A COMPANY LIMITED BY GUARANTEE - NOT HAVING SHARE CAPITAL

CONSTITUTION

of

BUNDABERG REGION LIMITED

ACN 009 848 542

Updated ____/____/2026

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CONSTITUTION

GENERAL

1. DEFINITIONS

The following definitions apply in this Constitution unless the context otherwise requires.

a) ***Act*** means the Corporations Act 2001 (Cth) and its amendments thereof.

b) ***Board of Directors*** or ***Board*** means the Board of Directors of the Company as constituted pursuant to this Constitution.

c) ***Bundaberg region*** means the local government areas of the Bundaberg Regional Council and North Burnett Regional Council (or as so named in any amendments thereof).

d) ***Company*** means Bundaberg Region Limited ACN 009 848 542.

e) ***Director*** means a person appointed or elected to the office of director of the Company.

f) ***LA Representative Director*** means a LA Representative Director referred to in clause 39 and appointed in accordance with clause 41.

g) ***Local Authority*** means a local government (as defined in the Local Government Act) that governs a local government area (as defined in the Local Government Act).

h) ***Local Government Act*** means the *Local Government Act 2009* (Qld).

i) ***Industry*** means tourism operators and the broader visitor economy, including accommodation providers, attractions, events, food and beverage, agritourism, arts and culture, transport, experience providers and other organisations that contribute to the visitor experience.

j) ***Member*** means any person, firm, company, authority or association who meets the requirements in clause 7 and is admitted to membership of the Organisation in accordance with clause 8 and entered in the register of members.

k) ***Member Representative Director*** means a Member Representative Director referred to in clause 39 and appointed in accordance with clause 41.

l) ***Organisation*** means Bundaberg Region Ltd ACN 009 848 542 (trading as Bundaberg Tourism or any other current registered trading name so held).

m) ***Purpose*** means the purposes of the Organisation as set out in clause 3.

n) ***Seal*** means any Common Seal of the Organisation.

o) ***Secretary*** means any person appointed to perform the duties of the Secretary of the Board; and includes an Honorary Secretary.

p) ***Skills-Based Director*** means a Skills-Based Director referred to in clause 39 and appointed in accordance with clause 41.

q) ***State*** means the State of Queensland.

2. INTERPRETATION

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless the context requires otherwise:

a) ***Gender*** includes all genders.

b) ***Singular*** includes the plural and conversely.

c) Where a ***word*** or ***phrase*** is defined, its other grammatical forms have a corresponding meaning.

d) A reference to a ***paragraph*** or ***sub-paragraph*** is to a paragraph or sub-paragraph (as the case may be) of this Constitution or paragraph, respectively, in which the reference appears.

e) A reference to any ***legislation*** or to any ***provision*** of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it.

f) Except in so far as a contrary intention appears in this Constitution, an expression, in a provision of this Constitution which relates to a particular provision of the law has, the same meaning as in that provision of the law.

g) A mention of anything after ***include***, ***includes*** or ***including*** does not limit what else might be included.

3. PURPOSE OF THE ORGANISATION

The Organisation is a membership-based, not-for-profit company limited by guarantee, established to (**Purposes**):

1. provide strategic leadership in the sustainable development, promotion and management of the Bundaberg region as a destination;
2. grow and support a thriving visitor economy that benefits the Bundaberg region, the Industry in the Bundaberg region and its communities by:
    a. delivering destination marketing;

b. delivering destination management and Industry development outcomes;

c. fostering collaboration and advocacy; and

d. stewarding the destination brand,

in alignment with long-term economic, social and environmental objectives; and

3. collaborating, expanding and working with other organisations in the Industry (whether in the Bundaberg region or not) to achieve the Purposes.

The Organisation has all the powers of a company set out in the Act. The Organisation may use its powers to do:

a) anything which it considers will advance or achieve the Purposes; and

b) all other things that are incidental or conducive to carrying out the Purposes.

