



**AMENDED CONSTITUTION
OF
MORETON BAY REGION
INDUSTRY AND TOURISM LIMITED**

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Corporations Act 2001

A Company Limited by Guarantee and not having a Share Capital

AMENDED CONSTITUTION OF MORETON BAY REGION INDUSTRY AND TOURISM LIMITED

1. INTERPRETATION

Definitions

1.1 The meanings of the terms used in this constitution are set out below.

Term	Meaning
Annual general meeting	the general meeting held each year as required by the Corporations Act and this constitution
By-Laws	any by-laws of the Company for the time being in force
Company	Moreton Bay Region Industry and Tourism Limited
Corporations Act	the <i>Corporations Act 2001</i> (Cth)
Directors or Board of Directors or the Board	the directors of the Company
Financial Year	period from the date of establishment of the Company to the following 30 June, and after that, the period 1 July through to 30 June in the next year or any other period of 12 consecutive months determined by the Board
Member – affiliate	An individual or business entity who is part of the MBRIT membership program where a fee is paid to remain a financial member and receive the benefits of the membership program.
Member - full	a member of the Company appointed by the Board
Tax Exempt Entities	entities that are exempt from tax pursuant to Division 50 of the <i>Income Tax Assessment Act 1997</i>

Construction

1.2 In this constitution:

- (a) an expression that is given a special meaning for the purposes of any part of the Corporations Act has that same meaning when used in this constitution;
- (b) words in the singular include the plural and vice versa;
- (c) words indicating any gender indicate the appropriate gender;
- (d) headings are included for convenience only and do not affect interpretation of this constitution
- (e) a reference to a statute includes a reference to all enactments amending or consolidating the statute and to an enactment substituted for the statute and any subordinate legislation, including regulations.

2. LIMITED COMPANY

2.1 The liability of the Members is limited by guarantee.

2.2 The name of the Company is **Moreton Bay Region Industry and Tourism Limited**.

2.3 The registered office of the Company will be as the Board of Directors determines.

3. OBJECTS

- 3.1 The objects for which the Company is established are to:
- (a) encourage and facilitate economic development, tourism and destination marketing campaigns in the Moreton Bay Region;
 - (b) bring business and stakeholders together with a common purpose to contribute to economic collaboration in the Moreton Bay Region and the building of strong industry sectors;
 - (c) provide members with the ability to connect with projects, major events, festivals, community engagement and networking events in the Moreton Bay Region;
 - (d) develop a primary platform for tourism, lifestyle campaigns and information for the Moreton Bay Region.
 - (e) create, sponsor or act as trustee for other organisations or funds having objects similar to those of the Company and that prohibit the distribution of their income and property amongst Members to an extent at least as great as that imposed on this Company;
 - (f) provide money, property, services or benefits to other organisations or funds:
 - (i) having objects similar to those of the Company;
 - (ii) that are Tax Exempt Entities;
 - (iii) that prohibit the distribution of their income and property amongst Members to an extent at least as great as that imposed on this Company;
 - (g) seek donations and funding from the public and all levels of government to fund the activities of the Company.
- 3.2 The income and property of the Company must be applied solely towards the promotion of its objects as set out in this constitution and cannot be paid or transferred, directly or indirectly, as a dividend, bonus or other distribution to the Members or officers of the Company.
- 3.3 Nothing in clause 3.2 prevents:
- (a) the payment in good faith of reasonable and proper remuneration to any officer or employee the Company or to any Member or other person in return for any services rendered to the Company; or
 - (b) the payment of interest on money borrowed from a Member for any of the purposes of the Company, provided such payments are approved by the Board.

4. MEMBERSHIP

- 4.1 The Members of the Company are:
- (a) those persons who have become Members upon incorporation of the Company; and
 - (b) other parties the Board admits to Membership.
- 4.2 Members must inform the Secretary in writing of their address for correspondence and of any subsequent change in their address.
- 4.3 The Directors may determine different classes of Membership and the rights attaching to such classes of Membership from time to time by way of resolution or by-laws.
- a) There are two classes of Membership:
 - (i) Full members (Member): those persons who have been nominated to the Board for membership of the Board in a form approved by the Board.
 - (1) such membership nomination is approved by the Board;
 - (2) full members have full voting rights.

