

**CONSTITUTION
OF
AFL CAIRNS LIMITED
ACN 010 616 798
Adopted 14 December 2005
Amended on 18 December 2006**

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CONSTITUTION of AFL CAIRNS LIMITED

1. DEFINITIONS

1.1 In this Constitution unless the context or subject matter otherwise requires:

"Act" means the Corporations Act 2001 and any amendments thereto;

"Australian Football" means the game so called and played under the Laws of Australian Football published by the Australian Football League;

"Australian Football League" means the company so called, having ACN 004 155 211, and which runs the game of Australian Football;

"Board" means the Board of Directors of the Company;

"Company" means AFL Cairns Limited ACN 010 616 798;

"Club Member" means a Club Member appointed pursuant to the provisions of the clause headed "Membership" or the clause headed "Application For Club Membership";

"Constitution" means this Constitution;

"Director Member" means a Director Member appointed pursuant to the provisions of the clause headed "Membership" or the clause headed "Board";

"Life Member" means a Life Member appointed pursuant to the provisions of the clause headed "Life Members";

"Member" means a Club Member, a Director Member or a Life Member as the case may require;

"Register" means the register of Members to be kept pursuant to the Act;

"Special Resolution" has the same meaning given to that term in the Act.

2. INTERPRETATION

2.1 In this Constitution unless the context otherwise requires:

- (a) A reference to a person includes any other entity recognised by law and vice versa;
- (b) Words importing the singular number include the plural number and vice versa;
- (c) The masculine gender shall be read as also importing the feminine or neuter gender as the case may require;

- (d) Clause headings are for reference purposes only;
- (e) Where any word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of such word or phrase shall have a corresponding meaning;
- (f) A reference to a Statute includes all Regulations under and amendments to that Statute and any Statute passed in substitution for that Statute or incorporating any of its provisions to the extent that they are incorporated;
- (g) References to writing include any mode of representing or reproducing words in tangible and permanently visible form, and includes telex and facsimile transmissions;
- (h) A reference to a monetary amount is a reference to an Australian currency amount.

3. REPLACEABLE RULES

The replaceable rules contained in the Act do not apply to the Company.

4. NAME

The name of the Company is AFL Cairns Limited.

5. AUSTRALIAN COMPANY NUMBER

The Company's Australian Company Number is 010 616 798.

6. OBJECTS

6.1 The objects for which the Company is established are:

- (a) To promote, arrange and encourage the playing and development of Australian Football in and about Cairns and Far North Queensland and to conduct, manage and control the senior Australian Football competition in Cairns and generally to promote Australian Football;
- (b) To cooperate with and affiliate with AFL Queensland Ltd and as is appropriate the Australian Football League and any other body or bodies formed for similar purposes;
- (c) To generally promote sporting, social, community, training and educational initiatives in and about Cairns and far North Queensland.

7. APPLICATION OF PROPERTY

7.1 The income and property of the Company shall be applied towards the objects of the Company as set out in this Constitution.

7.2 No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profits to Members of the Company, provided that the Company shall be entitled to pay and/or transfer to its Club Members such of the Company's income and/or property as the Board determines for the benefit of its Club Members and the promotion of the objects of the Company.

- 7.3 Despite clause 7.2 the Company may pay in good faith reasonable and proper remuneration to any officer or servant of the Company or to any Member of the Company in return for any services actually rendered to the Company.
- 7.4 No member of the Board shall be appointed to any salaried office of the Company and no remuneration or other benefit in money or monies worth shall be given by the Company to any member of the Board unless the Members in general meeting approve.
- 7.5 Despite clause 7.4 the Company may repay to any member of the Board out of pocket expenses.

8. LIMITED LIABILITY OF MEMBERS

- 8.1 The liability of the Members is limited.

