

CORPORATIONS ACT 2001

COMPANY LIMITED BY GUARANTEE

**CONSTITUTION OF
TAMBORINE MOUNTAIN SPORTS ASSOCIATION LIMITED**

A.C.N. 137 541 952

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1. PRELIMINARY

(1) In this Constitution unless the contrary intention appears:

'Alternate Director' means a person appointed as an alternate director under clause 43;

'Auditor' means the Company's auditor;

'Board' means all or some of the Directors acting as a board;

'Board Meeting' means a meeting of the Board convened pursuant to clause 39(1)(a);

'Company' means Tamborine Mountain Sports Association Limited (ACN 137 541 952), a company limited by guarantee duly incorporated under the Corporations Act 2001, with registered office at 56 Davenport Street, Southport in the State of Queensland;

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

'Delegate' means a person appointed as such under clause 6(1);

'Director' means any person occupying the position of director of the Company, including where appropriate an Alternate Director, and includes the President, the Vice-President and each Director;

'Directors' means all or some of the Directors;

'Founding Member Club' has the meaning ascribed to this term at clause 5(2) of this Constitution;

'Life Member' means a person appointed as a Life Member in accordance with clause 8;

'Member' means any Member Club or Life Member as the context may require;

'Member Club' means any of the organisations listed on the Register as a Member Club;

'Office' means the Company's registered office;

'President' means the person elected to the title and position of President of the Company in accordance with clause 30(4);

'Register' means the register of Members of the Company;

'Registered address' means the last known address of a Member as noted in the Register;

'Seal' means the Company's common seal (if any);

'Secretary' means any person appointed by the Directors to perform any of the duties of a secretary of the Company.

'Vice President' means a person appointed as such under clause 31(5);

- (2) In this Constitution, unless the contrary intention appears:
- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
 - (b) words importing natural persons include corporations;
 - (c) words and expressions defined in the Corporations Act 2001 have the same meaning in this Constitution;
 - (d) headings are for ease of reference only and do not affect the construction of this Constitution; and
 - (e) a reference to the Corporations Act 2001 is a reference to the Corporations Act 2001 as modified, amended or re-enacted from time to time.
- (3) An expression in a provision of this Constitution has the same meaning as in a provision of the Corporations Act 2001 that deals with the same matter as the provision, unless the contrary intention appears in this Constitution.
- (4) To the extent permitted by law, the replaceable rules in the Corporations Act 2001 do not apply to the Company.

2. OBJECTS

- (1) The objects for which the Company is established are:
- (a) To encourage, foster and promote sport and recreation activities throughout Tamborine Mountain and surrounding areas, and to do all things necessary or desirable in the interests of those activities;
 - (b) To manage the day to day operations and activities of Tamborine Mountain Sport and Recreation Complex;
 - (c) To encourage, foster and promote local and district sport and recreation competitions among Member Clubs and clubs from surrounding regions;
 - (d) To encourage, foster and promote co-operation, sharing of resources and joint activities equitably among the Member Clubs;
 - (e) To provide to all Member Clubs management, administrative, marketing and other services, plant and equipment, telephone services, staff, consumables, premises, playing and related facilities and other facilities and services as the Company may decide from time to time;
 - (f) To promote and conduct social or fund-raising activities including art unions, lotteries or similar events for or on behalf of Member Clubs and for that purpose to apply for and obtain any licences required by law or statute;
 - (g) To apply for all permits or licences that may be necessary for the sale of alcohol and to ensure that the requirements of the Liquor Act 1992 are complied with in all respects;
 - (h) To create and maintain a fund to be applied towards the relief or assistance of necessitous players and ex-players and their dependants, including those of deceased players;

- (i) To establish and contribute to, either alone or with others, companies, trusts or other charitable entities to collect funds for distribution to players, past players, the dependants of players or past players, companies, trusts and charities and to other non-financial supporters of sport and recreation activities including coaches, managers, physiotherapists, and other officials, PROVIDED THAT any such company, trust or other charitable entity was formed and established and that such distributions were made in furtherance of these objects;
- (j) To collect and maintain sporting memorabilia and records for the Member Clubs;
- (k) To obtain and maintain policies of insurance against personal injury to players, staff or officials of the Company whilst participating in activities that are authorised or conducted by the Company or by the Member Clubs or any of them, liability for personal injury, public risk, building replacement and reinstatement, loss of profits, directors' and officers' liability or any other form of insurance incidental or conducive to the furtherance of these objects;
- (l) To lay out, construct, repair, improve and maintain any grounds, buildings or facilities owned, leased or for which rights of use have been granted to the Member Clubs or to the Company on behalf of the Member Clubs for sports and recreation pastimes associated with the activities of the Member Clubs;
- (m) To purchase, hire, lease or otherwise acquire for the purposes of the Member Clubs or otherwise in furtherance of these objects any real or personal property or any tenure, subscription, licence, rights or other interest in the same including but not limited to any lands, buildings, lighting, facilities, furniture, motor vehicles, club and business effects, appliances, sporting goods and equipment, uniforms, accessories, electronic equipment, photographic or video equipment, premises, accommodation, shares, units, debentures, or similar or other securities and to sell, demise, lease mortgage, exchange or otherwise deal with or dispose of the same in furtherance of these objects;
- (n) To receive or accept any gift of real or personal property or goods whether subject to specific trusts or otherwise and if such property or goods is received or accepted subject to any trusts, to deal with the same only in such manner as may be permitted at law;
- (o) To make gifts, loans or grants directly or indirectly on behalf of or for the benefit of the Member Clubs or any of them;
- (p) To buy, supply, sell, transfer or otherwise deal with any form of goods, merchandise, products or provisions on behalf of the Member Clubs or any of them;
- (q) To obtain gifts, loans or grants directly or indirectly on behalf of or for the benefit of the Member Clubs or any of them;
- (r) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, notes and other negotiable or transferable instruments or securities;

