

Constitution of Mallowa Irrigation Ltd ACN 616 181 741

This is the constitution for Mallowa Irrigation that will apply in the event that local management proceeds. The constitution includes provisions related to the objectives of the company, directors and their appointment, and the rights of members.

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Mallawa Irrigation Ltd, ACN 616 181 741

Constitution

Preliminary

1. Definitions

In this Constitution:

Allocation means, in relation to a person, the nominal volume of water allocation of which they are the holder, and which is distributed under the DOL held by the Company.

Annual General Meeting has the meaning given to that term in the Corporations Act.

Associate:

- (a) has the meaning given in sections 12 and 16 of the Corporations Act; and
- (b) includes, in respect of a reference to an associate of a person:
 - (i) a spouse or child of the person;
 - (ii) a child of the person's spouse;
 - (iii) a dependant of the person or the person's spouse;
 - (iv) anyone else who is one of the person's family and may be expected to influence the person, or be influenced by the person, in the person's dealings with the Company; and
 - (v) an entity that the person Controls.

Attending Member means, in relation to a meeting of Members, the Member present at the place of the meeting, in person or by proxy, by attorney or, where the Member is a body corporate, by Corporate Representative.

Auditor means the person appointed for the time being as the auditor of the Company.

Board means the Directors of the Company from time to time.

Business Day means a day except a Saturday, Sunday or public holiday in the state or territory in which the Company is taken to be registered for the purposes of the Corporations Act.

Charges has the meaning given in the Supply Contract.

Class A Member means a person who is admitted to Membership as a Class A Member under Articles 8 to 10.

Class B Member means a person who is admitted to Membership as a Class B Member under Articles 8 to 10.

Company means Mallawa Irrigation Ltd ACN 616 181 741.

Control has the meaning given in section 50AA of the Corporations Act.

Corporate Representative means a person authorised in accordance with the Corporations Act (or a corresponding previous law) by a Member which is a body corporate to act as its representative at a meeting of Members.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a person who is, for the time being, a director of the Company including, where appropriate, an alternate director of the Company.

DOL means a distribution operations licence issued under the *Water Act 2000* (Qld).

Fee means a fee or levy referred to in Article 17(a) or 19(c).

Independent Director means a person who is nominated as a director by the Board and who is not, at the time of their appointment or election, a Class A Member or a person nominated for election as a Director by a Class A Member.

Joint Member means a person who is admitted jointly with 2 or more other persons as a Member.

Legal Costs of a person means legal costs calculated on a solicitor-and-client basis incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

Liability of a person means any liability including negligence (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an officer of the Company or in or arising out of the conduct of the business of the Company, including as result of appointment or nomination by the Company or a subsidiary as a trustee or as a director, officer or employee of another body corporate.

Member means a person whose name is entered in the Register as a member of the Company.

Member Director means a Director who is a Class A Member, or who is nominated (with their consent) by a Class A Member to be a Member Director.

Notice means a notice given pursuant to, or for the purposes of, this Constitution or the Corporations Act.

Personal Representative means the legal personal representative, executor or administrator of the estate of a deceased person.

Register means the register of Members kept pursuant to the Corporations Act and, where appropriate, includes any branch register.

Relevant Officer means a person who is, or has been, a Director or Secretary.

Secretary means a person appointed as, or to perform the duties of, secretary of the Company for the time being.

Sinking Fund has the meaning given in Article 6.1.

Special Resolution means a resolution passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

St George Channel Irrigation Scheme means the distribution system used to supply water under water allocations to irrigation customers who purchase irrigation services in the St George water supply scheme, which, for the purposes of this definition, comprises the irrigation infrastructure by which water is supplied from Beardmore Dam to those customers.

Strategic Asset Management Plan has the meaning given in Article 6.2.

Supply Contract means the Distribution Contract: St George Channel Scheme between the Company and Members (as customers) setting out the terms and conditions on which the Company provides distribution services and other services to customers, as amended, varied or replaced from time to time.

Thuraggi Allocation has the meaning given in Article 8(b)(ii).

Thuraggi Contract means a contract between a person and the Company in relation to the taking of water from the Thuraggi watercourse and the maintenance and improvement of the Thuraggi watercourse, in a form determined by the Company from time to time (**Thuraggi Contract**).

2. Interpretation

Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this Constitution:

- (a) a reference to a **person** includes an individual, the estate of an individual, a corporation, a regulatory authority, an incorporated or unincorporated association or parties in a joint venture, a partnership and a trust;
- (b) a word importing the singular includes the plural (and vice versa);
- (c) a word indicating a gender includes every other gender;
- (d) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (e) the word "includes" in any form is not a word of limitation;
- (f) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
- (g) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law;
- (h) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements; and
- (i) a reference to the "holder" of a water allocation is to the holder of the water allocation registered on the water allocations register administered by the Queensland Land Titles Registry, and does not include a person who receives a temporary transfer or seasonal assignment of a water allocation or who leases or receives an assignment of land irrigated by a water allocation where that water allocation continues to be held by the same water allocation holder.

