

A



Constitution

Outdoors Queensland Limited
ACN

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Outdoors Queensland Limited

(ACN)

A company limited by guarantee

Constitution

1 PRELIMINARY

1.1 Definitions and interpretation

(a) In this constitution, where not repugnant to the context:

The Act means the Corporations Act 2001

Annual General Meeting means that meeting convened once in each year before 31st May to transact the business and to elect the Office Bearers and Directors provided herein.

Board of Directors or Board means the Board of Directors for the time being.

By laws means the by-laws of the Company for the time being in force.

Chairperson means the Chairperson of Directors,

Committee means any committee constituted by the Directors.

Director means a director of the Company appointed or elected as provided herein and **Directors** includes the Board.

Executive Officer means the Officer appointed by the Board of Directors who for the time being is the Executive Officer of the Company.

Company means Outdoors Queensland Ltd, a company limited by guarantee.

General Meeting means any meeting of the Company other than the Annual General Meeting convened as provided herein.

Honorary Life Member means a person elected as such as provided herein.

Member shall be an individual clubs or organisation admitted to membership from time to time in accordance with this Constitution.

Office means the registered office of the Company for the time being.

Representative means any person appointed in accordance with the provisions hereof by any Member of the Company to attend and vote at any meeting of the Company on behalf of such member and is eligible to be elected as an Elected Representative Director.

Special Resolution means a resolution which is passed at a meeting of the Company:

- (i) of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (ii) by a majority of at least three quarters of the Members entitled to vote who are present in person or by proxy at that meeting.

State and Queensland means the State of Queensland.

Unfinancial means non-payment of membership fees or dues payable to the Company but does not include fines or other imposts.

- (b) A Member is to be taken to be present at a general meeting if the Member is present in person or by Representative or by proxy.
- (c) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (d) Unless the contrary intention appears, in this Constitution:

words importing the singular include the plural and vice versa;

words importing a gender include every other gender;

words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, Board, group or other body (whether or not the body is incorporated);

a reference to a person includes that person's successors and legal personal representatives;

a reference to a statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, whether passed by the same or another government agency with legal power to do so, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and

where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

1.2 **Application of the Act**

- (a) This Constitution is to be interpreted subject to the Act. The rules that apply as replaceable rules to companies under the Act do not apply to the Company where inconsistent with this Constitution.
- (b) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision of the Act.
- (c) Unless the contrary intention appears, an expression in a rule that is defined for the purposes of the Act has the same meaning as in the Act.

1.3 **Exercise of powers**

- (a) The Company may, in any manner permitted by the Act:
exercise any power;
take any action; or
engage in any conduct or procedure,
which under the Act a company limited by guarantee may exercise, take or engage in if authorised by its Constitution.
- (b) Where this Constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
to appoint a person to act in the office or position until a person is appointed to the office or position;
subject to any contract between the Company and the relevant person, to remove or suspend any person appointed, with or without cause; and
to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.
- (c) Where this Constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (d) Where this Constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (e) Where this Constitution confers power on a person or body to delegate a function or power:
the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
the delegation may be either general or limited in any manner provided in the terms of delegation;
the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position;
the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

2 CONTRIBUTION BY MEMBERS

Each Member undertakes to contribute to the Company's property if the Company is wound up while he, she or it is a member for payment of the Company's debts and liabilities contracted before he, she or it ceases to be a member and of the costs, charges and

expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$5.

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3.1 **Name**

The name of the company is “Outdoors Queensland Ltd” (the Company).

3.2 **Registered office**

The registered office of the Company will be situated in Brisbane in the State of Queensland at such address within Brisbane as the Directors may from time to time determine.

