

Tasmanian Chamber of Commerce and Industry Limited

ACN 009 475 987

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1. Object

1.1 The basic object for which the Company is established is to provide leadership and assistance for business in Tasmania by:

- (a) shaping sustainable and profitable social, economic and environmental conditions;
- (b) advocating and promoting the policies developed by the Company and addressing contemporary business issues in public forums; and
- (c) providing relevant business services to Members and the broader business community.

1.2 In addition to the basic object of the Company, the objects of the Company include doing any lawful thing incidental or conducive to the attainment of the basic object.

2. Income and property

The income and property of the Company must be applied solely towards the promotion of the object of the Company stated in this Constitution and not paid or transferred directly or indirectly by way of dividend, bonus or by any other means by way of profit to the Members.

3. Limited liability

3.1 The liability of the Members is limited.

3.2 Each Member undertakes to contribute to the assets of the Company if the Company is wound up during the time the person is a Member, or within one year afterwards, for:

- (a) payment of the debts and liabilities of the Company contracted before the person ceased to be a Member;
 - (b) the costs, charges and expenses of the winding up; and
 - (c) the adjustment of the rights of the contributories among themselves,
- which amount if required will not exceed one dollar.

4. **Dissolution**

If, on the winding up of the Company, whether voluntary or otherwise, a surplus remains, after the satisfaction of all debts and liabilities, the surplus must not be paid to the Members but paid or transferred to another body or other bodies that have similar objects to the Company and that prohibit(s) the distribution of income, profits or assets to their members.

5. **Definitions and interpretation**

5.1 **Definitions**

In this Constitution:

Act means the *Corporations Act 2001*;

Affiliated Chamber means, for an area, a group of representatives of businesses whose head offices are in that area, which operates as a chamber of commerce, and which has paid an annual affiliation fee to the Company;

AGM means the annual general meeting of Members;

Board means the Directors for the time being of the Company;

Business Day means a day upon which the major trading banks in the place where the Office is situated are open for business;

Chairperson means the person elected as chair of the Board from time to time under article 10.7(a);

CEO means the person appointed as chief executive officer of the Company from time to time under article 10.8;

Committee means a committee to which powers have been delegated by the Board under article 10.9;

Company means Tasmanian Chamber of Commerce and Industry Limited;

Constitution means this constitution as altered or added to from time to time and a reference to article by number is a reference to the article of that number in this constitution as altered or added to from time to time;

Director means a person appointed or elected from time to time to the office of director of the Company in accordance with this Constitution;

Member means a person admitted to membership of the Company in accordance with article 6;

North-Western Region means the ~~north-western Tasmanian electoral division of Braddon~~ region of Tasmania with the telephone prefix of (03) 64;

Northern Region means the ~~northern Tasmanian electoral divisions~~ region of Bass and Lyons jointly Tasmania with the telephone prefix of (03) 63;

Office means the registered office from time to time of the Company;

Region means each of the Southern Region, the Northern Region and the North-Western Region;

Regional Class means each of the Southern Class, the Northern Class and the North-Western Class of Members, as described in Appendix A;

Seal means the common seal from time to time of the Company;

Secretary means a person appointed as secretary of the Company and includes any person appointed to perform the duties of secretary; and

Southern Region means the ~~southern Tasmanian electoral divisions of Denison and Franklin jointly~~ region of Tasmania with the telephone prefix of (03) 62.

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5.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) words and phrases which are given a special meaning by the Act have the same meaning in this Constitution;
- (b) words in the singular include the plural and vice versa;
- (c) words importing a gender include each other gender;
- (d) person includes an individual ~~is taken to be "from" a Region if, the individual is ordinarily resident in that Region;~~
- ~~(e) a person who is not~~ state of an individual ~~is taken to be "from", a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a Region if the person has its head office in that Region~~ partnership and a trust;
- ~~(f)~~ a reference to any law or any statute, regulations, by law or proclamation is to be read as though the words "as modified or substituted from time to time" were added to the reference;
- ~~(g)~~ headings do not affect the meaning or construction of this Constitution;
- ~~(h)~~ where a word or a phrase is given a particular meaning, other cognate parts of speech and grammatical forms of that word or phrase shall have a

corresponding meaning; and

~~(h)~~ words importing persons include corporations, companies, associations and institutions.

5.3 Replaceable Rules

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

6. Members

6.1 General

- (a) The Members of the Company comprise:
 - (i) the Members as at the date of adoption of this Constitution; and
 - (ii) any person admitted to Membership under article 6.2.
- (b) The Board may create different classes of Members with different eligibility criteria, rights and liabilities attaching to each class.
- (c) Subject to the Act the Board may vary the eligibility criteria, rights and liabilities attaching to classes of Members and may amalgamate any 2 or more classes of Members.
- (d) The classes of Members as at the date of adoption of this ~~constitution~~Constitution are as set out in Appendix A.

