CONSTITUTION
OF
DRIVE IT NQ
ACN 604 861 118

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CONSTITUTION OF DRIVE IT NQ

A COMPANY LIMITED BY GUARANTEE

1. DEFINITIONS AND INTERPRETATION

1.1 Replaceable Rules

The replaceable rules contained in the *Corporations Act* do not apply to this Company to the extent they are inconsistent with these regulations.

1.2 Definitions

Act means the Corporations Act 2001 and its amendments.

Affiliated Club means a Category B or Category C Member as described under clause 6.1

AGM means the annual general meeting of the Company.

Auditor means the Auditor of the Company appointed pursuant to clause 9.10.

Board means the board of directors of the Company for the time being or such number of them as has authority to act for the Company.

Board Meeting means a meeting of Category E Members.

By-Laws means those By-Laws made in accordance with clause 9.16.

Chairperson means the chairperson of directors elected pursuant to this Constitution.

Claim means any action, suit, proceeding, claim, demand, damage, penalty, cost or expense however arising but does not include any claim made under a relevant insurance policy of the Company or available to a Member under this Constitution.

Club means a not for profit body formed primarily for the purposes of participating in motorsport, related activities or activities suitable to the facility.

Club Director means a director of the Company appointed pursuant to clause 8.2.

Community Director means a director of the Company appointed pursuant to clause 8.3.

Company means Drive It NQ.

Company Secretary means any person appointed to perform the duties of a company secretary of the Company.

Constitution means this Constitution of the Company.

Director means a member of the Board and includes Club Directors, Community Directors and the Mayoral Director.

Elected Director means a Director elected under clauses 8.2 and 8.3.

Facility means the Driver education and Motorsport Precinct as operated by the Company.

Financial Year means the year ending 31 December in each year.

Founding Members are Gregory Wayne Fitzgerald, Patrick Michael Driscoll and Graham Henry Pope.

General Meeting means the Annual or any General Meeting of the Category B,C and E Members of the Company.

Intellectual Property means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to the Company. The words "Drive It", "Ride It", "Race It" and "Learn It", or any event developed, conducted, promoted or administered by the Company.

Mayoral Director means the current Mayor of the city of Townsville or their appointee.

Member means a member for the time being of the Company under clause 6.

Objects means the Objects of the Company in clause 2 of this Constitution.

Proxy means an appointment of the power to vote to another member

General Proxy means the appointee of the proxy may utilise such voting power as they see fit.

Specific Proxy means the appointee my vote in the manner described in the proxy form.

Standing Orders means those orders made in accordance with clause 9.17.

Regulations means the Constitution of the Company.

Secretary of the Board means a Secretary appointed by the Board having such functions as are set out under this Constitution.

Special Resolution means a Special Resolution as defined under the Act.

Sub Facilities means any structure or improvement within the Facility operated by Category B Members.

1.3 **Interpretation**

Unless the context otherwise requires:

(a) singular includes plural and vice versa;

(b) an expression used in a particular Chapter of the *Corporations Act* that is given by that Chapter a special meaning for the purposes of that Chapter has,

in any of these regulations that deals with a matter dealt with by that Chapter, the same meaning as in that Chapter;

(c) headings and the index are to be disregarded in the interpretation of this Constitution;

(d) expressions referring to writing shall, unless the contrary intention appears, be construed as- including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

(e) references to statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders in council, rules, by-laws and ordinances made under those statutes;

(f) a reference to:

(i) a function includes a reference to a power, authority and duty;

(ii) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;

(iii) a word importing the singular includes the plural and vice versa;

(iv) a word importing any gender includes all other genders;

(v) a reference to persons includes corporations and bodies politic;

(vi) a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;

(vii) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);

(viii) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, that phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be read down, the phrase or provision shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

(ix) Except where the contrary intention appears in this Constitution, an expression in a provision of this Constitution, that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Corporations Act.

2. OBJECTS AND POWERS

2.1 Principal Objective

(a) To design, construct and operate a multiuser facility know as the Manton Motorsport Facility in a not for profit capacity. The Facility should be optimised for regional economic benefit and assist user groups in compliance of the sub facilities to national codes. At all times the Board must provide positive and fostering relationship with user groups so as to foster increased membership and activity in the Facility.

2.2 Specific and Incidental Objectives:

(a) to promote, operate and protect the Facility;

(b) to ensure that all activities within the Facility are carried out in a manner which secures and enhances the safety of participants, officials, spectators and the public and which allows the sports to be competitive and fair;

(c) to develop, implement and vigilantly monitor a strategic plan, to ensure the best possible development and operation of the Facility;

(d) to promote and be engaged in all manner of motor sport, road safety and road education and recognise the value of motor sport in developing road skills.