- (s) To borrow or raise money or obtain credit facilities from time to time and for such purposes to give debentures, unsecured notes, liens, mortgages, charges or other security over the whole or any part of the property, real or personal, of the Company;
 - (t) To hire or employ any person whose services may be considered necessary in furtherance of these objects and to pay them fees, salaries, wages, gratuities, pensions or compensation and to make other payments to them required by law or statute including the establishment including the of or contribution to superannuation, retirement or benefit funds;
 - (u) In furtherance of these objects to establish, promote or assist in establishing or promoting and to subscribe to, become a member of, co-operate with or amalgamate with any other association or organisation, whether incorporated or not, the objects of which are similar in whole or in part to those of the Company, PROVIDED THAT the Company must not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as those imposed on the Company pursuant to clause 3 of this Constitution; and
 - (v) To do all such acts, deeds, matters and things and to enter into and make such arrangements as are incidental or conducive to the attainment of the objects of the Company or any of them.
- (2) Each of the above objects constitutes a separate object of the Company and no such object may be construed by a reference to any other such object.
 - (3) The Company may only exercise the powers in section 124(1) of the Corporations Act 2001 to:
 - (a) carry out the objects in this clause 2; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 2(3)(a).

3. INCOME AND PROPERTY OF COMPANY

- (1) The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 2.
- (2) No income or property will be paid or transferred directly or indirectly to any Member Club except for payments to a Member Club:
 - (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent by the Member Club to the Company.

4. PAYMENTS TO DIRECTORS

No payment will be made to any Director of the Company other than the payment of:

- (1) out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (2) any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and

is not more than an amount which commercially would be reasonable payment for the service;

- (3) any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company; and
- (4) an insurance premium in respect of a contract insuring a director to which subsection 212(1) of the Corporations Act 2001 refers or the provision of a financial benefit to a director to which subsection 212(2) of the Corporations Act 2001 refers.

5. MEMBERSHIP

- (1) The Members of the Company shall consist of:
 - (a) Member Clubs; and
 - (b) Life Members.
- (2) The initial membership of the Company shall consist of the Founding Member Clubs. The list of Founding Member Clubs is contained at Schedule 1 to this Constitution.
- (3) The Secretary must maintain the Register which must contain a separate list of each category of Member shown in clause 5(1).

6. MEMBER CLUBS - DELEGATES

- (1) Each Member Club must by written notice to the Secretary nominate one (1) Delegate to attend general meetings of the Company on behalf of such Member Club, to vote on resolutions at general meetings on behalf of such Member Club, to speak on behalf of such Member Club and to act as its representative in all matters connected with the Company.
- (2) A Member Club may remove or replace its Delegate by written notice to the Secretary.
- (3) Subject to clauses 6(4) and 6(5), each Delegate is entitled to:
 - (a) exercise at a general meeting all the powers which the Member Club which appointed such Delegate could exercise if it were a natural person;
 - (b) stand for election as President, Vice-President or Director; and
 - (c) be counted towards a quorum for the purposes of clause 16.
- (4) If a Delegate is appointed to the position of President, Vice-President or Director, that Delegate's position will become vacant and that Delegate's Member Club is entitled to nominate another person to fill the vacancy so created.
- (5) A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment or removal (as applicable) of the Delegate.
- (6) The chairperson of a general meeting may allow a person to vote as a Delegate on a resolution of the general meeting on the condition that such person establishes his or her status as a Delegate within a period prescribed by and to the satisfaction of the chairperson of the general meeting.

7. ADMISSION AS A MEMBER CLUB

- (1) Applications for admission to the membership of the Company as a Member Club may only be made by organisations which are substantially involved in

sport or recreation activities in the region of Tamborine Mountain and surrounding areas, as designated by the Board from time to time.