6.2 Applications

- (a) Any person who meets the eligibility criteria from time to time for membership of a class of Members is eligible to apply to become a Member.
- (b) Each applicant to become a Member must sign and deliver to the Company an application in the form ~~(if any)~~ prescribed by the Board from time to time, together with the annual Membership fee (if any).
- (c) The Board determines whether an applicant may become a Member. The Board is not required to give any reason for the rejection of any application to become a Member.
- (d) If an application to become a Member is accepted, the Company must:
 - (i) give written notice of the acceptance to the applicant;

- (ii) if payment has not been received, request payment of any amount owing for the annual Membership; and
 - (iii) on payment of any amount owing, enter the applicant's name in the register of Members.
- (e) If an application to become a Member is rejected, the Company must give written notice of the rejection to the applicant and refund in full any fees paid.
- (f) Failure by the Company to comply with any notice requirement in articles 6.2(d) or 6.2(e) does not invalidate the decision regarding the application.

6.3 Annual Fee

- ~~(a) Until fixed otherwise pursuant to article 6.3(b), the~~The annual fee payable by Members is ~~\$250 (inclusive of GST).~~
- ~~(b) The annual fee prescribed in article 6.3(a) may be altered as determined by the~~ Board from time to time ~~by a resolution of Members.~~

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6.4 Ceasing to be a Member

- ~~(a) A person-Member's membership~~ will cease ~~to be a if:~~
- ~~(i) the Member if that person:~~
- ~~(a) resigns in accordance with article 6.5;~~
 - ~~(b) being a member of one of the Regional Classes, ceases to meet the eligibility criteria of those classes and does not become a Member of another class; or~~
 - ~~(c) (i) where the Member is an individual, the Member dies or becomes a patient administered under laws relating to mental health;~~
 - ~~(ii) where the Member is not an individual, a liquidator is appointed in connection with the winding up of the Member, the Member is wound up or deregistered by court order, or the Member is otherwise wound up or deregistered; or~~
 - ~~(iv) the Member is expelled under article 6.6.~~
- ~~(b) No fees shall be refunded to any person on the termination of membership and all monies then owing to the Company shall remain payable.~~

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6.5 Resignation

- (a) A Member may resign as a Member by giving the Company notice in writing.

- (b) Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Company.

6.6 Expulsion or suspension

- (a) In this article 6.6, “Expulsion Event” means, in respect of a Member, that:
- (i) the Member has wilfully refused or neglected to comply with the provisions of this Constitution; or
 - (ii) the conduct of the Member is, in the reasonable opinion of the Board, unbecoming of a Member or prejudicial to the objects, interest or reputation of the Company.
- (b) Subject to article 6.6(d), the Board may resolve to expel a Member, or to suspend a Member for such period and from enjoying such rights or privileges of membership as the Board may determine if:
- (i) an Expulsion Event occurs in respect of the Member; and
 - (ii) the Company gives that Member at least 10 days notice in writing stating the Expulsion Event and that the Member is liable to be expelled or suspended and informing the Member of the Member’s rights under article 6.6(c)(i).
- (c) Before passing any resolution under article 6.6(b), the Board:
- (i) must allow the Member to give to the Board, either orally or in writing, any explanation or defence of the Expulsion Event; and
 - (ii) may, in its absolute discretion, adopt other procedures to aid the resolution of any complaints against the Member, including the appointment of complaints committees, ~~conciliators and~~ or mediators.
- (d) Where a resolution is passed under article 6.6(b), the Company must give the Member notice (~~“Discipline Notice”~~) in writing of the expulsion or suspension, “Discipline Notice” within 10 Business Days of the resolution.
- (e) A Member may, by notice in writing to the Company within 10 Business Days of receipt of a Discipline Notice, request that a resolution for expulsion (but not suspension) of that Member under article 6.6(b) be reviewed by the Company at the next general meeting.

- (f) If a request under article 6.6(e) is made, the Board must propose at the next general meeting of the Company that a resolution be moved to confirm the expulsion of the Member concerned.
- (g) A resolution under article 6.6(b) takes effect:
 - (i) if the Member does not give a notice under article 6.6(e), on the date of the resolution; or
 - (ii) if the Member gives a notice under article 6.6(e), on the date of the general meeting of the Company at which the resolution is put to Members in accordance with article 6.6(f) provided the resolution is passed by a simple majority of Members present and entitled to vote.
- (h) The Board may reinstate an expelled or suspended Member on any terms and at any time as the Board resolves.