3.3 **Objects**

The Company is established:

- (a) To act as the Peak Industry Body for the outdoor recreation community and industry in Queensland and to liaise with other relevant national and state bodies with similar objects
- (b) To represent the views and needs of outdoor recreation participants, clubs, associations, education and training organisations, businesses, land managers and other relevant stakeholders, to the community, other industries and all levels of government
- (c) To advocate for developing policies, strategies and actions on key issues affecting outdoor recreation and which support and encourage outdoor recreation participation and raise awareness of the value and benefits of outdoor recreation for the community and the participant’s health and well being
- (d) To influence and encourage ecologically sustainable resource and land management practices and encourage the development of a diverse range of ecologically sustainable outdoor recreation opportunities to satisfy the range of outdoor recreation participant needs
- (e) To recognise, educate and promote best practices in standards across all outdoor recreation activities so that safe and quality experiences are the hallmark of outdoor recreation opportunities in Queensland
- (f) To facilitate communication on any relevant issues and topics between Members, outdoor recreation stakeholders, the wider community, external interest groups and all levels of government
- (g) To promote the Company and its role as the Peak Industry Body for outdoor recreation in Queensland
- (h) To promote outdoor recreation in Queensland, its role providing opportunities for enhanced lifestyle and participant health and wellbeing, what it is, how it’s done safely, where it’s done, why it’s done and its value as an industry to the Queensland economy.

- (i) To recognise and celebrate outstanding achievements that support and encourage outdoor recreation in Queensland.
- (j) To delivery member services that are appropriate, relevant, timely, equitable and of a high standard

3.4 **Separate objects**

Each of the above objects constitutes a separate object of the Company and no such object shall be construed by reference to any other such object.

3.5 **Income and property**

The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects set out herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company provided however that nothing in this Clause shall prevent the Company or its Directors making any grant to any Member or person which it deems appropriate in furtherance of these objects.

4 **MEMBERSHIP AND REPRESENTATION**

4.1 **Number of members**

The number of Members shall be unlimited.

4.2 **Membership**

The Company shall comprise the Members from time to time as provided herein. Ordinary and Associate Members shall be entitled to appoint one Representative as provided herein.

4.3 **Classes of Membership**

- (a) The categories for membership of the Company shall be:
 - (i) Ordinary Members
 - (ii) Associate Members
 - (iii) Life Members
- (b) Ordinary Members
 - (i) Queensland-wide or National member-based organisation that represents a discrete portion of the outdoor activity spectrum.
- (c) Associate Members

Any person or organisation involved in outdoor activities that does not fulfil the definition of Ordinary member – that is, not a Queensland-wide or National member-based organisation that represents a discrete portion of the outdoor activity spectrum

(d) Life

Life Membership is the highest honour that the Company can bestow and Life Members will be held in the highest esteem. The Board of Directors may from time to time recommend to a General Meeting of members that the organisation confer life membership upon individuals who have rendered distinguished service to the Company and/or to the wider outdoor recreation community in Queensland. A resolution granting Life Membership will be passed by a majority of voting members at the General Meeting. Life Members will be entitled to the privileges of an Associate Members member without payment of any further annual subscription.

4.4 Admission to Membership

- (a) Application for Ordinary Members and Associate Members membership of the Company shall be made in writing on such Forms as the Board of Directors prescribes and shall be signed by the individual or accepted head and the nominated Representative of the applicant.
- (b) In addition, all applications for membership shall include at the time of their application a current copy of their Constitution where applicable.
- (c) At the next meeting of the Board of Directors after the receipt of any application and the fee applicable, such application shall be considered.
- (d) Any applicant who receives a simple majority of the votes of the members of the Board of Directors present at the meeting shall be accepted as a member to the class of membership applied for.
- (e) Upon the acceptance or rejection of an application for any class of membership, the applicant will be given notice in writing of such acceptance or rejection.

4.5 Cessation of membership

Membership shall automatically cease if:

- (a) A Member resigns by notice in writing to the Company;
- (b) A Member ceases to have the power to so appoint the Representative; or
- (c) A Member becomes insolvent or bankrupt: or
- (d) A Member fails to pay membership fees a month after being sent a second notice

4.6 Representatives

- (a) Ordinary Members and Associate Members shall appoint one Representative who may attend general meetings and exercise the rights of the Member as the case may be.
- (b) In the event of the death, resignation, termination of the authority or expulsion of a Representative, the Member represented shall forthwith deliver to the Company a duly completed Notification and Covenant in respect of his/her successor.