3. Application of Corporations Act

- (a) Unless the context indicates a contrary intention, in this Constitution:
 - (i) a reference to the Corporations Act is to the Corporations Act in force in relation to the Company after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Company; and
 - (ii) a word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act, unless that word or phrase is otherwise defined in this Constitution.

- (b) The replaceable rules in the Corporations Act (other than section 249X of the Corporations Act) do not apply to the Company.

4. Enforcement

- (a) Each Member submits to the non-exclusive jurisdiction of the courts of Queensland, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.
- (b) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:
- (i) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
 - (ii) the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of this Constitution.

5. Objects

- (a) The objects of the Company are to:
- (i) own, operate and maintain the St George Channel Irrigation Scheme and to maintain the Thuraggi watercourse;
 - (ii) provide irrigation services, water transportation services and drainage services to customers;
 - (iii) purchase, sell, transfer or lease water allocations distributed under the DOL for the St George Channel Irrigation Scheme, or to facilitate the purchase, sale, transfer or lease of such water allocations;
 - (iv) plan and provide for the renewal and refurbishment of the St George Channel Irrigation Scheme infrastructure, plant and equipment to meet anticipated future requirements and
 - (v) do all such other lawful things as are incidental or conducive to (and for the purpose of) the attainment of any of the above objects.
- (b) The assets and income of the Company shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the Members of the Company except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

6. Sinking Fund and Strategic Asset Management Plan

6.1 Sinking Fund

- (a) The Company must maintain in its financial records a separate sinking fund account to which such proportion as the Board determines from time to time of the any initial fee under Article 9(b), Fee, other income or capital of the Company will be allocated (**Sinking Fund**).
- (b) If more than \$20,000 in aggregate is spent or committed in a particular financial year in respect of expenditure other than capital expenditure, deferred maintenance or asset refurbishment expenditure, the details must be disclosed in the annual financial report of the Company for that year.

6.2 Strategic Asset Management Plan

Every five years, or such lesser period as the Board determines from time to time, the Board must review the Company's plans for managing the Company's strategic assets for the subsequent five year period (**Strategic Asset Management Plan**) and table a new or revised Strategic Asset Management Plan to the following Annual General Meeting for discussion.

Liability of Members

7. Extent of liability

Each Member undertakes to contribute an amount not exceeding \$100 to the property of the Company if the Company is wound up at a time when that person is a Member, or within one year of the time that person ceased to be a Member, for:

- (a) payment of the Company's debts and liabilities contracted before that person ceased to be a Member;
- (b) payment of the costs, charges and expenses of winding up the Company; and
- (c) adjustment of the rights of the contributories among themselves.

Membership

8. Eligibility for Membership

A person is eligible to be:

- (a) a Class A Member if they hold an Allocation of more than 50 megalitres from time to time; or
- (b) a Class B Member if:
 - (i) they hold an Allocation of less than or equal to 50 megalitres from time to time; and/or
 - (ii) they hold an unsupplemented water allocation which permits them to take water from the Thuraggi watercourse and are a party to a Thuraggi Contract (**Thuraggi Allocation**).

9. Applications for Membership

- (a) Where:
 - (i) a new Allocation is granted in or permanently transferred into the St George Channel Irrigation Scheme;
 - (ii) a person holds or acquires an Allocation in the St George Channel Irrigation Scheme; or
 - (iii) a person holds a Thuraggi Allocation,
and the holder (or Joint holders, if applicable) of the relevant Allocation or Thuraggi Allocation is not, but wishes to become, a Member, they must apply to the Company to become a Member in the relevant class of Membership.
- (b) Each applicant to become a Member must sign and deliver to the Company an application in the form which the Board determines, and pay any initial fee which

the Board determines. If applicants apply to be Joint Members, all applicants must sign the application.

- (c) The Board determines in their absolute discretion whether an applicant may become a Member (or Joint Members if applicable). 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 (or Joint Members if applicable) is accepted by the Board, the Company must give written notice of the acceptance to the applicant and enter the applicant's name in the Register.
- (e) If an application to become a Member (or Joint Members if applicable) is rejected by the Board, the Company must give written notice of the rejection to the applicant and refund in full the fee (if any) paid by the applicant.
- (f) Failure by the Company to comply with any notice requirement in this Article 9(d) or 9(e) does not invalidate the decision regarding an application.
- (g) A person who is the holder of an Allocation or Thuraggi Allocation is not required to become a Member.