- (2) Each application for admission as a Member Club must be in writing, signed by an appropriate officer of the applicant, in a form approved by the Board and lodged with the Secretary.
- (3) Subject to clause 7(4), each application for admission as a Member Club must be considered by the Company at the next general meeting after receipt of such application by the Company.
- (4) Prior to the next general meeting, the Board may in its discretion require the applicant to supply any evidence of eligibility that they consider reasonably necessary, such evidence to be put before the general meeting of the Company at which the application will be determined. If the Board requires further evidence of eligibility from an applicant organisation, determination of its application will be deferred until such evidence has been supplied.
- (5) The admission of an applicant organisation will be decided by ordinary resolution of those present and voting at the general meeting. The vote must take place after presentation of any evidence of eligibility supplied pursuant to clause 7(4).
- (6)
 - (a) As soon as practicable following the determination of an application for admission as a Member Club, the Secretary must send the applicant organisation written notice of the decision and, if the application has been successful, the Secretary will request payment of the applicant's entrance fee and first annual subscription.
 - (b) Subject to clause 7(7), an applicant organisation will become a Member Club on payment of the amount due under clause 7(6)(a).
- (7) If an amount due under clause 7(6) is not paid within thirty (30) days after the date the applicant is notified of acceptance, the Board may cancel the acceptance of the applicant organisation as a Member Club.
- (8) The rights and privileges of each Member Club are personal to such Member Club and are not transferable by the act of any Member Club or by operation of law.
- (9) Scenic Rim Regional Council shall be entitled to admission as a Member Club

8. APPOINTMENT OF LIFE MEMBERS

- (1) The titles and positions of Life Members will be conferred on individual persons approved by the Board as worthy appointees. No applications shall be received in respect of these positions.
- (2) Any Member, Delegate or Director may nominate an individual for appointment as a Life Member. Each such nomination must be in writing, signed by the nominating individual and seconded by another Member, Delegate or Director, in a form approved by the Board.
- (3) Each nomination for appointment as a Life Member must be determined by the Board at the next Board meeting after receipt of such nomination.
- (4) As soon as practicable following a decision by the Board to confer the title and position of Life Member on a person, the Secretary must notify that person in writing of the decision and request that person's written assent to the appointment.
- (5) The title and position of Life Member, as the case may be, will be conferred and will take effect from receipt by the Company of the appointee's written

assent to the appointment. The appointment shall be promulgated at the next general meeting or, alternatively, in writing to all Members beforehand.

- (6) Life Members do not have the right to vote on resolutions of the Company.

9. MEMBERSHIP - SUBSCRIPTIONS

- (1) The Board may determine the entrance fee and annual subscription payable by each Member Club.
- (2) (a) The entrance fee for each Member Club will be the amount shown at or calculated in accordance with Item 1 of Schedule 2 to this Constitution, or as otherwise determined by the Board.
- (b) The annual subscription for each Member Club will be the amount shown at or calculated in accordance with Item 2 of Schedule 2 to this Constitution, or as otherwise determined by the Board.
- (c) Entrance fees and annual subscriptions are not payable by Life Members.
- (3) The annual subscription period will commence on the 1st July of each year, and the annual subscription will be due in advance within thirty (30) days of this date.
- (4) The Board may determine that any Member Club admitted to membership in the second half of any subscription period will pay only one-half of the annual subscription until that Member's next annual subscription falls due.
- (5) If a Member Club does not pay a subscription within thirty (30) days after it becomes due the Board:
- (a) must give the Member Club written notice of that fact; and
- (b) if the subscription remains unpaid twenty-one (21) days from the date of that notice, the Board may notify the Member Club in writing that the Member Club's membership is suspended until the Member Club's subscription arrears have been repaid, and that the Member Club's voting rights have been suspended pursuant to clause 23.

10. MEMBERSHIP - CEASING TO BE A MEMBER CLUB

- (1) A Member Club will cease to be a Member of the Company:
- (a) if the Member Club gives the Secretary written notice of its intention to resign from membership of the Company, from the date of receipt of that notice by the Secretary;
- (b) if a majority of three-quarters of those present and voting at a general meeting of the Company by resolution terminate the membership of a Member Club whose conduct in their opinion renders it undesirable that that Member Club continue to be a Member of the Company, PROVIDED THAT the Member Club has been given at least twenty-one (21) days' notice of such resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
- (c) if the Member Club's membership has been suspended pursuant to clause 9(5)(b) and such suspension has been in effect for more than sixty (60) days.
- (d) if:
- (i) a liquidator or administrator is appointed in connection with the winding-up of the Member Club; or

- (ii) a receiver is appointed to all or part of the assets of the Member Club; or
 - (iii) the Member Club enters into any arrangement or composition with its creditors; or
 - (iv) an order is made by a Court for the winding-up or deregistration of the Member Club.
- (2) Any Member Club that ceases to be a Member Club pursuant to this clause 9:
- (a) will not be entitled to any refund (or part refund) of a subscription; and
 - (b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member Club.

11. MEMBERSHIP - CEASING TO BE A LIFE MEMBER

A Life Member will cease to be a Life Member if the Life Member:

- (1) dies;
- (2) gives the Secretary written notice of the Life Member's intention to resign from membership of the Company, such resignation taking effect from the date of receipt by the Secretary of such notice; or
- (3) is convicted of an indictable offence and a majority of the Directors present and voting at a meeting of the Board by resolution terminate the Honorary Member's membership.