- (c) Any Member shall be entitled to appoint its own Representative and shall be exclusively entitled from time to time to remove and replace such Representative so appointed by notice in writing to the Company.
- (d) Each Representative shall remain a Representative until notification of change shall be received by the Company from the Member he/she represents.

4.7 Notification and covenant of Member and Representative

Before the commencement of each General Meeting of the Company:

- (a) Each Member shall execute and submit to the Company before any meeting but at least annually a Notification and Covenant in the form set out in Schedule 1, signed by the Member and signed by the Representative.
- (b) In the event that the relevant form is not submitted the Representative of the Member shall not be entitled to attend, participate in or vote at the meeting.
- (c) No Representative shall exercise any rights of the Member or be entitled to vote if the Member represented by him/her is unfinancial.

4.8 Cessation as representative

A Representative shall cease to be a Representative if:

- (a) the appointment of the Representative is terminated by the Member;
- (b) the right of the Member to representation in the Company is suspended, excluded or forfeited by the Company;
- (c) the Representative resigns by notice in writing to the Company; or
- (d) the Member ceases to have the power to so appoint the Representative.

4.9 Dispute as to entitlement of representative

In the event any dispute arises as to the entitlement of any Representative to represent a Member the same shall be resolved by the Directors whose decision shall be final and binding to the exclusion of the jurisdiction of any court or any decision of the Company.

4.10 Forfeiture of membership rights

The Board of Directors may by a resolution passed by a simple majority expel, suspend, exclude or forfeit the right of a Member or its Representative to representation in the Company or as it thinks fit, fine or impose or take any other action in its absolute discretion if the Member shall:

- (a) be guilty of conduct or make any public statements which in the opinion of the Board of Directors is prejudicial to the interests, image or welfare of the Company;

- (b) fail to follow any direction of the Board of Directors to discipline any of its own members who in the opinion of the Company have engaged in any conduct unbecoming or prejudicial to the interest, image or welfare of the Company or makes public statements which in the opinion of the Board of Directors are damaging to the Company;
- (c) becomes insolvent or bankrupt.

Provided always that at least fourteen (14) days before the meeting of the Board of Directors at which the resolution of forfeiture is proposed the Member or the Representative shall have notice in writing of such meeting and that his, her or its Representative shall at such meeting and before passing of such resolution be given the opportunity of making any representation or of giving verbally or in writing any explanation or defence he, she or it may think fit.

Provided further that the Board of Directors in arriving at and making any decision under this section shall apply the rules of natural justice.

4.11 Register of members

The Company shall keep a Register of Members of the Company and shall enter in that register in respect of each Member the following details:

- (a) the full name and address of the Member;
- (b) the Representative representing the Member and his/her address;
- (c) such other particulars as shall be required to be entered in the Register of Members by the Act;
- (d) such further particulars as the By-laws may from time to time prescribe.

4.12 Membership Fees & Subscriptions

- (a) The Board shall determine the entrance fees, annual fees and subscriptions for all classes of members.
- (b) The Board may create such subcategories of membership classes as it sees fit. The Board may impose different fees and subscriptions for different subcategories of classes of membership as it sees fit.

5 EXECUTIVE OFFICER

5.1 Executive Officer

The Directors may appoint an Executive Officer who shall be responsible to the Directors for the administration, the day to day running of the Company, the financial affairs of the Company, the Company's office staff and the co-ordination and participation in the formulation of policy.

6 VOTING AND ELECTIONS

6.1 **Voting**

Each of the Members of the Company shall be entitled to exercise the one vote as determined by this Constitution.

6.2 **Chairperson's vote**

In the event that any vote of Representatives is tied the Chairperson shall not have a casting vote and the motion fails.

