President) does not include the power to remove Directors (or the President).
- (3) If the President is:
 - (a) absent from a Board meeting; or
 - (b) unwilling to chair the meeting,the Directors will appoint a Director present at the meeting to chair that meeting.
- (4) Where the office of President becomes vacant in the period between Annual General Meetings, an election to fill that vacancy in accordance with these Rules must be held at the next Annual General Meeting.
- (5) Until the next Annual General Meeting:
 - (a) The Directors must appoint a Director to fill the vacancy in the office of President.
 - (b) For avoidance of doubt, a person who acts as President under this Rule has and may exercise all the powers of President under any provision of these Rules.
 - (c) A Director who acts as President under this Rule must cease to act in that office upon the election for the office being held at the next Annual General Meeting, but is eligible to nominate for election to that office at the Annual General Meeting.
 - (d) A person elected at an Annual General Meeting to fill a casual vacancy under this Rule holds office until the conclusion of the Annual General Meeting following the next ensuing Quadrennial Election.

6.5 Written Appointment and Removal

- (1) Once appointed:
 - (a) a Director must give the Organisation prompt written notice of his/her appointment as Director; and
 - (b) the President must give the Organisation prompt written notice of his/her appointment as Director and President.
- (2) If a Director:
 - (a) resigns or is removed from office as a Director; and
 - (b) resigns, is removed from office or is unable to continue as President,the remaining Directors must give the Organisation prompt notice of the resignation, removal or cessation.
- (3) Notice to the Organisation under *Rules 6.5(1) and 6.5(2)* will be properly given if the relevant written notice is given to the Secretary.

6.6 Remuneration of Directors

- (1) For the purposes of this Constitution, the amount fixed by the Board as a Director's remuneration will not include an amount paid by the Organisation:
 - (a) to a superannuation, retirement or pension fund for the Director pursuant to the Superannuation Guarantee Scheme; or
 - (b) for an insurance policy or premium pursuant to Rule 10.3.
- (2) Each Director is entitled to such remuneration from Organisation funds as the Board determines.
- (3) The Board may determine that the Directors are to receive no remuneration from the Organisation.
- (4) A Director's remuneration may be:
 - (a) a specified salary;
 - (b) a fixed sum per Board meeting attended;
 - (c) a specified salary and a fixed sum per Board meeting attended; or
 - (d) a share of a fixed sum determined by the Members in general meeting as the aggregate remuneration to be paid to the Directors via a pool of money to be divided between them in the proportions they agree, or, failing agreement, equally.
- (5) A specified salary under Rule 6.6(4)(a) or a share of a fixed sum under Rule 6.6(4)(b) will accrue from day to day.
- (6) If the Members in general meeting fix pursuant to Rule 6.6(4)(d) a limit on the aggregate remuneration payable to the Directors, the aggregate remuneration paid to them under this Rule 6.6 must not exceed that limit.
- (7) In addition to his/her remuneration (if any) under Rule 6.6(2), a Director is entitled to be reimbursed all reasonable expenses he/she properly incurs in connection with the Organisation's affairs, including the cost of travelling to and from:
 - (a) general meetings of the Organisation;
 - (b) meetings of the Board; or
 - (c) meetings of Directors committees.
- (8) If a Director provides extra services or expends special efforts in connection with the Organisation's affairs, the Board may arrange for special remuneration of that Director.
- (9) Nothing in Rules 6.6(2) and 6.6(8) restricts the remuneration a Director may receive as an officer of the Organisation in a capacity other than director.
- (10) A Director may be paid:
 - (a) the special remuneration the subject of Rule 6.6(8); or
 - (b) the other-capacity remuneration the subject of Rule 6.6(9),in addition to or in substitution for the Director's remuneration (if any) under Rule 6.6(2).

6.7 Interested Directors

- (1) A Director may hold another office or position of profit in the Organisation, other than Auditor, in conjunction with his or her directorship.
- (2) The Director may be appointed to that office or position upon such terms, particularly with respect to remuneration and tenure of office, as the Directors consider appropriate.
- (3) A Director may be a director or other officer of, or be otherwise interested in, a corporation other than the Organisation, including a corporation:
 - (a) promoted by the Organisation;
 - (b) of which the Organisation is a member; or
 - (c) with which the Organisation deals,without being accountable to the Organisation for remuneration or other benefits received by the Director from, or from his/her interest in, that corporation.
- (4) The Directors may exercise, in such manner as they consider appropriate, the voting rights conferred by shares held or owned by the Organisation in any corporation.
- (5) In particular, the Directors may exercise the voting rights the subject of Rule 6.7(4) by voting in favour of a resolution:
 - (a) appointing a Director as a director or other officer of that corporation; or
 - (b) for the payment of remuneration to the directors or other officers of that corporation.
- (6) If permitted by law, a Director may vote in the manner detailed in Rule 6.7(5) despite the fact that he/she:
 - (a) is, or may be, about to be appointed a director or other officer of the relevant corporation; and
 - (b) thus is personally interested in the votes.
- (7) The mere fact that a person is a Director does not disentitle the person:
 - (a) to sell property to the Organisation or purchase property from it;
 - (b) to lend money to the Organisation or borrow any money from it, with or without interest or security;
 - (c) to guarantee for commission or profit the repayment of money borrowed by the Organisation;
 - (d) to underwrite or guarantee, for commission or profit, a subscription for securities in a corporation the Organisation promotes, or in which the Organisation is interested as a member or otherwise;
 - (e) to be employed by the Organisation or to act on behalf of the Organisation in a professional capacity (other than Auditor); or
 - (f) otherwise to deal with the Organisation.
- (8) The fact that a Director:
 - (a) holds office as a Director; or
 - (b) is bound by fiduciary obligations arising from his/her position as a Director,is not sufficient, considered alone:
 - (c) to render void or voidable; or
 - (d) to render the Director liable to account to the Organisation for a profit realized from, a contract or arrangement:
 - (e) by the Director with the Organisation; or
 - (f) by the Organisation with another party, but in which the Director may be interested.
- (9) A Director interested in a contract or arrangement, or a proposed contract or arrangement, involving the Organisation must declare the interest to the Directors unless the interest is obvious.

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- (10) Despite having, and having declared, an interest the subject of Rule 6.7(9), a Director:
- (a) may be counted in determining whether or not a quorum is present at a Board meeting to consider the contract or arrangement, or the proposed contract or arrangement;
 - (b) may vote with respect to, or with respect to any matter arising from, the contract or arrangement, or proposed contract or arrangement; and
 - (c) may sign any document relating to the contract or arrangement, or the proposed contract or arrangement, that the Organisation may execute.