- (ii) Affiliate members: those persons who are invited to become a member of MBRIT Limited by the Board and accept that invitation.
 - (1) The membership becomes active on payment of a fee set by the Board at each annual general meeting;
 - (2) Affiliate members are entitled to attend general meetings of MBRIT Limited;
 - (3) Affiliate members
 - do not have voting rights;
 - receive benefits of access to communications platforms, opportunities for involvement in events and marketing campaigns and access to resources;
 - may be a business, community groups, or an individual who is carrying on a business in their own name.

5. MEMBERS

Only Members are eligible to hold office.

6. APPLICATION FOR MEMBERSHIP

Applications for membership must be in a form approved by the Board and directed to the Secretary.

7. APPOINTMENT OF NEW MEMBERS

- 7.1 The Secretary must submit membership applications to the next meeting of the Board.
- 7.2 The Board has an unfettered discretion to determine whether an applicant will be accepted or rejected for membership.
- 7.3 If a membership application is refused, the secretary must notify the Applicant in writing, and that applicant may re-apply to the Board for admission as a Member, but not within six months from the date of the Board meeting at which the prior membership application was refused.

8. CESSATION OF MEMBERSHIP

- 8.1 A person ceases to be a Member of the Company if the Member:
 - (a) gives notice in writing to the Secretary resigning as a Member;
 - (b) is declared bankrupt or in case of a corporate Member, is placed into liquidation, or has a receiver or manager appointed; or
 - (c) dies.
- 8.2 The date of resignation of a Member resigning in accordance with the provisions of clause 8.1 is the date on which the notice of resignation is received by the Secretary.
- 8.3 Subject to the rest of this clause 8, the Board has power to expel a Member if the Member:
 - (a) is found guilty of a criminal offence;
 - (b) in the opinion of the Board, acts in their own interests while performing any official duties for the Company;
 - (c) refuses or neglects to comply with the provisions of the constitution or of any By-Law of the Company; or
 - (d) is guilty of any conduct that, in the opinion of the Board, is prejudicial to the interests of the Company.

- 8.4 At least seven clear days' notice in writing must be given to a Member of the meeting of the Board at which a resolution to expel the Member is to be proposed. The notice must include particulars of the issues of concern to the Board.
- 8.5 The Member must have a reasonable opportunity to respond to the allegation and produce any material they consider relevant at the Board meeting.
- 8.6 The Secretary must immediately notify the Member in writing once a resolution for expulsion is passed.
- 8.7 Any Member who is expelled may lodge a written appeal with the Secretary within 30 days of receipt of notice of expulsion.
- 8.8 If a Member lodges an appeal against their expulsion, the Board must promptly call a general meeting of the Company at which the resolution with respect to the Member's expulsion will be voted upon by Members.
- 8.9 At the general meeting called pursuant to clause 8.8, the Member must be given the opportunity to respond to the allegation and produce any material they consider relevant.
- 8.10 The decision of the Company in general meeting is binding and no further appeal lies from that decision.

9. ANNUAL GENERAL MEETING

If required by law, the Annual general meeting must be held each year no later than five months after the end of the previous Financial Year.

10. GENERAL MEETINGS

- 10.1 A general meeting may be convened by the Board at any time and must be convened within two calendar months of receiving a requisition in writing from Members entitled to exercise at least 5% of the votes that may be cast at a general meeting.
- 10.2 Subject to the provisions of the Corporations Act relating to Special Resolutions, at least 21 days written notice of a general meeting must be given to all Members who are entitled to receive the notice.
- 10.3 A notice of a general meeting must contain all information required by the Corporations Act, including:
- (a) the place, the day and the hour of the meeting; and
 - (b) the general nature of the business to be transacted at the meeting.

11. PROCEEDINGS AT GENERAL MEETINGS

- 11.1 No business can be transacted at any annual general meeting or general meeting unless a quorum of Members is present in person or by proxy, attorney or representative at the time when the meeting is due to commence.
- 11.2 Unless otherwise determined by the Company in general meeting, a quorum is the higher of three Members or twenty percent of Members entitled to vote at the general meeting.
- 11.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting:
- (a) if convened upon the requisition of Members, is dissolved; or
 - (b) in any other case, the meeting is adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the chairperson may determine.