6.7 Changing Regional Class

Where a Member of a Regional Class:

- (a) being an individual Member, becomes ordinarily resident in another Region; or
- (b) being a non-individual Member, relocates its head office to another Region,
_____ then at the completion of the move, that Member's membership of a Regional Class automatically changes to the Regional Class corresponding to their new Region. The Member must notify the Company in writing of ~~their~~ new address and the date of the move as soon as is reasonably practicable.

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7. Proceedings of Members

7.1 Who can call meetings of Members

- (a) Subject to the Act, the Directors may call a meeting of Members at a time and place as the Directors resolve.
- (b) The Directors must call and arrange to hold a general meeting on the request of Members made in accordance with the Act.
- (c) The Members may call and arrange to hold a general meeting as provided by the Act.

7.2 Annual General Meeting

- (a) The Company must hold an AGM in accordance with the Act.
- (b) The business of an AGM may include any of the following, even if not referred to in the notice of the meeting:
 - (i) consideration of the annual financial report, the Directors' report and the auditor's report for the Company;
 - (ii) election of Directors; and
 - (iii) appointment of the auditor of the Company.

7.3 How to call meetings of Members

- (a) The Company must give not less than 21 days notice of a meeting of Members unless a shorter period of notice is permitted under the Act.
- (b) Notice of a meeting of Members must be given to each Member, each Director, the CEO (if appointed) and any auditor of the Company.

- (c) Subject to article 7.11(h), a notice of a meeting of Members must:
- (i) set out the place, date and time for the meeting;
 - (ii) state the general nature of the business of the meeting; and
 - (iii) set out or include any other information or documents specified by the Act.

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- (d) ~~Subject to the Act, anything done (including the passing of a resolution) at notice of a meeting of Members by, or the accidental omission to give notice of a meeting of Members is not invalid if either or both to, a person does not entitled to receive notice of the meeting or the Company accidentally does not give notice of does not invalidate any resolution passed at the meeting to a person.~~

7.4 Right to attend meetings

- (a) Each Member who is not an individual may appoint one representative as its voting delegate to attend meetings of Members. The representative may or may not be a Member.
- (b) Any auditor of the Company is entitled to attend any meetings of Members.
- (c) Subject to this Constitution, each Director is entitled to attend and speak at all meetings of Members.

7.5 Meeting at more than one place

- (a) A meeting of Members may be held in two or more places linked together by any technology that:
 - (i) gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
 - (ii) enables the chairperson of the meeting to be aware of proceedings in each place; and
 - (iii) enables the ~~voting delegates of~~ Members in each place to vote on a show of hands and on a poll.
- (b) If a meeting of Members is held in two or more places under article 7.5(a):
 - (i) a Member present at one of the places is taken to be present at the meeting; and

- (ii) the chairperson of that meeting may determine at which place the meeting is taken to have been held.

7.6 Quorum

- (a) Subject to article 7.6(d), a quorum for a meeting of Members is 15 Members entitled to vote at the meeting.
- (b) A quorum for a meeting of Members must be present at the commencement of the meeting. If a quorum is so present, it is taken to be present throughout the meeting unless the chairperson of the meeting otherwise determines.
- (c) If a quorum is not present within 30 minutes after the time appointed for a meeting of Members:
 - (i) if the meeting was called under article 7.1(b) or article 7.1(c), the meeting is dissolved; and
 - (ii) any other meeting is adjourned to the date, time and place as the Directors may, by notice to the Members, appoint, or failing an appointment, to the same day in the next week at the same time and place as the meeting adjourned.
- (d) If a quorum is not present within 30 minutes after the time appointed for an adjourned meeting of Members, the Members present shall be a quorum.

7.7 Chairperson of meetings

- (a) The Chairperson must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) preside at each meeting of Members.
- (b) If at a meeting of Members:
 - (i) there is no Chairperson;
 - (ii) the Chairperson is not present within 15 minutes after the time appointed for the holding of a meeting of Members; or
 - (iii) the Chairperson is present within that time but is not willing to preside at that meeting,

the Directors present may, by majority vote, elect a person present to preside at all or part of the meeting of Members.
- (c) Subject to article 7.7(a), if at a meeting of Members:

~~(i)~~ a chairperson of that meeting has not been elected by the Directors
under article 7.7(b); ~~or~~

~~(ii) — the chairperson elected by the Directors is not willing to preside for all or part of the meeting of Members;~~

1. the Members present must elect another person, present and willing to act, to preside for all or part of that meeting.

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7.8 General conduct of meetings

- (a) Subject to the Act, the chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- (b) The chairperson of a meeting of Members may delegate any power conferred by this article to any person.
- (c) The powers conferred on the chairperson of a meeting of Members under this article 7.8 do not limit the powers conferred by law.