6.8 Directors' Powers and Duties

- (1) The Directors are responsible for managing the Business.
- (2) They may exercise to the exclusion of the Organisation in general meeting all of the Organisation's powers that are not required, by this Constitution or a law, to be exercised by the Organisation in general meeting.
- (3) Before the end of each financial year, the Directors must adopt a strategic plan for the Organisation, which plan must include a plan of action relating to such of the following issues as are relevant to the Business:
 - (a) business strategy;
 - (b) product and service strategy;
 - (c) pricing policy;
 - (d) personnel policy and hiring plans;
 - (e) investment strategy;
 - (f) financing requirements for working capital, investment and expansion;
 - (g) profit objectives;
 - (h) a marketing plan;
 - (i) financial budgets;
 - (j) profit distribution forecasts;
 - (k) business policies;
 - (l) financial and non-financial performance targets;
 - (m) any proposed major disposal or divestment of assets; and
 - (n) key performance indicators as determined by the Board from time to time.
- (4) The Chief Executive Officer is responsible for day-to-day management of the Organisation, subject to the Boards instructions.
- (5) Without limiting Rule 6.8(4), the Chief Executive Officer has power, subject to prior consultation with, and the overriding direction of, the President, to:-
 - (a) make or cause to be made on behalf of the Organisation submissions on legislation, governmental proposals and like matters of concern to local government or particular Members;
 - (b) publicise, by whatever means the Chief Executive Officer considers appropriate, a Organisation position on matters referred to in sub-paragraph (a);
 - (c) engage external advisers and consultants where necessary or desirable to assist in relation to a matter referred to in sub-paragraph (a); and
 - (d) commence, defend and give ongoing instructions in relation to legal proceedings in the name of the Organisation.
- (6) However, the powers conferred by Rule 6.8(5) are subject to the following limits:-
 - (a) the powers must be exercised only where it is not reasonably practical to bring the matter before the Board prior to taking action;
 - (b) the powers must not be exercised in a manner contrary to a specific resolution of the Board, Policy Executive or a general meeting;

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- (c) the powers must not be exercised in a manner contrary to an adopted policy of the Organisation;
 - (d) the powers may only be exercised after full consultation with the President; and the President must be kept fully informed on an ongoing basis of all action taken pursuant to the powers.
 - (7) Decisions that are not items of day-to-day management of the Organisation must be made at Board meetings.
 - (8) Unless the Board determines otherwise, the Directors must ensure that the Organisation:
 - (a) maintains its property in good working order and condition (reasonable fair wear and tear, and damage from unforeseen circumstances, excepted), and repairs and replaces that property where necessary;
 - (b) complies with all agreements to which it is a party;
 - (c) otherwise pays its debts as and when they fall due;
 - (d) adequately insures all of its insurable assets, to their full replacement value and on a re-instatement or replacement basis, against loss, damage and destruction from any cause against which it is prudent to insure;
 - (e) maintains adequate public risk insurance with respect to any property that it occupies or at which it conducts its Business;
 - (f) holds workers compensation insurance for all of its employees;
 - (g) (otherwise) maintains adequate insurance with respect to risks against which a prudent person, holding assets and conducting a business similar to the Organisation's, would insure;
 - (h) complies with the requirements of all Acts relating to conduct of the Business and the administration of its affairs;
 - (i) maintains its corporate existence; and
 - (j) conducts the Business in accordance with the current strategic plan adopted under Rule 6.8(3).
 - (9) The Directors also must ensure that the Organisation maintains books and records, including minutes of Directors and Members meetings, in compliance with:
 - (a) all applicable rules of general law;
 - (b) all applicable Acts; and
 - (c) generally-accepted accounting principles and best practices.
 - (10) Further, the Directors must ensure that the Organisation provides in its accounts for all taxes to be paid as they are incurred, after deducting any taxation credits arising from losses and adjustments in previous years.
 - (11) The object of Rule 6.8(10) is to ensure that no provision is required in the Organisation accounts for losses to be carried forward or to be set off against profits in future years.
 - (12) Without limiting the effect of Rule 6.8(1), the Directors may exercise all of the Organisation's powers to:
 - (a) borrow or otherwise to raise money;
 - (b) charge Organisation assets; or
 - (c) give other security for a debt, liability or obligation of the Organisation or another person.
 - (13) The Directors may determine how negotiable instruments are signed, drawn, accepted, endorsed or otherwise processed on behalf of the Organisation.
 - (14) The Directors may pay from the Organisation's funds all of the expenses of:
 - (a) promoting, forming and registering the Organisation; and
 - (b) vesting in it of the assets it acquires.

- (15) The Directors may:
- (a) appoint or employ any person as an employee, contractor, agent or attorney of the Organisation, for such purposes, and with such powers, discretions and duties (including those vested in or exercisable by the Directors), upon such terms as they consider appropriate;
 - (b) authorize an employee, contractor, agent or attorney to delegate any of the powers, discretions and duties vested in that officer, agent or attorney; and
 - (c) (subject to any Act or rule of general law, and to any contract between the Organisation and that person) remove or dismiss an employee, contractor, agent or attorney of the Organisation at any time, with or without cause.
- (16) A power of attorney granted by the Organisation may contain such provisions for the protection and convenience of the attorney or persons dealing with the attorney as the Directors consider appropriate.
- (17) The Board may, from time to time, adopt a Corporate Governance Charter which must be complied with by:
- (a) the Board and its Directors; and
 - (b) the Policy Executive and its individual members.

6.9 Proceedings of Directors

- (1) The Directors may:
- (a) meet for the dispatch of Organisation business; and
 - (b) adjourn and otherwise regulate their meetings,
- as they consider appropriate.
- (2) Contemporaneous linkage, by telephone or other electronic medium, of a number of Directors sufficient to constitute a quorum, constitutes a meeting of the Board.
- (3) The Rules relating to Directors meetings apply to the extent that they can do so, and with such alterations as are necessary, to Directors meetings by telephone or other electronic media.
- (4) A Director participating in a meeting by telephone or other electronic media is to be regarded as present in person at the meeting.
- (5) A meeting by telephone or other electronic media is to be regarded as held at the place determined by the chairman of the meeting if at least 1 of the participating Directors is at that place throughout the meeting.

6.10 Convening Board Meeting

- (1) A Director may convene a meeting of the Directors whenever he/she considers it appropriate.
- (2) A Chief Executive Officer must convene a meeting of the Directors if requested to do so by a Director.
- (3) The Board must meet at least 8 times per year.

6.11 Notice of Board Meeting

- (1) Subject to the requirements of this Constitution, unless all Directors agree otherwise, notice of a Directors meeting must be given at least 7 Days before the day of the proposed meeting, to each person who is a Director, other than a Director on leave of absence approved by the Directors.
- (2) The notice of a Directors meeting:
 - (a) must specify the time and place of the meeting;
 - (b) must state the nature of the business to be transacted at the meeting, and include any applicable explanatory and supporting documents;
 - (c) (despite Rule 6.11(1)) may be given immediately before the meeting if the Directors agree;
 - (d) may be given by personal delivery, post, telephone, facsimile transmission, or by other electronic means..