12. MEMBERSHIP - POWERS OF ATTORNEY

- (1) If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.
- (2) If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- (3) The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

13. GENERAL MEETINGS - CONVENING GENERAL MEETING

- (1) Any Director may, at any time, convene a general meeting.
- (2) A Member or Delegate may:
 - (a) only request the Directors to convene a general meeting in accordance with section 249D of the Corporations Act 2001; and
 - (b) not convene or join in convening a general meeting except under section 249E or 249F of the Corporations Act 2001.

14. GENERAL MEETINGS - NOTICE OF GENERAL MEETING

- (1) Subject to the provisions of the Corporations Act 2001 allowing general meetings to be held with shorter notice, at least twenty-one (21) days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.
- (2) A notice convening a general meeting:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- (3) A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of Directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- (4) (a) The Board may postpone or cancel any general meeting whenever they think fit (other than a meeting convened as the result of a request under clause 13(2)).
- (b) The Board must give notice of the postponement or cancellation to all persons entitled to receive notices from the Company.
- (5) The failure or accidental omission to send a notice of a general meeting to any Member or the non-receipt of a notice by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

15. PROCEEDINGS AT GENERAL MEETINGS - DELEGATES

- (1) In clauses 16, 17, 19, 23, 25 and 26 'Delegate' includes a Delegate present in person or by proxy or attorney.
- (2) Each Delegate is entitled to one vote on resolutions of the Company.
- (3) Directors, including the President and Vice-President, are not entitled to vote on resolutions of the Company except pursuant to clause 21.

16. PROCEEDINGS AT GENERAL MEETINGS - QUORUM

- (1) No business may be transacted at a general meeting unless a quorum of Delegates is present when the meeting proceeds to business.
- (2) A quorum of Delegates consists of one Delegate from each of one half of the Member Clubs listed on the Register, plus one Delegate.
- (3) If a quorum is not present within thirty (30) minutes after the time appointed for a meeting:
 - (a) if the meeting was convened on the requisition of one or more Members or Directors, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Board; and
 - (ii) if at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the meeting is automatically dissolved.

17. PROCEEDINGS AT GENERAL MEETINGS - CHAIRPERSON

- (1) The President, or in the President's absence the Vice-President, will be the chairperson at every general meeting.
- (2) If the President and Vice-President are not present or are unwilling to act as chairperson, the Directors present may elect a chairperson.
- (3) If no election is made pursuant to clause 17(2), then:
 - (a) the Delegates may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Delegates may elect one of the Delegates present as chairperson.
- (4) If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

18. PROCEEDINGS AT GENERAL MEETINGS - ADJOURNMENT

- (1) The chairperson of a general meeting at which a quorum is present:
 - (a) in his or her discretion may adjourn a general meeting with the consent of a majority of the Delegates present at the general meeting; and
 - (b) must adjourn a general meeting if a majority of the Delegates directs the chairperson so to do.
- (2) An adjourned general meeting may take place at a different venue to the initial general meeting.
- (3) The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- (4) Notice of an adjourned general meeting must only be given in accordance with clause 14(1) if a general meeting has been adjourned for more than twenty-one (21) days.

19. PROCEEDINGS AT GENERAL MEETINGS - DECISION OF QUESTIONS

- (1) Subject to the Corporations Act 2001 in relation to special resolutions and subject to clauses 10(1)(b) and 60, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- (2) A resolution put to the vote of a general meeting is decided on a show of hands unless a poll is demanded, before or on the declaration of the result of the show of hands, by:
 - (a) the chairperson; or
 - (b) at least two Delegates entitled to vote on the resolution.
- (3) Unless a poll is demanded:
 - (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the general meeting,are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- (4) The demand for a poll may be withdrawn.
- (5) A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

20. PROCEEDINGS AT GENERAL MEETINGS - TAKING A POLL

- (1) A poll will be taken when and in the manner that the chairperson directs.
- (2) The result of the poll will be the resolution of the general meeting at which the poll was demanded.
- (3) The chairperson may determine any dispute about the admission or rejection of a vote.
- (4) The chairperson's determination, if made in good faith, will be final and conclusive.
- (5) A poll demanded on the election of the chairperson or the adjournment of a meeting must be taken immediately.
- (6) After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

21. PROCEEDINGS AT GENERAL MEETINGS - CASTING VOTE

In the event of a deadlock of Delegates on a resolution of a general meeting, the chairperson of the general meeting shall have a casting vote.

22. PROCEEDINGS AT GENERAL MEETINGS - OFFENSIVE MATERIAL

A person may be refused admission to, or required to leave and not return to, a general meeting if the person:

- (1) refuses to permit examination of any article in the person's possession; or
- (2) is in possession of any:
 - (a) electronic or recording device;
 - (b) placard or banner; or
 - (c) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption to the general meeting.

23. DELEGATES OF MEMBER CLUBS - ENTITLEMENT TO VOTE

The Delegates of a Member Club are not entitled to vote at a general meeting if a notice has been issued to the Member Club under clause 9(5)(b) and the Member Club's annual subscription remains in arrears at the date of the general meeting.