7.9 Resolutions of Members

- (a) Subject to the Act, a resolution is passed if more votes are cast in favour of the resolution by Members entitled to vote on the resolution than against the resolution.
- (b) Unless a poll is requested in accordance with article 7.10, a resolution put to vote at a meeting of Members must be decided on a show of hands.
- (c) A declaration by the chairperson of a meeting of Members that a resolution has on a show of hands been passed, passed by a particular majority, or not passed, and an entry to that effect in the minutes of the meeting, are sufficient evidence of that fact, unless proved incorrect.

7.10 Polls

- (a) A poll may be demanded on any resolution at a meeting of Members except:
 - (i) the election of a chairperson of the meeting; or
 - (ii) the adjournment of the meeting.
- (b) A poll on a resolution at a meeting of Members may be demanded by:
 - (i) at least two Members present and entitled to vote on the resolution; or
 - (ii) the chairperson of the meeting.

- (c) A poll on a resolution at a meeting of Members may be demanded:
 - (i) before a vote on the resolution is taken; or
 - (ii) before, or immediately after, the result of the vote on the resolution on a show of hands is declared.
- (d) A demand for a poll may be withdrawn.
- (e) A poll demanded on a resolution at a meeting of Members must be taken in the manner and at the time and place the chairperson of the meeting directs.
- (f) The result of a poll demanded on a resolution of a meeting of Members is a resolution of the meeting.
- (g) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of the meeting or the meeting dealing with any other business.

7.11 **Adjourned, cancelled and postponed meetings**

- (a) Subject to the Act, the chairperson of a meeting:
 - (i) may; and
 - (ii) must, if the Members present with a majority of votes that may be cast at the meeting agree or direct the chairperson to do so, adjourn a meeting of Members to any day, time and place.
- (b) No person other than the chairperson of a meeting may adjourn the meeting.
- (c) The Company is only required to give notice of an adjourned meeting if the period of adjournment exceeds one month or such other time specified in the Act for that purpose.
- (d) Only business left unfinished is to be transacted at a meeting of Members resumed after an adjournment.
- (e) Subject to the Act and this article 7.11, the Directors may at any time postpone or cancel a meeting of Members by giving notice, of not less than 5 Business Days before the time at which the meeting was to be held, to each person to whom the notice of the meeting was required to be given.
- (f) A general meeting called under article 7.1(b) must not be cancelled or postponed by the Directors without the consent of the Members who requested the meeting.

- (g) A general meeting called under article 7.1(c) must not be cancelled or postponed by the Directors without the consent of the Members who called the meeting.
- (h) A notice adjourning or postponing a meeting of Members must set out the place, date and time for the revised meeting (and if the revised meeting is to be held in two or more places, the technology that will be used to facilitate this).

7.12 **Number of votes**

- (a) Subject to this Constitution, on a show of hands or on a poll at a meeting of Members, every Member present has one vote.
- (b) In the case of an equality of votes at a meeting of Members, the chairperson of the meeting has a casting vote on the resolution both on a show of hands and on a poll, in addition to any vote he or she may have as or for a Member.
- (c) A Member present at a meeting of Members is not entitled to vote on any resolution if any amount due and payable in respect of that Member's membership has not been paid.
- (d) A Member present at a meeting of Members is not entitled to vote on a resolution if the vote is prohibited by the Act or an order of a court of competent jurisdiction.
- (e) The Company must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Members where that Member is not entitled to vote on the resolution.

7.13 **Objections to qualification to vote**

- (a) An objection to the qualification of any Member or the voting delegate of any Member to vote at a meeting of Members may only be made:
 - (i) before that meeting, to the Directors; or
 - (ii) at the meeting (or any resumed meeting if the meeting is adjourned), to the chairperson of the meeting.
- (b) Any objection under article 7.13(a) must be decided by the Directors or the chairperson of the meeting of Members (as the case may be), whose decision, made in good faith, is final and conclusive.

7.14 Member Present

For the purposes of this article 7, a Member is present at a meeting of Members if they are present in person or by proxy, attorney or representative.

8. Directors

8.1 Transitional Rules

Article 8 is, where applicable, subject to the transitional rules set out in Appendix B (transitional rules). The transitional rules prevail to the extent of any inconsistency.

8.2 Number ~~and appointment~~ of Directors

~~(a)~~ There will be 7 to 9 Directors, comprising:

~~(i)~~ 7 elected Directors, with 3 to be elected from the Southern Region, 2 to be elected from the Northern Region and 2 to be elected from the North-Western Region; and

~~(ii)~~ up to 2 Directors appointed by the Board if it sees fit.