4. ASSETS AND INCOME OF THE ORGANISATION

a) Subject to clause 4.b), all assets, income and profits of the Organisation must be applied solely towards the promotion of the Purposes, and no portion of the Organisation's assets, income or profits may be:

i. paid or distributed directly or indirectly by way of dividend, bonus or otherwise to any Member; or

ii. paid as fees or otherwise to any Director except in accordance with clause 4.b) or clause 4.c).

b) Nothing in this Constitution prevents the Organisation from making a payment approved by the Members or the Board:

i. for out-of-pocket expenses properly incurred by a Director in attending meetings of Directors, general meetings and committee meetings and otherwise performing duties as Director;

ii. as bona fide compensation for a service rendered to the Organisation by a Director or Member in a professional or technical capacity (other than in the capacity as a Director), where the amount payable is commercially reasonable;

iii. in good faith to any Member for goods supplied or expenses properly incurred in the ordinary course of business at (at least) fair and reasonable rates;

iv. of remuneration payable to any Director in accordance with clause 43; or

v. in respect of the indemnification of, or payment of premiums on contracts of insurance for, any Director, in accordance with clause 67.

c) Nothing in this Constitution prevents the Organisation from making a payment to a Member or a Director in furtherance of the Purposes in the ordinary course of business.

5. MEMBERSHIP TO BOARD OF DIRECTORS

The number of members with which the Board of Directors conducts business is to be a minimum of eight (8) and a maximum of ten (10). Anyone seeking admission to the Board of Directors must be a Member

6. APPLICANTS

Every applicant for a position on the Board of Directors must be proposed by a current Member. No seconder is required. The application for membership to the Board of Directors shall be made on the appropriate nomination form, signed by the applicant and the proposer (or in such other form as the Board of Directors sees fit).

7. MEMBERSHIP

a) An application for membership of the Organisation may be made by any person, firm, company, authority or association subject to payment of the annual subscription (unless such requirement is waived by the Board) determined by the Board of Directors, as per clause 10.

b) Each Member undertakes to contribute to the assets of the Organisation in the event of it being wound up whilst he is a Member or within one year after he ceases to be a Member, for the payment and liabilities of the Organisation contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves - however, such amount may not exceed one (1) dollar.

c) The liability of members is otherwise limited.

d) Membership is open to organisations and individuals aligned with the Purpose of the Organisation, including those operating within the Industry, including Local Authorities. The Board may establish further criteria for membership eligibility from time to time by ordinary resolution. The Board must act in good faith and for a proper purpose when establishing further criteria for membership eligibility.

e) Every member undertakes, to the best of their ability to:

   i. comply with this Constitution and any regulations, policies or standards of the Organisation in force; and

   ii. promote the objects, interests and standing of the Organisation.

f) Local Authorities admitted as Members have the same rights as other Members, except as expressly set out in this Constitution.

8. ADMISSION

At the next meeting of the Board of Directors after receipt of an application and payment of the annual subscription (unless such requirement is waived), such application shall be considered by the Board of Directors whereby they will determine the admission or rejection of the applicant. An application for membership to the Organisation, shall be deemed to have been accepted if the vote for acceptance is equal to half the number of Directors on the Board plus one (1).

Electronic means to accept membership applications may be used, e.g. a flying minute to the Board of Directors seeking acceptance; particularly if a Board Meeting is not due to be held in the short-term. An application for membership to the Organisation, shall be deemed to have been accepted by this means if acceptance in this positive is received by email equal to more than half the number of Directors.

The Board has absolute discretion as to whether to accept or reject an application for membership. If an application for membership is rejected, the Directors of the Board are not required to give a reason.

9. REGISTER OF MEMBERS

The Secretary must keep and maintain a register of Members containing:

a) the name and address of each Member;

b) the date on which each Member's name was entered into the register; and

c) any other information required by law.

The register is to be made available for inspection free of charge by any Member upon request. A Member may make a copy of entries in the register.

10. ANNUAL SUBSCRIPTION

The annual subscription payable by Members shall be fixed by the Board of Directors annually. The Board of Directors shall in its absolute discretion be empowered to:

a) fix a special fee payable by all Members or certain Members in such amounts as it sees fit; and/or

b) waive a requirement for a Member to pay its annual subscription.

In exercising such powers, the Board of Directors may take into account the financial capacity to pay subscriptions in connection with each Member, whether that Member is required to be a Member to be a Director and any other circumstances, which appear relevant to the Board of Directors.

All annual subscriptions shall become due and payable in advance on or before 30 June each year, provided however that the Board may, in its absolute discretion, accept payment of annual subscriptions in the following manner, either:

c) by half yearly instalments on or before 30 June and 31 December in each year.

d) in the case of a Local Authority Member, by:

   i. one annual instalment by 30 September each year.
   ii. half yearly instalments on or before 30 September and 31 March in each year.