10. Change of Membership class

- (a) A Member must promptly notify the Company in the form in which the Board determines of any change to the Member's Allocation or Thuraggi Allocation which causes them to be eligible to hold a class of Membership which is different from the class they then hold.
- (b) The Company must promptly after receipt of such notice amend the Register to reflect the change of Membership class.
- (c) If the Company becomes aware at any time of any change to the Member's Allocation or Thuraggi Allocation which causes them be eligible to hold a class of Membership which is different from the class they then hold the Company must amend the Register to reflect the change of Membership class.
- (d) The Company must give written notice of any change in Membership class to the Member. However, failure to give the notice does not invalidate the change.

11. No transfers

The rights of being a Member are not transferable whether by operation of law or otherwise.

12. Class rights

- (a) Subject to the Corporations Act and the rights of a particular class of Members, the Company may vary or cancel rights of Members in that class:
 - (i) by a special resolution passed at a meeting of the Members included in that class; or
 - (ii) with the written consent of Members who are entitled to at least 75% of the votes that may be cast by Members included in that class.
- (b) Article 41 applies to a meeting held pursuant to Article 12(a)(i).

Cessation of membership

13. Resignation of a Member

- (a) Subject to Article 13(b), a Member may at any time resign as a member of the Company by giving the Company notice in writing. Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Company.
- (b) If there is only one Member and the Member gives proper notice of resignation or on the same day all of the Members give proper notice of resignation, the notice or notices will be ineffective and the Member or Members cannot resign until either another person is appointed as a Member or the Company is wound up.
- (c) If a Member resigns, the Company must remove the Member's name from the Register.

14. Expulsion of a Member

- (a) Subject to Article 14(b), if:
 - (i) a Member is no longer eligible to hold any class of Membership;
 - (ii) a Member is in breach of a provision of this Constitution;
 - (iii) any act or omission of a Member is, in the opinion of the Board, unbecoming of a Member, or prejudicial to the interests or reputation of the Company;
 - (iv) a Member is, or any step is taken for that Member to become, either an insolvent under administration or an externally administered body corporate; or
 - (v) there is a succession by another body corporate or entity to the assets and liabilities of the Member;
 - (vi) a Member, being an individual, becomes bankrupt, becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health; or
 - (vii) the Member has failed to pay any Charges to the Company under the Supply Contract or the Thuraggi Contract (as applicable) between the Member and the Company for more than:
 - A. 90 days after those Charges become due and payable; or
 - B. 180 days after those Charges become due and payable,
- then:
- (viii) all rights (including the right to vote) attaching to Membership are suspended (but in the circumstances in Article 14(a)(vii)A, only if the Board so determines in its discretion); and
- (ix) except in the circumstances in Article 14(a)(vii)A, the Company may expel the Member by a resolution of the Board and remove the Member's name from the Register.

- (b) The Company must not expel a Member pursuant to Article 14(a)(ii) to (v) unless:
 - (i) at least 5 Business Days' notice has been given to the Member stating the date, time and place at which the question of expulsion of that Member is to be considered by the Board, and the nature of alleged event giving rise to the expulsion; and
 - (ii) the affected Member is given the opportunity of explaining to the Board, orally or in writing, why the Member should not be expelled.

15. Other cessation events

If a Member:

- (a) being an individual, dies; or
- (b) being a body corporate, is deregistered pursuant to the laws of the jurisdiction in which the Member is incorporated,

the Member ceases to be a member of the Company and the Company may remove the Member's name from the Register.

16. Effect of cessation

- (a) A person who ceases to be a Member:
 - (i) remains liable to pay, and must immediately pay, to the Company all amounts that at date of cessation were payable by the person to the Company as a Member; and
 - (ii) must pay to the Company interest at the rate the Board resolves on those amounts from the date of cessation until and including the date of payment of those amounts.
- (b) The Company may by resolution of the Board waive any or all of its rights pursuant to this Article 16.

Fees and other payments

17. Setting of Fees

- (a) Subject to the Corporations Act and the terms of membership of a class of Members, the Company may by resolution of the Board require the payment of Fees by Members of any amount, on any terms and at any times as the Board resolves, including payment by instalments.
- (b) The Company may when admitting Members make Fees payable for one or more Members for different amounts and at different times as the Board resolves.
- (c) The Company may by resolution of the Board revoke or postpone a Fee or extend the time for payment of a Fee, at any time prior to the date on which payment of that Fee is due.

18. Notice of Fees

- (a) The Company must give notice of Fees to the Members who are required to pay the Fees at least 10 Business Days before the due date for payment. The notice must specify the amount of the Fee, the time or times and place of payment and any other information as the Board resolves.

- (b) The non-receipt of a notice of a Fee by, or the accidental omission to give notice of a Fee to, any Member does not invalidate the Fee.