- 11.4 If a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the Members present constitute a quorum.
- 11.5 The chairperson may, with the consent of the Members present at any meeting at which a quorum is present, adjourn the meeting but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 11.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting but it is not otherwise necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.
- 11.7 At any general meeting of Members a resolution put to the vote of the meeting is decided on a show of hands unless a poll is demanded:
- (a) by the chairperson; or
 - (b) by at least 5% of the votes that may be cast on the resolution or three Members entitled to vote on the resolution, whichever is more.
- 11.8 The demand for a poll may be withdrawn.
- 11.9 Before a vote is taken, the chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are cast.
- 11.10 Unless a poll is demanded, a declaration by the chairperson is conclusive evidence of the result, provided the declaration reflects a show of hands and the proxies received. Neither the chairperson nor the minutes need to state the number or proportion of votes recorded in favour or against.
- 11.11 If a poll is demanded the chairperson will determine how the poll will be taken, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 11.12 If a poll is demanded on the election of a chairperson or on a question of adjournment, it must be taken immediately.
- 11.13 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson is entitled to a second or casting vote.
- 11.14 A Member may vote in person or by proxy, attorney or representative and every Member present in person or by proxy, attorney or representative has one vote.
- 11.15 A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under any legislation relating to mental health may vote, by the Member's committee or trustee or by such other person who has the management of their estate, and the committee, trustee or other person may vote by proxy or attorney.
- 11.16 A Member may only appoint one proxy for a particular meeting.
- 11.17 A document appointing a proxy:
- (a) must be in writing and:
 - (i) signed by the appointor or their attorney; or
 - (ii) if the appointer is a corporation, either under seal or signed by an officer or attorney; and
 - (b) contain:
 - (i) the member's name;
 - (ii) the proxy's name or the name of the office held by the proxy; and
 - (iii) the meetings at which the proxy may be used;

- (c) may direct the manner in which the proxy is to vote in respect of a particular resolution in which case the proxy must vote accordance with that direction;
- (d) is taken to confer authority to demand or join in demanding a poll; and
- (e) must be in the following form or in a form that is as similar to the following form as the circumstances allow:

Moreton Bay Region Industry and Tourism Limited

I/we, _____, of _____,

being a member/members of the Company, _____

of _____ or, in their absence,

of _____

as my/our proxy to vote for me/us on my/our behalf at the *annual general meeting/*general meeting of the Company to be held on the _____ day of

_____ 20_____ and at any adjournment of that meeting.

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

Signed this _____ day of _____ 20_____ 2018

*Strike out whichever is not desired

+To be inserted if desired.

- 11.18 An instrument appointing a proxy is not valid unless the instrument, and the original or notarially certified copy of the power of attorney or other authority under which the instrument is signed, is deposited, not less than 48 hours before the relevant meeting, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.
- 11.19 The power of attorney or copies must be deposited at the registered office of the Company or any other place specified for that purpose in the notice convening the meeting.
- 11.20 For the purpose of clause 11.19, a document is taken to be deposited at the registered office of the Company if a legible, true copy of a document is received by facsimile located at the registered office or email to the Company Secretary.
- 11.21 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:
 - (a) the previous death or unsoundness of mind of the principal;
 - (b) the revocation of the instrument (or of the authority under which the instrument was signed) or of the power; or
 - (c) the transfer of the share in respect of which the instrument or power is given,
 if no intimation in writing of any of those events has been received by the Company before the meeting at which the instrument is used or the power is exercised.
- 11.22 If the Directors have elected one of their number as chairperson of their meetings, that person will preside as chairperson at every general meeting.
- 11.23 Where a general meeting is held and:
 - (a) a chairperson has not been elected; or

- (b) the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Members present must elect one of their number to be chairperson of the meeting.

12. DIRECTORS

- 12.1 The Board will consist of a maximum of nine Directors, including the Chairperson.
- 12.2 The first Directors were:
- (a) Shane Alan Newcombe;
 - (b) Begzada Bolic;
 - (c) Annette Elizabeth Griggs; and
 - (d) Suesann Elizabeth Vos.
- 12.3 Subject to clause 12.12, all Directors must be elected by the Members of the Company entitled to vote.
- 12.4 The appointment of a Director will be effective from the conclusion of the Annual general meeting at which the election is announced.
- 12.5 Subject to 12.6, the Board may appoint any person to fill a casual vacancy in the Directors, but the total number of office bearers must not exceed the number fixed in accordance with this constitution. Any Director appointed to fill a casual vacancy holds office until the conclusion of the next Annual general meeting.
- 12.6 The office of a Director becomes vacant if the Director:
- (a) becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - (b) is prohibited from being a director of a company by reason of any order made under the Corporations Act
 - (c) ceases to be a Director by operation of any provision of the Corporations Act;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under laws relating to mental health;
 - (e) resigns as a Director by notice in writing to the Company;
 - (f) ceases to be a Member of the Company;
 - (g) is absent from three consecutive meetings of the Board without having previously obtained leave of the Board; or
 - (h) is removed by an ordinary resolution of Members.
- 12.7 The Directors are not entitled to be remunerated for their services as Directors.
- 12.8 The Directors are entitled to be paid their reasonable travelling and accommodation and other expenses incurred in consequence of their attendance at Directors meetings and otherwise in the execution of their duties as Directors.

