

CONSTITUTION

OF

YACHTING QUEENSLAND LTD

ACN 010 268 014

(A company limited by guarantee)

13 June 2019

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1. DEFINITIONS AND INTERPRETATIONS

1.1. Definitions

In this Constitution the following expressions shall have the meanings provided below: -

- a) "Act" means the Corporations Act 2001 (Cth);
- b) "Affiliate Member" means any incorporated body which is:
 - (i) a Club; or
 - (ii) a Class Association;which has been admitted to membership in accordance with this Constitution;
- c) "Australian Sailing Membership Database" means the database maintained by YQ or by Australian Sailing on behalf of YQ of the names of individuals who are members of the Affiliate Member.
- d) "Board" means the board of Directors of YQ;
- e) "Class Association" means a body which administers a class of boat or a sailing vessel sailing under WORLD SAILING rules;
- f) "Club" means a body that is interested in the control, conduct, promotion or management of Sailing;
- g) Current Financial Member: An Affiliate Member who has paid all levies and fees imposed by YQ.
- h) "Delegate" means the Authorised Delegate of an incorporated body which is either a Club or Class Association and who is admitted to membership in accordance with this Constitution;
- i) "Director" means a Director for the time being on the Board of YQ;

- j) "Executive Officer" means the person appointed to manage YQ and designated as such by the Board;
- k) "Member" means any Life Member or Affiliate Member of YQ;
- l) "Officer" means Director and any other persons as set out in Section 9 of the Corporations Act;
- m) "President" means the president for the time being of YQ;
- n) "Register" means the register of Members of YQ;
- o) "Sailing" includes without limitation yachting, recreational and motor boating, kiteboarding, blowcarting and sail boarding;

- p) "Secretary" means any person appointed in accordance with the Act to perform the duties of a Secretary of YQ.
- q) "WORLD SAILING" means the organisation known as World Sailing and is the governing body for the sport of sailing, and officially recognised by the International Olympic Committee ; and
- r) "YQ" means the company limited by guarantee called Yachting Queensland LTD ACN 010 268 014.

1.2. Interpretation Of Constitution

If any doubt shall arise as to the proper construction or meaning of any of this Constitution or of any expression used therein the decision of the Board thereon shall be final and conclusive provided such decision be reduced to writing and recorded in the minute book of the proceedings of the Board.

2. NAME

The name of the company is "Yachting Queensland Limited".

3. OBJECTS

The objects for which YQ is established are:

- a) to promote the development and adherence to national competency standards;
- b) to initiate, organise, administer, arrange, control and promote Australian Sailing National Proficiency Scheme, Australian Sailing Approved Training Centres, schools, facilities, curriculums or programs for the education and/or accreditation of people participating in sailing;
- c) to liaise with Australian Sailing and Queensland Clubs and Class Associations for the purposes of advancing knowledge, education and skills in sailing;
- d) to promote and encourage the knowledge and education of people participating in sailing;
- e) to encourage and promote sailing for educational purposes; as a means of personal development; as a sport; and for recreation; and
- f) to do all such things as are incidental or conducive to the attainment of the above objects.

4. POWERS

- a) YQ has the legal capacity of a natural person with all the consequential powers as conferred by the Act.
- b) The income and assets of YQ must be applied solely towards the promotion of YQ.

- c) The income and assets of YQ must not be paid or transferred directly or indirectly to the Members of YQ.

5. MEMBERS LIMITED LIABILITY AND UNDERTAKING

- a) The liability of the Members is limited to an amount not exceeding \$20.00.
- b) Each Member of YQ agrees to contribute to the assets of YQ if it is being wound up while a Member or within one year after the Member ceasing to be a Member for payment of the debts and liabilities of YQ incurred before the Member ceases to be a Member and such amounts as may be required not exceeding \$20.00.

6. OPERATION OF THIS CONSTITUTION

YQ and its Members agree that they are each bound by this constitution.

7. MEMBERSHIP

7.1. General

- a) The number of Members of YQ shall be unlimited.
- b) A Register of Members shall be kept in accordance with the Act.