19. Payment of Fees

- (a) Each Member must pay to the Company the amount of each Fee payable by the Member in the manner, at the time and at the place specified in the notice of the Fee.
- (b) Persons who are Joint Members are jointly and severally liable in respect of all Fees which are required to be made by those persons as Joint Members.
- (c) If the terms of membership of a class of Members require an amount to be paid as fee or levy on a fixed date, each Member in that class of Members must pay that amount to the Company at that time and that amount is treated for the purposes of this Constitution as if a Fee for that amount had been properly determined by the Board of which appropriate notice has been given.
- (d) In a proceeding to recover a Fee, or an amount payable due to the failure to pay or late payment of a Fee, proof that:
- (i) the name of the person is entered in the Register as a Member;
 - (ii) the person is in the class of Members liable to pay the Fee;
 - (iii) there is a record in the minute books of the Company of the resolution determining the Fee or the terms of membership of a class of Members requiring the payment of the Fee; and
 - (iv) notice of the Fee was given or taken to be given to the person in accordance with this Constitution,

is conclusive evidence of the obligation of that person to pay the Fee.

20. Interest payable

- (a) If an amount payable to the Company as a Fee is not paid before or on the time for payment, the person who owes the amount must pay to the Company:
- (i) interest on the unpaid part of the amount from the date payment is due to the date of payment at the rate that the Board resolves; and
 - (ii) all costs and expenses that the Company incurs due to the failure to pay or the late payment.
- (b) Interest pursuant to Article 20(a) accrues daily and may be capitalised at any interval that the Board resolves.
- (c) The Company may by resolution of the Board waive payment of some or all of the interest, costs or expenses payable pursuant to Article 20(a).

21. Company payments

- (a) A Member or the Personal Representative of a deceased Member must pay to the Company on written demand an amount equal to all payments that the Company makes to a government or taxation authority in respect of the Member or the death of the Member, where the Company is either:
- (i) obliged by law to make the relevant payment; or

- (ii) advised by a lawyer qualified to practice in the jurisdiction of the relevant government or taxation authority that the Company is obliged by law to make the relevant payment.
- (b) The Company is not obliged to notify a Member in advance of its intention to make a payment pursuant to Article 21(a).
- (c) An amount payable by a Member to the Company pursuant to Article 21(a) is treated for the purposes of this Constitution as if it is a Fee properly made by the Board of which notice has been given on the date on which the written demand is given by the Company to the Member or the Personal Representative of a deceased Member.
- (d) Nothing in this Article 21 affects any right or remedy which any law confers on the Company.

Proceedings of Members

22. Written resolutions of Members

While the Company has only one Member, the Company may pass a resolution by that Member signing a record in writing of that resolution.

23. Calling meetings of Members

- (a) The Company may by resolution of the Board call a meeting of Members to be held at the time and place (including 2 or more venues using technology which gives Attending Members as a whole a reasonable opportunity to participate) and in the manner that the Board resolves.
 - (b) The Board must call and arrange to hold a general meeting on the request of at least 5 Class A Members. The provisions of sections 249D and 249E of the Corporations Act apply to any such request as if the request was made under section 249D of the Corporations Act. Otherwise, no Member may call or arrange to hold a meeting of Members except where permitted by the Corporations Act.
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24. Notice of meetings of Members

- (a) Where the Company has called a meeting of Members, notice of the meeting and any proxy form for the meeting may be given in the form and in the manner in which the Board resolves, subject to any requirements of the Corporations Act.
- (b) A person may waive notice of any meeting of Members by written notice to the Company.
- (c) A person who has not duly received notice of a meeting of Members may, before or after the meeting, notify the Company of the person's agreement to anything done or resolution passed at the meeting.
- (d) A person's attendance at a meeting of Members waives any objection which that person may have had to a failure to give notice, or the giving of a defective notice, of the meeting, unless the person at the beginning of the meeting objects to the holding of the meeting.
- (e) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because either or both a person does not receive notice of the meeting or a proxy form, or the Company accidentally does not give notice of the meeting or a proxy form to a person.

25. Business of meetings

Except with the approval of the Board, with the permission of the chairperson of the meeting or pursuant to the Corporations Act, no person may move at any meeting of Members:

- (a) any resolution (except in the form set out in the notice of meeting given pursuant to Article 24(a)); or
- (b) any amendment of any resolution or a document which relates to any resolution and a copy of which has been made available to Members to inspect or obtain.

26. Quorum

- (a) No business may be transacted at a meeting of Members except, subject to Article 27, the election of the chairperson of the meeting unless a quorum for a meeting of Members is present at the time when the meeting commences.
- (b) A quorum for a meeting of Members is 9 Attending Members who are Class A Members entitled to vote on a resolution at that meeting. Each individual present may only be counted once towards a quorum. If a Class A Member has appointed more than one proxy or attorney or Corporate Representative, only one of them may be counted towards a quorum.
- (c) If a quorum is not present within 30 minutes after the time appointed for the commencement of a meeting of Members, the meeting is dissolved unless the chairperson of the meeting or the Board adjourn the meeting to a date, time and place determined by that chairperson or the Board.
- (d) If a quorum is not present within 30 minutes after the time appointed for the commencement of an adjourned meeting of Members, the meeting is dissolved.