- (3) Unless all Directors agree otherwise, they must not pass a resolution unless:
 - (a) notice of the subject-matter of that resolution; and
 - (b) the applicable explanatory and supporting documentation (if any), was included in the notice of meeting.
- (4) A Director may waive notice of a Directors meeting by notifying the Chief Executive Officer to that effect in person, by post, telephone, facsimile transmission or other electronic means.
- (5) Where a Director does not receive a notice of a Directors meeting to which he/she is entitled under Rule 6.11, the failure will not invalidate anything done at the meeting, including any resolution passed, if:
 - (a) non-receipt is the result of an accident or error (including an accident or error resulting in the notice of meeting not having been sent);
 - (b) he/she waives under Rule 6.11(4), before or after the meeting, the entitlement to receive notice of that meeting;
 - (c) he/she agrees to that thing; or
 - (d) he/she attends the meeting.
- (6) That a Director does not receive a notice of a Directors meeting, to which he/she is entitled under Rule 6.11, does not invalidate an action taken at the meeting (including the passage of a resolution) if, before or after the meeting, he/she notifies the Chief Executive Officer in person, or by telephone, facsimile transmission, post or other electronic means, that he/she agrees to the action.
- (7) Attendance at a Directors meeting waives any objection to non-receipt of a notice of the meeting by the Director who attends; and

6.12 Quorum at Board Meeting

- (1) No business may be transacted at a Board meeting unless a quorum of Directors is present at the time the business is transacted.
- (2) Subject to Rule 6.12(3), the quorum for a Board meeting is the majority of the whole number of Directors.
- (3) If a quorum is not present within 30 minutes after the appointed starting time of a Board meeting, the meeting is adjourned to the same time and place on the next Business Day.
- (4) If a quorum is not present within 30 minutes after the appointed starting time of an adjourned Board meeting, the meeting may proceed with those Directors who were present at the initial meeting, otherwise the meeting is dissolved.
- (5) Subject to Rule 6.12(6), if there is a vacancy in an office of Director, the remaining Directors may transact Organisation business.
- (6) If the number of Directors in office at any time is:
 - (a) insufficient to constitute a quorum at a Board meeting; or
 - (b) fewer than the minimum number of Directors fixed under this Constitution, the Policy Executive must:
 - (c) appoint further Directors in accordance with this Constitution as soon as possible.
- (7) Until the further Directors are appointed, the Chief Executive Officer is empowered to act as if he or she were the Board only if and to the extent that an emergency requires.

6.13 Board Decisions

- (1) A Board meeting at which a quorum is present may exercise any of the authorities, powers and discretions vested in or exercisable by the Board under this Constitution.
- (2) The Board may make decisions by majority vote.
- (3) Subject to Rule 6.13(4), each Director entitled to vote at a Board meeting has 1 deliberative vote.
- (4) If there is an equality of votes upon a motion at a Board meeting, the chairman of the meeting has a 2nd (casting) vote in addition to his/her deliberative vote.

6.14 Written Board Resolutions

- (1) An act is to be regarded as having been done at a Board meeting if:
 - (a) a document containing a statement that it has been done (including a resolution having been passed) bears the signed assents of sufficient of the Directors to constitute a quorum and pass a resolution at a Board meeting; and
 - (b) the assenting Directors would have constituted a quorum at a Board meeting held to consider what has been done.
- (2) For the purposes of Rule 6.14(1):
 - (a) if the Directors endorsed their assents on the same day, the meeting will be regarded as having been held on that day, at the time at which the last assent was endorsed upon document;
 - (b) if the Directors endorsed their assents on different days, the meeting will be regarded as having been held on the day upon which, and at the time at which, the last assent was endorsed upon document;
 - (c) 2 or more counterparts in identical terms, each of which bears the assent of 1 or more Directors, will be regarded as constituting an assent document; and
 - (d) a Director may assent to the thing done by signing the assent document, or by notifying the Chief Executive Officer of his/her assent to the contents of the document in person, or by post, telephone, facsimile transmission, or other electronic means.
- (3) Where, for the purposes of Rule 6.14(1), a Director signifies assent to the contents of a document otherwise than by signing the document:
 - (a) he/she must sign the document by way of confirmation at the next Board meeting he/she attends; and
 - (b) however, failure to sign the document does not invalidate the act to which the document relates.

6.15 Alternate Directors

- (1) This rule applies if the Executive Representative appointed by the Brisbane City Council is a Director.
- (2) The Brisbane City Council may appoint a person an alternate Director, to act in place of the Director appointed for District 1.
- (3) A person appointed as an Alternate Director must satisfy the general requirements prescribed at Rule 6.1.
- (4) If the Primary Director:
 - (a) does not attend a Board meeting; or
 - (b) is not available to participate in a resolution process under Rule 6.14,an Alternate Director may attend and vote in the Primary Director's stead and on his/her behalf.
- (5) In the absence of the Primary Director:
 - (a) an Alternate Director may exercise any power that the Primary Director may exercise; and
 - (b) exercise of that power by the Alternate Director will be regarded as exercise of the power by the Primary Director.
- (6) The office of an Alternate Director is vacated when the Primary Director vacates office as a Director.
- (7) The appointment of an Alternate Director may be terminated at any time by the appointor despite the period of the Alternate Director's appointment not having expired.
- (8) The appointment of an Alternate Director, or the termination of that appointment:
 - (a) must be in writing, dated and signed by the appointor; and
 - (b) is not effective until the Chief Executive Officer receives written notice of the appointment or termination; and

- (c) for the appointment, must be received by the Chief Executive Officer not later than ninety days after the appointment of Primary Director is made.
- (9) An Alternate Director will not be considered in determining the minimum or maximum number of Directors permitted under this Constitution.
- (10) In determining whether a quorum is present at a Board meeting, an Alternate Director who attends the meeting is to be counted as a Director for the Primary Director on whose behalf the Alternate Director attends the meeting.
- (11) An Alternate Director is entitled to such remuneration as the Board considers appropriate, either in addition to or in reduction of the remuneration payable to the Primary Director for whom the Alternate Director substitutes.
- (12) An Alternate Director is not entitled to remuneration for his/her service in that capacity other than in accordance with Rule 6.15(11).
- (13) While acting as a Director, an Alternate Director:
- (a) will be responsible to the Organisation for his/her own acts; and
 - (b) will not be regarded as the Primary Director's agent.

6.16 Committees of Directors

- (1) The Board may delegate any of its powers to a committee consisting of such Directors as it considers appropriate.
- (2) A committee to which the Board delegates powers must exercise those powers according to any directions from the Board.
- (3) The Rules that apply to Directors meetings and resolutions apply, to the extent that they can do so, and with such alterations as are necessary, to meetings and resolutions of a committee of Directors.
- (4) The Board may resolve to treat membership of a committee of Directors as extra service provided or special effort expended for the purposes of Rule 6.6(8).

6.17 Validity of Acts

An act done by:

- (1) a person acting as a Director; or
 - (2) a meeting of the Board or a committee of Directors attended by a person acting as a Director,
- is not invalidated merely because:
- (3) a the person's appointment as a Director is defective;
 - (4) the person is disqualified from holding office as a Director, or has vacated the office; or
 - (5) the person is not entitled to vote, at the meeting of the Board or committee of Directors,
- if the Directors or committee (as the case may be) know of that circumstance when the act is done.

PART 7: EXECUTIVE OFFICERS

7.1 Executive Officer

The Policy Executive must appoint a Chief Executive Officer.

7.2 Secretaries

The Directors must appoint a Secretary.

7.3 Provisions Applicable to all Executive Officers

- (1) Reference to an executive officer in this Rule 7.3, is a reference to the Chief Executive Officer or Secretary appointed under this Part 7.
- (2) An executive officer may be appointed for such period, at such remuneration and upon such terms as the Directors consider appropriate.