6.3 **Election of office bearers and directors**

Election of Directors shall occur if there are more nominees than positions vacant. The election shall be by first past the post voting system.

6.4 **Vote requirements**

If there is only one nomination for a position that person shall be declared duly elected.

6.5 **Voting at meetings**

- (a) At all meetings of the Company the only persons entitled to vote shall be the Representatives of the Members.
- (b) On all nominations or resolutions voting shall be by a show of hands or division unless a ballot shall be requested by:
 - (i) The Chairperson; or
 - (ii) Representatives of three (3) Membersbefore the proposed resolution is put to a vote.
- (c) The declaration of the Chairperson as to the result of any vote shall be conclusive.
- (d) Ballots shall be conducted by a returning officer appointed by the Chairperson assisted by scrutineers as the Chairperson deems fit.
- (e) A demand for a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which the ballot has been demanded.
- (f) No ballot shall be demanded on the election of a Chairperson of the meeting.
- (g) A ballot demanded on the question of adjournment of the meeting shall be taken at the meeting without adjournment.

7 DIRECTORS

7.1 Number of directors

The number of Directors shall be not more than seven (7) and shall comprise of:

- (a) Two (2) Directors who shall be elected by the Members in general meeting (Elected Directors);
- (b) Two (2) Directors who shall be elected by the Members in general meeting who must be Representatives of Ordinary Members (Elected Representative Directors);
- (c) Up to Three (3) Directors appointed by ordinary resolution of the Directors (Appointed Directors).

7.2 **Restriction on Directorship**

- (a) No Director shall be a paid employee of the Company.
- (b) An Elected Director is not required to be a Representative or a Member of the Company to qualify for election, but Elected Representative Directors must be a Representative of an Ordinary Member.

A Director is entitled to attend and speak at General Meetings even though that Director is not a Representative of a Member of the Company.

7.3 **Term of office**

Subject to this Constitution:

- (a) The term of all Directors shall be two (2) years from the date of the Board Meeting at which they are appointed or elected.
- (b) Directors must retire at the end of the Annual General Meeting in the last year of their two year term and shall be eligible for re-election.
- (c) The maximum term of any Appointed Director or Elected Director shall be five (5) consecutive terms, however, in calculating this period any period spent filling a casual vacancy shall not be counted for this purpose at a general meeting.
- (d) After a Director ceases to be a Director having reached their maximum term that person shall not be eligible to be elected or appointed as a Director until they have served an interval period of not less than two (2) years.

7.4 **Removal of director before term**

The Company may for any reason remove a Director from the Board of Directors before the expiration of his/her period of office by simple majority vote.

7.5 **Vacation of office**

The office of a Director shall be automatically vacated

- (a) If he/she is in breach of the Act;
- (b) If he/she becomes prohibited from being a Director by virtue of any order made under the Act;
- (c) If he/she becomes prohibited from being a Director by virtue of this Constitution;

- (d) If he/she becomes bankrupt or an insolvent under administration or makes arrangements or composition with his creditors;
- (e) If he/she becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under law relating to mental health;
- (f) If he/she tenders to the Board of Directors his resignation in writing or refuses to act as a Director;
- (g) If he/she absents himself from three (3) consecutive meetings of the Board without leave or absence from the Board of Directors;
- (h) If he/she is ineligible to hold office pursuant to Part 2D.3 of the Act;
- (i) If he/she dies;
- (j) In relation to appointed Directors, he/she is removed by the entity which appointed him/her;
- (k) If he/she is by vote of the Company deemed for any reason to be unsuitable or unfit to hold office.

7.6 Casual Vacancy

- (a) The Directors shall have power to appoint any person to the Board for the purpose of filling a casual vacancy and in such event such person shall hold office for the balance of the term of the person who has created the casual vacancy.
- (b) Where a vacancy occurs in the position as an Elected Director, the person appointed by the Board to fill that casual vacancy shall be a Member or a representative of a Member.