7.2. Classes Of Members

The classes of Members shall consist of:

- a) Affiliate Members;
- b) Life Members;

7.3. Affiliate Membership

- a) A Club or Class Association shall be eligible for Affiliate Membership of YQ if:

- (i) it agrees to be bound by and to comply with the rules and by-laws or Constitution of YQ and to accept and enforce all decisions of YQ made in conformity with such documents;
- (ii) it is an incorporated body or a company limited by guarantee;
- (iii) it supplies to the Board for approval a copy of its constitution, certified as being a true and correct copy by its Secretary or other principal administrative officer and such other particulars as may from time to time be prescribed by the Board; and
- (iv) its constitution contains such provisions (if any) as may from time to time be required by YQ as a qualification for Affiliate Membership.

7.4. Life Members

- a) Any person who has rendered distinguished service to YQ may be admitted as a Life Member.
- b) A person may only be admitted as a Life Member at an Annual General Meeting.
- c) A motion to admit a person as a Life Member may only be put to the Members at an Annual General Meeting after an ordinary resolution has been passed by the Board.
- d) Any resolution of the annual general meeting to confer life membership on any person, must be passed by a simple majority at the AGM.
- e) Life Members shall not be required to pay any membership fees, levies or other dues to YQ.
- f) Any person previously admitted as a Life Member of the company at any time prior to the adoption of this constitution shall continue to be and remain a Life Member as if admitted under this constitution.

7.5. Delegates

- a) An Affiliate Member may appoint up to two individuals as Delegates to represent the Affiliate Member.
- b) An Affiliate Member must notify YQ in writing of each appointment or change of appointment of its Delegates.

7.6. Eligibility To Be A Delegate

- a) A person shall be eligible to be a Delegate of YQ if the person is appointed to represent an Affiliate Member by the Affiliate Member.
- b) A Delegate must agree to be bound by and to comply with YQ Constitution and any by-laws or rules of YQ and to accept and enforce all decisions of YQ made in conformity with such documents.

7.7. Membership Fees

- a) YQ in general meeting may impose such membership fees, levies and requirements for payment as it may determine from time to time.
- b) The Board shall endeavour to advise the Members by 31 May each year of the fees, levies and any other requirements for payment for the ensuing year.
- c) The Board shall, in determining any such fees, impose only such fees as are required to meet YQ's financial needs and obligations.

7.8. Membership Applications

- a) Applications for membership shall be made in such manner as the Board shall determine in its absolute discretion.
- b) Any application for membership shall be submitted to the Board for determination within 3 months of the application being presented.

7.9. Grant Or Refusal Of Membership

- a) After the granting of an application for membership, the Board shall notify the Secretary of the name, address, e-mail and telephone of the new Member.
- b) The Secretary shall enter the information in a Register.
- c) Every Member shall notify the Secretary within 7 days of any change in its registered address or other contact details.
- d) YQ may refuse any application for membership without specifying any reason for such refusal.

7.10. Cessation Of Membership

- a) A Member shall cease to be a Member of YQ if the Member:
 - (i) has a liquidator, provisional liquidator, receiver, receiver and manager or official manager appointed to it;
 - (ii) has a voluntary administrator appointed to it;
 - (iii) resolves to wind-up or is subject to an order to wind-up;
 - (iv) enters into a scheme or arrangement with its creditors or otherwise compromises or compounds with its creditors;
 - (v) goes into voluntary administration;
 - (vi) otherwise ceases to exist;
 - (vii) resigns;
 - (viii) dies;
 - (ix) is expelled from YQ; or it
 - (x) fails to meet its financial obligations to YQ.
- b) In the case of an Affiliate Member to which a receiver, receiver and manager, official manager or voluntary

administrator has been appointed, the Board may provisionally reinstate the Affiliate Member for such duration and subject to such conditions as the Board considers appropriate under the circumstances.

- c) The Board may, subject to the provisions of the Act, suspend a Member if, in the opinion of the Board, such Member:
 - (i) is not being conducted by its governing body in accordance with its rules;
 - (ii) is acting or is being conducted by its governing body in a manner which may bring itself or YQ into disrepute; or
 - (iii) fails to meet its financial or other obligations to YQ.

8. MEETINGS OF MEMBERS

8.1. Annual General Meeting

Subject to the Act, an annual general meeting of YQ shall be held in each year at such time and place as the Board may determine.