9. GUARANTEE BY MEMBERS

- 9.1 Every Member of the Company on the date of adoption of this Constitution and every Member admitted thereafter (excluding Life Members) undertakes to contribute to the assets of the Company in the event of the Company being wound up while the person is a Member or within 1 year after the person ceases to be a Member for payment of the debts and liabilities of the Company contracted before the person ceases to be a Member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves such amount as may be required not exceeding \$20.00.

10. DISTRIBUTION ON WINDING UP

- 10.1 If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any monies or property whatsoever the same shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Company under or by virtue of this clause, such institution or institutions to be determined by ordinary resolution of the Members of the Company at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Queensland or such other Judge as may have or acquire jurisdiction in the matter.
- 10.2 If and so far as effect cannot be given to the provision set out in clause 10.1 then those monies or property shall be paid or distributed to or for to some sporting object involving or related to the game of Australian Football in Far North Queensland.

11. MEMBERSHIP

- 11.1 The number of Members is unlimited, provided that as and from 18 December 2006 the Members of the Company will comprise the 7 Club Members, the 5 Director Members as set out in clause 11.4 and all Life Members of the Company.
- 11.2 A register of Members of the Company for the time being shall be kept at the registered office of the Company.

- 11.3 No person under the age of 18 years shall be admitted as a Member of the Company.
- 11.4 The membership of the Company shall comprise:
- (a) as Club Members, the entities listed below, being the member clubs of the senior Australian Football competition run by the Company at the time of the adoption of this Constitution, namely:
 - i) Centrals Trinity Beach Australian Rules and Sporting Club Inc ABN 40 649 412 780;
 - ii) City's Cobras Australian Football and Sporting Club Inc ABN 77 997 236 698;
 - iii) Manunda Hawks Australian Football Club Inc ABN 56 434 788 064;
 - iv) North Cairns Australian Football & Sporting Club Ltd ABN 29 010 327 741;
 - v) Port Douglas Football Club Inc ABN 24 020 336 845;
 - vi) Cairns Saints Australian Football Club Inc ABN 74 526 399 582;
 - vii) South Cairns Australian Football and Sporting Club Inc ABN 94 685 102 125,
 - (b) as Director Members, the persons listed below, being the Directors and Director Members of the Company at the time of the adoption of this Constitution, namely:
 - i) Russell John Beer;
 - ii) Reginald John Lillywhite;
 - iii) Max William O'Halloran;
 - iv) Garry Bruce Shirvington; and
 - (c) Any Life Members of the Company; and
 - (d) any other persons or bodies corporate admitted to membership in accordance with this Constitution.

12. APPLICATION FOR CLUB MEMBERSHIP

- 12.1 Every new applicant for Club membership of the Company (not being the current Club Members) must be proposed by at least 2 Members who are either Club Members or Director Members.
- 12.2 An application for Club membership may only be made in respect of a body corporate which is desirous of fielding a senior team in the Australian Football competition conducted by the Company, must be in writing and signed by the applicant and the 2 proposers and in a form determined by the Board and accompanied by such evidence of eligibility as may be required by the Board.

- 12.3 Upon receiving an application for Club membership, the Board may require the applicant to supply such evidence or further evidence of eligibility for membership as the Board considers necessary.
- 12.4 The Board must after the receipt of any application for Club membership and all evidence of eligibility required by the Board call an extraordinary general meeting of the Company to consider the application and decide whether or not to admit the applicant and if so upon such terms as it considers fit. A resolution to admit a new applicant for Club membership must be by way of a Special Resolution.
- 12.5 The Company is not required to give any reason for the rejection of an applicant.
- 12.6 When an application for Club membership has been decided by the Company, the Secretary (or other person appointed by the Board for that purpose) must notify the applicant of the decision and if membership has been accepted specify the terms of such acceptance (if any).

13. RESIGNATION OF A MEMBER

- 13.1 A Member may at any time by giving notice in writing to the Secretary resign as a Member of the Company.
- 13.2 The resignation will be effective from the date of receipt of the notice by the Secretary and that Member's name will be removed from the register of Members.