2.3 Power of the Company

The Company has the legal capacity and powers set out under section 124 of the Act and may exercise its powers solely for furthering the Objects.

2.4 Application of Income

(a) The income and property of the Company shall be applied solely towards the promotion of the Objects.

(b) No portion of the income or property of the Company shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.

(c) No remuneration or other benefit in money or money's worth shall be paid or given by the Company to any Director or any Member who holds any office of the Company.

(d) Nothing contained in clauses 2.4 (b) or (c) shall prevent payment in good faith of or to any Member:

(i) for any services actually rendered to the Company whether as an employee or otherwise or for goods supplied in the ordinary and usual course of business (provided such payment has been approved by the Board);

(ii) of interest not exceeding the rate for the time being fixed for the purpose of this Constitution by the directors on money borrowed from any Member of the Company;

(iii) of reasonable and proper rent for premises demised or let by any Member to the Company;

(iv) for any out-of-pocket expenses properly incurred by any Member on behalf of the Company, provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction. Any such payments must be first approved by the Board.

2.5 Addition Alteration or Amendment

(a) Subject to clause 2.5(b) no addition, alteration or amendment shall be made to this Constitution unless the same has been approved in accordance with the Act.

(b) Clauses 7.6, 8.2, 8.3 and 8.12 shall not be amended without first obtaining a Special Resolution passed by Category B Members at any General Meeting.

2.6 Liability of Members

The liability of the Members of the Company is limited.

3. MEMBERS' CONTRIBUTIONS

Every Member undertakes to contribute to the assets of the Company in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the Company contracted before the time at which it or he ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding one dollar ($1).

4. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members of the Company other than Category B Members, notwithstanding, it shall be paid to or distributed to an organisation or organisations having objects similar to the objects of the Company and which requires its income and profits to be applied solely in promoting its objects and which 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 by clause 2.4 of this Constitution. Such organisation to be determined by Category B, C and E Members of the Company at or before the time of dissolution, and in default thereof by such Judge of the Supreme Court of Queensland as may have or acquire jurisdiction in the matter.

5. ACCOUNTS

The Directors will ensure that the Company keeps true accounts of the sums of money received and expended by the Company and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the Company and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with this Constitution of the Company for the time being, shall be open to the inspection of the Members. Once at least in every year the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the Members in accordance with the provisions of the Act.

6. MEMBERS

6.1 Members

(a) The membership of the Company will consist of the following categories:

(i) Category A Members;

(ii) Category B Members;

(iii) Category C Members;

(iv) Category D Members;

(v) Category E Members; and

(vi) such other categories as are created from time to time under clause 6.2(h).

(b) ***Category A Members***:All financial members of Affiliated Clubs (Categegory B members). Category A members (unless also a current Category E member) are not entitled to notice of General Meetings or to attend or vote or debate at General Meetings.

(c) ***Category B Members***: Clubs which are affiliated with the Company by a vote at a General Meeting. Category B Members (or their nominees) are entitled to receive notice of General Meetings, to attend, move/second motions, debate and vote on matters of membership only.

(d) ***Category C Members***: Any incorporated association or corporation which are affiliated with the Company by a vote at a General Meeting and which may be represented at General Meetings by a nominee nominated from time to time in writing by that entity. Category C members (or their nominees) are entitled to notice of General Meetings, to attend, move/second motions and debate.

(e) ***Category D Members***: Any persons or incorporated association or corporation determined from time to time by the Board to be Life Members, Members of Honour or holders of the Awards of Merit. Category D Members (unless also a current Category E Member) are not entitled to notice of General Meetings or to attend or vote or debate at General Meetings. Life Members. Members of

Honour and holders of Awards of Merit will consist of those individuals nominated by the Board and then elected by the voting Members at a General Meeting as a worthy recipient of such recognition

(f) ***Category E Members:*** The Directors. Category E Members have the right to recieve notices of General Meetings and to be present, vote on any resolution (other than membership), debate and move/second motions at General Meetings. Cat E Members cannot be the nominees of Category B or C Members.

(g) Where an Affiliated Club is unincorporated, that is, has no legal status separate from its individual members, the nominated representative of the Affiliated Club shall be deemed to represent the Afflicated Club for all membership purposes under this Constitution.

(h) The Board has power from time to time to create new categories of membership so long as the effect of this is not to alter the rights, privileges or obligations of an existing category of Members.