8.2. Business Of Annual General Meeting

The business of the annual general meeting shall be:

- a) to allow Members a reasonable opportunity to ask questions about or make comments on the management of the company;
- b) the consideration of the Presidents report;
- c) the consideration of the auditor's reports;
- d) to receive and adopt the audited accounts;
- e) elect or declare the results separately of any postal ballot for the election of the North, Central and Southern Queensland Representatives;

- f) elect or declare the results of any postal ballot for the separate election of the other Directors;
- g) admit Life Members to YQ, if any;
- h) declare the results of any postal ballots to be declared at the annual general meeting;
- i) to allow Members a reasonable opportunity to ask of the auditors, or a representative of the auditors present at the meeting questions relevant to the conduct of the audit and the preparation and content of the auditor's report; and
- j) to consider any other business the general nature of which shall have been specified in the notice convening the meeting or which the chairperson of the meeting permits to be brought before the meeting.

8.3. General Meetings

- a) All meetings, other than the annual general meeting, shall be called general meetings and may be convened either in accordance with the constitution or in accordance with the provisions of the Act.
- b) The Secretary shall convene a general meeting within 7 days of being:-
 - (i) directed to do so by the President or any 3 Directors; or
 - (ii) given a requisition in accordance with the provisions of Corporations Act.
- c) The Secretary shall give not less than 21 days' notice of the general meeting to the Members. Such notice shall specify the date, day and time of the general meeting and the business to be transacted at the meeting.

- d) A requisition for a general meeting in accordance with the Act, shall clearly state reasons why such general meeting is being convened and the nature of the business to be transacted at such meeting. The requisition shall only be accepted by the secretary if the requisition contains not only the nature of business proposed but also each resolution proposed to be put to such meeting.
- e) A Member may give notice to the chair of a general or annual general meeting, advising that the Member proposes to raise a matter of general business at the meeting. Provided that the notice shall be given not less than thirty days prior to the date of the general meeting and shall specify in sufficient detail the nature of the matter to be raised, the chair shall make adequate provision at the meeting for the matter to be discussed.

8.4. Quorum

- a) The number of Delegates personally present to make a quorum for a meeting shall be twice the number of Directors plus 1 other Member.
- b) The only parties that can contribute to the make-up of the quorum are Delegates of Affiliate Members

8.5. Lack Of Quorum

- a) If within 30 minutes from the time appointed for the meeting a quorum is not present the meeting, shall be dissolved; but it shall stand adjourned to the same day in the next week at the same time and place or to such other day (not being more than 14 days after such meeting) time and place as the President or the Secretary may then appoint.

- b) If at such adjourned meeting a quorum of Members is not present in person within 30 minutes from the time appointed for the meeting, those persons present will then constitute a quorum.

8.6. Adjournment Of Meeting

- a) The chairperson of a meeting may, with the consent of the 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.
- b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

8.7. Notice Of Adjournment

- a) When a meeting at which a quorum was present is adjourned for 30 days or more, notice of such adjournment shall be given to the Members and, so far as practicable, in the same manner as the original meeting.
- b) Save as previously provided, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

8.8. Voting Rights

- a) At any general meeting each Affiliate Member is entitled to vote in person (by the Delegate) or by proxy.
- b) On a poll, each Affiliate Member which is a Club, shall have 1 vote plus 1 extra vote for every 200 adult Members (or part thereof) up to a maximum of 7 votes. The number of Members of the Affiliate Member shall be taken as the number of financial adult Members recorded in the Australian Sailing Membership Database.

- c) Each Affiliate Member which is a Class Association shall have 1 vote only.
- d) Each Life Member shall not be eligible to vote.
- e) In the case of a vote being taken by poll or postal ballot an Affiliate Member may apportion its voting entitlement between the 2 persons appointed as its Delegates.
- f) No Affiliate Member who has been served with a notice of suspension of its membership, nor any Delegate of that Affiliate Member, can attend or vote at any meeting of YQ until the suspension of its membership has been cancelled and its full rights of membership of YQ restored.
- g) Each Affiliate Member must be a current financial Member.

8.9. Method Of Voting

Every resolution submitted to a meeting shall be decided by a show of hands unless:

- a) it is being voted on by postal ballot only;
- b) before voting has taken place, or following the declaration of the show of hands, a poll is demanded by:
- c) the chairperson of the meeting; or
- d) not less than 2 Members present at the meeting in person or by proxy.