14. MISCONDUCT OF A MEMBER

- 14.1 If any Member:
 - (a) is in breach of the provisions of this Constitution; or
 - (b) is guilty of any act or omission which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Company or of Australian Football, the Board may do any one or more of censure, suspend or fine the Member or, instead of the foregoing, expel the Member from the Company and remove the Member's name from the register of Members.
- 14.2 The Board must not expel a Member under clause 14.1 unless:
 - (a) at least 7 days' notice has been given to the Member stating the date, time and place at which the question of expulsion of that Member is to be considered by the Board, and the nature of the alleged misconduct; and
 - (b) the Member is given the opportunity of giving to the Board, orally or in writing, any explanation he or it may think fit.
- 14.3 If the Board resolves to expel a Member, the Secretary must thereafter give notice of this to the Member and to all Club Members. The Member then has the right, exercisable by notifying the Secretary within 7 days after receipt of the notice ("the Expulsion Notice Period"), to have the issue dealt with by the Company in general meeting. In that event a general meeting of the Company must be called for that purpose, having the same powers as the Board has

under clause 14.1. If a resolution to expel the Member is passed at the meeting by a majority of two-thirds of the Members present, the Member ceases to be a Member on the making of the resolution and that Member's name must be removed from the register of Members.

14.4 If the Member does not notify the Secretary on or before the expiration of the Expulsion Notice Period that the Member wishes to have the issue dealt with by the Company in general meeting, the Member ceases to be a Member on the expiration of the Expulsion Notice Period and that Member's name must be removed from the register of Members.

15. OTHER GROUNDS FOR CESSATION OF MEMBERSHIP

15.1 A Member's membership of the Company automatically ceases:

- (a) In the case of a Member who is a natural person on the date that the Member:
 - i) Dies;
 - ii) Becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to mental health;
 - iii) Becomes bankrupt; or
 - iv) Is imprisoned for any period or is convicted of a felony or is convicted of an indictable offence; or
- (b) In the case of a member which is a body corporate on the date that:
 - i) An administrator, receiver or receiver/manager, or provisional liquidator is appointed to the Member; or
 - ii) An order is made by a court for the winding up of the Member or the Member is otherwise deregistered.

16. LIABILITY FOR AMOUNTS FOLLOWING CESSATION

Any Member ceasing to be a Member will remain liable for amounts which the Member is or may become liable to pay under the clause of this Constitution headed "Guarantee By Members".

17. LIFE MEMBERS

17.1 Any Member or other person who has rendered outstanding service to the Company and to the promotion of the objects of the Company or to Australian Football for a period of not less than 10 years may, on account of such service, be elected a Life Member of the Company subject to the following:

- (a) Not more than one Life Member may be elected in each year;
- (b) A Member shall not be elected a Life Member otherwise than pursuant to a recommendation of the Board, which recommendation has been adopted by a resolution passed by a two-thirds majority of Members of the Company present and entitled to vote at an Annual General Meeting or an extraordinary general meeting of the Company;

- (c) Life Members may attend all general meetings of the Company and take part in debates but they shall be not be entitled to any other rights which accrue to Members including the right to receive notice of meeting and to vote at any meeting nor to certify as to the qualifications of an applicant for membership nor to propose any candidate for membership.

18. GENERAL MEETINGS

18.1 Calling Meetings

- (a) A general meeting termed the Annual General Meeting shall be held not later than the 31st day of December in each year subject always to the provisions of the Act.
- (b) All general meetings other than Annual General Meetings shall be called extraordinary general meetings.
- (c) The President or 2 Members of the Board may whenever the President or they think fit convene an extraordinary general meeting and extraordinary general meetings shall also be convened on requisition as provided for by the Act or this Constitution.
- (d) Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice 7 days notice at least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day on which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to Club Members and Director Members.
- (e) All business shall be special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of the consideration of the statement of income and expenditure and the balance sheet, and the reports of the Board and Auditors, the election of Director Members in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.
- (f) The Secretary shall convene a general meeting within 2 months of receiving a written request for a general meeting signed by 6 Members and which sets out clearly the purpose for which the meeting is desired.