24. QUALIFICATION OF DELEGATES - OBJECTIONS

- (1) An objection to the qualification of a Delegate may only be raised at the meeting or adjourned meeting at which the Delegate tendered his or her vote.
- (2) Any objection under clause 24(1) must be referred to the chairperson of the meeting, whose decision made in good faith is final.
- (3) A vote which the chairperson does not disallow because of an objection is valid for all purposes.

25. VOTES BY PROXY

- (1) If a Delegate appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.
- (2) A proxy may demand or join in demanding a poll.
- (3) A proxy or attorney may vote on a poll.

26. INSTRUMENT APPOINTING PROXY

- (1) A Delegate may appoint a proxy by a written appointment signed by the appointor or the appointor's attorney duly authorised in writing.
- (2) A proxy need not be a Delegate.
- (3)
 - (a) An appointment of a proxy must comply with the requirements of the Corporations Act 2001 or be in a form approved by the Board.
 - (b) Schedule 3 sets out a form which will be taken to be approved by the Board unless the Board resolves otherwise.
- (4) A proxy may vote or abstain as he or she chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll in accordance with any instructions on the appointment.
- (5) A proxy's appointment is valid at an adjourned meeting.

27. LODGEMENT OF PROXY

- (1) The written appointment of a proxy or attorney must be received by the Company, at least forty-eight (48) hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
 - (a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- (2) The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
 - (a) the Office;
 - (b) a facsimile number at the Office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

28. VOTES OF DELEGATES - VALIDITY

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (1) died;
- (2) became of unsound mind; or
- (3) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant meeting or adjourned meeting.

29. COMPOSITION OF BOARD - NUMBER OF DIRECTORS

The Board of the Company consists of the following Directors:

- (1) the President;
- (2) the Vice-President;
- (3) Five (5) Directors, one of whom shall be a nominee of Scenic Rim Regional Council.

30. ELECTION AND REMOVAL OF PRESIDENT

- (1) Any Member, Delegate or Director may nominate an individual for election as the President of the Company.

- (2) A nominee for the position of President need not be a Director or Delegate or Member of a Member Club.
- (3) All nominations for the position of President must be in writing, in a form approved by the Board, signed by the nominating individual and seconded by another Delegate (but not a Delegate from the same Member Club as the nominating person) or Director, and lodged with the Secretary.
- (4) All nominations for the position of President must have complied with clause 36 before being voted on at a general meeting.
- (5) The Company may by resolution passed in general meeting:
 - (a) elect the President; and
 - (b) remove the President for cause before the end of the President's term of office; and
- (6) If the position of President becomes vacant for any reason, the Vice-President shall act as President until a new President is elected by a general meeting.

31. ELECTION AND REMOVAL OF VICE-PRESIDENTS

- (1) Any Member, Delegate or Director may nominate an individual for election as the Vice-President of the Company.
- (2) A nominee for the position of Vice-President must be a Member of a Member Club, Director, or Delegate.
- (3) All nominations for election as Vice-President must be in writing, in a form approved by the Board, signed by an officer of a Member Club and seconded by an officer of a different Member Club and lodged with the Secretary.
- (4) All nominations for the position of Vice-President must have complied with clause 36 before being voted on at a general meeting.
- (5) The Vice-President must be elected by a resolution of all Delegates who are present and voting at a general meeting. No person other than a Delegate may vote for the election of the Vice-President.
- (6) The Company may by resolution passed in general meeting:
 - (a) elect the Vice-President; and
 - (b) remove the Vice-President for cause before the end of the Vice-President's term of office; and
- (7) If the position of Vice-President becomes vacant for any reason, the President shall nominate a Director to act as Vice-President until a new Vice-President is elected by a general meeting.

32. ELECTION AND REMOVAL OF OTHER DIRECTORS

- (1) Any Delegate or Director may nominate an individual for election as a Director.
- (2) A nominee for election as a Director must be a Member of a Member Club.
- (3) All nominations for election as a Director must be in writing, in a form approved by the Board, signed by an officer of a Member Club and seconded by an officer of a different Member Club and lodged with the Secretary.
- (4) All nominations for election as a Director must have complied with clause 36 before being voted on at a general meeting.
- (5) A Director must be elected by a resolution of all Delegates who are present and voting at a general meeting. No person other than a Delegate may vote for the election of a Director.

- (6) The Company may by resolution passed in general meeting:
 - (a) elect a Director; and
 - (b) remove a Director for cause before the end of the Director's term of office; and

33. APPOINTMENT OF ADDITIONAL AND CASUAL DIRECTORS

- (1) Subject to clause 37(1), the Board may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.
- (2) A Director appointed under clause 33(1) will hold office until the next general meeting of the Company when the Director may be re-elected.

34. RETIREMENT AND RE-ELECTION OF DIRECTORS

- (1) All Directors who have been elected to office, including the President and the Vice-President, must retire from office at the conclusion of the first annual general meeting after the Director was last elected.
- (2) The Director who is the Delegate or nominee for the time being of Scenic Rim Regional Council need not retire from office pursuant to clause 34(1).
- (3) A retiring Director will be eligible for re-election.