- (3) Subject to any contract between the Organisation and the Secretary, the Directors may remove or dismiss the Secretary of the Organisation at any time, with or without cause.
- (4) Subject to any contract between the Organisation and the Chief Executive Officer, the Policy Executive may remove or dismiss the Chief Executive Officer of the Organisation at any time, with or without cause.
- (5) The Directors may:
 - (a) confer on an executive officer such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Directors) as they consider appropriate;
 - (b) withdraw, suspend or vary any powers, discretions and duties conferred on an executive officer; and
 - (c) authorize the executive officer to delegate any of the powers, discretions and duties conferred on the executive officer.
- (6) An executive officer need not be a Member to qualify for appointment as an executive officer.
- (7) An act done by a person acting as an executive officer is not invalid merely because:
 - (a) the person's appointment as an executive officer is defective; or
 - (b) the person is not entitled to be appointed an executive officer,if the person is unaware of that circumstance when the act is done.

7.4 Other Officers

The Chief Executive Officer may appoint other officers.

PART 8: MINUTES AND RECORDS

8.1 Minutes of Meetings

The Board must ensure that minutes of proceedings and resolutions at:

- (1) each general meeting of Members; and
 - (2) each meeting of Directors (including a committee of Directors),
- are recorded in a book kept for the purpose, within 1 month after each meeting is held.

8.2 Minutes of Resolutions Passed Without Meetings

The Board also must ensure that minutes of:

- (1) each resolution passed by Members; and
 - (2) each resolution passed and each declaration made by Directors (and by a committee of Directors),
- without a meeting, is recorded in a book kept for the purpose, within 1 month after the resolution is passed or the declaration is made.

8.3 Confirmation of Minutes

- (1) The minutes of a meeting must be signed within a reasonable time by:
 - (a) the chairman of the meeting; or
 - (b) the chairman of the next meeting.
- (2) The minutes recording:
 - (a) a resolution passed without a meeting; or
 - (b) a declaration made without a meeting,must be signed by a Director within a reasonable time after the resolution is passed or the declaration made.

8.4 Evidence

A minute is prima facie evidence¹⁷ of the proceeding, resolution or declaration to which it refers if:

- (1) it is recorded under Rule 8.1 or Rule 8.2; and
- (2) it is signed under Rule 8.3.

8.5 Inspection of Records

- (1) The Board must ensure the minute books for general meetings are open for inspection by Members without charge.
- (2) Subject to Rule 8.5(1), the Board may determine:
 - (a) whether and, if so, to what extent; and
 - (b) at what times and places, and under what conditions,the Organisation's minute books, accounting records and other documents, or any of those items, will be open for inspection by Members (other than Directors).
- (3) A Member (other than a Director) may not inspect Organisation books, accounting records or other documents except as:
 - (a) provided by law; or
 - (b) authorized by the Board or this Constitution.

PART 9: PROVISION OF INFORMATION

9.1 Periodic Reports

- (1) Subject to Rules 9.1(3), 9.1(4) and 9.1(5), each Director must do whatever is reasonable to ensure that information or material concerning the Business and the operations of the Organisation is made available for inspection by:
 - (a) the Board;
 - (b) the Policy Executive; and
 - (c) any Member,promptly after the request for inspection is made.
- (2) A request for the provision of information under this Rule 9.1 must be directed to a Secretary.
- (3) The following reports must be available as soon as practical after the end of each month:
 - (a) an unaudited profit and loss statement;
 - (b) a monthly cash flow statement; and
 - (c) an unaudited balance sheet as at the end of the month,and each must be prepared in accordance with generally-accepted accounting principles and best practices consistently applied.
- (4) An audited profit and loss statement and balance sheet for the financial year must be available as soon as practical after the end of each financial year.
- (5) Information or material, other than information and material the subject of *Rules 9.1(3) and 9.1(4)*, requested by a Director or Member to enable the Organisation or the Member to satisfy a reporting obligation under an Act, must be made available as soon as practical following the request.
- (6) The cost of providing information requested by a Member under Rule 9.1(5) must be borne by the Member.

¹⁷ *Prima facie evidence is evidence that, in the absence of evidence to the contrary, suffices as proof of the fact or proposition in question. It is to be contrasted with conclusive evidence, which is evidence that is incontrovertible, either because the law does not permit it to be contradicted, or because it is so strong and convincing that it overbears all proof to the contrary and established the fact or proposition beyond any reasonable doubt.*

9.2 Audit

The accounts of the Organisation must be audited annually by the Auditor.

9.3 Access to Information

The Organisation must permit:

- (1) a Member or a Member's representative;
- (2) a current Executive Representative;
- (3) a current Director; or
- (4) a former Director or former Executive Representative against whom a claim has been made in their capacity as a Director or Executive Representative of the Organisation,

upon reasonable notice, at any reasonable time, and as often as the Board considers it reasonable:

- (5) to inspect Organisation property;
- (6) to inspect and take copies of any document relating to the Business, including its accounts; and
- (7) to discuss the Organisation's affairs, including particularly its finances and accounts, with the Organisation's officers and the Auditor.

9.4 Confidentiality

- (1) Subject to Rules 9.3 and 9.5, neither a Director, Executive Representative or other Organisation officer, nor a Member, may:
 - (a) disclose Confidential Information; or
 - (b) use Confidential Information in a manner that may cause loss to the Organisation or its Members.
- (2) Each Director, Executive Representative and Member must use its best endeavours to ensure that:
 - (a) nobody discloses Confidential Information; or
 - (b) nobody uses Confidential Information in a manner that may cause loss to the Organisation or its Members.

9.5 Permitted Disclosure

Confidential Information may be disclosed:

- (1) with the written consent of the Board (where the Organisation owns the information or is entitled to the benefit of the confidence);
- (2) with the written consent of all persons entitled to the benefit of the confidence (where more than one person is entitled to the benefit of the confidence, whether or not the Board is one of those persons);
- (3) if it belongs solely to the Organisation and its disclosure is necessary in the ordinary course of transacting the Business;
- (4) if its disclosure is required by law;
- (5) if it comes into the public domain other than by a breach of this Rule 9.5;
- (6) subject to Rule 9.6, to the Organisation's banker or professional adviser; and
- (7) if its disclosure is required by an Act.

9.6 Confidentiality Agreements

Confidential Information may be disclosed to a banker or professional adviser only if that person first undertakes by Deed in the Organisation's favour to comply with obligations similar to those contained in Rules 9.4, 9.5 and this Rule 9.6, amended as necessary.

PART 10: INDEMNITY AND INSURANCE

10.1 Affected Persons

Rules 10.2 and 10.3 apply:

- (1) to each person who is or has been an Executive Representative, Director or an executive officer (within the meaning of the latter term in Rule 7.3(1));
- (2) to any other officer or former officer of the Organisation to whom the Directors determine they should apply; and
- (3) if the directors so determine, to any Auditor or former Auditor.

10.2 Indemnity

(1) The Organisation must indemnify in full, to the extent permitted by law:

- (a) every Director;
- (b) every Executive Representative;
- (c) every Auditor; and
- (d) every other Organisation officer,

against every loss and expense by the person lawfully incurs in that capacity, including:

- (e) liability for negligence;
 - (f) the reasonable costs and expenses incurred defending proceedings in which judgment is given in the person's favour or in which he/she is acquitted of a charge; and
 - (g) the reasonable costs and expenses incurred in connection with an application upon which a Court grants the person relief under the *Corporations Act*.¹⁸
- (2) If requested by a person to whom Rule 10.2(1) applies, the Organisation must execute a formal indemnity in favour of that person to secure the Organisation's obligation under Rule 10.2(1).