Upon the recommendation of the Chief Executive Officer of the Organisation, the Board of Directors agree to accept an undertaking by a Member to meet payment by instalments. Such Member shall be deemed to be a Member for the whole of each financial year that payment is to be made by instalments, unless and until default be made in any one payment.

11. INDIVIDUAL REQUIREMENTS OF SUBSCRIBERS

The annual subscriptions of Members of the Organisation, shall become payable as and when fixed by the Board of Directors who have the power to vary the due dates between individual Members. Unless otherwise fixed by the Board of Directors, the first annual subscription (or proportionate part thereof) shall be payable annually on 30 June each year.

CESSATION OF MEMBERSHIP

12. NON-PAYMENT

If the annual subscription of a Member (or in the case of payment by instalments), shall remain unpaid for a period of one calendar month after it becomes due (i.e. 31 July), then the Member (after being sent notice of the default) may be suspended by resolution of the Board of Directors from all privileges of membership and his name removed from the register of Members. However, the Board of Directors may reinstate a Member and restore his name to the register of Members on payment of all arrears, if the Board of Directors sees fit to do so.

13. RESIGNATION

A Member of the Organisation may at any time by giving notice in writing to the organisation, resign his or her membership of the Organisation, but shall continue to be liable for any annual subscription due and unpaid at the date of his resignation; and for all other money owing by him to the Organisation.

14. TRANSFER OF MEMBERSHIP

A right, privilege or obligation of a person by reason of membership is not capable of being transferred or transmitted to another person, and will terminate upon the cessation of membership.

15. NON-COMPLIANCE

In addition to any other reasons a Member will cease to be a Member of the Organisation, if any Member:

a) shall wilfully misuse or neglect to comply with the provisions of the Organisation's Constitution and/or any by-laws developed in accordance with this Constitution;

b) shall be guilty of any conduct which in the opinion of the Board of Directors is unbecoming of a Member or prejudicial to the interests of the Organisation or Board of Directors;

c) ceases to meet the eligibility criteria for membership;

d) where the Member is an individual:

   i. dies; or
   ii. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

e) where the Member is an organisation, is deregistered or otherwise ceases to be an organisation; or

f) is the subject of an insolvency event, meaning any one or more of the following:

   i. a winding up, dissolution, liquidation, provisional liquidation, administration or bankruptcy;
   ii. having a controller, receiver, receiver and manager, administrator, liquidator or analogous person appointed to it or any of its property;
   iii. being unable to pay any of its debts as and when due and payable or deemed to be insolvent under any provision of the Act or any other law; or
   iv. seeking protection from creditors under any law, entering into a compromise, moratorium, assignment, composition or arrangement with, or for the benefit of, any of its members of creditors,

then the Board of Directors shall have the power to expel the member from the Organisation and remove their name from the register of Members. Provided that at least one week before the meeting of the Board of Directors at which a resolution for that Member's expulsion is passed, the member shall have had notice of such meeting, what is alleged against that Member and of the intended resolution for that Member's expulsion; and that the Member shall, at such meeting and before the passing of such resolution, have had the opportunity of giving orally or in writing an explanation or defence that Member may think fit. And provided further, that any such Member may by notice in writing lodged with the Organisation at least twenty-four hours before the time of holding the meeting at which the resolution for that Member's expulsion is to be considered by the Board of Directors, elect to have the question of his expulsion dealt with by the Organisation in a General Meeting. In that event, an Extraordinary General Meeting of the Organisation shall be called for the purpose; and if at the meeting a resolution for the expulsion of a member be passed by a majority equal to half the number of Members plus one (1) - (such vote to be taken by ballot) - the Member shall be expelled and that Member's name removed from the register of Members.

GENERAL MEETINGS

16. FIRST MEETING

The first general meeting of the Organisation shall be held at such time, not being less than one month and not more than three months after the incorporation of the Organisation and at such place as the Board of Directors may determine.

In addition to other business required to be transacted at the first general meeting the business of such meeting shall be:

a) to elect members of the Board of Directors

b) to elect an Auditor for the ensuing year

c) to fix Directors' Fees

d) General Business

17. ANNUAL GENERAL MEETING

In subsequent years, an Annual General Meeting of the Organisation shall be held not later than 30 November. All general meetings, other than Annual General Meetings shall be called Extraordinary General Meetings.