(i) Affiliation of Clubs shall be governed by the procedures set out in Standing Orders determined by the Board from time to time.

(j) Category A and D members are not considered as "members" for the purposes of the Corporations Act.

6.2 **Membership Fees**

(a) The Board will determine details of any membership fee payable from time to time for each category of membership. Such fees will be payable annually (or at such other frequency as the Board determines).

(b) The Board may in its absolute discretion:

(i) Eextend the time for payment of membership fees either generally on in a particular case; or

(ii) Exempt particular members or classes of members (eg Solicitors) from payment of membership fees.

(c) Subject to clause 6.2 (b) Members whose subscriptions and/or fees have not been paid and received by the time set by the Board in any year shall not be entitled to receive any of the benefits, advantages, privileges or services of membership unless otherwise approved in writing by the Board.

6.3 Effect of Membership

(a) All Members acknowledge and agree that:

(i) This Constitution constitutes a contract between each of them and the Company and that they are bound by the Constitution.

(ii) They shall comply with and observe the Constitution and any Regulations and any determination or resolution which may be made or passed by the Board.

(iii) By submitting to the Constitution they are subject to the jurisdiction of the Company.

(iv) The Constitution is made in the pursuit of a common object, namely the mutual and collective benefit of the Company, the Members and motor sport.

(v) The Constitution is necessary and reasonable for promoting the Objects and particularly the advancement and protection of motor sport and driver education.

(vi) They release and discharge the Company from all Claims that they had or may have had but for this release arising from or in connection with their membership of the Company and/or participation in any the Company authorised or recognised activity.

(vii) They indemnify the Company to the extent permitted under the Competition and Consumer Act 2010 or otherwise by law in respect of any Claims arising as a result of or in connection with their membership of the Company and/or participation in any the Company authorised or recognised activity whether caused or contributed to, directly or indirectly, by any act or omission (including negligence) on the part of the Company.

(viii) They are entitled to all benefits, advantages, privileges and services of the Company membership.

6.4 Discontinuance of Membership

Category B Members or Catergory C Members having paid all arrears of subscriptions and fees payable by it to the Company , may withdraw from membership by giving notice in writing of such withdrawal to the Secretary of the Board.

Where a Club ceases to be affiliated with the Company the Category A Members of that Club also cease to be Members unless also an individual member of another Affiliated Club.

A Member, who ceases to be a Member, shall forfeit all right in and claim upon the Company and its property including Intellectual Property.

6.5 Failing to comply with the Constitution

(a) Should any member:

(i) cease to be eligible for membership;

(ii) act in a manner that the Board considers materially prejudicial to the interests of the Company or its Objects;

(iii) fails to pay his or her Membership Fees as and when they fall due; or

(iv) wilfully refuses or neglects to comply with the provisions of this Constitution,

the Board will consider whether to terminate the member's membership.

(b) The Board may in its absolute discretion summons any Member it considers to be in breach of any provision of this Constitution to present themself to a special meeting of the Board to show cause as to why the Board should not consider suspending or terminating the membership of the Member.

(c) Before the Board terminated the member's membership, the member concerned will be given a full and fair opportunity of presenting the Member's case and if the Board resolves to terminate the member's membership. If the Board terminates the members membership it will instruct the Secretary to advise the member in writing accordingly.

6.6 Matters of disrepute

(a) The Board in its sole discretion may consider any of the following matters for investigation or determination by such procedure or persons as the Board considers appropriate:

(i) an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including from any governing body , Director, Secretary or any employee of the Company) that a Member has:

a. breached, failed, refused or neglected to comply with a provision of this Constitution, or any Regulations or any other resolution or determination of the Board; or duly authorised commission or committee; or

b. acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Company and/or motor sport and/or driver education; or

c. prejudiced the Company or motor sport or brought the Company or motor sport into disrepute.

(b) All Members are subject to, and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Company or as prescribed by the Board from time to time.

7. GENERAL MEETINGS

7.1 Convening General Meetings

Any Director may call a General Meeting. The Board will call a General Meeting if requested by the Category E or Category B Members in accordance with the Act.

7.2 Notice of Meeting

Subject to the provisions of the Act relating to agreements for shorter notice, not less than twenty-one days' written notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) must be given of any General Meeting.

The notice must:

(a) set out the place, date and time for 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) state the general nature of the meeting's business; and

(c) if a Special Resolution is to be proposed at the meeting, set out an intention to propose the Special Resolution and state the resolution; and

(d) if a Category E Member is entitled to appoint a proxy, contain a statement setting out the following information:

(i) that the Category E Member has a right to appoint a proxy; and

(ii) that the proxy needs to be a Category E Member.