27. Chairperson of meetings of Members

- (a) Subject to Articles 27(b) and 27(c), the chairperson of the Board must chair each meeting of Members.
- (b) If at a meeting of Members:
 - (i) there is no chairperson of the Board; or
 - (ii) the chairperson of the Board is not present within 15 minutes after the time appointed for the commencement of a meeting of Members or is not willing to chair all or part of the meeting,

the Directors who are or will be present at the meeting may (by majority vote) elect one of their number or, in the absence of all the Directors or if none of the Directors present is willing to act, the Attending Members may elect one of their number, to chair that meeting.

- (c) A chairperson of a meeting of Members may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her (**Acting Chair**). Where an instrument of proxy appoints the chairperson as proxy for part of proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

28. Conduct of meetings of Members

- (a) Subject to the Corporations 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 make rulings without putting the question (or any question) to the vote if that action is required to ensure the orderly conduct of the meeting.
- (c) The chairperson of a meeting of Members may determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting.
- (d) The chairperson of a meeting of Members may determine any dispute concerning the admission, validity or rejection of a vote at the meeting.
- (e) The chairperson of a meeting of Members may, subject to the Corporations Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote.
- (f) The chairperson of a meeting of Members may refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted pursuant to the Corporations Act without being referred to in the notice of meeting.
- (g) Nothing contained in this Article 28 limits the powers conferred by law on the chairperson of a meeting of Members.

29. Attendance at meeting of Members

- (a) Subject to this Constitution and any rights and restrictions of a class of Members:
 - (i) a Class A Member who is entitled to attend and cast a vote at a meeting of Members, may attend, speak and vote in person or by proxy, by attorney or, if the Member is a body corporate, by Corporate Representative; and
 - (ii) a Class B Member may attend and speak, but not vote, in person or by proxy, by attorney or, if the Member is a body corporate, by Corporate Representative.
- (b) The chairperson of a meeting of Members may require a person acting as a proxy, attorney or Corporate Representative at that meeting to establish to the chairperson's satisfaction that the person is the person who is duly appointed to act. If the person fails to satisfy this requirement, the chairperson may exclude the person from attending or voting at the meeting.
- (c) A Director is entitled to receive notice of and to attend all meetings of Members and all meetings of a class of Members and is entitled to speak at those meetings.
- (d) A person requested by the Board to attend a meeting of Members or a meeting of a class of Members is, regardless of whether that person is a Member or not, entitled to attend that meeting and, at the request of the chairperson of the meeting, is entitled to speak at that meeting.

30. Authority of Attending Members

- (a) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the person so appointed

has the same rights to speak, demand a poll, join in demanding a poll or act generally at a meeting of Member to which the appointment relates, as the appointing Member would have had if that Member was present at the meeting.

- (b) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Class A Member, the appointment is taken to confer authority to:
- (i) vote on any amendment moved to a proposed resolution and on any motion that a proposed resolution not be put or any similar motion; and
 - (ii) vote on any procedural motion, including any motion to elect the chairperson of the meeting of Members to which the appointment relates, to vacate the chair or to adjourn the meeting,
- even though the appointment may refer to specific resolutions and may direct the proxy, attorney or Corporate Representative how to vote on particular resolutions.
- (c) Unless otherwise provided in the document or resolution appointing a person as proxy, attorney or Corporate Representative of a Member, the appointment is taken to confer authority to attend, speak and (if applicable) vote at a meeting which is rescheduled, postponed or adjourned to another time or changed to another place, even though the appointment may refer to a specific meeting to be held at a specified time or place.

31. Multiple appointments

- (a) If more than one attorney or Corporate Representative appointed by a Member is present at a meeting of Members and the Company has not received notice of any revocation of any of the appointments:
- (i) an attorney or Corporate Representative appointed to act at that particular meeting may act to the exclusion of an attorney or Corporate Representative appointed pursuant to a standing appointment; and
 - (ii) subject to Article 31(a)(i), an attorney or Corporate Representative appointed pursuant to the most recent appointment may act to the exclusion of an attorney or Corporate Representative appointed earlier in time.
- (b) An appointment of a proxy of a Member is revoked (or, in the case of a standing appointment, suspended for that particular meeting of Members) if the Company receives a further appointment of a proxy from that Member which would result in there being more than one proxy of that Member entitled to act at the meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this Article 31(b).
- (c) The appointment of a proxy for a Member is not revoked by an attorney or Corporate Representative for that Member attending and taking part in a meeting of Members to which the appointment relates, but if that attorney or Corporate Representative votes on a resolution at that meeting, the proxy is not entitled to vote, and must not vote, as the Member's proxy on that resolution.