18.2 Proceedings at General Meetings

- (a) No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided the lesser of 8 Members or one half of the number of the Club Members and Director Members of the Company present and entitled to vote shall be a quorum. For the purposes of this provision "present and entitled to vote" includes a person attending as a proxy for another Member.
- (b) If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of the Members shall be dissolved and in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within half an

- hour from the time appointed for the meeting the Members present (being not less than 2) shall be a quorum.
- (c) The President shall preside as President at every general meeting of the Company or if there is no President or if he is not present within fifteen minutes after the time appointed from the holding of the meeting or is unwilling to act then the Directors present shall elect one of the Director Members to be President of the meeting.
 - (d) The President may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
 - (e) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - i) by the President; or
 - ii) by at least 3 Members present in person or by proxy.
 - (f) Unless a poll is so demanded a declaration by the President that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the act without proof of the number or proportion of the votes recorded in favour of or against the resolution. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the President directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
 - (g) A Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Club Member or a Director Member or a representative of a Club Member or a Director Member shall vote in accordance with their entitlement and on a poll every Club Member or Director Member present in person or by proxy or by attorney or other duly authorised representative shall have a vote in accordance with their entitlement. For the avoidance of doubt it is acknowledged that each Club Member and each Director Member shall be entitled to exercise 1 vote at a general meeting of the Company.
 - (h) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his or its attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

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

AFL CAIRNS LIMITED ACN 010 616 798

I/we _____ of _____
being a Club/Director (delete one) Member of the above named
Company hereby appoint _____ of _____ or failing
him/her of _____ as my proxy to vote for me on my behalf
at the (annual or extraordinary as the case may be) general meeting of
the Company to be held on the _____ day of _____ 200_____ and at any
adjournment thereof.

Signed this _____ day of _____, 200_____

This form is to be used * in favour of/against the resolution _____.

*Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he/she thinks fit).

- (j) The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarially certified copy of the power or authority shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
- (k) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
- (l) All Members are entitled to speak on a motion at a general meeting of the Company.

19. BOARD

19.1 Appointment

- (a) The Board shall comprise of the 5 Director Members of the Company and shall for the purposes of the Act constitute the Board of Directors.
- (b) Any person appointed as a member of the Board will by virtue of holding that office and this Constitution be a Director Member of the Company for the period of the duration of their membership of the Board.
- (c) No person shall be entitled to be appointed as a member of the Board if at the time of appointment or at any time during the previous 12 months that person has been either a player or an official or other representative of a Club Member.

- (d) The initial members of the Board and their positions immediately following adoption of this Constitution shall be:
 - i) Russell John Beer - President
 - ii) Reginald John Lillywhite - Vice President
 - iii) Max William O'Halloran - Vice President
 - iv) Garry Bruce Shirvington - Treasurer

and the terms of their appointments shall be in the case Beer and Shirvington until the end of the Annual General Meeting of the Company held in the year 2005 and in the case of Lillywhite and O'Halloran until the end of the Annual General Meeting of the Company held in the year 2006.

As and from 18 December 2006 the Board will include one additional Director Member who will be elected to the position of Vice President. A person will first be elected to this position at the Annual General Meeting of the Company to be held on 18 December 2006 and the term of such appointment will end on the Annual General Meeting of the Company held in the year 2008. For the avoidance of doubt, as and from 18 December 2006, the Board will comprise the President, 3 Vice Presidents and Treasurer.