10.3 Insurance

To the extent that it is permitted by law to do so, the Organisation may:

- (1) insure a person to whom Rule 10.2 applies; or
 - (2) pay the premiums for insurance that the person obtains,
- against the losses and liabilities the subject of Rule 10.2.

10.4 Ambit of Entitlements

(1) The indemnity in Rule 10.2:

- (a) is a continuing obligation, remaining enforceable if the person entitled to it ceases to be a Organisation officer or Auditor; and
- (b) applies to losses and liabilities incurred before and after Rule 10.2 is adopted, but to the extent only that a relevant loss or liability is not covered by insurance.

(2) Rules 10.2 and 10.3 do not:

- (a) limit to what is provided in those Rules a person's entitlements with respect to a loss or liability the subject of those Rules; or
- (b) limit the Organisation's entitlement to indemnify, insure, or pay insurance premiums for, a person to whom those Rules do not apply.

¹⁸ Division 1 of Part 2D.2 of Chapter 2D of the Corporations Act provides in relation to indemnities and insurance for officers and auditors and insurance premiums for certain liabilities of director, secretary, other officer and auditor. See section 199A – 199C extracted in Schedule 2.

PART 11: EXECUTION OF DOCUMENTS

11.1 Manner of Execution

The Organisation may execute a document if the document is signed by:

- (1) two Directors;
- (2) a Director and a Secretary;
- (3) a Director and the Chief Executive Officer;
- (4) a Director who is the only Director and is also the only Secretary (but the Director must state next his/her signature that he/she signs in the capacity of sole Director and sole Secretary); or
- (5) a person the Board authorizes to sign.

11.2 Common Seal

- (1) The Organisation may have a common seal.
- (2) If the Organisation adopts a common seal, *Rules 11.3 to 11.6* apply.

11.3 Safe custody of Seal

The Directors must provide for the safe custody of the common seal.

11.4 Use of Seal

- (1) The common seal must be used only by the authority of:
 - (a) the Directors; or
 - (b) a committee of the Directors, which committee the Directors have authorized the use of the seal.
- (2) The authority to use the common seal may be given before or after the seal is used.
- (3) Until the Directors otherwise determine, every document to which the common seal is affixed must be signed by:
 - (a) two Directors;
 - (b) a Director and a Secretary;
 - (c) a Director and the Chief Executive Officer
 - (d) a Director and another person appointed by the Directors to countersign that document or a class of documents to which that document belongs;
 - (e) a Director who is the only Director and is also the only Secretary (but the Director must state next to his/her signature that he/she witnesses the affixation in the capacity of sole Director and sole Secretary); or
 - (f) the person or attorney the subject of Rule 11.1(5).

11.5 Seal Register

- (1) If it adopts a common seal, the Organisation must keep a seal register.
- (2) If the Organisation keeps a seal register, it must enter in the register particulars of any document to which the common seal is affixed, specifying in each instance:
 - (a) the date of the document;
 - (b) the names of the parties to the document;
 - (c) a short description of the document; and
 - (d) the names of the signatories to the document under Rule 11.4(3).
- (3) The register must be produced at Board meetings for confirmation of use of the common seal since confirmation was last given under this Rule 11.5.
- (4) Non-compliance with Rules 11.5(2) or 11.5(3) does not invalidate a document to which the common seal is properly affixed.

11.6 Duplicate Seal

- (1) The Organisation may have 1 or more duplicate seals for use in place of its common seal outside the state or territory where its common seal is kept.
- (2) Each duplicate seal must be a facsimile of the Organisation's common seal with the addition on its face of:
 - (a) the words "duplicate seal"; and
 - (b) the name of the place where it is to be used.
- (3) A document sealed with a duplicate common seal is to be regarded as having been sealed with the Organisation's common seal.

11.7 Further Requirements for Use of the Seal

Where a law requires the common seal to be affixed in a particular way, or that a document be signed in a particular way, the Organisation must affix the seal or execute the document in the way prescribed by that law even where the way prescribed is contrary to any other requirement in this Rule.

Example: Rule 164(f) of the Industrial Relations (Tribunal) Rules 2000 requires an application for the Registrar's approval under section 478 to "be under the organisation's seal or be signed by two of the organisation's officers authorised to sign the application".

PART 12: NOTICES

12.1 Service of Notices

- (1) A notice:
 - (a) from the Organisation to a Member, Executive Representative or Director; or
 - (b) from a Member, Executive Representative or Director to the Organisation,must be given in the manner specified in Rule 12.1(2) unless the intended recipient waives compliance with any relevant requirement of that Rule.
- (2) The notice must be given in writing.
- (3) The notice may be given by:
 - (a) delivery to the intended recipient's Address for Notices; or
 - (b) postage to the intended recipient's Address for Notices; or
 - (c) electronic transmission to the intended recipient's Address for Notices.
- (4) A notice sent by post to an address outside the Commonwealth of Australia must be sent via airmail.

12.2 Receipt of Notices

- (1) A notice delivered personally or posted will be deemed received:
 - (a) if personally delivered, at the moment of delivery;
 - (b) if posted to an address in Australia, 2 Business Days after posting; and
 - (c) if posted to an address outside Australia, 5 Business Days after posting.
- (2) A notice sent by facsimile transmission is deemed received at the time of receipt specified in a Confirmation Report, if the report discloses that the transmission was received at or before 5.00pm.
- (3) If the Confirmation Report discloses that the transmission was received after 5.00pm, the notice will be deemed received at 8.30am on the day following the date of receipt disclosed in the report.
- (4) A Confirmation Report is, for a facsimile transmission, a transmission confirmation report produced by the sender's facsimile machine:
 - (a) containing the identification code of the intended recipient's facsimile machine; and
 - (b) indicating that the transmission was received without error.

(5) A notice sent by electronic means other than facsimile is deemed received on the Business Day following the day upon which it is sent, unless the sender receives confirmation, by whatever means, that the message:

- (a) has not been received by of the intended recipient; or
- (b) has been received in corrupt, incomplete or illegible form.

12.3 Organisation Signature

A signature upon a notice from the Organisation under Rule 12.1 may be:

- (1) hand-written; or
- (2) a facsimile printed or affixed by mechanical or other means.

12.4 Notices via Facsimile and Electronic Media

The fact that a person gives the Organisation a facsimile number or other electronic address for notices to that person does not oblige the Organisation to give a notice to that person by facsimile transmission or other electronic means.

12.5 Evidence of Notice

A certificate signed by a Director or Secretary, stating that a notice has been given in accordance with this Constitution is prima facie evidence of that fact.

12.6 Notice of Industrial Dispute

For the purpose of section 229 of the *Industrial Relations Act 1999*, the President is the authorized office holder required to give notice to the commission of the existence or likelihood of industrial disputes in the way required under that section.

PART 13: ORGANISATION INCOME AND OTHER ASSETS

13.1 Use and Application Generally

- (1) The Organisation's income and property must be used solely for promoting its objects.
- (2) Subject to directions given or limitations imposed by resolution of a general meeting or by these Rules, the Board controls the Organisation's property and may exercise all of the Organisation's investment powers concerning that income and property.
- (3) No portion of the income or property is to be distributed, paid, or transferred to any Member except as genuine compensation for services rendered to the Organisation or expenses incurred on its behalf.
- (4) In particular, no portion of the income or property is to be distributed, paid, or transferred to Members as a bonus, dividend, or other similar payment.
- (5) The Organisation must not make donations, grants or loans totalling more than \$1,000.00 to the same person unless the Board:
 - (a) has approved the payment; and
 - (b) is satisfied the payment is not otherwise prohibited by these Rules; and
 - (c) if a loan, the payment is made on satisfactory terms.