18. POWER OF MEMBERS TO CONVENE A GENERAL MEETING

Members with at least five percent (5%) of the votes that may be cast at a general meeting may, if acting for a proper purpose, call and arrange to hold a general meeting. As far as reasonably practicable, a general meeting under this clause must be called in the same way as general meetings of the Organisation are generally called. The

Members calling the general meeting must pay the expenses of calling and holding such meeting.

19. MEMBERS' RESOLUTIONS AT A GENERAL MEETING

Members with at least five percent (5%) of the votes that may be cast on a resolution may give the Organisation notice of a resolution they propose to move at a general meeting. Any proposed resolution must be proposed for a proper purpose.

Any notice must be sent in accordance with clause 20 of this Constitution. In addition, the notice must:

a) be in writing;

b) set out the wording of the proposed resolution; and

c) be signed by the Members proposing to move the resolution.

If the Organisation has been given notice of a Members' resolution, the resolution must be considered at the next general meeting of the Organisation that occurs more than two (2) months after the notice is given.

20. NOTICE

Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, at least twenty one days (21) notice must be given to each Member entitled to receive notice (exclusive of the day on which the notice is advertised or delivered, whether electronically, by hard copy or posted to the member but inclusive of the date for which the notice is given) of a general meeting of the Organisation.

Notice should specify the details of the meeting and in the case of special business, the general nature of that business should be noted. Notice shall be deemed to have been given to all Members by the inclusion of such notice in the organisation's EGM and other publications (posted or electronic) or by any other means, which at the absolute discretion of the Board of Directors, provide reasonable access to Members in its circulating area.

21. IRREGULARITIES

Subject to any applicable law, a notice of, or act, matter or thing done or resolution passed at, a general meeting is not invalidated by:

a) the inability of any person entitled to receive notice of a general meeting to access a document, including a notice of meeting or a proxy form; or

b) the non-receipt of a document, notice of a general meeting or proxy form by, or a failure to give a document, notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting, if:

i. the non-receipt or a failure occurred by accident or error; or
ii. before or after the meeting, the person:

A. has waived or waives their right to receive notice of that meeting; or

B. has notified or notifies the Organisation in writing of the person's agreement to that act, matter, thing or resolution.

22. PROCEEDINGS AT ANNUAL GENERAL MEETINGS

The business of the Annual General Meeting shall be:

a) to receive and consider the report of the Chair of the Board of Directors on the activities of the organisation.

b) to receive and consider the Treasurer's Statement of Accounts and independent Auditor's Report.

c) to elect members to the Board of Directors.

d) to elect an Auditor for the ensuing year.

e) any further business required to be conducted pursuant to the Act, if any.

f) to fix Directors' Fees for the ensuing year.

g) General Business.

PROCEEDINGS AT GENERAL MEETINGS

23. QUORUM

No business should be transacted at an Annual General Meeting or Extraordinary General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Unless other stated, the quorum for an AGM shall be equal to the number of Directors on the Board plus one (1). For the purposes of reaching a quorum, a 'Member' includes a person representing a firm, association or corporation which is a Member (but does not include a person attending as proxy).

24. ABSENCE OF QUORUM

If within half an hour of the time appointed for the meeting a quorum is not present, the meeting (if convened upon the requisition of Members), shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Directors determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting to start, the quorum shall be two (2) Members.

25. CHAIR

The Chair of the Board of Directors shall preside as Chair of every general meeting including AGM's of the Organisation, or if there is no Chair of the Board of Directors, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting (or he is unwilling to act), the Deputy Chair of the Board of Directors shall be the Chair. If the Deputy Chair is not present or is unwilling to act, the Members present shall elect one of their number to be Chair of the meeting.

26. ADJOURNMENT

The Chair may (with the consent of any meeting at which a quorum is present) and if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place, or upon which notice has been provided to Members.

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. VOTING

At any general meeting, a resolution put to the vote shall be decided on a show of hands unless a poll is demanded either by:

a) the Chair;

b) at least three (3) Members present in person or by proxy.

Unless a poll is so demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried and/or carried unanimously (or by a particular majority); or lost - then this should be recorded in the minutes of the meeting. Any objections should be noted.

28. OBJECTION TO QUALIFICATION TO VOTE

An objection to a person's right to vote at a general meeting:

a) may only be raised at the general meeting or adjourned meeting at which the vote objected to is tendered; and

b) must be determined by the Chair of the meeting, whose decision is final.