(e) if a Category B Member is entitled to appoint a proxy, contain a statement setting out the following information:

(i) that the Category B Member has a right to appoint a proxy; and

(ii) that the proxy needs to be a Category B Member.

7.3 Entitlement to Notices

Notice of every General Meeting will be given in any manner authorised by this Constitution to every Category E member, every Category B member and every Category C member.

7.4 Place of General Meeting

The Company may hold a General Meeting at two or more venues using any technology that gives the Category E Members and Category B members as a whole a reasonable opportunity to participate.

7.5 Written Resolutions

(a) the Company may pass a resolution without a General Meeting being held if:

(i) On matters that require voting by category E members, a majority of all Category E Members sign a document containing a statement that they are in favour of the resolution set out in the document. All Category E Members must be served with any document to be considered under this clause. The provisions of this clause do not

apply to a resolution to remove the Auditor. Separate copies of the document may be used for signing by Category E Members if the wording of the resolution statement is identical on each copy. The resolution is passed when the last Category E Member of the majority in favour signs.

(ii) On matters that require voting by category B members, a majority of all Category B Members sign a document containing a statement that they are in favour of the resolution set out in the document. All Category B Members must be served with any document to be considered under this clause. The provisions of this clause do not apply to a resolution to remove a Member. Separate copies of the document may be used for signing by Category E Members if the wording of the resolution statement is identical on each copy. The resolution is passed when the last Category B Member of the majority in favour signs.

7.6 Quorum

The quorum for a General Meeting is seven (7) Category E Members plus 50% +1 of the Category B Members. The quorum must be present at all times during the meeting. If the Chairperson should be unable to attend then an interim Chair may appointed for that meeting.

7.7 Proxies in Quorum

A proxy submitted in accordance with the constitution is accepted as an attendee of the meeting for the purposed of establishing a quorum.

7.8 Adjournment for Lack of Quorum

If a General Meeting does not have a quorum present within thirty minutes after the time for the meeting set out in the notice of meeting, the meeting shall be adjourned to the date, time and place the Board specifies. If the Board does not specify one or more of these things, then the meeting shall be adjourned to: (a) if the date is not specified – the same day in the next week; and (b) if the time is not specified – the same time; and (c) if the place is not specified – the same place.

7.9 Lack of Quorum at Adjourned Meeting

If no quorum is present at the resumed meeting within thirty minutes after the time specified for the meeting, then the meeting is dissolved.

7.10 Chairperson of General Meetings

The Chairperson shall be entitled to act as chair at every General Meeting. If the Chairperson is not available within ten minutes after the time appointed for holding the meeting or declines to act for the meeting or part of the meeting, Category E Members will elect an interim Chairperson for that meeting.

7.11 Adjournment Generally

The Chairperson may, with the consent of any General Meeting at which a quorum is present (and will, if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for one month or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

7.12 Putting of Resolutions

A resolution put to the vote at a General Meeting must be decided on a show of hands unless a poll is demanded. Before a vote is taken the Chairperson must inform the meeting whether proxies have been received and how those proxies are to be cast. A poll may be demanded by: (a) at least 3 Category E Members; or (b) at least 3 Category B Members, or (c) the Chairperson. The poll may be demanded before a vote is taken or before the voting results on a show of hands are declared or immediately after the voting results on a show of hands are declared.

7.13 Result on Show of Hands

On a show of hands, a declaration by the Chairperson is conclusive evidence of the result provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the Chairperson nor the minutes need state the number or proportion of the votes recorded in favour or against.

7.14 Demand for Poll

A poll may be demanded on any resolution including the election of the Chairperson or the adjournment of a meeting. A poll demanded on a matter other than the election of the Chairperson or the question of adjournment must be taken when and in the manner the Chairperson directs. A poll on the election of the Chairperson or on the question of an adjournment must be taken immediately. A demand for a poll may be withdrawn.

7.15 Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson will cast a vote and the resolution will fall in favour of that vote. An abstaining vote shall be taken as a vote against the resolution.

7.16 Entitlement to Vote

No Category E Member or Category B Member is entitled to vote at any General or Board Meeting unless all sums presently payable by that Member in respect of membership in the Company have been paid.

7.17 Disallowance of Vote

A challenge to a right to vote at a General Meeting: (a) can only be made at the meeting; and (b) must be determined by the Chairperson whose decision is final. Every vote not so disallowed is valid for all purposes.