13.2 Distribution of Surplus upon Liquidation

- (1) This Clause 13.2 applies if:
 - (a) the Organisation goes into liquidation; and
 - (b) surplus Organisation assets remain after the satisfaction of its liabilities (including the liquidation costs).
- (2) The liquidator must transfer the surplus assets:
 - (a) to an entity that is registrable under the Taxation Administration Act 2001 (Qld), Part 11A; or

- (b) to an entity that the Commissioner of State Revenue (Qld) ("the Commissioner") is satisfied has as a principal object or pursuit mentioned in section 149C(3)(a) of the Taxation Administration Act 2001 (Qld); or
 - (c) for a purpose the Commissioner is satisfied is charitable or for the promotion of the public good.
- (3) A receipt issued by the recipient entity, with a written undertaking by the entity to use the transferred assets solely for the pursuit of its objects, will discharge the liquidator's responsibility for the transferred assets.

13.3 Member Contributions to Assets

- (1) Each Member must contribute to the Organisation's assets if the Organisation goes into liquidation:
- (a) while the person is a Member; or
 - (b) within 12 months after the person ceases to be a Member.
- (2) The contribution is to be such sum not exceeding \$20.00, as is required to secure:
- (a) satisfaction of the liabilities incurred by the Organisation before the person ceases to be Member;
 - (b) payment of the costs of liquidation; and
 - (c) adjustment of the entitlements of contributories between each other.

PART 14: MISCELLANEOUS

14.1 Prohibition and Enforceability

- (1) If a provision of this Constitution, or application of the provision, is prohibited in a particular place, the provision or application in that place is ineffective only to the extent of the prohibition.
- (2) If a provision of this Constitution, or application of the provision, is void, illegal or unenforceable in a particular place:
- (a) the provision or its application does not become void, illegal or unenforceable in another place; and
 - (b) the remaining provisions of the Constitution do not become void, illegal or unenforceable in any place,
- merely because of that fact.

PART 15 - SCHEDULE 1 – RULES OF PROCEDURE FOR DEBATE

1. Motions to be Seconded

A motion must not be debated unless it is seconded.

2. Motions Not to be Withdrawn Without Consent

When a motion has been proposed and seconded, it becomes subject to the control of the General Meeting, and may not be withdrawn without the consent of the General Meeting.

3. Amendment May Be Moved

- (1) When a motion has been proposed and seconded, any delegate is at liberty to move an amendment thereon.
- (2) However, an amendment may not be debated unless it is seconded.

4. Only One Amendment At A Time

A second or subsequent amendment must not be taken into consideration until the previous amendment has been disposed of.

5. Further Amendment may be Moved on Amended Question

- (1) If an amendment has been carried, the question as amended then becomes the question before the General Meeting.
- (2) A further amendment upon such question may be moved.

6. How Subsequent Amendments May Be Moved

- (1) If a motion for amendment, whether upon the original question or upon any question amended as aforesaid, has been lost, then a further amendment may be moved to the question to which such first-mentioned amendment was moved, and so on.
- (2) However, not more than one question and one proposed amendment thereof may be before the General Meeting at any one time.

7. Limitation As To The Number And Duration Of Speeches

- (1) The mover of an original motion has:-
 - (a) a right of general reply to all observations which have been made in reference to such motion; and
 - (b) the right to speak upon every amendment moved in respect of the motion.
- (2) Subject to Rule 8, every delegate, other than the mover of an original motion, has the right to speak once upon such motion, and once upon every amendment in respect of the motion.
- (3) Except with the consent of the General Meeting, a delegate must not speak more than once upon any one motion except when misunderstood or misrepresented, in which case the delegate is permitted to correct or explain the misunderstanding or misrepresentation without adding any further observations than may be necessary for the purpose of such correction or explanation.
- (4) Except with the consent of the General Meeting:-
 - (a) the mover of an original motion, in his or her opening speech, must not speak for more than 5 minutes;
 - (b) a speaker must not otherwise speak for more than three minutes at any one time.

8. Speakers In Rotation

- (1) Despite Rule 7, when a motion or amendment has been moved and seconded, no delegate may speak further in support of the motion until someone has spoken in opposition to the motion, and thereafter speakers are only entitled to speak for or against the motion in rotation.
- (2) However, in any case where the same motion has been submitted by more than one Member, a representative from each such Member is entitled to speak.

9. Digression

Every delegate speaking must confine his or her remarks to the matter then under consideration.

10. Imputations

A delegate must not make personal reflections on or impute improper motives to any other delegate.

11. Chairperson To Decide As To Pre-audience

If two or more delegates rise to speak at the same time, the chairperson decides which of the delegates may speak first.

12. Chairperson To Maintain Order

The chairperson must maintain order, and may, without the intervention of any delegate, call any delegate to order whenever, in his or her opinion, the necessity arises for so doing.

13. Delegates May Raise Question Of Order

A delegate who considers that any other delegate is out of order may call the attention of the chairperson to that matter. The question of order must be dealt with immediately, without further discussion, in accordance with Rule 14.

14. Questions Of Order - How Dealt With

- (1) Upon a question of order being raised, the delegate called to order must immediately resume his seat, unless specially permitted by the chairperson to offer an explanation, retraction, or apology.
- (2) If the delegate is so permitted, he or she may explain, retract, or apologise for the matter or remark alleged to have been out of order.
- (3) If such explanation, retraction or apology is considered satisfactory by the chairperson, no further discussion on the question of order is permitted.

15. Motions Out Of Order To Be Rejected

Whenever it has been decided that any motion, amendment, or other matter is out of order, it must be rejected.

16. Irrelevance Or Repetition In Debate

The chairperson may:-

- (1) call the attention of the General Meeting to continued irrelevance or tedious repetition on the part of any delegate; and
- (2) direct the delegate to discontinue his or her speech.

17. Closure Of Debate

- (1) The closure of a debate may be obtained by a motion made, according to the evident sense of the conference, "That the question be now put".
- (2) No discussion is permitted on that question.

18. How Questions Are To Be Put

- (1) The chairperson must put to the General Meeting all questions on which it is necessary that a vote shall be taken, first in the affirmative, and then in the negative, and the delegates present and voting thereon must vote in the specified manner.
- (2) In Rule 18(1), the "specified manner" of voting is the process determined by the Board from time to time.
- (3) To avoid doubt, the specified manner of voting:-
 - (a) must enable each delegate to vote in a manner which gives effect to its voting entitlements; and
 - (b) may involve or include the use of electronic devices.

- (4) The specified manner of voting to apply at any conference must be notified and explained by the chairperson to General Meeting before the first vote is taken at the General Meeting.
- (5) The chairperson must declare the result to the General Meeting.

19. Chairperson May Repeat Question

The chairperson may:-

- (1) put any question as often as may be necessary to enable him or her to form his opinion as to the result of the voting; or
- (2) appoint tellers, to count the number of votes for and against the question.