7.7 Powers and duties of directors

- (a) The Directors are responsible for managing the business of the Company and may exercise all the powers of the Company which are not required by the Act or by this Constitution to be exercised by the Company in general meeting.
- (b) The Directors may exercise all the powers of the Company to borrow or otherwise raise money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.
- (c) The Directors may make such rules, regulations and by-laws not inconsistent with the Constitution as may be considered necessary for the proper conduct of its business and may from time to time repeal, amend or alter the same.
- (d) The Directors may:
 - (i) appoint or employ any person to be an officer, agent or attorney of the Company for such purposes with such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for such period and upon such conditions as they think fit;

- (ii) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (iii) remove or dismiss any officer, agent or attorney of the Company at any time, with or without cause.
- (e) The Directors may require any Member to attend before them to answer any questions relevant to the conduct of the Member's business and to produce any letters, papers, books, cheques or other documents relating to such matters which the Directors may require.

7.8 Proceedings of directors

- (a) The Directors shall meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum, and so constitutes a meeting of the Directors and all the provisions in this Constitution relating to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of the Directors by telephone or other electronic means.

7.9 Interested directors

- (a) A Director who is in any way interested in any contract or arrangement or proposed contract or arrangement may not:
 - (i) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement,
 - (ii) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement; and
 - (iii) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement the Company may execute.
- (b) A Director of the Company may be or become a director or other officer of or otherwise interested in any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a shareholder or otherwise.
- (c) The Directors may make regulations requiring the disclosure of interests that a Director and any person deemed by the Directors to be related to or associated with the Director may have in any matter concerning the Company or a related body corporate and any regulations made under this Constitution will bind all Directors.

7.10 Notice of meetings of directors

- (a) Subject to this Constitution, notice of a meeting of Directors must be given to each person who at the time of the meeting is a Director, other than a Director on leave of absence approved by the Directors.

- (b) A notice of a meeting of Directors:
- (i) must specify the time and place of the meeting;
 - (ii) state the nature of the business to be transacted at the meeting;
 - (iii) may be given immediately before the meeting;
 - (iv) may be given in person or by post, or by telephone, fax, email or other electronic means ; and
- (c) A Director may waive notice of any meeting of Directors by notifying the Company to that effect in person or by post, or by telephone, fax or other electronic means.

7.11 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.
- (b) A quorum consists of four (4) Directors.
- (c) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors or is less than the minimum number of Directors fixed under this Constitution, the remaining Director or Directors must act as soon as possible:
- (i) to increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution; or
 - (ii) to convene a general meeting of the Company for that purpose,
 - (iii) and, until that has happened, must only act if and to the extent that there is an emergency requiring them to act.
- (d) The non-receipt of notice of a meeting of Directors by or a failure to give notice of a meeting of Directors to a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
- (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the Director:
 - has waived or waives notice of that meeting under clause 7.10(c); or
 - has notified or notifies the Company of his or her agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
 - (iii) the Director attended the meeting without such notice.

7.12 Chairperson of directors

- (a) A Chairperson of Directors shall be appointed at the first meeting of Directors following the Annual General Meeting and shall act in that capacity until the following Annual General Meeting.
- (b) The Chairperson of Directors must preside as Chairperson at each meeting of Directors.
- (c) If at a meeting of Directors:
 - (i) there is no Chairperson of Directors;
 - (ii) the Chairperson of Directors is not present within 30 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chairperson of Directors is not willing to act as Chairperson of the Meeting,the Directors present must elect one of their number to be Chairperson of the meeting.
- (d) The Chairperson shall also hold the position and title of President of the Company.

7.13 Decisions of directors

- (a) Questions arising at a meeting of Directors are to be decided by a simple majority of votes cast by the Directors present and any such decision is for all purposes a decision of all the Directors.
- (b) In the case of an equality of votes upon any proposed resolution the Chairperson of the meeting will not have a second or casting vote and the proposed resolution is to be taken as having been lost.