8.10. Poll

- a) If a poll is required it shall be taken either at once or after an interval or adjournment or otherwise as the chairperson directs.
- b) A poll demanded on the election of a chairperson or on a question of adjournment shall be taken immediately.
- c) The result of the poll shall be the resolution of the meeting at which the poll was demanded.

8.11. Postal Ballot

- a) A resolution of the Members decided by postal ballot shall be as valid and effective as if it had been passed at a meeting of YQ duly called and constituted.
- b) A postal ballot must not be by fax or electronic means.
- c) A postal ballot must not be combined with any other method of voting provided for in this Constitution.
- d) A postal ballot may be held for the election of the Board.
- e) A postal ballot must be held in the following circumstances:
 - (i) when the Board by special resolution approves an ordinary or a special resolution being decided by postal ballot; or
 - (ii) when the Members by ordinary resolution approve an ordinary or a special resolution being decided by postal ballot.
- f) The Board must by special resolution, adopt by-laws regulating the method of conducting postal ballots and ensure that all postal ballots are secret ballots.
- g) The Board must cause the details of the proposal on which the ballot is to be held to be set out in a statement and fix the dates for the forwarding of ballots to members and the closing of the ballot.
- h) Every ballot must be conducted by the returning officer appointed by the Board.
- i) If a returning officer is not appointed in enough time to allow the postal ballot procedure to be followed, the Secretary is the returning officer.
- j) Any person, other than a Director, may be appointed by the Board to act as returning officer.

- k) The returning officer may appoint any person to assist with the performance of functions or powers under this rule by the persons provided that such person would also be eligible to be a returning officer.
- l) The returning officer must prepare a roll of the full names and addresses of the Delegates of YQ as disclosed by the Register of members together with particulars of the number of votes each Delegate would be entitled to exercise on a poll.
- m) A person whose name is on the roll, may vote in a postal ballot, and no-one else is eligible or entitled to vote.
- n) The Returning officer must cause ballot papers to be prepared and distributed to Members in accordance with this Constitution and the by-laws.
- o) The Returning officer must ensure that postal ballots are received and processed in accordance with this Constitution and the by-laws.
- p) The Returning officer must provide a ballot box.
- q) The ballot box must be locked immediately before the ballot papers are distributed to members and remain locked until the close of the ballot.
- r) Ballot papers received after noon on the day the ballot closes must not be taken into account at the ballot.
- s) As soon as practicable after noon on that day, the returning officer in the presence of scrutineers appointed by the Board must open the ballot box and deal with the contents in accordance with this Constitution and the by-laws.
- t) The decision of the returning officer as to the formality of a ballot paper is final and not open to appeal.

- u) The returning officer must count votes cast and make out and sign a statement of:
 - (i) the number of formal votes cast in favour of the proposal;
 - (ii) the number of formal votes cast against the proposal;
 - (iii) the number of informal votes cast; and
 - (iv) the proportion of the formal votes polled which were in the affirmative.
- v) On the declaration of the returning officer of the result of the postal ballot the Secretary is to make an entry in the minute book showing the particulars mentioned in subparagraphs (u)(i) to (iv) above.
- w) The returning officer must forward the statement to the Secretary who must either announce the result of the ballot either at the next general meeting or by giving notice of the result in writing to each Member within 60 days of the ballot closing, whichever is the earlier.
- x) The proposal which received the required majority of votes must be declared won.
- y) The returning officer must retain all ballot papers (whether formal or otherwise), and rolls used for the conduct of the ballot, locked in the ballot box until the returning officer has been directed by the Board, in writing to destroy them.
- z) Notice of the result of the ballot (other than a ballot conducted to alter this Constitution) must be displayed on the notice board at YQ's registered office.
- aa) For a postal ballot altering this Constitution, YQ must cause the alteration to be notified in writing to its members as soon as practicable after the alteration takes effect but not later than the day notice is given to the

Members of the next annual general meeting of YQ after the alteration takes effect.

8.12. Evidence Of Vote

Unless a poll is demanded at a meeting, the chairperson of the meeting shall declare that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority. an entry to that effect in the minute book of YQ shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

8.13. Dispute As To Vote

In the case of any dispute as to the admission or rejection of a vote on a show of hands or a poll, the chairperson of the meeting shall determine the dispute and such determination made in good faith shall be final and conclusive.