- (e) Henceforth appointments to the Board are for a term commencing at the Annual General Meeting in the year of appointment and concluding at the end of the Annual General Meeting occurring 2 years thereafter.
- (f) At each Annual General Meeting of the Company the Director Members and Club Members shall appoint the relevant Director Members as Directors of the Company and to the Board in respect of the positions (namely President, Vice Presidents or Treasurer) which become vacant at that Annual General Meeting.
- (g) The election by the Club Members and Director Members of a member of the Board shall take place in the following manner:
 - i) Any 2 Members (Director or Club) of the Company shall be at liberty to nominate any other natural person for election to the Board.
 - ii) That nomination must be in writing and signed by the proposed member of the Board and his 2 proposer Members and shall be lodged with the Secretary of the Board at least 10 days before the Annual General Meeting at which the election is to take place.
 - iii) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order and each Club Member and Director Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

- iv) In case there shall not be a sufficient number of candidates nominated for the Board the other members of the Board may at their discretion fill the remaining vacancy or vacancies.
- (h) The Board shall have power at any time and from time to time to appoint any members to the Board to fill a casual vacancy. Any member of the Board so appointed shall hold office only until the next following Annual General Meeting.
- (i) The Company may by ordinary resolution remove any member of the Board before the expiration of the period of office and may by ordinary resolution appoint another person instead, however the person so appointed shall hold office only until the next following Annual General Meeting.
- (j) The office of a member of the Board shall become vacant if the Member:
 - i) ceases to be a member of the Board by virtue of the Act;
 - ii) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - iii) becomes prohibited from being a member of a Board of a Company by reason of any order made under the Act;
 - iv) 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;
 - v) resigns his office by notice in writing to the Company;
 - vi) for more than 6 months fails to attend meetings of the Board without permission of the Board;
 - vii) ceases to be a Member of the Company; or
 - viii) is directly or indirectly interested in any contract or proposed contract with the Company provided however that a member shall not vacate his office by reason of his being a member of any corporation society or association which has entered into or proposes to enter into a contract with the Company if the Member shall have declared the nature of his interest in manner required by the Act.
- (k) The President, 3 Vice Presidents and Treasurer of the Board shall be elected in that order by the members of the Board by show of hands.

19.2 Powers and Duties of the Board

- (a) The business and affairs of the Company shall be managed by the Board who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Act or by regulations required to be exercised by the Company in general meeting subject nevertheless to any of these regulations and to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions as

may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred the Board shall have power from time to time:

- i) to appoint any persons to any sub-committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such sub-Committee or a member of the Board such powers as it may think fit and to revoke or alter any such appointment. Unless otherwise specified in the minutes of the Board appointing the sub-committee to quorum of all sub-committees shall consist of a majority of the members of such sub-committees. In the exercise of any powers so delegated to it the sub-committee shall comply with any regulations, directions or restrictions that may be imposed on it by the Board;
- ii) to make and amend such rules not inconsistent with this Constitution as in the opinion of the Board are necessary or desirable for the running of the Company's Australian Football competition and for the proper control, administration and management of the Company's affairs, finances, interests, effects and property and for the convenience, comfort and well being of the Company and to amend or rescind from time to time any such rules;
- iii) to enforce the observance of all rules by suspension from enjoyment of Company privileges or any of them or otherwise as the Board thinks fit;
- iv) to appoint from among its members any delegates to represent the Company for any purpose with such powers as may be thought fit;
- v) to caution or take such other action as the Board determines in respect of any Member who shall infringe any clauses of this Constitution or any rules of the Company or who shall in the opinion of the Board be guilty of conduct unbecoming of a Member or prejudicial to the interests of the Company or of Australian Football;
- vi) to lease or mortgage or charge all or any of the property, rights or undertakings of the Company;
- vii) to determine who shall sign bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts or documents of the Company;
- viii) to purchase or otherwise acquire for the Company any property, leases, rights or privileges which the Company is authorised to acquire at such price and on such terms and conditions as they think fit;
- ix) at their discretion to pay for any rights or property acquired by or services rendered to the Company either wholly or partially in cash or in debentures or other securities of the Company as may

be agreed upon. Such debentures or securities may be either specifically charged upon all or any part of the property, assets, rights or undertakings of the Company or not so charged;