7.18 Proxy voting

Proxy voting is permitted at General Meetings. Specific Proxies will be held by the Chairperson.

A General Proxy vote can be held and exercised by a Category E Member. Each Category E Member can only hold one (1) General Proxy vote from another Category E member, submitted on the form as per Appendix 1 of this Constitution and which must be submitted to the Secretary of the Board no less than 7 days prior to the meeting in question.

A General Proxy vote can be held and exercised by a Category B Member. Each Category B Member can only hold one (1) General Proxy vote from another Category B member, submitted on the form as per Appendix 1 of this Constitution and which must be submitted to the Secretary of the Board no less than 7 days prior to the meeting in question.

8. THE BOARD

8.1 Composition of the Board

(a) First Directors

The first directors of the Board will consist of the Founding Members, being those persons who have consented to act as directors and who are named as proposed directors in the application for registration of the Company (the "Initial Board"). The Initial Board will hold office until the first AGM following incorporation of the Company when the Initial Board will be replaced by the Board as comprised in clause 8.1 (b).

(b) Composition of the Board

(c) The Board will, subject to this Constitution, be comprised of eleven Directors. Six Club Directors elected from nominations of Category A Members. Four Community Directors and the 11th being the Mayoral Director (this is not an elected position). All Directors must be Australian residents.

8.2 Election of Club Directors

Persons seeking election for the position of Club Directors must be Category A Members.

(a) Subject to provisions in this Constitution relating to the earlier retirement or removal of Directors, Club Directors shall remain in office from 1 January in the calendar year following that of their election until 31 December the following year.

(b) At the first appointment of Club Directors, by ballot, three Club Directors shall be appointed for a three year term, the remaining three for a two year term. All subsequent terms will be for two years.

(c) Subject to clause 8.2(g) each Club Director shall be elected at a General Meeting held before 31st October.

(d) Subject to clause 8.2(g) Club Directors shall, upon the expiration of their respective terms of office, be eligible for re-election for a maximum of two consecutive terms.

(e) In the event of the death, removal, resignation or disqualification from office of a Club Director, the board will operate at a reduced capacity until the casual vacancy is filled at the next General Meeting.

(f) Any vacancy filled in Board membership (due to death, removal, resignation or disqualification from office) for less than 50% of the full term will not be considered a term for the purposes of re-election.

(g) Nominations for the position of Club Director must be received by the Secretary of the Board no later than 14 Days prior to the General Meeting at which those elections are to be held. Nominations must be:

(i) in writing;

(ii) on the prescribed form provided for that purpose (if any);

(iii) signed by a nominator and a seconder, who must each be either a Category B,C or D Member; and

(iv) certified by the nominee expressing their willingness to accept the position for which they are nominated.

8.3 Election of Community Directors

Community Directors should have specific skills in commerce, finance, marketing, law or business generally, but need not have experience in or exposure to motor sport. They do not need to be Category A Members of the Company.

(a) Subject to provisions in this Constitution relating to the earlier retirement or removal of Directors, Community Directors shall remain in office from 1 January in the calendar year following that of their election until 31 December the following year.

(b) At the first appointment of Club Directors, by ballot, two Community Directors shall be appointed for a three year term, the remaining two for a two year term. All subsequent terms will be for two years.

(c) Subject to clause 8.3(g) each Community Director shall be elected at a General Meeting held before 31st October.

(d) Subject to clause 8.3(g) Community Directors shall, upon the expiration of their respective terms of office, be eligible for re-election for a maximum of two consecutive terms.

(e) In the event of the death, removal, resignation or disqualification from office of a Community Director, the board will operate at a reduced capacity until the casual vacancy is filled at the next General Meeting.

(f) Any vacancy filled in Board membership (due to death, removal, resignation or disqualification from office) for less than 50% of the full term will not be considered a term for the purposes of re-election.

(g) Nominations for the position of Community Director must be received by the Secretary of the Board no later than 14 Days prior to the General Meeting at which those elections are to be held. Nominations must be:

(i) in writing;

(ii) on the prescribed form provided for that purpose (if any);

(iii) signed by a nominator and a seconder, who must each be either Category B,C or D Members; and

(iv) certified by the nominee expressing their willingness to accept the position for which they are nominated.

8.4 Chairperson

(a) The Board shall at a meeting of the Board held after 31 October in an election year elect a Chairperson. A person seeking election for the position of Chairperson must be a Category E Member.