8.14. Objections

- a) No objection shall be raised to the qualifications of any voter except at the meeting or meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- b) Any such objection made in due time before a resolution is put to the vote shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

8.15. Resolutions

- a) A resolution of any business at any meeting, other than special business, shall be decided by a majority of votes.
- b) Any proposed special resolution shall be decided by a majority of three quarters of votes present at the meeting in person or by proxy.

- a) This form to be used in *favour of/against the resolution (or resolutions) set out hereunder.
- b) (Where more than one resolution is so set out a clear indication should be given as to whether the vote of the proxy should be cast for or against each such resolution).
- c) Where the business of the meeting includes the election of Directors then my/our proxy appointed hereby shall vote for the following Member/s:

*Strike out whichever is not desired.

8.18. Deposit Of Proxy

The instrument appointing a proxy shall be deposited at the registered office of YQ, not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall be invalid.

8.19. Validity Of Votes

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding revocation of the instrument if no intimation in writing of such revocation has been received by YQ before the commencement of the meeting at which the instrument is used.

9. THE BOARD

YQ shall be managed by the Board.

9.1. Number Of Directors On The Board

- a) The Board shall consist of seven (7) persons as Directors who shall be appointed in accordance with this Constitution.
- b) The Board may appoint the company Secretary and determine the period for which the Secretary is to hold office. If the Board does not appoint a company Secretary then, the Executive Officer shall be the company Secretary until the Board makes a different appointment.
- c) Subject to the Act, YQ may by special resolution passed at an annual general meeting increase or reduce the maximum number of Directors.

9.2. Membership Of The Board

The Board shall comprise:

- a) a North Queensland Representative, being a person who resides north of Bowen;
- b) a Central Queensland Representative, being a person who resides in or between Bundaberg and Bowen;
- c) a South Queensland Representative, being a person who resides in Queensland south of Bundaberg excluding the metropolitan area (being the area with a 40km radius of the Brisbane CBD and including Redcliffe); and
- d) such other number of elected persons as is necessary to make up the required number of Directors.

9.3. Election Of Directors To The Board

- a) A person must be currently registered on the Australian Sailing Membership Database by a Club that is an Affiliated Member, and ordinarily reside in Queensland to be eligible for election as a Director of YQ.

- b) A Delegate shall immediately resign as a Delegate upon being elected as a Director. Elected Directors hold office for 2 years and retire from office at the second Annual General Meeting following the Annual General Meeting at which they were elected.
- c) A retiring Director is eligible for re-election
- d) A Director shall not be eligible to serve more than four terms in any fifteen year period.
- e) Each Director shall comply with the:
 - (i) specific obligations imposed upon them in the Act, and
 - (ii) general rules governing Directors and Officers of corporations.
- f) Each Director and the Secretary must furnish YQ with the public information about Directors and Secretaries as is required by the Act.
- g) Any person holding office as a Director when this constitution is adopted shall continue in office until that person's term expires in accordance with the former constitution of YQ, except Directors not meeting the requirement of clause 9.3(d) shall serve only until the next AGM.

9.4. Casual Vacancies

- a) Any casual vacancy shall be filled by appointment by the Board with the person so appointed taking the place of the Director in respect of whom the vacancy occurred.
- b) If a casual vacancy is a representative of Northern, Central or Southern Queensland, then the person appointed to fill the casual vacancy must reside in that area as dictated in clause 9.2

- c) In the event that the number of Directors is reduced to less than 4 then the continuing Directors may only act for the purpose of filling the vacancies until there are at least 4 members of the Board.

9.5. Cessation Of Membership Of The Board

A Director shall cease to be a Director and that person's position as Director shall become vacant if:

- a) the person is disqualified under of the Act;
- b) the person retires or resigns in writing to the Secretary; or
- c) without first obtaining the permission of the Board, the person fails to attend 2 consecutive meetings of the Board
The Board shall not refuse reasonable requests for leave of absence.

9.6. Removal Of Director Before Term

The Members at a General Meeting may for any reason remove a Director from the Board before the expiration of that person's period of office by simple majority vote of all Members attending the General Meeting in person or by proxy

9.7. Executive Officer

- a) The Board may appoint a person as Executive Officer of YQ.
- b) The Executive Officer shall be directly responsible and shall report directly to the Board.
- c) The Executive Officer shall be responsible for the day to day administration of YQ including:
 - (i) giving notices of all meetings;
 - (ii) keeping a correct record of resolutions and all proceedings;

- (iii) keeping the Register of Members as required by the constitution; and
- (iv) discharging such other duties as are usually discharged by an Executive Officer or general manager or as devolve upon the Executive Officer under the constitution or by resolution of the Board.