20. Question - How Determined

Every question is decided by a majority of votes of the delegates present at any General Meeting and voting on that question.

21. Suspension Of Rules

- (1) Any one or more of the foregoing rules of procedure for debates may be suspended by resolution at any conference of the Association.
- (2) A resolution under Rule 21(1) must state the purpose of the suspension.

PART 16 - SCHEDULE 2 – CORPORATIONS ACT PROVISIONS

9 Dictionary (extract)

related body corporate, in relation to a body corporate, means a body corporate that is related to the first-mentioned body by virtue of section 50.

50 Related bodies corporate

Where a body corporate is:

- (a) a holding company of another body corporate; or
 - (b) a subsidiary of another body corporate; or
 - (c) a subsidiary of a holding company of another body corporate;
- the first-mentioned body and the other body are related to each other.

124 Legal capacity and powers of a company

- (1) A company has the legal capacity and powers of an individual both in and outside this jurisdiction. A company also has all the powers of a body corporate, including the power to:
- (a) issue and cancel shares in the company;
 - (b) issue debentures (despite any rule of law or equity to the contrary, this power includes a power to issue debentures that are irredeemable, redeemable only if a contingency, however remote, occurs, or redeemable only at the end of a period, however long);
 - (c) grant options over unissued shares in the company;
 - (d) distribute any of the company's property among the members, in kind or otherwise;
 - (e) give security by charging uncalled capital;
 - (f) grant a floating charge over the company's property;
 - (g) arrange for the company to be registered or recognised as a body corporate in any place outside this jurisdiction;
 - (h) do anything that it is authorised to do by any other law (including a law of a foreign country).

A company limited by guarantee does not have the power to issue shares.

Note: For a company's power to issue bonus, partly—paid, preference and redeemable preference shares, see section 254A.

- (2) A company's legal capacity to do something is not affected by the fact that the company's interests are not, or would not be, served by doing it.
- (3) For the avoidance of doubt, this section does not:
- (a) authorise a company to do an act that is prohibited by a law of a State or Territory; or
 - (b) give a company a right that a law of a State or Territory denies to the company.

199A Indemnification and exemption of officer or auditor

Exemptions not allowed

- (1) A company or a related body corporate must not exempt a person (whether directly or through an interposed entity) from a liability to the company incurred as an officer or auditor of the company.

When indemnity for liability (other than for legal costs) not allowed

- (2) A company or a related body corporate must not indemnify a person (whether by agreement or by making a payment and whether directly or through an interposed entity) against any of the following liabilities incurred as an officer or auditor of the company:
- (a) a liability owed to the company or a related body corporate;

- (b) a liability for a pecuniary penalty order under section 1317G or a compensation order under section 1317H, 1317HA or 1317HB;
- (c) 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.

This subsection does not apply to a liability for legal costs.

When indemnity for legal costs not allowed

- (3) A company or related body corporate must not indemnify a person (whether by agreement or by making a payment and whether directly or through an interposed entity) against legal costs incurred in defending an action for a liability incurred as an officer or auditor of the company if the costs are incurred:
 - (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under subsection (2); or
 - (b) in defending or resisting criminal proceedings in which the person is found guilty; or
 - (c) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or
 - (d) in connection with proceedings for relief to the person under this Act in which the Court denies the relief.

Paragraph (c) does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order.

Note 1: Paragraph (c)—This includes proceedings by ASIC for an order under section 206C, 206D, 206E or 206EAA (disqualification), section 232 (oppression), section 1317E, 1317G, 1317H, 1317HA or 1317HB (civil penalties) or section 1324 (injunction).

Note 2: The company may be able to give the person a loan or advance in respect of the legal costs (see section 212).

- (4) For the purposes of subsection (3), the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

199B Insurance premiums for certain liabilities of director, secretary, other officer or auditor

- (1) A company or a related body corporate must not pay, or agree to pay, a premium for a contract insuring a person who is or has been an officer or auditor of the company against 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.

This section applies to a premium whether it is paid directly or through an interposed entity.

- (2) An offence based on subsection (1) is an offence of strict liability.

Note: For *strict liability*, see section 6.1 of the *Criminal Code*.

199C Certain indemnities, exemptions, payments and agreements not authorised and certain documents void

- (1) Sections 199A and 199B do not authorise anything that would otherwise be unlawful.
 - (2) Anything that purports to indemnify or insure a person against a liability, or exempt them from a liability, is void to the extent that it contravenes section 199A or 199B.

249D Calling of general meeting by directors when requested by members

- (1) The directors of a company must call and arrange to hold a general meeting on the request of:
 - (a) members with at least 5% of the votes that may be cast at the general meeting; or
 - (b) at least 100 members who are entitled to vote at the general meeting.
- (1A) The regulations may prescribe a different number of members for the purposes of the application of paragraph (1)(b) to:

- (a) a particular company; or
- (b) a particular class of company.

Without limiting this, the regulations may specify the number as a percentage of the total number of members of the company.

- (2) The request must:
 - (a) be in writing; and
 - (b) state any resolution to be proposed at the meeting; and
 - (c) be signed by the members making the request; and
 - (d) be given to the company.
- (3) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.
- (4) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the company.
- (5) The directors must call the meeting within 21 days after the request is given to the company. The meeting is to be held not later than 2 months after the request is given to the company.

249E Failure of directors to call general meeting

- (1) Members with more than 50% of the votes of all of the members who make a request under section 249D may call and arrange to hold a general meeting if the directors do not do so within 21 days after the request is given to the company.
 - (2) The meeting must be called in the same way—so far as is possible—in which general meetings of the company may be called. The meeting must be held not later than 3 months after the request is given to the company.
 - (3) To call the meeting the members requesting the meeting may ask the company under section 173 for a copy of the register of members. Despite paragraph 173(3)(b), the company must give the members the copy of the register without charge.
 - (4) The company must pay the reasonable expenses the members incurred because the directors failed to call and arrange to hold the meeting.
- (4A) An offence based on subsection (3) or (4) is an offence of strict liability.

Note: For *strict liability*, see section 6.1 of the *Criminal Code*.

- (5) The company may recover the amount of the expenses from the directors. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with section 249D. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the company, the company must deduct the amount from any sum payable as fees to, or remuneration of, the director.

249F Calling of general meetings by members

- (1) Members with at least 5% of the votes that may be cast at a general meeting of the company may call, and arrange to hold, a general meeting. The members calling the meeting must pay the expenses of calling and holding the meeting.
- (2) The meeting must be called in the same way—so far as is possible—in which general meetings of the company may be called.
- (3) The percentage of votes that members have is to be worked out as at the midnight before the meeting is called.

249G Calling of meetings of members by the Court

- (1) The Court may order a meeting of the company's members to be called if it is impracticable to call the meeting in any other way.
- (2) The Court may make the order on application by:
 - (a) any director; or
 - (b) any member who would be entitled to vote at the meeting.

Note: For the directions the Court may give for calling, holding or conducting a meeting it has ordered be called, see section 1319.

249H Amount of notice of meetings

General rule

- (1) Subject to subsection (2), at least 21 days notice must be given of a meeting of a company's members. However, if a company has a constitution, it may specify a longer minimum period of notice.

Calling meetings on shorter notice

- (2) A company may call on shorter notice:
 - (a) an AGM, if all the members entitled to attend and vote at the AGM agree beforehand; and
 - (b) any other general meeting, if members with at least 95% of the votes that may be cast at the meeting agree beforehand.