(b) Even if there is only one nominee that person must be elected by a majority vote of the Directors. Where there are 2 or more nominees an election shall be held by preferential ballot. The election shall be by secret ballot on papers prepared by the Secretary of the Board. The nominee with the highest number of votes (which must be at least 50% of the votes of Directors present) will be declared elected

(c) The Chairperson shall hold office for one year from 1st January in the year following that of their election to 31 December in that same year or until their earlier death, resignation, disqualification or removal by resolution of the Board in accordance with sub-clause (e) hereof. The Chairperson may upon the expiration of their term of office be re-elected.

(d) In the event of the death, removal, resignation or disqualification from office of the Chairperson, the Board shall elect a new Chairperson to fill the vacancy. The new Chairperson will hold office for the balance of the term of the Chairperson who has vacated the Board.

(e) The Chairperson shall immediately resign from office as Chairperson during his term should a vote of no confidence be passed at a meeting of the Board at which a majority of Directors votes in favour of such resolution.

8.5 Remuneration of Directors

Directors are not entitled to be paid remuneration. The Directors may be paid travelling and other expenses that they properly incur in connection with the Company ' business.

8.6 Vacation of Office of Director

(a) The office of a Director shall be automatically vacated if the Director:

(i) becomes bankrupt; 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; or

(iii) resigns from office by written notice to the Company at its registered office; or

(iv) becomes prohibited from being a director by virtue of the Act; or

(v) accepts remuneration, payment or other benefits, other than prize money from the Company other than in accordance with this Constitution; or

(vi) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest in the manner required by this Constitution; or

(vii) is removed by Special Resolution; or

(viii) dies.

(b) The position of an Elected Director will be declared vacant at a General Meeting, subject to a vote of no confidence supported by at least 75% of Category B Members.

8.7 Management of the Company

Subject to this Constitution the business of the Company is to be managed by or under direction of the Board.

8.8 General Powers of the Board

The Board may exercise all of the powers of the Company except any powers that the Act or this Constitution requires the Company to exercise in General Meeting.

8.9 Holding of Board Meetings

(a) The Board shall meet for the dispatch of business at least 11 times in each Financial Year, but may otherwise adjourn and regulate its meetings as it thinks fit. A Director may at any time and the Secretary of the Board will on the request of a Director call a meeting of the Board by reasonable notice individually to each Director. A Director who is for the time being out of

Australia is only entitled to receive notice of a meeting of the Board if the Director has given written notice to the Company of an address for the giving of notices of meetings either written or electronic.

(b) In the event of a Director be out of town or country, the use of electronic media and or carriage service for the establishment of a virtual presence at the meeting will be accepted.

8.10 Holding of Other Offices

(a) A Director shall NOT hold any place of profit or position of employment in the Company in conjunction with the office of Director.

(b) No person shall be eligible as an Elected Director who is employed in a stipendiary capacity for gain by any of the Category B Members other than as provided for by this Constitution.

8.11 Directors' Interests

A Director is disqualified as a Director should they hold any place of profit or position of employment in the Company , an Affiliated Club or in any company in which the Company is a shareholder.

(a) Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the director becomes so interested.

(b) General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under clause 8.11(a) as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

(c) Recording Disclosures

The Secretary of the Board shall record in the minutes any declaration made or any general notice given by a Director under clauses 8.11(a) and 8.111(b).

(d) Interested Director Cannot vote

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the director is interested. If he does vote his vote shall not be counted.

(e) Quorum and disclosed Interest

The quorum for a Board meeting is seven Directors. The quorum must be present at all times during meetings.

In the event of a vacancy or vacancies in the office of Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, they can act only for the purpose of ensuring the number of Directors is a number sufficient to constitute a quorum. Vacancies shall be filled in accordance with this Constitution.

8.12 Chairperson of Board Meetings

The Chairperson shall be entitled to act as chair at every Board Meeting. If the Chairperson is not available within ten minutes after the time appointed for holding the meeting or declines to act for the meeting or part of the meeting, Category E Members will elect an interim Chairperson for that meeting.

8.13 Delegations

Other than its power of delegation under this clause and powers under clause 2.5 the Board may delegate any of its powers to commissions and/or committees consisting of such persons as the Board thinks fit. Any such commission or committee shall conform to this Constitution where applicable and or any Regulations that may be imposed on it by the Board in the exercise of the powers so delegated. Any such commission or committee must exercise the powers delegated to it in accordance with any directions of the Board. The effect of the commission or committee exercising a delegated power in this way is the same as if the Board exercised the power.

8.14 Conduct of Commission or Committee Meetings

The Board shall appoint the chairpersons and members of all commissions and committees. If at any meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may elect one of their number to be chair of the meeting. A commission or committee may meet and adjourn, as it thinks proper.