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8.3 Term of Directors

~~(b)~~ ~~(a)~~ Subject to ~~article~~articles 8.2~~(e)~~,3(b), 8.4 and 8.5, an elected Director will hold office until the conclusion of the third AGM following the Director's election and, subject to article 8.2~~(i)~~, is eligible for re-election.

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~~(e)~~ ~~(b)~~ Retirement of elected Directors will occur in cycles of 3 AGMs as follows:

- (i) at the first AGM in a cycle, the elected Director from the Southern Region who has been in office the longest and the elected Director from the North-Western Region who has been in office the longest will retire;
- (ii) at the second AGM in the cycle, the elected Director from the Southern Region who has been in office the longest and the elected Director from the Northern Region who has been in office the longest will retire; and
- (iii) at the third AGM in the cycle, the elected Director from the Southern Region who has been in office the longest, the elected Director from the Northern Region who has been in office the longest, and the elected

Director from the North-Western Region who has been in office the longest will retire.

- (c) For the purposes of ~~this~~ article 8.2~~(e3(b))~~ only, where an elected Director's office becomes vacant under article 8.3~~4~~ and another Director is appointed under article 8.4~~5~~, that new Director is taken to have been in office since the beginning of the term of the Director they replaced.

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8.4 Election and Appointment of Directors

- (a) Subject to articles 8.2 and 8.3, the Members shall be entitled to elect any individual (natural person) as a Director.
- (b) All elections of Directors shall be conducted in such manner as the Board approves from time to time (including the use of postal voting).
- ~~(d)~~(c) No later than 6 weeks prior to the date of each AGM, the Board will invite Members from the same Regions as the retiring elected Directors to nominate individuals from their Region as candidates for directorship to fill the elected Director vacancies on the Board at the AGM. ~~Each candidate must have a broad general business background and each~~Each nomination must be:
- (i) made in writing, noting the Region the candidate is from, signed by 2 Members and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - (ii) received by the Company at least one calendar month prior to the date of the AGM.

If a nominated candidate is neither a Member nor an employee or director of a non-individual Member, the nomination must be accompanied by that person's application for membership, which may be expressed to be conditional on that person being elected as a Director. The candidate's nomination is ineffective unless prior to the commencement of the relevant AGM, the candidate's application for membership has been approved, whether conditional upon their election as a Director, or otherwise.

- ~~(e)~~(d) If at the AGM, there is no candidate from a particular Region for which nominations have been sought, further nominations in respect of that Region are to be sought at the AGM. If no such further nominations are received at the AGM, then at the first Board meeting following the AGM the Board must fill

that vacancy by appointing as a Director an individual from that Region, and, unless the contrary is specified, this Constitution will apply to that appointed Director as if they were a Director elected at the AGM.

~~(f)~~(e) If, at the AGM, there is only one candidate from a particular Region, that candidate is elected unopposed in respect of the vacancy relating to that Region.

~~(g)~~(f) If, at the AGM, there is more than one candidate from a particular Region, a ballot is to be held in respect of the vacancy relating to that Region.

~~(h)~~(g) At the first Board meeting following each AGM, the Board may appoint 1 or 2 more Directors pursuant to article 8.2(a)(ii) and in doing so must take into account, in order:

~~(i) — the need for Directors to have a broad general business background;~~

~~(ii)~~(i) the desire to have a balance of skills and expertise amongst the Directors across a variety of fields, including but not limited to law, accounting, human resources and marketing; and

~~(iii)~~(ii) the desire to have representation of each Region.

Such Directors will be appointed on terms to be agreed by the Board and will hold office until the conclusion of the first AGM following their appointment. Subject to article 8.2(i), such Directors may be re-appointed by the Board.

~~(i)~~(h) A Director is ineligible for appointment, re-appointment, election or re-election if he or she has served as a Director for 6 consecutive years, and shall remain so disqualified for 3 years after becoming so disqualified.

~~(j)~~(i) An individual is not eligible to be an elected Director (excluding Directors appointed pursuant to article 8.2(e)) if:

- (i) being an individual Member; or
- (ii) being an employee or ~~Director~~director of a non-individual Member, any amount due and payable in respect of that Member's membership has not been paid.

8.5 Removal of a Director

The Company may by resolution passed at a meeting of Members remove a Director from office as a Director if the conduct or position of the Director is such that continuance in office is considered prejudicial to the objects, interest or reputation of

the Company.