A vote allowed after an objection is valid for all purposes.

29. VOTES COUNTED IN ERROR

If any vote is counted which ought not to have been counted or might have been rejected, the error will not invalidate the resolution unless the error is:

a) detected at the same general meeting; and

b) of sufficient magnitude, in the opinion of the Chair, as to invalidate the resolution.

30. POLL

If a poll is duly demanded, it shall be taken in such manner (and either at once or after an interval or adjournment) or otherwise as the Chair directs. The result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.

31. CASTING VOTE

In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place (or at which the poll is demanded), shall be entitled to a second or casting vote.

32. ELECTRONIC MEETINGS AND VOTING

Subject to any applicable law, the Organisation may hold a meeting of Members:

a) at a physical venue;

b) at one or more physical venues and virtually using meeting technology approved by the Board;

c) virtually, using meeting technology only; or

d) in any other way permitted by the Act.

The Organisation must give the Members entitled to attend the meeting, as a whole, a reasonable opportunity to participate in the meeting, however it is held. A Member, or a proxy, attorney or representative of a Member, who attends the meeting (whether at a physical venue or virtually by using approved meeting technology) is taken for all purposes to be present at the meeting while so attending.

If, before or during a meeting of Members, any technical difficulty occurs such that the Members as a whole do not have a reasonable opportunity to participate, the Chair of the meeting may:

e) adjourn the meeting until the technical difficulty is remedied; or

f) subject to the Act, where a quorum is present and able to participate, continue the meeting.

Where a general meeting is held only virtually using approved meeting technology, the place for the meeting is taken to be the address of the registered office of the Organisation.

Voting may be conducted using electronic or online voting platforms approved by the Board.

33. VOTE

A member may vote in person or by proxy (or attorney); and on a show of hands. Each Member of the Organisation shall be entitled to one (1) vote.

34. MENTAL HEALTH

A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote (whether on a show of hands or by a poll), by his committee or his trustee or by such other person as properly has the management of his estate; and any such committee, trustee or other person may vote by proxy or attorney.

35. UNFINANCIAL

No Member shall be entitled to vote at any general meeting if his annual subscription or any instalment thereof is more than one month in arrears at the date of the meeting. Provided however, the list of Members shall be closed at 12 noon on the day preceding the general meeting; and any Member deemed to be unfinancial at that time shall not be eligible to vote at any general meeting.

36. PROXY INSTRUMENT

The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a current member of the Board, or an appointee of a current member who is a firm, company, authority or association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

37. FORM OF PROXY

Where it is desired to afford Members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form, as near thereto as circumstances permit:

I __________ of __________, being a Member of the abovenamed organisation, hereby appoint __________ of __________or failing him, I hereby appoint __________ of __________ as my proxy to vote on my behalf at the (annual or extraordinary – whatever the case may be) general meeting of the Organisation, to be held on __________ day of __________, 20__, and at any adjournment thereof. Signed by __________ of __________ on this __________ day of __________, 20__.

38. PROXY

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid. Notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Board of Directors at the registered office or by electronic means specified for the lodgement of proxies in the notice of meeting before the commencement of the meeting or adjourned meeting at which the instrument is used.

An instrument appointing a proxy duly completed in the manner provided in clause 36 shall not be deemed valid unless that instrument in writing is delivered to the registered office of the Organisation or by electronic means specified for the lodgement of proxies in the notice of meeting no later than noon on the day preceding any general meeting.

For the purposes of reaching a quorum for a meeting, a ‘Member’ includes a person representing a firm, association or corporation which is a Member (but does not include a person attending as proxy).

39. BOARD OF DIRECTORS

The Board of Directors shall comprise of a minimum of eight (8) and not more than ten (10) Directors.

The Board of Directors shall comprise a maximum of:

1. one (1) representative from each of the following Local Authorities (as advised by the relevant Local Authority in writing) (**LA Representative Directors**):

   Bundaberg Regional Council

   North Burnett Regional Council

2. five (5) Member-elected Directors (**Member Representative Directors**); and

3. three (3) Directors appointed by the Board in accordance with clause 41 (**Skills-Based Directors**).