8.15 Votes at Board Meetings

(a) Subject to clause 8.16 each Director other than the Chairperson shall be entitled to one vote, plus any proxy they hold, on each resolution at Board meetings. A resolution of the Board must be supported by a majority of votes cast by those present and entitled to vote on the resolution, provided not less than four votes are cast in favour. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson will cast a vote and the resolution will fall in favour of that vote. An abstaining vote shall be taken as a vote against the resolution.

8.16 Proxy voting

Proxy voting is permitted at Board Meetings. Specific Proxy vote will be held by the Chairperson.

A General Proxy vote can be held and exercised by a Board Member. Each Board Member can only hold one (1) General Proxy vote from another Board member, submitted on the form as per Appendix 1 of this Constitution and which must be submitted to the Secretary of the Board no less than 7 days prior to the meeting in question.

8.17 Validity of Directors' Acts

All acts done by any meeting of the Board or of any commission or committee or by any person acting as a Director shall be considered valid even if it is afterwards discovered that: (a) there was some defect in the appointment of any such Director or commission or committee or person; or (b) they or any of them were disqualified.

8.18 Written Resolution

The Board may pass a resolution without a Board meeting being held if the majority of 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. All Directors must be served with any document to be considered under this clause. Separate documents may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs.

Manner of Holding Meetings

A Board meeting may be called or held using any technology consented to by all the Directors. The consent may be standing one. A Director shall only withdraw the Director's consent within a reasonable period before the meeting.

Chief Executive Officer

(a) The Chief Executive Officer shall be appointed as such by the Board in accordance with the Act, but otherwise for such term, and upon such conditions as the Board from time to time thinks fit.

(b) The Company shall be managed by the Chief Executive Officer who may exercise such powers of the Company as are delegated to him from time to time by the Board in its absolute discretion and which are not retained to the Board by the Act or by this Constitution.

(c) The Chief Executive Officer shall attend all Board meetings and General Meetings at the invitation of the Board.

(d) The Chief Executive Officer may be removed by the Board.

9. MISCELLANEOUS

9.1 Negotiable Instruments

Any two Directors of the Company or any Director and the Chief Executive Officer may sign, draw, accept, endorse or otherwise execute a negotiable instrument. This

provision is subject to the Board determining that a negotiable instrument shall be signed, drawn, accepted, endorsed or otherwise executed in a different way.

9.2 Minutes

(a) The Board shall cause minute books to be kept in which the Company records within one month:

(i) proceedings and resolutions of all General Meetings; and

(ii) proceedings and resolutions of all Board meetings (including meetings of all committees and commissions); and

(iii) resolutions passed by Category E Members without a meeting; and

(iv) resolutions passed by Category B Members without a meeting; and

(v) resolutions passed by the Board without a meeting.

(b) The Board must ensure that minutes of a meeting are signed within a reasonable time after the meeting by the Chairperson of the meeting or the Chairperson of the next meeting. The Board must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution was passed.

9.3 Registers

The Board shall cause the following registers to be kept: (a) a register of Members; (b) where debentures are issued, a register of debenture holders.

9.4 Common Seal

The Company may have a common seal. If it does then:

(a) The common seal must comply with the Act;

(b) The Board shall provide for the safe custody of the common seal;

(c) The seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board.

9.5 Execution under Common Seal

If the Company does have a common seal then it may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by: (a) two Directors of the Company ; or (b) any Director and the Chief Executive Officer.

9.6 Execution without Common Seal

The Company may execute a document without using a common seal if the document is signed by: (a) two Directors of the Company ; or (b) the Chief Executive Officer and any Director.

9.7 Directors' Interests

A Director shall NOT sign a document to which the seal of the Company is fixed where the Director has a conflict of interest in respect to the contract or arrangement to which the document relates.

9.8 Accounting Records

The Board shall cause proper accounting and other records to be kept and shall distribute copies of financial statements as required by the Act.

9.9 Access to Records

The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them will be open to the inspection of Members not being Directors. No Member (not being a Director) has any right of inspecting any accounting or other records of the Company except as conferred by the Act or this Constitution or authorised by the Board or by a resolution passed at a General Meeting.

9.10 Auditor

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

9.11 Giving of Notices

The Company may give notice to any Director or Member:

(a) Personally; or

(b) By sending it by post to the address of the Director as notified to the Board or the address for the Member in the register of members or the alternative address (if any) nominated by the Director or Member; or

(c) By sending it to the facsimile number or electronic address (if any) nominated by the Director or the Member.