7.14 Committees

- (a) All committee decisions shall be recommendations only to the Directors and are subject to Board of Directors acceptance, variation or rejection.
- (b) The Board of Directors may delegate any of their powers to a committee or committees consisting of such Directors or other persons as they think fit.
- (c) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Board of Directors.
- (d) The Board of Directors shall report to the Company annually on all committees so appointed.
- (e) The Board of Directors may vary the size, representation, membership or function of each committee as it sees fit from time to time.
- (f) Any committee appointed by the Board of Directors shall be operative until it fulfils the purpose for which it was established or until revoked by the Board of Directors or until the next Annual General Meeting.
- (g) Should an appointed committee member be absent without leave from three (3) consecutive meetings of the Committee, the position shall ipso facto be

vacant. If any vacancy occurs in any Committee for any reason it may be filled by the Board of Directors.

- (h) The meetings and proceedings of Committees shall be governed by the provisions of this Constitution as to the meetings and proceedings of the Board of Directors so far as the same are applicable thereto.
- (i) The provisions of this Constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are reasonably necessary, to meetings and resolutions of a committee of the Board of Directors.

7.15 Delegation to individual directors

- (a) The Directors may delegate any of their powers to one Director.
- (b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

8 HONORARY LIFE MEMBERS

8.1 Eligibility

Any past or present Director or Representative of any Member of the Company or any person who holds or has held office in any Member or person who has rendered service to the objects of the Company may be elected at any General Meeting as an Honorary Life Member by special resolution.

8.2 Rights

Honorary Life Members shall in that capacity be a Member of the Company and shall be entitled to vote at meetings of the Company.

8.3 Entitlements

Honorary Life Members shall be entitled to receive notice of, attend and speak at General Meetings of the Company and to receive such other rights and privileges as the Company may from time to time determine.

8.4 Election of honorary life members

In the election of Honorary Life Members:

- (a) Notice of nomination shall be signed by the Representatives of at least one (1) Member of the Company and shall be given to the Company.
- (b) The Board of Directors shall consider at such meeting of the Board of Directors as time shall require preceding the General Meeting of the Company each such nomination. The Board of Directors may select one or more nominee/s and if the nominee agrees in writing to become an Honorary Life Member, their name shall be submitted to the next General Meeting provided however that the Directors shall not be required to approve or submit to the Company any nominees in their absolute discretion.

- (c) Any nominee shall be declared elected only by special resolution of the Company. Upon election the name of the person elected shall be entered into a register of Honorary Life Members.
- (d) Nominations shall be made no later than ninety (90) days prior to the General Meeting.

9 MEETINGS

9.1 Annual General meeting

The Annual General Meeting the Company shall be held no later than 31 May in each year.

9.2 General meetings

- (a) All meetings of members other than the Annual General Meetings shall be General Meetings.
- (b) A General Meeting shall be convened by the Chairperson upon:
 - (i) receiving instructions to do so from the Board of Directors
 - (ii) receiving a written requisition from no less than three Members or three Directors stating reasons for and business of the proposed meeting
- (c) A General Meeting shall be held in Brisbane or elsewhere as determined by the Board of Directors at such time and place as the Board of Directors shall determine.

9.3 Notice of meeting

- (a) Subject to the provisions of the Act relating to special resolution and agreements for shorter notice, 14 days notice shall be given of any meeting of the Company specifying the place, the day and the hour of the meeting, the general nature of the business to be transacted and be given to such persons as are entitled to receive such notices from the Company.
- (b) The Directors, the Members and Honorary Life Members shall be entitled to receive notice of any meeting of the Company and to attend such meeting.
- (c) Notice may be given by the Company either personally or by sending it by post to the recipient at his usual address or by facsimile transmission or email at a number or address supplied by him/her to the Company.
- (d) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, stamping and posting a letter containing the notice and to have been effected in the case of a notice of a meeting two days after the date of its posting.
- (e) The non-receipt of notice of a meeting by any Member or Honorary Life Member shall not invalidate the proceedings at any meeting.