40. DIRECTOR ELIGIBILITY CRITERIA

All Directors, whether elected or appointed, must meet the eligibility criteria as determined by the Board before being appointed as a Director, which may include (**Eligibility Criteria**):

a) demonstrated governance capability, or a commitment to undertake governance training as required by the Board;

b) sufficient time availability and commitment to fulfil the duties of a Director;

c) an absence of unmanaged conflicts of interest;

d) alignment with the Purposes of the Organisation;

e) provision of a Director Identification Number and disclosure of any conflicts and matters related to probity;

f) provision of a signed written consent to act as a Director; and

g) any other eligibility criteria determined by ordinary resolution of the Board.

41. NOMINATION AND ELECTION OF DIRECTORS

At the Annual General Meeting, in addition to any Directors appointed in accordance with clause 44, one half of the remaining Member Representative Directors of the Board shall retire in rotation so that each Member Representative Director of the Board is entitled to seek re-election at least every second year. Providing that the Member Representative Directors of the Board due to retire in any year shall be those who have been longest in office. A retiring elected Member Representative Director shall be eligible for re-election. A re-elected Member Representative Director continues to hold the Member Representative Director position on the Board.

In the event of a total re-election of the Board of Directors, the order of retirement as particularised in the preceding paragraph shall be re-established according to the number of votes polled at such election so that the Directors to retire at the end of the first year shall be those polling the lowest number of votes.

Any nomination for a position of Director (whether as a LA Representative Director, Member Representative Director or Skills-Based Director) must be supported by a declaration that the Director meets the Eligibility Criteria, signed by the proposed

Director and the nominator, in a form and with such supporting documents approved by the Board (**Eligibility Declaration**).

LA Representative Directors

Subject to the other provisions of this clause 41, Bundaberg Regional Council and the North Burnett Regional Council (**Appointing Council**) may each:

a) nominate a person to be appointed as a Director; and

b) remove and replace any Director appointed or nominated by it,

by giving notice to that effect to the Organisation.

Subject to the relevant Director meeting the Eligibility Criteria, each appointment or removal of a LA Representative Director under this clause 41 takes effect when the Board or the Organisation in general meeting resolves to accept that appointment or removal, which must be done at the next Board meeting or general meeting of the Organisation after notice is given by the relevant Appointing Council.

Member Representative Directors

Nominations for election as a Member Representative Director must be lodged no less than twenty-eight (28) days prior to the AGM (or such shorter period allowed by the Board) and must be supported by a completed Eligibility Declaration (**Member Nominee**).

The Board will assess whether each Member Nominee is eligible for election as a Member Representative Director prior to the relevant AGM in accordance with any procedure approved by the Board. Any Member Nominee that does not satisfy the Eligibility Criteria will not be eligible for election as a Member Representative Director and will not be included in the ballot at the AGM. The Board shall notify the relevant Member and Member Nominee of any such determination.

Skills-Based Directors

Subject to the Corporations Act, the Board may at any time appoint a person to be a Skills-Based Director, provided that the Board follows any procedures developed by the Board in accordance with clause 50 in respect of such appointment.

A Skills-Based Director must be elected for a term not exceeding 3 years from the date of appointment. A Skills-Based Director at the end of his or her term may be re-elected by the Board in accordance with this clause 41.

42. OFFICE BEARERS

An Executive may be formed, comprising up to four (4) Directors of the Board (which must include a Chair and Deputy Chair), but may also include a Treasurer and Company Secretary. These roles may be delegated or withdrawn from delegation at any time to or from an officer of the Organisation by majority of vote of the Board of Directors.

43. REMUNERATION

The remuneration of the Board of Directors shall be determined at the Annual General Meeting. In addition to such remuneration, any member of the Board of Directors (with the sanction of a resolution of the Board of Directors), may be paid such reasonable travelling, hotel and other expenses as he may incur in or about the business of the Board.

44. APPOINTMENT TO BOARD OF DIRECTORS

The Board of Directors shall have power at any time (subject to the provisions herein with respect to LA Representative Directors) to appoint any member to the Board of Directors to fill a casual vacancy. Any member so appointed shall hold office until the end of the next AGM following their appointment and is eligible for re-election at that meeting, provided they meet the Eligibility Criteria for the relevant type of Director.