Any notice sent by post is taken to have been given three days after it is posted. Any notice sent by facsimile or other electronic means is taken to be given on the business day after it is sent.

9.12 Indemnity

(a) The Company indemnifies (either directly or through one or more interposed entities) any person who is or has been a Director, Company Secretary or Chief Executive Officer of the Company against all liabilities of every kind incurred as an officer of the Company if so resolved by the Board, the auditor of the Company out of the funds of the Company against the following:.

(i) any liability to another person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith or negligence;

(ii) any liability for costs and expenses incurred by that person:-

a. 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

b. in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Act save for any liability that arises from the negligence of that person.

9.13 Indemnity for Legal Costs

As a separate indemnity, the Company indemnifies every person who is or has been an officer of the Company against all legal costs incurred as an officer of the Company.

9.14 Prohibited Liabilities

The indemnity in clause 9.12 and 9.13 does not apply to the extent that the liability or liability for legal costs amounts to a liability, or a liability for legal costs, in respect of which a company is not lawfully permitted to indemnify a person.

9.15 Power to Insure

(a) The Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an officer of the company or of a subsidiary of the Company against a liability incurred by that person.

(b) Clause 9.15 (a) does not apply to a contract of insurance against a liability in respect of which a company is not lawfully permitted to pay a premium.

9.16 By-Laws

(a) The Board may by Special Resolution of the Board from time to time make such By-Laws as are deemed necessary and are desirable for the proper control, administration and management of the Company's affairs, operations, finances, interests, and property and may amend or appeal such By-Laws from time to time by Special Resolution of the Board.

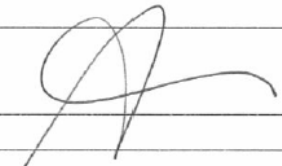
(b) A By-Law is made subject to this Constitution and must not be inconsistent with any regulation contained herein and when in force will be binding on all members, irrespective of the class of membership to which they have been admitted and will have the same effect as the Constitution.

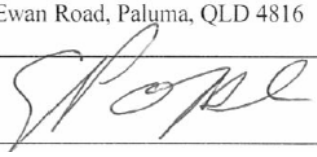
9.17 Standing Orders

The Board may by Special Resolution of the Board from time to time make such Standing Orders as are deemed necessary and are desirable for the proper control, administration and management of the Company's affairs and operations and may amend or appeal such Standing Orders from time to time by Special Resolution of the Board.

The Founding Members of the Company adopt, on registration of the Company, the above constitution as the Company's constitution in accordance with section 136 (1) of the Act.

Full Name	Gregory Wayne Fitzgerald
Address	37 Fletcher Street, Townsville, QLD 4810
Signature	

Full Name	Patrick Michael Driscoll
Address	58 Thirteenth Avenue, Railway Estate, QLD 4810
Signature	

Full Name	Graham Henry Pope
Address	Lot 83 Ewan Road, Paluma, QLD 4816
Signature	

Appendix 1

NOTICE OF APPOINTMENT OF PROXY
the Company Limited
A.C.N. (xxx xxx xxx)

I/We, [INSERT NAME] of [INSERT ADDRESS] being a (tick one);

- ☐ Category E
- ☐ Category B

member of the above named company, appoint

[INSERT NAME OF PROXY] of [INSERT ADDRESS OF PROXY] or in their absence

[INSERT NAME OF ALTERNATIVE PROXY] of [INSERT ADDRESS OF ALTERNATIVE PROXY]

to attend as my general/special (delete one) proxy at the general meeting of the company to be held on [INSERT DATE] and at any adjournment thereof and exercise all of my/our rights, and to vote :
(a) Generally as he/she/it determines on my/our behalf;
OR
(b) Specifically in accordance with the following instructions –

[INSERT SPECIAL INSTRUCTIONS including reference to particular motions set out in the relevant notice of meeting – eg "Resolution No.1 that …." Vote IN FAVOUR/AGAINST.] [Delete one of (a) or (b) above)].

Signed this day of 20 .

…….
Name(s):
(Duly Authorised Officer(s) of [INSERT NAME OF MEMBER]
Notes –
1. It is not necessary to appoint an alternative proxy. Under the the Company 's Constitution, in the absence of a proxy, the Chairperson of the Meeting is empowered to exercise the proxy on a Member's behalf whether generally or specifically as directed on the proxy form submitted.
2. The name of the proxy or the alternative proxy may be described as "the Chairperson of the meeting" in which case it is not necessary to complete the address for such proxy. All items in square brackets should otherwise be completed as directed.