10. MEETINGS OF THE BOARD

The Directors shall meet together on a periodical basis for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit. The Directors consent, by accepting nomination as a Director, to meetings being held using any technology that gives the Directors, as a whole, a reasonable opportunity to participate. To avoid doubt, this includes meetings held by telephone and/or video conferencing.

10.1. Election Of President

- a) The Directors shall elect one of their number to be the President by a majority vote at the first Board meeting following the AGM.
- b) The term shall be until the first Board meeting following the next AGM, or lesser fixed term set by resolution of the Directors.
- c) The Director elected to be President shall chair any meeting of YQ or Directors. If:
 - (i) there is no person elected as President; or
 - (ii) the President is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the President is unwilling to act,
 - (iv) another Director elected by the Directors present shall be to be chair of the meeting.

10.2. Quorum

A quorum shall consist of at least 4 Directors present at the meeting and no business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of the meeting.

10.3. Notice Of Board Meetings

The Board shall hold meetings as notified by the Executive Officer

10.4. Special Meetings Of The Board

- a) The President or any 3 Directors may requisition a special meeting of the Board at any time whereupon the Secretary shall convene a meeting of the Board within 7 days from the date of receiving the requisition with the attached proposed resolution or resolutions.
- b) The Secretary shall give notice in writing of the time and place of a special meeting of the Board to every Director as soon as possible after receiving the requisition. The business of the special Board meeting and any proposed resolutions must be specified in the notice. The accidental omission to give notice or the non-receipt of any such notice by any of the Directors shall not invalidate any resolution passed at any such meeting.
- c) The President shall have power to dispense with the requirement for notice when dealing with matters of extreme urgency.

10.5. Voting At Board Meetings

- a) Each Director present shall be entitled to 1 vote on any question arising at any meeting of the Board.

- b) The chairperson of any Board meetings shall be entitled a deliberation and a casting vote.

10.6. Suspension Of A Board Member

Any Board member who, in the opinion of the majority of the Board, acts or behaves or otherwise fails to comply with Board policy adopted at any properly constituted Board meeting may be suspended from attending subsequent Board meetings for up to 3 meetings on the vote of at least 2/3 of the Directors present and voting at that meeting.

10.7. Resolution

A resolution of any matter arising at any meeting of the Board shall be decided by a majority of votes.

10.8. Disclosure Of Interest Under Corporations Act

In considering whether to vote or not to vote on a resolution, Directors must comply with the provisions of the Corporations Act.

10.9. Resolution In Writing

- a) A resolution in writing signed by all Directors shall be as valid as if it had been passed at a meeting of the Board duly called and constituted.
- b) Any such resolution may consist of several documents in like form each signed by one or more Directors.

10.10. Reimbursement Of Expenses

Reasonable and proper re-imbursement may be paid to any Director, as may be determined by the Board, for expenses (if any) for attendance at meetings of YQ or meetings of the Board or meetings at which a representative of the Board

attends either with the agreement of the Board or with the concurrence of the Secretary.

11. MINUTE BOOK

- a) The Secretary shall cause minutes to be kept in accordance with the Act and will ensure that the provisions of the Act are duly complied with.
- b) The Secretary shall cause minutes to be recorded:
 - i. all elections of Directors to the Board;
 - ii. the names of the persons present at each meeting of the Board and special Board meetings;
 - iii. all resolutions moved and carried at each meeting of the Board and special Board meetings;
- c) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every meeting shall be signed within a reasonable time after the meeting by either the chairperson of the meeting or the chair of the next meeting in accordance with the Act.

12. POWERS & DUTIES OF THE BOARD

12.1. Control Of Management

Subject to the Act and to any other provision of this Constitution, the Board:

- a) has the general control and management of the administration of the affairs, assets and funds of YQ; and
- b) may exercise all such powers of YQ as are not, by the Act or by this constitution, required to be exercised by YQ in general meeting.