45. CEASING TO BE MEMBER OF BOARD OF DIRECTORS

The position of a Director on the Board of Directors shall become vacant if he:

a) ceases to be a member of the Board of Directors by virtue of the Act;

b) becomes bankrupt or makes any arrangement or composition with his creditors generally;

c) becomes prohibited from being a Director of a company by reason of any order made under the Act;

d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

e) ceases to meet all of the Eligibility Criteria;

f) with respect to Skills-Based Directors, the Director's term of appointment expires or lapses;

g) resigns his position by notice in writing to the Organisation;

h) is absent from three (3) or more consecutive meetings of the Board of Directors without the prior approval of the Chair, or is absent from meetings for more than three (3) months without permission of the Board of Directors;

i) holds any office of profit for the Organisation;

j) ceases to be a Member of the Organisation;

k) is directly or indirectly interested in any contract or proposed contract with the Organisation, provided however a Director shall not vacate his office by reason of his being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Organisation - if such corporation, society or association declares the nature of his interest in a manner required by the Act; or

l) is an individual representing a non-individual Member (e.g. business, company, association or authority - excluding LA Representatives) who has been elected to the Board of Directors leaves the Member organisation.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

46. DIRECTORS DUTIES AND STANDARDS

Directors must at all times:

a) exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise as a director of the Organisation;

b) exercise their powers and discharge their duties in good faith in the best interests of the Organisation and for a proper purpose; and

c) not improperly use their position, or information obtained because of their position, to gain an advantage for themselves or someone else or to cause detriment to the Organisation,

consistent with their duties under the Act and at law.

The Directors must comply with any by-laws or other policies developed by the Board, including any Code of Conduct, Conflict of Interest Policy and Board Charter, as amended from time to time.

To the extent that a Director is appointed by a Member (including an LA Representative Director) that Director must act in the best interests of the Organisation and not in the best interest of that Director's appointor.

47. MANAGEMENT

The business of the Organisation shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the Organisation and may exercise all such powers of the Organisation that are not, by the Act or by this

Constitution, required to be exercised by the Organisation in general meetings, subject nevertheless, to any provision of this Constitution, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Board of Directors; but no regulation made by the Board of Directors shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made. Inter alia the duties and responsibilities of the Board of Directors shall be:

a) to formulate and direct the policy of the Organisation;

b) to supervise and allocate the expenditure of the Organisation's finances; and

c) to do such things as are necessary in the proper conduct of the affairs of the Organisation.

48. POWERS

The Board of Directors may exercise all the powers of the Organisation to borrow money and to mortgage or charge its property, or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Organisation.

49. CHEQUES, BILLS ETC

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed (as the case may be), by any two Directors of the Board or in such other manner as the Board of Directors from time to time may determine.

50. GOVERNANCE POLICIES

The Board has the power to make by-laws regulating the establishment, organisation and conduct of the Organisation and its committees, provided such by-laws are not inconsistent with this Constitution or the Act.

All by-laws made and in force from time to time are binding on the Members and the Directors.

51. MINUTES

The Board of Directors shall cause minutes to be made:

a) of all appointments of Directors, officers and servants;

b) of names of all Directors present at meetings of the Board of Directors;

c) of all proceedings at all meetings of the Board of Directors;

d) proceedings and resolutions of general meetings of the Members and resolutions passed by Members without a meeting; and

e) all orders made by the Directors;

Such minutes shall be electronically saved and electronically initialled by the Chair of the meeting at which the proceedings were held (or by the Chair of the next succeeding meeting). The Organisation must ensure that the minutes are signed by the Chair of the meeting within a reasonable time after the date of the meeting or of the resolution being passed.

PROCEEDINGS OF THE BOARD

52. MEETINGS

The Board of Directors may meet together for the purpose of business, adjourn and otherwise regulate its meetings as it thinks fit. A meeting of the Board of Directors shall be held at least every two calendar months. The Chair may at any time (on the requisition of not less than five Directors of the Board), summon a meeting of the Board of Directors. Such meeting is to be held within seven (7) days of being so requested, provided always that in such cases the Board of Directors shall have the details of the meeting in writing or by electronic means, at least two clear days' prior.

53. MAJORITY

Subject to this Constitution, questions arising at any meeting of the Board of Directors shall be determined by a majority of votes and a determination by a majority of those present at a meeting of the members of the Board of Directors shall for all purposes be deemed a determination of the Board of Directors. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

54. MEMBERS INTEREST

A member of the Board of Directors shall not vote in respect of any contract or proposed contract with the Board. Conflicts (perceived, potential or otherwise) are to be noted in the Declaration of Interest Register.