35. DIRECTORS - FILLING VACATED OFFICE

- (1) When the President retires at a general meeting, the Company must elect a person to fill the vacated office in accordance with the procedure set out in clause 30.
- (2) When the Vice-President retires at a general meeting, the Company must elect a person to fill the vacated office in accordance with the procedures set out in clause 31.
- (3) When the Directors other than the President and Vice-President retire at a general meeting, the Company must elect persons to fill the vacated offices in accordance with the procedures set out in clause 32.
- (4) If a vacated office is not filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:
 - (a) it is resolved not to fill the vacated office; or
 - (b) the resolution for the re-election of the Director is put and lost.

36. DIRECTORS - NOMINATION OF DIRECTOR

- (1) A person other than a retiring Director is not eligible for election as a Director at a general meeting unless the person, or a Member who intends to propose the person, has left at the Office a written notice signed by him or her:
 - (a) giving the person's consent to the nomination; and
 - (b) stating either that the person is a candidate for the office of Director or that the Member intends to propose the person for election.
- (2) A notice given in accordance with clause 36(1) must be left at the Office at least thirty (30) days before the relevant general meeting.
- (3) A written notice referring to all Director vacancies and each candidate for election, must be sent to all Members at least seven days before every general meeting at which an election of a Director will take place.

37. DIRECTORS - VACATION OF OFFICE

The office of a Director immediately becomes vacant if the Director:

- (1) is prohibited by the Corporations Act 2001 from holding office or continuing as a Director;
- (2) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- (3) cannot manage the Company because of his or her mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- (4) resigns by notice in writing to the Company;
- (5) is removed by a resolution of the Company;
- (6) is absent from two consecutive Directors' meetings without leave of absence from the Directors;
- (7) holds any office of profit under the Company; or
- (8) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act 2001.

38. POWERS AND DUTIES OF DIRECTORS

- (1) The business of the Company is managed by the Directors acting as a Board, which may exercise all powers of the Company that this Constitution and the Corporations Act 2001 do not require to be exercised by the Company in general meeting.
- (2) Without limiting the generality of clause 38(1), the Board may exercise all the powers of the Company to:
 - (a) borrow money;
 - (b) charge any property or business of the Company; and
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.
- (3) The following powers may not be exercised by the Board but are reserved for the resolution of the Company at a general meeting:
 - (a) the admission of a new Member Club;
 - (b) the termination of the membership of a Member Club;
 - (c) the election of the President, Vice-President and Directors;
 - (d) the removal for cause of any of the President, Vice-President or Directors; and
 - (e) the amendment of this Constitution.

39. PROCEEDINGS OF DIRECTORS – Board meetings

- (1)
 - (a) A Director may at any time, and the Secretary must on the request of a Director, convene a Board meeting.
 - (b) Notice of a Board Meeting may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.
- (2) It is not necessary to give notice of a Board Meeting to a Director whom the Secretary, when giving notice to the other Directors, reasonably believes to be outside Australia.
- (3)
 - (a) Subject to the Corporations Act 2001, a Board Meeting may be held by the Directors communicating with each other by any technological

means by which they are able simultaneously to hear each other and to participate in discussion.

- (b) The Directors need not all be physically present in the same place for a Board Meeting to be held
 - (c) Subject to clause 42, a Director who participates in a Board Meeting held in accordance with this Constitution is taken to be present and entitled to vote at the Board Meeting.
- (4) Clause 39(3) applies to meetings of Directors' committees as if all committee members were Directors.
 - (5) The Directors may meet together, adjourn and regulate Board Meetings as they think fit.
 - (6) A quorum is a majority of Directors for the time being.

40. PROCEEDINGS OF DIRECTORS - CHAIRPERSON

The President, or in the absence of the President the Director appointed as acting President pursuant to clause 30(7), will act as chairperson at each Board Meeting.

41. PROCEEDINGS OF DIRECTORS - DECISION OF QUESTIONS

- (1) Subject to this Constitution, questions arising at a Board Meeting are to be decided by a majority of votes of the Directors present and voting and, subject to clause 42, each Director has one vote.
- (2) The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.
- (3) (a) An Alternate Director has one vote for each Director for whom he or she is an alternate.
(b) If the Alternate Director is a Director, he or she also has a vote as a Director.

42. PROCEEDINGS OF DIRECTORS - DIRECTORS' INTERESTS

- (1) Every Director who has a material personal interest in a matter that is to be considered at a Board Meeting:
 - (a) must not vote on the matter or be present while the matter is being considered at the Board Meeting; and
 - (b) will not be counted in a quorum in relation to that matter,if to do so would be contrary to the Corporations Act 2001.
- (2) Each Director must disclose his or her material personal interests to the Company in accordance with the Corporations Act 2001 and the Secretary must record all declarations in the minutes of the relevant Board Meeting.
- (3) Voting by a Director contrary to this clause 42, or failure by a Director to make disclosure under this clause 42, does not render void or voidable a contract or arrangement in which the Director has a material personal interest.
- (4) A Director may join in executing in accordance with section 127 of the Corporations Act 2001 any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has an interest.

43. PROCEEDINGS OF DIRECTORS - ALTERNATE DIRECTORS

- (1) A Director may, with the approval of the Directors, appoint any person as his or her alternate for a period determined by that Director.