- x) to secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company for the time being, or in such manner as they may think fit;
- xi) to appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, contractors, agents or servants as they may from time to time think fit, and to determine their duties and conditions of employment and fix and pay their salaries or emoluments, and to require security in such instances and to such amounts as they think fit;
- xii) to accept from any Member on such terms and conditions as shall be agreed a surrender of rights and privileges in the Company;
- xiii) to institute, conduct, defend, compound or abandon legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company;
- xiv) to refer any claims or demands by or against the Company to arbitration or mediation and to observe and perform any awards or mediated resolutions;
- xv) to make and give receipts, releases, and other discharges from money payable to the Company and for the claims and demands of the Company;
- xvi) to execute in the name and on behalf of the Company in favour of any member of the Board or other person who may incur or be about to incur any personal liability, whether as principal or surety, for the benefit of the Company such mortgages of the Company property, present or future, as they think fit. Any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon;
- xvii) to set aside out of the profits of the Company such sums as they think proper as a reserve fund to meet contingencies or for preparing, improving and maintaining any of the property of the Company, and for such other purposes as the Board shall in its absolute discretion think conducive to the interests of the Company, and to invest the several sums set aside upon such investments as they may think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof at their discretion for the benefit of the Company, and to divide the reserve funds into such funds as the Board may think fit;
- xviii) Generally to enter into all such negotiations and contracts, and receive and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the

Company as they may consider expedient or otherwise for the purposes or best interests of the Company.

- (b) The Board shall cause minutes to be made:
 - i) of all appointments of officers of the Company;
 - ii) of the names of members of the Board present at all meetings of the Company and of the Board; and
 - iii) of all resolutions and proceedings at all meetings of the Company and of the Board.

Such minutes shall be signed by the President of the meeting at which the proceedings were held or by the President of the next succeeding meeting.

19.3 Proceedings of the Board

- (a) The Board may meet altogether for the dispatch of business adjourn and otherwise regulate its meetings as it sees fit provided that the Board meetings shall be held at least once every 6 calendar months;
- (b) The President or 2 members of the Board may, at any time, and the Secretary shall on the requisition of the President or 2 members of the Board summon a meeting of the Board;
- (c) Subject to this Constitution and any rules made by the Board questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the President of the meeting shall have a second or casting vote;
- (d) A member of the Board shall not vote in respect of any contract or proposed contract with the Company in which the member has an interest or any matter arising thereout and if the member does so vote that vote shall not be counted;
- (e) The continuing members of the Board may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution and any rules made as the necessary quorum of the Board the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or summoning a general meeting of the Company but for no other purpose;
- (f) The President shall preside at every meeting of the Board or if there is no President or if he is unable or unwilling or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting a Vice-President shall preside or if a Vice-President is not present or is unable or unwilling then the members of the Board may choose one of their number to preside over the meeting;
- (g) A sub-committee appointed by the Board may elect a President of its meeting but if no such President is elected or if at any meeting the President is not present within ten minutes after the time appointed for

holding the meeting then the members present may choose one of their number to be President of the meeting. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the President shall have a second or casting vote;

- (h) All acts done by meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall notwithstanding that it is afterwards discovered that there was some defect on the appointment of any such member of the Board or person acting as aforesaid or that the members of the Board or any of them were disqualified by as valid as if every such person had been duly appointed and was qualified to be a member of the Board;
- (i) A resolution in writing signed by members of the Board representing not less than 75% or their total number for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board;
- (j) Every member of the Board and other agent or officer of the Company must:
 - i) keep secret all aspects of all business of the Company except:
 - ◆ to the extent necessary to allow the person to perform their duties to the Company;
 - ◆ when requested to disclose information to the Board or the auditor of the Company;
 - ◆ as otherwise required by law.
 - ii) if requested by the Board, sign and make a declaration not to disclose or publish any aspect of any business of the Company.