8.38.6 Vacancy of the office of Director

The office of a Director is immediately vacated upon the Director:

- (a) becoming ~~insolvent, under administration~~bankrupt or making any arrangement or composition with his or her creditors generally;
- (b) becoming a person of unsound mind or a person who is a patient administered under laws relating to mental health;
- ~~(c)~~ becoming a represented person under the Guardianship and Administration Act 1995;
- (d) resigning office by notice in writing to the Company;
- (e) being removed from office pursuant to the Act;
- (f) being prohibited from being a Director by reason of the operation of the Act;
- (g) without the consent of the Board, being absent from meetings of the Board held during a period of 6 consecutive months;
- (h) being removed from office by order of the Supreme Court on the grounds of proved misconduct;
- (i) being removed by a resolution of the Members of the Company for failing to abide by any code of conduct ~~created~~adopted by the Board from time to time;
- ~~(j)~~ (k) being an elected Director (excluding a Director appointed by the Board pursuant to article 8.2~~(e4(g))~~), failing to pay, within 60 days of the amount becoming due and payable, any amount in respect of that Director's membership, or, where the Director is an employee or director of a non-individual Member, that Member failing to pay within the same time any amount in respect of that Member's membership;
- ~~(kl)~~ except in the case of an appointed Director (including a Director appointed by the Board pursuant to article 8.2~~(e4(g))~~) or a director or employee of a non-individual Member, ceasing to be a Member from the Region for which the Director was elected;
- ~~(lm)~~ except in the case of an appointed Director (including a Director appointed by the Board pursuant to article 8.2~~(e4(g))~~) or an individual Member, ceasing to be a director or employee of a non-individual Member from the Region for which the Director was elected; or

(~~nn~~) reaching the end of their period of appointment under ~~articles~~ article 8.2(e4(d)) or (~~ng~~) unless re-appointed in accordance with this Constitution.

8.48.7 **Casual vacancies**

If a casual vacancy occurs in the office of an elected Director, the Board must appoint an individual on the basis of ~~their skills and competency~~, the need to achieve an appropriate balance of skills, experience and expertise on the Board and the need to have the required number of elected Directors from each Region, to fill the vacancy until the conclusion of the term for which the outgoing Director was elected or appointed. This period is not to be counted for the purposes of article 8.~~2(i4(h))~~.

8.58.8 **Remuneration of Directors**

(a) A Director may be paid reasonable and proper remuneration for services actually rendered to the Company as Chairperson or Director each year, as determined by the Board but subject to paragraph (b).

- (b) Before determining the Directors' and the Chairperson's remuneration each year, the Board must obtain and have regard to an independent recommendation from an appropriately qualified person or organisation of the appropriate range for that remuneration.

8.68.9 Travelling and other expenses

Every Director is entitled to be paid from Company funds all reasonable travel, accommodation and other expenses properly incurred by the Director in attending and returning from meetings of the Company or of the Board or of any Committees or while engaged on the business of the Company.

9. Powers of the Board

The management and control of the business and affairs of the Company are vested in the Board, which (in addition to the powers and authorities conferred upon it by this Constitution) may exercise all powers and do all things as are within the capacity and power of the Company under the Act.

10. Proceedings of Directors

10.1 Convening of meetings

The Directors may make rules for the calling, conduct and adjournment of their meetings and otherwise regulate their meetings as they see fit subject to the rule that the Board must meet at least once in every quarter. The Chairperson or any two Directors may at any time, and the Secretary must, on the request of the Chairperson or two Directors, call a meeting of the Board by giving not less than 48 hours notice individually to every other Director and the CEO (if appointed).

10.2 Quorum

A quorum for a meeting of the Board is:

- (a) a majority of Directors; or
- (b) such number as the Directors have fixed.

10.3 Powers of meetings

A meeting of the Board at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board.

10.4 Notice of meeting

Notice is deemed to have been given to a Director if sent by mail, personal delivery, facsimile transmission or other electronic communication to the usual place of residence of the Director or at any other address given to the Secretary by the Director from time to time.

10.5 Meetings by telephone or other means of communication

A meeting of the Board may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

10.6 Decisions

At any meeting of the Board, questions arising are to be decided by a majority of those present.

10.6 No alternate directors

A Director may not appoint an alternate director.

10.7 Chairperson

- (a) At the first Board meeting following the AGM, the Board shall elect one Director to act as Chairperson until the first Board meeting following the next AGM, at which the existing Chairperson is eligible for re-election.
- (b) If the Chairperson is not present at any meeting of the Board during the year, the Directors present may choose one of their number to be chairperson of the meeting.
- (c) In the case of an equality of votes on a question arising at a Board meeting, the Directors must make all reasonable attempts to avoid the deadlock. If there is still an equality of votes after all such reasonable attempts have been made, the

chairperson of the meeting has a casting vote, in addition to any vote he or she has as a Director.

10.8 Chief Executive Officer

- (a) The Board may appoint a person as CEO on terms to be agreed by the Board.
- (b) Subject to paragraph (c), the CEO is to attend all Board meetings, meetings of Members and any other meetings the Board determines from time to time.
- (c) Unless the Board determines otherwise, the CEO must excuse himself from any part of a Board or Member meeting which is directly concerned with the performance and/or terms of employment of the CEO.