32. Voting at meeting of Members

- (a) A resolution put to the vote at a meeting of Members must be decided on a show of hands, unless a poll is demanded in accordance with Article 36 and that demand is not withdrawn.
- (b) The Board may determine that Members entitled to attend and vote at a meeting of Members or at a meeting of a class of Members may vote at that meeting without

an Attending Member in respect of that person being present at that meeting (and voting in this manner is referred to in this Article 32(b) as direct voting). The Board may determine rules and procedures in relation to direct voting, including the class of Members entitled to cast a direct vote, the manner in which a direct vote may be cast, the circumstances in which a direct vote will be valid and the effect of a Member casting both a direct vote and a vote in any other manner. Where a notice of meeting specifies that direct voting may occur by eligible Members, a direct vote cast by an eligible Member is taken to have been cast by that person at the meeting if the rules and procedures for direct voting determined by the Board (whether set out in the notice of meeting or otherwise) are complied with.

- (c) Subject to this Constitution and any rights or restrictions of a class of Members, on a show of hands at a meeting of Members, each Attending Member who is a Class A Member having the right to vote on the resolution has one vote, provided that where a person is entitled to vote in more than one capacity, that person is entitled only to one vote.
- (d) Subject to this Constitution and any rights or restrictions of a class of Members, on a poll at a meeting of Members, each Attending Member who is a Class A Member having the right to vote on the resolution has one vote.
- (e) Subject to this Constitution and any rights or restrictions of a class of Members, where the Board has determined other means (including electronic) permitted by law for the casting and recording of votes by Members on any resolution to be put at a meeting of Members, each Class A Member having a right to vote on the resolution has one vote.
- (f) No Member and their Associates may together exercise more than 30% of the total votes that may be cast at a meeting of Members. If a Member and their Associates would be entitled to cast more than 30% of the total votes that may be cast at a meeting of Members, they each have a proportion of one vote so that the total votes of the Member and their Associates is equal to 30% of the total votes that may be cast at the meeting.
- (g) An objection to a right to vote at a meeting of Members or to a determination to allow or disregard a vote at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection pursuant to this Article 32(g) must be decided by the chairperson of the meeting of Members, whose decision, made in good faith, is final and conclusive.
- (h) Except where a resolution at a meeting of Members requires a Special Resolution under this Constitution or a special resolution pursuant to the law, the resolution is passed if more votes are cast by Members entitled to vote in favour on the resolution than against it.
- (i) In the case of an equality of votes on a resolution at a meeting of Members, the chairperson of that meeting does not have a casting vote on that resolution.
- (j) Unless a poll is demanded and the demand is not withdrawn, a determination by the chairperson of a meeting of Members following a vote on a show of hands that a resolution has been passed or not passed is conclusive, without proof of the number or proportion of the votes recorded in favour or against the resolution.

33. Special Resolutions

The Company may not undertake any of the following matters unless and until the Board's decision is ratified by Special Resolution of the Company:

- (a) changing the Company's name;

- (b) changing the Company to a different type of company under Part 2B.7 of the Corporations Act or making an application to transfer registration under Part 5A.2 of the Corporations Act;
- (c) modification or repeal of this Constitution;
- (d) winding up the Company;
- (e) buying, selling or otherwise acquiring or disposing of assets of the Company (whether in one or a series of related transactions) having a market or insurable value (whichever is the greater) of more than \$400,000, except where those assets are redundant or have been (or are to be) replaced;
- (f) issuing any debentures or otherwise raising funds from Members or third parties, other than for working capital in the ordinary course of business; or
- (g) ceasing to provide irrigation services to any material area within the St George Channel Irrigation Scheme.

34. Voting by representatives

- (a) The validity of any resolution passed at a meeting of Members is not affected by the failure of any proxy or attorney to vote in accordance with directions (if any) of the appointing Member.
- (b) If a proxy of a Member purports to vote in a way or circumstances that contravene the Corporations Act, on a show of hands the vote of that proxy is invalid and the Company must not count it. If a poll is demanded, votes which the Corporations Act require a proxy of a Member to cast in a given way must be treated as cast in that way.
- (c) Subject to this Constitution and the Corporations Act, a vote cast at a meeting of Members by a person appointed by a Member as a proxy, attorney or Corporate Representative is valid despite the revocation of the appointment (or the authority pursuant to which the appointment was executed), if no notice in writing of that matter has been received by the Company before the time appointed for the commencement of that meeting.