9.4 **Business**

A Member is entitled to give notice in writing to the Directors of any business for consideration at the next Annual General Meeting or General Meeting of the Company. Such notice must be given at least twenty-eight (28) days prior to the date of that meeting. Such business shall be only discussed at the discretion of the Company.

9.5 **Business of Annual General Meeting**

The business of the Annual General Meeting shall include inter alia:

- (a) To receive reports from the Board of Directors;
- (b) To receive and consider the financial statements and the report of the auditor;
- (c) To appoint an auditor as and when required by the Act;
- (d) To elect the Directors;
- (e) To receive and consider the reports of any Committees as directed by the Board of Directors;
- (f) To vote on any nominee for election as an Honorary Life Member; and
- (g) To deal with any other business approved by the Company or the Board of Directors;

The agenda for any meeting shall be prepared and approved by the Board of Directors.

9.6 **Quorum**

No business shall be transacted at any General Meeting unless a quorum of Members is present at the commencement of such business. A quorum shall be double the number of persons on the Board of Directors plus one.

9.7 **Adjournment**

The Chairperson of the meeting may, with the consent of the Company, adjourn any General Meeting from time to time and from place to place.

9.8 **Proxies**

- (a) A Representative, entitled to attend and vote at a General Meeting shall be entitled to appoint another person as the Representative's proxy to attend and to vote instead of that Representative. A proxy for this purpose must be lodged in writing to the Company not later than 12 hours prior to the General Meeting.
- (b) The instrument appointing a proxy shall be in writing and signed by the Representative.
- (c) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (d) Subject to the Corporations Law, the instrument appointing a proxy shall be deposited by original or email copy at such place in the State as is specified

for that purpose in the notice convening the meeting (or if no such place is specified, at the Office) prior to the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

- (e) Every instrument of proxy shall be in or to the effect of the form in Schedule 4 or in such form acceptable to the Company generally or in a particular case.

10 FINANCIAL YEAR

The financial year of the Company shall commence on the 1st day of January in each year and shall end of the 31st day of December in the same year.

11 MINUTES AND RECORDS

11.1 Books and records

The Directors shall keep and maintain and locate at the Company's registered office all books and records required by the Act.

11.2 Minutes

The Directors shall cause minutes to be made:

- (a) Of all proceedings of meetings of the Company and of all proceedings of meetings of the Directors and of all Committees and the same shall be duly entered in records maintained for the purpose as required by this Constitution and the Act;
- (b) The Directors shall enter in the minutes of:
 - all appointments of officer bearers,
 - names of Directors present at all meetings of the Company and the Board,
 - all proceedings of all meetings of the Company and of the Directors,
 - and such minutes shall be signed by the Chairperson of the meeting.
- (c) The record of attendance of Directors at meetings shall be published annually in the report of the Directors to the Company at the Annual Meeting.

12 SEAL

12.1 Custody and use of seal

The Board of Directors shall adopt and provide for the safe custody of the Seal of the Company and the Seal shall not be used except by the authority of the Directors.

12.2 Affixing of seal

Any affixing of the seal shall be signed by a Director and countersigned either by another Director or by the Executive Officer and recorded in the Minutes of the meetings of Directors.

13 ACCOUNTS AND AUDITS

13.1 Auditor

An auditor shall be appointed by the Company and shall perform their duties as regulated by the Act or any resolution of the Company.

13.2 Records

(a) The Board of Directors shall cause to be kept such accounting or other records as will clearly explain the transactions and financial position of the Company and enable true and fair statement of financial performance and statement of financial position and any documents required by law to be attached thereto to be prepared from time to time and shall cause those records to be kept in such manner as to enable them to be properly audited.

(b) The Board of Directors shall at the Annual Meeting put before the Company a statement of financial performance and statement of financial position for the period since the preceding accounts made up to date for the financial year.

13.3 Location of Records

The said records shall be kept at the registered office of the Company or at such other place as the Board of Directors think fit and shall at all times be open for inspection by the persons authorised herein.