13. POWERS AND DUTIES OF THE DIRECTORS

- 13.1 The management of the Company is the responsibility of the Board and the Board may exercise all powers of the Company as are not, by the Corporations Act or by this constitution, required to be exercised by the Company in general meeting.
- 13.2 The Board may make By-Laws that are not inconsistent with the constitution and the Corporations Act for the general management and running of the Company.

14. PROCEEDINGS OF THE BOARD AND APPOINTMENT OF CHAIRMAN

- 14.1 The Board may meet as it thinks fit. A Director may at any time, and the Secretary must, on the requisition of a Director, summon a meeting of the Board.
- 14.2 The Board must appoint one of its members to chair its meetings and may determine the period for which they will hold office.
- 14.3 Where a meeting of Directors is held and:
(a) a chairperson has not been elected; or
(b) the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,
the Directors present must elect an alternative chairperson of the meeting.
- 14.4 Subject to this constitution, questions arising at any meeting of the Board will be decided by a majority of votes.
- 14.5 The quorum necessary for the transaction of the business of the Board is two-thirds of the number of Directors at the relevant date.
- 14.6 The continuing members of the Board may act notwithstanding any vacancy in the Board, but if their number is reduced below the number fixed by or pursuant to this constitution as the quorum of the Board, the continuing Directors may only act for the purpose of filling a casual vacancy or calling a general meeting.
- 14.7 A resolution in writing signed by all Directors in Australia for the time being is as valid as if it had been passed at a meeting of the Board. The resolution may consist of several documents in like form, each signed by one or more Directors.
- 14.8 Subject to the Corporations Act, the Board may delegate any of its powers to one or more subcommittees as the Board thinks fit and the Board may also appoint the chairperson of any subcommittee.
- 14.9 Each subcommittee must keep proper minutes of its meetings and the provisions regulating proceedings of the Board apply to the proceedings of subcommittees also.
- 14.10 Questions arising at any meeting of subcommittees are determined by a majority of votes of the Members present.
- 14.11 No decision of a subcommittee is binding on the Company unless it is ratified by the Board.
- 14.12 If it is discovered after the event that there was some defect in the appointment of any Director or subcommittee member, or that they were disqualified, anything done by the Board or of the subcommittee or the person acting as a Director or subcommittee member is as valid as if every such person had been duly appointed and was qualified to be a Director or member of the subcommittee.

15. MEETINGS USING TECHNOLOGY

- 15.1 A board meeting may be called or held using any technology allowed under the Corporations Act and consented to by all the Directors.
- 15.2 The consent referred to in clause 15.1 may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

16. DIRECTORS CONTRACTING WITH THE COMPANY

- 16.1 No Director is disqualified by their office from contracting with the Company.

- 16.2 No contract or arrangement entered into by the Company in which any Director is in any way interested can be avoided because the person has the interest.
- 16.3 A Director who has an interest in any contractual arrangements with the Company is not liable to account to the Company for any profit realised in relation to the contract or arrangement provided the Director has disclosed the nature of their interest at a meeting of the Board.
- 16.4 The declaration must be made at a meeting of the Directors at which the contract or arrangement is determined if the Director's interest then exists, or in any other case at the first meeting of the Directors after the acquisition of the Director's interest.
- 16.5 A general notice that a Director is a member of a specified company or firm and is to be regarded as interested in any subsequent transaction with the company or firm is sufficient disclosure if:
- (a) the notice states the nature and extent of the interest of the Director in the company or firm; and
 - (b) there has been no material change in the Director's interest in the company or firm when a later transaction is considered by the Board.
- 16.6 A Director who has a material interest in a matter that is being considered at a Directors meeting must not:
- (a) be present at the meeting while the matter is being considered; and
 - (b) must not vote on the matter unless the preceding provisions of this clause 0 have been complied with and the other Directors have passed a resolution in accordance with section 195 of the Corporations Act.
- 16.7 The giving of a general notice under this clause does not entitle a Director to be present or to vote at a meeting in relation to a particular contract unless a resolution of the Board has first been passed.
- 16.8 Subject to a Director having complied with this clause, the Director may sign or countersign any contract in which they are interested.