20. INDEMNITY

Every officer of the Company is entitled to be indemnified out of the funds and property of the Company from and against all costs, charges, losses, damages, and expenses which they may incur or be put to or become liable to pay, in the execution of their office or in the discharge of their duties but is not exempt from or entitled to be indemnified against any liability in respect of their own negligence, default, breach of duty, breach of trust or unlawful act. In this clause "officer" includes the Directors of the Company and a person duly authorised by the Company to manage the operations of any agency of the Company, whether or not that person is an employee of the Company.

21. ACCOUNTS

21.1 The Board shall cause to be kept correct accounts and books showing the financial affairs of the Company and the particulars usually shown in books of account businesses of a like nature and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon

as required by the Act provided however that the Board shall cause to be made out and laid before each Annual General Meeting a profit and loss account and balance sheet made up to a date not more than 4 months before the date of the meeting.

21.2 The Board shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of Members not being members of the Board and no other Member (not being a member of the Board) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or by the Constitution or authorised by the Board or by the Company in general meeting.

21.3 The financial year of the Company shall be from 1 November in each year to 31 October in the following year.

22. AUDIT

22.1 Once at least in every year the accounts of the Company including the statement of income and expenditure and the balance sheet shall be examined and ascertained by an auditor.

22.2 The Company's auditor shall be appointed by the Company at the Annual General Meeting of the Company.

22.3 The remuneration of the auditor shall be fixed by the Board.

22.4 Any auditor shall be eligible for reappointment.

22.5 The Company's auditor shall at all reasonable times have access to the books and accounts of the Company and may in relation thereto question the Board Members and/or other officers of the Company.

22.6 Every account of the Board when audited and approved by an Annual General Meeting shall be conclusive, except as regards any error discovered therein within three months next after the removal thereof. Whenever any such error is discovered within that period the accounts shall forthwith be corrected and thenceforth be conclusive.

22.7 The Company's auditor may be a Member of the Company, but no person shall be eligible as an auditor who is interested otherwise than as a Member of the Company in any transactions thereof, and no Board member or other officer shall be eligible during his continuance in office.

22.8 The Board shall fill up any casual vacancy occurring in the office of auditor.

22.9 The auditor shall be supplied with copies of the statement of income and expenditure and balance sheet 21 days at least before the meeting to which such documents are to be submitted, and it shall be the auditor's duty to examine them, with the accounts and vouchers relating thereto, and report to the Annual General Meeting thereon.

23. SEAL

23.1 The Board shall provide for the safe custody of the seal which shall only be used by authority of the Board or of a sub-Committee of members of the Board

authorised by the Board in that behalf and every instrument to which the seal is affixed shall be signed by 2 Members of the Board.

24. HEADQUARTERS OF THE COMPANY

24.1 The headquarters of the Company shall be situated at such place as the Board in its discretion decides, and until further decision shall be situated at 45-61 Tills Street, Cairns, Queensland . The headquarters of the Company shall, for the purposes of the Act, be the registered office of the Company.

25. NOTICES

25.1 Any notice may be served by the Company upon any Member either personally or by sending it through the post in a pre-paid envelope addressed to such Member at the Member's address as entered in the register of Members.

25.2 Any notice required to be given by the Company to a Member, or any of them, and not expressly provided for by this clause shall be sufficiently given if given by advertisement.

(a) Any notice required to be or which may be given by advertisement shall be advertised once in one Cairns daily newspaper, and notice shall be deemed to have been served on the date on which the advertisement appears in the newspaper.

(b) Any notice sent by post shall be deemed to have been served at the expiration of 48 hours after the letter containing the same is posted and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office.

(c) Notice of every general meeting shall be given in any manner hereinbefore authorised to:

i) every Member other than life Members; and

ii) the auditor for the time being of the Company;

(d) no other person shall be entitled to receive notice of general meetings;

(e) the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at any meeting.