- (2) An Alternate Director is entitled to notice of Board Meetings and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.
- (3) An Alternate Director is an officer of the Company and is not an agent of the appointor.
- (4) The provisions of this Constitution which apply to Directors also apply to Alternate Directors.
- (5)
 - (a) The appointment of an Alternate Director may be revoked at any time by the appointor or by the other Directors.
 - (b) an Alternate Director's appointment ends automatically when his or her appointor ceases to be a Director.
- (6) Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

44. PROCEEDINGS OF DIRECTORS - REMAINING DIRECTORS

- (1) The Directors may act even if there are vacancies on the board.
- (2) If the number of Directors is not sufficient to constitute a quorum at a Board Meeting, the Directors may act only to:
 - (a) appoint a Director; or
 - (b) convene a general meeting.

45. PROCEEDINGS OF DIRECTORS - DIRECTORS' COMMITTEES

- (1) The Board may delegate any of its powers to:
 - (a) a committee of Directors;
 - (b) a Director;
 - (c) an employee of the Company; or
 - (d) any other person.
- (2) A committee or person to which any powers have been delegated must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
- (3) A committee or person to which any powers have been delegated may be authorised to sub-delegate all or any of the powers for the time being vested in it.
- (4) Meetings of any committee will be governed by the provisions of this Constitution which deal with Board Meetings so far as they are applicable and are not inconsistent with any directions of the Board.

46. CIRCULAR RESOLUTIONS

- (1) The Board may pass a resolution without a Board Meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- (2) For the purposes of clause 46(1) separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (3) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

- (4) The minutes of Board Meetings must record that a resolution was passed in accordance with this clause 46.
- (5) This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

47. PROCEEDINGS OF DIRECTORS - VALIDITY OF ACTS OF DIRECTORS

If it is discovered that:

- (1) there was a defect in the appointment, or in the continuance of the appointment, of a person as a Director, Alternate Director or member of a Directors' committee: or
- (2) a person appointed to one of those positions was disqualified,

all acts of the Board or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

48. PROCEEDINGS OF DIRECTORS - MINUTES AND REGISTERS

- (1) The Board must cause minutes to be made of:
 - (a) the names of the Directors present at all general meetings, Board Meetings and meetings of Directors' committees;
 - (b) all proceedings and resolutions of general meetings, Board Meetings and meetings of Directors' committees;
 - (c) all resolutions passed by circular resolution in accordance with clause 46;
 - (d) all appointments of officers;
 - (e) all orders made by the Board and by Directors' committees; and
 - (f) all disclosures of interests made pursuant to clause 42.
- (2) Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- (3) The Company must keep all registers required by this Constitution and the Corporations Act 2001.

49. LOCAL MANAGEMENT - LOCAL MANAGEMENT

- (1) The Board may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.
- (2) Without limiting clause 49(1) the Board may:
 - (a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
 - (b) delegate to any person appointed under clause 49(2)(a) any of the powers, authorities and discretions which may be exercised by the Board under this Constitution,on any terms and subject to any conditions determined by the Board.
- (3) The Board may at any time revoke or vary any delegation under this clause 49.

50. LOCAL MANAGEMENT - APPOINTMENT OF ATTORNEYS AND AGENTS

- (1) The Board may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act 2001 appoint any person to be the attorney or agent of the Company:

- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Board under this Constitution);
 - (c) for the period; and
 - (d) subject to the conditions,
determined by the Board.
- (2) An appointment by the Board of an attorney or agent of the Company may be made in favour of:
- (a) any member of any local board established under this Constitution;
 - (b) any company;
 - (c) the members, directors, nominees or managers of any company or firm; or
 - (d) any fluctuating body of persons whether nominated directly or indirectly by the Board.
- (3) A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Board thinks fit.
- (4) The Board may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.
- (5) An attorney or agent appointed under this clause 50 may be authorised by the Board to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

51. SECRETARY

- (1) The Board must appoint a Secretary of the Company for a term and at remuneration and on conditions determined by the Board.
- (2) The Secretary is entitled to attend and be heard on any matter at all Board meetings and general meetings.
- (3) The Board may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

52. SEALS - COMMON SEAL

- (1) If the Company has a Seal:
 - (a) the Board must provide for the safe custody of the Seal;
 - (b) the Seal must not be used without the authority of the Board or a Directors' committee authorised to use the Seal;
 - (c) every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Board to countersign the document.

53. SEALS - Duplicate seal

- (1) If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:
 - (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
 - (b) must not be used except with the authority of the Board.

54. INSPECTION OF RECORDS

- (1) Except as otherwise required by the Corporations Act 2001, the Board may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members or Delegates other than Directors.
- (2) A Member or Delegate other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member or Delegate is authorised to do so by a court order or a resolution of the Board.