17. COMPANY SECRETARY

- 17.1 The secretary of the Company holds office on the terms decided by the Directors and in accordance with the Corporations Act.
- 17.2 Nothing in this constitution prevents the Board from appointing a Member of the Company as Company Secretary.
- 17.3 The Secretary must cause minutes to be made and entered of:
- (a) the names of Directors and other persons present at all meetings of the Company and of the Board; and
 - (b) all proceedings at all meetings of the Company and of the Board.
- 17.4 The minutes must be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

18. ACCOUNTS

- 18.1 The auditor of the company is appointed by the Company in general meeting and holds office in accordance with the Corporations Act.
- 18.2 The Board must cause:
- (a) proper accounting and other records to be kept;

- (b) copies of yearly financial statements (including every document required by law to be attached to them) accompanied by a copy of any auditor's report to be distributed to Members as required by the Corporations Act; and
- (c) a statement of financial position, a statement of financial performance and a statement of cash flow for the preceding Financial Year of the Company to be prepared to a date not more than twelve months before the date of the meeting and sent to every Member with the notice for each annual general meeting.

19. NOTICES

- 19.1 A Company may give the notice of meeting to a Member either by:
- (a) serving it on the member personally; or
 - (b) by sending it by post to the member at the address shown in the register of members or the address supplied by the member for the giving of notices; or
 - (c) forwarding it by facsimile transmission at the facsimile number shown in the registers of members (if any) or the facsimile number supplied by the member for the giving of notices; or
 - (d) forwarding it by electronic mail to the electronic mail address shown in the register of members (if any) or the electronic mail address supplied by the members for the giving of notices; or
 - (e) in any other way allows by the Corporations Act.
- 19.2 A notice of meeting sent by post is taken to be given three days after it is posted.
- 19.3 A notice of meeting sent by facsimile will be deemed to be effected on the date the Company receives a facsimile transmission report confirming receipt of the notice at the facsimile number for the member referred to in clause 19.1.
- 19.4 Where a notice is forwarded by electronic mail, service will be deemed to be effected on the day of the transmission, so long as the sender of the notice does not receive a delivery failure message in respect of the electronic mail.
- 19.5 Notice of every general meeting must be given in any manner authorised by this constitution to:
- (a) every Member except those Members who have not supplied to the Company an address for the giving of notices to them; and
 - (b) the auditor or auditors for the time being of the Company.
- 19.6 No other person is entitled to receive notices of general meetings.

20. WINDING UP

- 20.1 If the Company is wound up and any property remains after satisfaction of all its liabilities, that property:
- (a) must not be paid to or distributed among the Members; but
 - (b) must be given or transferred to other institutions having similar objects to the Company that are Tax Exempt Entities (**Default Fund**).
- 20.2 The Default Fund will be determined:
- (a) by the Members at or before the time of dissolution; but
 - (b) if no determination is made by the Members, the Default Fund will be determined by a Judge of the Supreme Court of the state in which the registered office of the Company is located.
- 20.3 Every Member undertakes to contribute to the assets of the Company to a maximum of \$10 if the Company is wound up while they are a Member or within one year after they cease to be a Member, for payment of the liabilities of the Company contracted before they cease to be a Member.

21. INDEMNITY

- 21.1 Every Director, Secretary and other officer of the Company is indemnified out of the assets of the Company against any liability incurred by the person as officer except where the Company is prohibited from indemnifying the person under the provisions of the Corporations Act.
- 21.2 The indemnity may extend to a liability for costs and expenses incurred by a person in defending proceedings, whether civil or criminal, irrespective of their outcome.
- 21.3 The Company may pay premiums in respect of contracts insuring current and past officers of the Company against liabilities incurred by them as officers and liability for costs and expenses incurred in defending proceedings whatever their outcome except in circumstances where the Company is prohibited from doing so under the Corporations Act.
- 21.4 A Director, manager, secretary or other officer of the Company is not liable for:
- (a) the act, neglect or default of any other Director or officer;
 - (b) any loss or expenses incurred by the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company;
 - (c) the insufficiency or deficiency of any security in or upon which any money of the Company is invested;
 - (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any money, securities or effects are deposited or left; or
 - (e) for any other loss or damage that happens in the execution of the duties of his office, unless the same happens through their own negligence, wilful default, breach of duty or breach of trust.