12.2. General Powers

The Directors may exercise all the powers of YQ to:

- a) borrow money in such manner as the Board may think fit;
- b) secure any debt, liability, contract, guarantee or other engagement incurred or to be entered into by YQ in any way;
- c) issue debentures or give any other security for a debt, liability or obligation of YQ or of any other person or body corporate;
- d) invest in such manner as the Board may determine;
- e) make, amend or repeal regulations, consistent with this Constitution for the general conduct and management of YQ and the business of the Board provided that any by-law may be set aside by a special resolution at a general meeting of Members; and
- f) appoint, employ, remove or suspend such employees, contractors, agents, consultants and other persons as may be necessary or convenient for the purposes to YQ on such terms and conditions as shall be determined by the Board.

13. COMMITTEES

13.1. Appointment Of Committees

- a) The Board may appoint committees of the Board consisting of Directors and other persons and may delegate thereto such business or matters as the Board may deem fit.
- b) Each committee shall have at least 1 Director as a committee member.
- c) The quorum of any committee shall consist of at least 2 Members present provided that one of them is a Director.

- d) The chairperson of each committee shall be selected by the Board.
- e) A Director may be appointed to any committee and any Director may be appointed to more than one committee.
- f) Any Director may attend any meeting of a sub-committee of which that Director is not a member, as an observer but shall not speak or vote there at without the consent of the chair.
- g) Membership of committees shall not be confined to Directors.
- h) The meetings and proceedings of each committee shall be governed by the same rules as govern the Board of YQ.
- i) Any recommendations or suggestions arising from such committee meetings shall be presented to the Board by the Secretary, but shall not be binding on the Board.
- j) For the avoidance of doubt, the committees have no authority to make any decision binding upon YQ or the Board.

14. ACCOUNTS OF YQ

14.1. Consideration Of Accounts

At each annual general meeting the audited accounts of YQ for the previous year ended 30 June shall be received and considered.

14.2. Audit Of Accounts

- a) The accounts of YQ for each year ended June 30 shall be examined and reported on by 1 or more auditors.
- b) The Members shall appoint the auditors of YQ provided that no person may be appointed unless the auditor is a Registered Company Auditor.

- c) The auditors shall hold office until their successors are appointed and they shall be eligible for reappointment.
- d) The Board shall fill any casual vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.

14.3. Inspection Of Records

Subject to the Act, the Board may determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of YQ or any of them will be open to the inspection of Members other than Directors.

14.4. Financial Year

The financial year of YQ shall end on 30 June in each year.

15. NOTICE

15.1. Notice Requirements

- a) A notice may be given by YQ to any Member or Director personally or by sending it:
 - (i) by post to the Member or Director at the Member's or Director's registered address; or
 - (ii) by email to the Member's email address; or
 - (iii) by serving it in accordance with the provisions of the Act
- b) Where a notice is sent by email service the notice shall be deemed to be effected on the date of its transmission.

15.2. Recipients Of Notice

Notice of every general meeting shall be given in any manner authorised in this Constitution to all Members and all Directors.

16. INDEMNITY OF OFFICERS

16.1. Officer Indemnity And Insurance Premiums

Subject to the Act, every person who is or has been an Officer of YQ will be indemnified out of the property of YQ against:

- a) any liability to another person (other than YQ or a related body corporate) incurred by the person in his or her capacity as Officer unless the liability arises out of conduct involving a lack of good faith; and
- b) any liability for costs and expenses incurred by the person; and
- c) any liability incurred in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted.

16.2. Payment Of Premiums

YQ may pay any premiums in respect of a contract insuring a person who is or has been an Officer of YQ against liabilities incurred by that person as an Officer of YQ to the extent permitted by the Act.

17. OTHER MATTERS

17.1. Amendments To The Constitution

No amendment shall be made to the Constitution unless the proposed resolution shall have been previously submitted to and approved by a special resolution of the Members at a General Meeting.

17.2. Amalgamation

YQ may amalgamate with any one or more organisations which:

- a) has objects similar to those of YQ; and

- b) prohibits the distribution of its or their income and property amongst its or their Members to at least the same extent as that imposed upon YQ.

17.3. Winding Up Or Dissolution

If YQ is wound up or dissolved, then, any assets remaining after payment of all debts and liabilities must be given or transferred to some other organisation which:

- a) has interests similar to those of YQ;
- b) prohibits the distribution of its or their income and assets amongst its or their Members to at least the same extent as that imposed on YQ; and
- c) the income of which is exempt from income tax under the relevant provisions of the Tax legislation.