10.9 Delegation of powers to Committees

- (a) The Board may delegate any of its powers to such persons or Committees consisting of Directors or any other person or persons as the Board thinks fit.
- (b) Any delegate of the Board or Committee formed or person or persons appointed to such a Committee must, in the exercise of the powers delegated, conform to any regulations that may from time to time be imposed by the Board.
- (c) A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.

~~(d)~~

10.10 Appointment of Committees

In appointing the members of a Committee, the Board must seek recommendations for membership from Affiliated Chambers, and will try to accommodate such recommendations subject to the overriding requirement for the Board to ensure that:

- (i) Committee members have the balance of skills and expertise needed to best perform the delegated functions; and
- (ii) the Committee remains an optimum size.

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10.11 Proceedings of Committees

The meetings and proceedings of any Committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board to the extent that:

- (a) those provisions are applicable and are not superseded by any regulations made by the Board under article 10.1; and
- (b) they are not inconsistent with a determination of the Board.

10.1112 **Validity of acts**

All acts done at any meeting of the Board or by a Committee or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or the person acting as a Director or that any of them were disqualified, as valid as if every person had been duly appointed and was qualified and continued to be a Director or a member of the Company (as the case may be).

10.1213 **Resolution in writing**

If all the Directors who are eligible to vote on a resolution have signed a document containing the statement that they are in favour of the resolution in the terms set out in the document, then a resolution in those terms is deemed to have been passed at a Board meeting held on the day on which the document was signed by the last eligible Director. A document for this purpose may consist of several documents in the same form each signed by one or more of the Directors. A document may be in the form of electronic mail, a telex or facsimile transmission.

11. **Minutes**

11.1 **Minutes**

The Directors must cause minutes to be made of:

- (a) the names of Directors present at all general, Directors' and Committee meetings;
- (b) all proceedings of general, Directors' and Committee meetings;
- (c) all appointments of officers; and
- (d) all orders made by the Directors and Committees.

11.2 Confirmation

Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body and if so signed will be as between the Members evidence of the matters stated in such minutes unless the contrary is proved.

12. Directors' dealings with the Company

12.1 Directors may contract with the Company

A Director is not disqualified by the office of Director from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise and no contract or arrangement entered into with the Company by a Director nor any contract or arrangement entered into by or on behalf of the Company in which a Director is in any way interested may be avoided for that reason. A Director is not liable to account to the Company for any profit realised by any contract or arrangement, by reason of holding the office of Director or of the fiduciary relationship established by the office.

12.2 Disclosure of interests

A Director who is in any way, directly or indirectly:

- (a) interested in a contract or proposed contract or arrangement or dealing with the Company; or
 - (b) associated as a member, officer or in any way whatsoever with any person, organisation or entity which may benefit from a decision of the Company,
- must disclose the nature of that interest to the Board and is not eligible to vote on any resolution relating to the benefit to be given.

12.3 Seal

A Director who is interested in any contract or arrangement may, notwithstanding the interest, attest the affixing of the Seal to any document evidencing or otherwise connected with the contract or arrangement.

13. **Directors holding other offices**

13.1 **Director may hold other office**

A Director may hold any other office or position under the Company (except that of auditor) in conjunction with the office of Director, on terms and at a remuneration that the Board approves.

13.2 **Office in other corporations**

A Director may be or become a Director of or hold any other office or position under any corporation promoted by the Company, or in which it may be interested, whether as a vendor or member or otherwise, and the Director is not accountable for any benefits received as a Director or member of or holder of any other office or position under that corporation.

13.3 **Exercise of voting power in other corporations**

The Board may exercise the voting power conferred by the shares in any corporation held or owned by the Company as the Board thinks fit (including the exercise of the voting power in favour of any resolution appointing the Directors or any of them as directors of that corporation or voting or providing for the payment of remuneration to the directors of that corporation) and a Director may vote in favour of the exercise of those voting rights notwithstanding that the Director is, or may be about to be appointed, a director of that other corporation and may be interested in the exercise of those voting rights.

14. **Insurance premiums**

The Company may pay a premium in respect of a contract insuring a person who is or has been a Director, Secretary or other officer of the Company against a liability incurred by the person as an officer of the Company, except in the circumstances prohibited by the Act.

15. **Secretary**

15.1 **Appointment**

A Secretary must be appointed by the Directors for the term, at the remuneration and on the conditions that they think fit, and any Secretary so appointed by the Directors may be removed by the Directors.

15.2 **Role**

The Secretary shall be responsible for keeping the records of the deliberations of the Board and shall keep full and accurate records of all decisions taken at any meeting of the Board.