A company cannot call an AGM or other general meeting on shorter notice if it is a meeting of the kind referred to in subsection (3) or (4).

Shorter notice not allowed—removing or appointing director

- (3) At least 21 days notice must be given of a meeting of the members of a public company at which a resolution will be moved to:
 - (a) remove a director under section 203D; or
 - (b) appoint a director in place of a director removed under that section.

Shorter notice not allowed—removing auditor

- (4) At least 21 days notice must be given of a meeting of a company at which a resolution will be moved to remove an auditor under section 329.

249L Contents of notice of meetings of members

- (1) A notice of a meeting of a company's members must:
 - (a) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this); and
 - (b) state the general nature of the meeting's business; and
 - (c) if a special resolution is to be proposed at the meeting—set out an intention to propose the special resolution and state the resolution; and
 - (d) if a member is entitled to appoint a proxy—contain a statement setting out the following information:
 - (i) that the member has a right to appoint a proxy;
 - (ii) whether or not the proxy needs to be a member of the company;
 - (iii) that a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Note: There may be other requirements for disclosure to members.

- (2) The notice of the AGM of a listed company must also inform members that the resolution referred to in subsection 250R(2) (resolution on remuneration report) will be put at the AGM.

- (3) The information included in the notice of meeting must be worded and presented in a clear, concise and effective manner.

249X Who can appoint a proxy (*replaceable rule for proprietary companies and mandatory rule for public companies—see section 135*)

- (1) A member of a company 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.
- (1A) The person appointed as the member's proxy may be an individual or a body corporate.
- Note: A body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the member's proxy, see section 250D.
- (2) The appointment may specify the proportion or number of votes that the proxy may exercise.
- (3) Each member may appoint a proxy. If the member is entitled to cast 2 or more votes at the meeting, they may appoint 2 proxies. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- (4) Disregard any fractions of votes resulting from the application of subsection (2) or (3).

249Y Rights of proxies

Rights of proxies

- (1) A proxy appointed to attend and vote for a member has the same rights as the member:
- (a) to speak at the meeting; and
 - (b) to vote (but only to the extent allowed by the appointment); and
 - (c) join in a demand for a poll.

Proxy's right to vote

- (2) If a company has a constitution, the constitution may provide that a proxy is not entitled to vote on a show of hands.
- Note: Even if the proxy is not entitled to vote on a show of hands, they may make or join in the demand for a poll.

Effect of member's presence on proxy's authority

- (3) A company's constitution (if any) may provide for the effect that a member's presence at a meeting has on the authority of a proxy appointed to attend and vote for the member. However, if the constitution does not deal with this, a proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.

249Z Company sending appointment forms or lists of proxies must send to all members

- (1) If a 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.
- (2) An offence based on subsection (1) is an offence of strict liability.

Note: For *strict liability*, see section 6.1 of the *Criminal Code*.

250A Appointing a proxy

- (1) An appointment of a proxy is valid if it is signed, or otherwise authenticated in a manner prescribed by the regulations, by the member of the company making the appointment and contains the following information:
- the member's name and address;
 - the company's name;
 - the proxy's name or the name of the office held by the proxy;
 - the meetings at which the appointment may be used.

An appointment may be a standing one.

- (1A) The regulations made for the purposes of subsection (1) may prescribe different requirements for the authentication of an appointment given to the company by different means (electronic or otherwise).
- (2) If a company has a constitution, the constitution may provide that an appointment is valid even if it contains only some of the information required by subsection (1).
- (3) An undated appointment is taken to have been dated on the day it is given to the company.
- (4) An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - if the 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; and
 - if the proxy is the chair—the proxy must vote on a poll, and must vote that way; and
 - 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.

If a proxy is also a member, this subsection does not affect the way that the person can cast any votes they hold as a member.

Note: A company's constitution may provide that a proxy is not entitled to vote on a show of hands (see subsection 249Y(2)).

- (5) A person who contravenes subsection (4) is guilty of an offence, but only if their appointment as a proxy resulted from the company sending to members:
- a list of persons willing to act as proxies; or
 - a proxy appointment form holding the person out as being willing to act as a proxy.

- (5A) An offence based on subsection (5) is an offence of strict liability.

Note: For *strict liability*, see section 6.1 of the *Criminal Code*.

- (6) An appointment does not have to be witnessed.
- (7) A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

250B Proxy documents

Documents to be received by company before meeting

- (1) For an appointment of a proxy for a meeting of a company's members to be effective, the following documents must be received by the company at least 48 hours before the meeting:
- the proxy's appointment;
 - if the appointment is signed, or otherwise authenticated in a manner prescribed by regulations made for the purposes of subsection 250A(1), by the appointor's attorney—the authority under which the appointment was signed or authenticated or a certified copy of the authority.

Documents received following adjournment of meeting

- (2) If a meeting of a company's members has been adjourned, an appointment and any authority received by the company at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.

Receipt of documents

- (3) A company receives a document referred to in subsection (1):
- (a) when the document is received at any of the following:
 - (i) the company's registered office;
 - (ii) a fax number at the company's registered office;
 - (iii) a place, fax number or electronic address specified for the purpose in the notice of meeting;
 and
 - (b) if the notice of meeting specifies other electronic means by which a member may give the document—when the document given by those means is received by the company as prescribed by the regulations.

Constitution or notice of meeting may provide for different notification period

- (5) The company's constitution (if any) or the notice of meeting may reduce the period of 48 hours referred to in subsection (1) or (2).

250BA Proxy documents—listed companies

- (1) In a notice of meeting for a meeting of the members of the company, the company:
- (a) must specify a place and a fax number for the purposes of receipt of proxy appointments and proxy appointment authorities; and
 - (b) may specify:
 - (i) an electronic address for the purposes of receipt of proxy appointments and proxy appointment authorities; and
 - (ii) other electronic means by which a member may give the company a proxy appointment or proxy appointment authority.
- (2) This section only applies to a company that is listed.
- (3) This section applies despite anything in the company's constitution.

250C Validity of proxy vote*Proxy vote valid even if proxy cannot vote as member*

- (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 their appointment specifies the way they are to vote on the resolution and they vote that way.

Proxy vote valid even if member dies, revokes appointment etc. (replaceable rule—see section 135)

- (2) Unless the company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- (a) the appointing member dies; or
 - (b) the member is mentally incapacitated; or
 - (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; or
 - (e) the member transfers the share in respect of which the proxy was given.

Note: A proxy's authority to vote is suspended while the member is present at the meeting (see subsection 249Y(3)).

250D Body corporate representative

- (1) A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise:
 - (a) at meetings of a company's members; or
 - (b) at meetings of creditors or debenture holders; or
 - (c) relating to resolutions to be passed without meetings; or
 - (d) in the capacity of a member's proxy appointed under subsection 249X(1).

The appointment may be a standing one.

- (2) The appointment may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.
- (3) A body corporate may appoint more than 1 representative but only 1 representative may exercise the body's powers at any one time.
- (4) Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

Note: For resolutions of members without meetings, see sections 249A and 249B.

DATE: 31 August 2010
and as amended on 5 October 2011, 7 December 2011,
29 March 2012 23 October 2013, 29 October 2014 and 21
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[End of Constitution]