35. Restrictions on voting rights

- (a) If there is more than one Joint Member of the same joint membership of the Company present at a meeting of Members (either in person, by proxy, attorney or Corporate Representative), only the vote by the Joint Member who is present (either in person, by proxy, attorney or Corporate Representative) whose name appears first in the Register in respect of that joint membership will count.
- (b) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members to which the authority relates is suspended while the Member is present in person at that meeting.
- (c) An Attending Member is not entitled to vote on any resolution if any Fee or other amount due and payable to the Company in respect of that Member's membership of the Company has not been paid.
- (d) An Attending Member is not entitled to vote on a resolution at a meeting of Members where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- (e) The Company must disregard any vote on a resolution at a meeting of Members purported to be cast by an Attending Member where that person is not entitled to vote on that resolution. A failure by the Company to disregard a vote on a

resolution as required by this Article 35(e) does not invalidate that resolution or any act, matter or thing done at the meeting, unless that failure occurred by wilful default of the Company or of the chairperson of that meeting.

36. Polls

- (a) A poll on a resolution at a meeting of Members may be demanded by a Member only in accordance with the Corporations Act or by the chairperson of that meeting.
- (b) No poll may be demanded at a meeting of Members on the election of a chairperson of that meeting, or unless the chairperson of the meeting otherwise determines, the adjournment of that meeting.
- (c) A demand for a poll may be withdrawn.
- (d) A poll demanded on a resolution at a meeting of Members for the adjournment of that meeting must be taken immediately. A poll demanded on any other resolution at a meeting of Members must be taken in the manner and at the time and place the chairperson of the meeting directs.
- (e) The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting.
- (f) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

37. Proxies

- (a) A Member who is entitled to attend and (if applicable) vote at a meeting of Members may appoint a person as proxy to attend and vote for the Member in accordance with the Corporations Act but not otherwise.
- (b) A proxy appointed in accordance with the Corporations Act to attend and (if applicable) vote may only exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act.
- (c) A form of appointment of proxy is valid if it is in accordance with the Corporations Act or in any other form (including electronic) which the Board may determine or accept.
- (d) If the name of the proxy or the name of the office of the proxy in a proxy appointment of a Member is not filled in, the proxy of that Member is:
 - (i) the person specified by the Company in the form of proxy in the case that Member does not choose; or
 - (ii) if no person is so specified, the chairperson of that meeting.

38. Receipt of appointments

- (a) An appointment of proxy or attorney for a meeting of Members is effective only if the Company receives the appointment (and any authority pursuant to which the appointment was signed or a certified copy of the authority) not less than 48 hours before the time appointed for the commencement of the meeting or, in the case of an adjourned meeting, resumption of the meeting.
- (b) Where a notice of meeting specifies an electronic address or other electronic means by which a Member may give the Company a proxy appointment, a proxy given at that electronic address or by that other electronic means is taken to have

been given by the Member and received by the Company if the requirements set out in the notice of meeting are complied with.

39. Adjournments

- (a) The chairperson of a meeting of Members may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the chairperson.
- (b) If the chairperson of a meeting of Members exercises the right to adjourn that meeting pursuant to Article 39(a), the chairperson may (but is not obliged to) obtain the approval of Attending Members to the adjournment.
- (c) No person other than the chairperson of a meeting of Members may adjourn that meeting.
- (d) The Company may give such notice of a meeting of Members resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.
- (e) Only business left unfinished is to be transacted at a meeting of Members which is resumed after an adjournment.

40. Cancellations and postponements

- (a) Subject to the Corporations Act, the Company may by resolution of the Board cancel or postpone a meeting of Members or change the place for the meeting, prior to the date on which the meeting is to be held.
- (b) Article 40(a) does not apply to a meeting called in accordance with the Corporations Act by Members or by the Board on the request of Members, unless those Members consent to the cancellation or postponement of the meeting.
- (c) The Company may give notice of a cancellation or postponement or change of place of a meeting of Members as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement or change of place of a meeting or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the new place.
- (d) The only business that may be transacted at a meeting of Members the holding of which is postponed is the business specified in the original notice calling the meeting.

41. Meetings of a class of Members

All the provisions of this Constitution relating to a meeting of Members apply so far as they are capable of application and with any necessary changes to a meeting of a class of Members required to be held pursuant to this Constitution or the Corporations Act except that:

- (a) a quorum is 2 Attending Members who are (or whose Member that they represent are) members of that class of Members, or if only one person is a member of that class of Members, that person (or an Attending Member representing that person); and

- (b) any Attending Member who is (or whose Member that they represent is) a member of that class of Members may demand a poll; and
- (c) in the case of a meeting of Class B Members, each Class B Member has a right to vote as if they were a Class A Member at a general meeting of members.