16. **Accounts and audit**

16.1 **Accounts**

The Directors must ensure that adequate and correct accounts of the financial transactions of the Company are kept.

16.2 **Auditor**

A properly qualified auditor will be appointed by the Company to audit the accounts. The remuneration of the auditor appointed should be fixed and duties regulated in accordance with the Act.

17. **The Common Seal**

17.1 **The Seal**

The Company may from time to time exercise the powers conferred by the Act in relation to official seals and those powers are vested in the Board.

17.2 **Safe custody and affixation**

The Board is to provide for the safe custody of the Seal, which should only be used with its authority. Every instrument to which the Seal is affixed is to be signed by a Director and countersigned by the Secretary or by a second Director or by another person appointed by the Board for the purpose.

18. **Indemnity**

18.1 **Indemnity of officers**

To the extent permitted by law, the Company indemnifies every Director, Secretary and other officer of the Company out of the assets of the Company against any liability incurred by that person in his or her capacity as an officer of the Company to a person other than the Company or a related body corporate of the Company unless the liability arises out of conduct on the part of the officer which involves a lack of good faith.

18.2 **General indemnity**

The Company indemnifies every Director, auditor, Secretary and other officer for the time being of the Company out of the assets of the Company against any liability incurred by the person in his or her capacity as officer or auditor of the Company:

- (a) in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted; or
- (b) in connection with any application, in relation to such proceedings, in which a court grants relief to the person.

19. **By-laws, rules and regulations**

The Board has the power from time to time to make such by-laws, rules and regulations not inconsistent with this Constitution as the Company in the opinion of the Board deems are necessary and desirable for the proper control, administration and management of the Company's operations, finances, affairs, interests, effects and property and the duties obligations and responsibilities of the Members and to amend or rescind from time to time any such by-laws, rules or regulations.

Appendix A – Classes of Members (Article 6.1)

Southern Class

1. Southern Members must be either:
 - (a) individuals who are ordinarily resident in the Southern Region or outside of Tasmania; or
 - (b) businesses or other organisations with their head office in the Southern Region or outside of Tasmania.
2. Southern ~~members~~Members may only nominate and vote for candidates for the position of an elected Director who are from the Southern Region.

Northern Class

1. Northern Members must be either:
 - (a) individuals who are ordinarily resident in the Northern Region; or
 - (b) businesses or other organisations with their head office in the Northern Region.
2. Northern ~~members~~Members may only nominate and vote for candidates for the position of an elected Director who are from the Northern Region.

North-Western Class

1. North-Western Members must be either:
 - (a) individuals who are ordinarily resident in the North-Western Region; or
 - (b) businesses or other organisations with their head office in the North-Western Region.
2. North-Western ~~members~~Members may only nominate and vote for candidates for the position of an elected Director who are from the North-Western Region.

Appendix B - Transitional Rules (Article 8)

Operation of article 8

Article 8 is, where applicable, subject to the transitional rules set out in this Appendix. The transitional rules prevail to the extent of any inconsistency.

Directors

The Directors of the Company immediately prior to the date of adoption of this Constitution will continue in those roles until the conclusion of the first AGM following the date of adoption of this Constitution. Subject to these transitional rules, such Directors are eligible for re-election.

AGM 2008

At the AGM of the Company in 2008, elections will be held for 7 Directors, 3 from the Southern Region and 2 from each of the Northern and North-Western Regions. Nomination and election of Directors will occur in accordance with article 8.

AGM 2009

The AGM in 2009 will be the first AGM in the cycle of 3 AGMs described in article 8.2(e3(b)). The elected Directors from the Southern Region and the North-Western Region to retire will be those who received the least number of votes at the 2008 AGM. If the elected Directors from those Regions to retire cannot be determined by that process, they will be determined by agreement between them or, failing agreement, by ballot of the Board. Nomination and election of Directors for those positions will occur in accordance with article 8.

AGM 2010

The AGM in 2010 will be the second AGM in the cycle of 3 AGMs described in article 8.2(e3(b)). The elected Directors from the Southern Region and the Northern Region to retire will be those who received the least number of votes at the 2008 AGM (excluding from that determination the Director from the Southern Region who retired at the 2009 AGM). If the elected Directors from those Regions to retire cannot be determined by that process, they will be determined by agreement between them or, failing agreement, by ballot of the Board. Nomination and election of Directors for those positions will occur in accordance with article 8.

AGM 2011

The AGM in 2011 will be the third AGM in the cycle of 3 AGMs described in article 8.2(e3(b)). At that AGM and each AGM thereafter, the Directors to retire from office, and the nomination and election of their replacements, will be determined in accordance with article 8.

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