55. QUORUM

The quorum necessary for the transaction of the business of the Board of Directors shall be equal to half of the number of Directors on the Board plus one (1).

56. CONTINUING MEMBERS

The continuing members of the Board of Directors may act notwithstanding any vacancy on the Board of Directors. But if, and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board of Directors; the continuing member or members may act for the purpose of increasing the number of members of the Board of Directors to that number or of summoning a general meeting of the Organisation, but for no other purpose.

57. DELEGATION

The Board of Directors may delegate any of its powers to a committee or panel consisting of such Members (including Directors) as the Board of Directors think fit; provided that such committee shall be presided over by a Director of the Board. Any committee or panel so formed shall conform to any regulations that may be imposed on it by the Board of Directors.

58. SUB-COMMITTEE CHAIR

A committee may elect a Chair of its meetings (who shall be a member of the Board of Directors). If no such Chair is elected, or if at any meeting the Chair is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chair of the meeting.

59. ACT OF BOARD OF DIRECTORS AND/OR COMMITTEE

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

60. RESOLUTION IN WRITING

A resolution in writing or via electronic means and accepted by a number equal to half of the number of Directors on the Board plus one (1), shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held. Any such resolution may consist of several documents in like form, each requiring acceptance as set out above.

61. COMPANY SECRETARY

The Company Secretary shall in accordance with the Act be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as it thinks fit. Any Company Secretary so appointed may be removed by it. Nothing herein shall prevent the Board of Directors from appointing a member of the Board as Company Secretary. Notwithstanding as aforesaid a person appointed as Company Secretary (not being already a member of the Board of Directors) shall not be entitled to vote at meetings of the Board of Directors.

62. SEAL

The Board of Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Board of Directors and every instrument to which the Seal is affixed shall be signed by a member of the Board of Directors and shall be countersigned by the Company Secretary or by a second member of the Board of Directors (or by some other person as appointed by the Board of Directors for the purpose).

63. ACCOUNTS

The Board of Directors shall cause proper accounts and other records to be kept and shall distribute copies of every Profit and Loss account and Balance Sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act. Provided however, that the Board of Directors shall cause to be made out and laid before each Annual General Meeting a Balance Sheet and Profit and Loss account made up to 30 June of the year preceding the Annual General Meeting.

64. INSPECTION

The Board of Directors shall from time to time determine at what time and places and under what conditions or regulations the accounts and other records of the Board of Directors shall be open to the inspection of Members (not being members of the Board of Directors). No Member (not being a member of the Board of Directors) shall have any right of inspecting any account or book or paper of the Board except as conferred by statute or as authorised by the Board of Directors or by the Organisation in a General Meeting.

65. AUDITOR

A properly qualified Auditor must be appointed at the Annual General Meeting, and the Auditor's remuneration fixed and duties regulated in accordance with the Act.

Every 5 years (or such other frequency determined by the Board), the Board must review the position of Auditor and undertake a tender process for the role. Following the review, the Board must present its findings to the Members to determine whether the Auditor should be replaced by the Organisation.

66. WINDING UP

Provisions relating to the winding up or dissolution of the Organisation shall have effect and be observed as if the same were repeated in this Constitution.

If, upon the winding up or dissolution of the Organisation there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to the Local Authorities (within the meaning of the Local Government Act) whom hold membership of the Organisation at the date of its winding up or dissolution in the same proportions as the annual membership subscriptions of the said Local Authorities bear to the total amount of the annual subscriptions of the said Local Authorities.

Provided however that in the event of no Local Authority as aforesaid holding membership of the Organisation at the date of its winding up or dissolution then such surplus property as aforesaid shall be given or transferred to some charitable institution/s and which shall prohibit the distribution of its or their income and property among its or their members to an extent of at least as great as is imposed on the Board under and by virtue of Clause 4 hereof, such institution/s to be determined by the Members at or before the time of dissolution and default thereof by the Chief Justice of the Supreme Court of Queensland or such other Judge of that Court as may have or acquire jurisdiction in the matter.

67. INDEMNITY

Every member of the Board of Directors, Auditor, Company Secretary and other officer for the time being of the Organisation, shall be indemnified out of the assets of the Organisation against any liability incurred by him in defending any proceedings (whether civil or criminal), in which judgement is given in his favour in which he is acquitted or in connection with any applications under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.