13.4 Inspection of Records

Subject to the Act, the Board of Directors shall from time to time determine such time and place and under what conditions the accounting and other records of the Company shall be open to the inspection of any Director, Member or their Representative or advisors. The Board of Directors shall have unfettered right to decline access to any book or document of the Company to any other person except as required by the Act or authorised by the Board of Directors or by the Company.

13.5 People entitled to receive accounts

A copy of the statement of financial performance and statement of financial position (including every document required by law to be attached thereto) which is to be put before the Company accompanied by a copy of the auditor's report thereon shall, not less than 21 days before the date of the meeting, be sent to every person entitled to receive notice of meetings of the Company.

14 INDEMNITY AND INSURANCE

(a) The Company shall indemnify to the full extent permitted by law all Directors and Officers from or against all actions, suits, claims and demands including

costs for any acts or omissions (excluding criminal acts) done or performed in good faith in the performance of his/her duties.

- (b) The Directors may, to the fullest extent permitted by law:
 - (i) Purchase and maintain insurance; or
 - (ii) Pay or agree to pay a premium for insurance for any persons to whom this rule applies against all liability incurred by the person as a Director or as an Officer of the Company or of a related body corporate including but not limited to a liability for negligence and/or for reasonable costs and expenses incurred in defending claims or proceedings, whether civil or criminal whatever their outcome.

15 BY LAWS

The Board of Directors may make such rules, regulations and by-laws not inconsistent with this Constitution as may be considered necessary for the proper conduct of its business and not inconsistent with the intent of this Constitution and may from time to time repeal, amend or alter the same. Without limiting the foregoing, such rules, regulations and by-laws may be made on all or any of the matters referred to following:

- (a) the adoption of a "Code of Conduct";
- (b) the rules of voting at elections;
- (c) the provisions concerning any default, misconduct or breaches of the rules, regulations of By-Laws by any Member.

16 TRANSITIONAL PROVISIONS

16.1 Those persons who constitute the Management Committee at the time of the adoption of this Constitution shall be the initial directors of the Company.

16.2

- (a) At the next Annual General Meeting to be held after the adoption of these rules, those Directors (or their replacements) who were elected at the AGM in 2019 shall retire and an election shall take place for the position of two (2) Directors.
- (b) At the following Annual General Meeting after the Annual General Meeting referred to in clause 16.2(a), those Directors (or their replacements) who were elected at the Annual General Meeting in 2020 shall retire and an election shall take place for the position of two (2) Directors.

17 AMENDMENTS TO CONSTITUTION

The Members may by Special Resolution and subject to the Corporations Law amend any of the provisions of the Constitution.

Schedule 1

Member Notification and Covenant

Outdoors Queensland Ltd

..... (Name of Member)
of (Address)

hereby appoints

..... (Name of Representative)
of(Address)

to be its Representative for the year ending at all
general meetings. Each of the Member and its Representative
covenants and agrees to be bound by the Constitution.

DATED this day of 20

.....
Member

I accept the appointment and covenant and agree to be bound by the constitution.

.....
Representative

Schedule 2

Proxy Form

I, _____ of _____ being a Member of Outdoors Queensland Ltd hereby appoint/s _____ or failing him of as my proxy to vote for me and on my behalf at the *Annual Meeting / Biannual Meeting / General Meeting of the Company to be held on the _____ day of _____ 20____, and at any adjournment thereof.

If this proxy is signed under power of attorney, the signatory declares that he has had no notice of revocation thereof.

I declare that my proxy shall vote as follows:

SIGNED this _____ day of _____ 20____.

* Delete as appropriate.

NOTES:

1. A Member is entitled to appoint a proxy (who need not be a Member) to attend and vote on a poll instead of that Member's Representative.
2. If the appointor wishes to direct the proxy how to vote, then the appointer should indicate this on the proxy form. Otherwise, the proxy may vote if and as the proxy chooses.
3. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution or resolutions, and where the instrument if proxy so provides, the proxy is not entitled to vote on the resolution or resolutions, except as specified in the instrument.