55. NOTICES - SERVICE OF NOTICES

- (1) Notice may be given by the Company to any person who is entitled to notice under this Constitution:
 - (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.
- (2) A notice sent by post is taken to be served:
 - (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- (3) A notice sent by facsimile transmission or electronic notification is taken to be served:
 - (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- (4) If a Member has no registered address a notice will be taken to be served on that Member twenty-four (24) hours after it was posted on a notice board at the Office.
- (5) A Member whose registered address is not in Australia may specify in writing an address in Australia to be taken to be the Member's registered address within the meaning of this clause.
- (6) A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- (7) Subject to the Corporations Act 2001 the signature to a written notice given by the Company may be written or printed.
- (8) All notices sent by post outside Australia must be sent by prepaid airmail post.

56. NOTICES - PERSONS ENTITLED TO NOTICE

- (1) Notice of every general meeting must be given to:
 - (a) every Member Club;
 - (b) every Director and Alternate Director; and
 - (c) any Auditor.
- (2) No other person is entitled to receive notice of a general meeting.

57. AUDIT AND ACCOUNTS

- (1) The Board must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Corporations Act 2001.
- (2) The Board must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act 2001.

58. WINDING UP

- (1) If the Company is wound up:
 - (a) each Member Club; and
 - (b) each Member Club that has ceased to be a Member Club in the preceding year;

undertakes to contribute to the property of the Company for the:

- (c) payment of debts and liabilities of the Company (in relation to clause 58(1)(b), contracted before the person or organisation ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding \$1.00.
- (2) If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to some other institution or company:
 - (a) having objects similar to the objects of the Company; and
 - (b) whose constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under clause 3,

such institutions and/or companies to be determined by the Members by majority vote at or before the winding up or dissolution, or in default of such determination, by a Court of competent jurisdiction.

59. INDEMNITY AND INSURANCE

- (1) To the extent permitted by law and to the extent that the officer is not indemnified by directors' and officers' liability insurance maintained by the Company, the Company indemnifies every person who is or has been an officer of the Company against any liability:
 - (a) incurred by that person as such an officer to another person other than the Company or a related body corporate of the Company unless the liability arises out of conduct involving a lack of good faith; and
 - (b) for costs and expenses incurred by the person as such an officer:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act 2001.

- (2) The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer or auditor of the Company against a liability:
- (a) incurred by the person as such an officer or auditor unless the liability arises out of conduct involving:
 - (i) a wilful breach of duty in relation to the Company; or
 - (ii) without limiting subparagraph (i), a contravention of section 182 or 183 of the Corporations Act 2001; or
 - (b) for costs and expenses incurred by the person as such an officer or auditor in defending proceedings, whether civil or criminal and whatever their outcome.
- (3) In this clause 59 'officer' means a Director, Secretary or executive officer of the Company.

60. AMENDMENT OF CONSTITUTION

This Constitution may only be amended pursuant to a resolution passed by three-quarters of those present and voting at a general meeting of the Company.

SCHEDULE 1

LIST OF FOUNDING MEMBER CLUBS

CLUB	ADDRESS
1. Scenic Rim Regional Council	PO Box 25, Beaudesert, Qld 4285
2. Tamborine Mountain Cricket Club	PO Box 57, North Tamborine, Qld 4272
3. Tamborine Mountain Eagles Soccer Club	Geissman Road, North Tamborine, Qld 4272
4. Tamborine Mountain Chess Club	3 Golf Course Road, Mount Tamborine Qld 4272
5. Tamborine Mountain Tennis Club	10 Winema Drive, North Tamborine Qld 4272
6. Tamborine Mountain Bridge Club	PO Box 8, Eagle Heights, Qld 4271
7. Tamborine Mountain Triathlon Club	PO Box 229, North Tamborine, Qld 4272
8. Tamborine Mountain Bushrats Junior Rugby League Club	PO Box 227, North Tamborine, Qld 4272
9. Tamborine Mountain Netball Club	16 Roslyn Court, North Tamborine, Qld 4272

SCHEDULE 2

ITEM 1 – ENTRANCE FEE

\$250

ITEM 2 – ANNUAL SUBSCRIPTION

\$250

SCHEDULE 3

GENERAL MEETING

PROXY FORM

The _____ Secretary

(address)

I/We (please print)

of (please print)

being a Delegate/Director of _____ appoint:

Name of proxy

Address of proxy.....

or, in his/her absence, the chairperson of the meeting as my/our proxy to vote on my/our behalf at the general meeting of _____ to be held on..... at am/pm and at any adjournment of that meeting.

Proxy instructions

To instruct your proxy how to vote, insert 'X' in the appropriate column against each item of business set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I/We instruct my/our proxy to vote as follows:

Resolution

For Against Abstain

.....

This proxy must be signed by each appointing Delegate or the Delegate's attorney. Proxies given by companies must be executed in accordance with section 127 of the Corporations Act 2001 or signed by an authorised officer or attorney.

Dated:

COMMON SEAL	SIGNATURE(S)	NAME (print)

This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at the registered office of NAME, address or by facsimile on fax no no later than time am/pm on date, being not later than forty-eight (48) hours before the meeting.

Notes:

1. A member who is entitled to vote at the meeting may appoint one proxy.
2. If you require an additional proxy form, the company will supply it on request.
3. A proxy need not be a Member of a Member Club or Director of the company or a Delegate of a Member Club.