Directors

42. Appointment of Directors

- (a) The number of Directors is five.
- (b) At least two Directors must be Independent Directors and any other Directors must be Member Directors.
- (c) The nomination in writing of a person for election, or appointment to fill a casual vacancy or as an additional Director, as a Member Director (whether the person is a Class A Member or a person nominated by a Class A Member) must be received in writing by the Company:
 - (i) in the case of election, at least 35 Business Days before the date of the meeting at which the election may occur; or
 - (ii) in the case of appointment to fill a casual vacancy or as an additional Director, before the person is so appointed.
- (d) The Board may from time to time determine criteria or qualifications for Independent Directors.
- (e) Subject to this Constitution, the Company in general meeting may appoint Directors by ordinary resolution.
- (f) The Board may appoint a person as a Director to fill a casual vacancy or as an additional Director, provided that the appointee must retire at the next Annual General Meeting and is eligible for election at that meeting (without further nomination in the case of a person appointed as a Member Director).

43. Rotation of Directors

- (a) Without limiting Article 43(b), at every Annual General Meeting after the date this Constitution is adopted, one third of the Directors (or, if the number of Directors is not a multiple of 3, then the number nearest to but not less than one third of the Directors) will be subject to retirement by rotation.
- (b) No Director may hold office without re-election past the third Annual General Meeting following their appointment or three years, whichever is the longer. For the purpose of this Article, the Directors in office at the time that this Constitution takes effect are taken to have been appointed on the date this Constitution takes effect.
- (c) The Directors to retire by rotation at the relevant general meeting must include any Director who wishes to retire and does not wish to be re-appointed as a Director. Any further Director required to retire must be the Director who has been in office the longest as Director.
- (d) If there are two or more Directors that have been in office for an equal amount of time, and an agreement cannot be reached between those Directors on who will retire, the Director or Directors who will retire must be determined by lot.
- (e) A retiring Director is eligible for re-appointment.

- (f) Unless a resolution is passed to appoint some other person to fill the office of Director to be vacated by the retiring Director, a retirement by rotation at a general meeting does not become effective until the end of the meeting.

44. Termination of office

A person ceases to be a Director if the person:

- (a) fails to attend 3 consecutive Board meetings (either personally or by an alternate director in accordance with Article 45) without the consent of the Board;
- (b) resigns by notice in writing to the Company;
- (c) is removed from office pursuant to the Corporations Act;
- (d) becomes an insolvent under administration;
- (e) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health;
- (f) is not permitted to be a director, or to manage a corporation, pursuant to the Corporations Act; or
- (g) completes their prescribed term as a director without election or re-election.

45. Alternate directors

- (a) A Director may:
 - (i) without the need for approval of other Directors, appoint another Director; and
 - (ii) with the approval of a majority of the other Directors, appoint a person who is not a Director,as an alternate director of that Director for any period. An alternate director need not be a Member.
- (b) Where the alternate is not a Director, an appointment of a person as an alternate is not effective until a signed consent to the appointment is provided by that person to the Company. Accordingly, such an appointment will take effect on the later of the date of appointment and the date on which the Company received the signed consent.
- (c) The appointing Director may terminate the appointment of his or her alternate director at any time.
- (d) A notice of appointment, or termination of appointment, of an alternate director by the appointing Director is effective only if the notice is in writing and signed by that Director and is effective when given to the Company.
- (e) An alternate director is entitled to receive notice of Board meetings and, subject to this Constitution and the Corporations Act, to attend, count in the quorum of, speak at, and vote at a Board meeting at which his or her appointing Director is not present.
- (f) Subject to this Constitution, the Corporations Act, and the instrument of appointment of an alternate director, an alternate director may exercise all the powers (except the power pursuant to Article 45(a)) of a Director, to the extent that his or her appointing Director has not exercised them.

- (g) The office of an alternate director is terminated if the appointing Director ceases to be a Director.
- (h) Subject to Article 46, the Company is not required to pay any remuneration or benefit to an alternate director.
- (i) An alternate director is an officer of the Company and not an agent of his or her appointing Director.

46. Remuneration and benefits of Directors

The Directors (other than a Director appointed as an alternate director under Article 45(a)):

- (a) will receive remuneration in respect of their position on the Board of the Company; and
- (b) are entitled to be paid or reimbursed for all travelling and other expenses properly incurred by them in attending and returning from any meeting of the Directors, committee of the Directors, general meeting of the company or otherwise in connection with the business affairs of the company.

47. Interests of Directors

- (a) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
 - (i) holding an office (except auditor) or place of profit or employment in the Company or a related body corporate of the Company;
 - (ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest;
 - (iii) being a member, creditor or otherwise be interested in any body corporate (including the Company), partnership or entity, except auditor of the Company;
 - (iv) entering into any agreement or arrangement with the Company; or
 - (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the Company, except as auditor of the Company.
- (b) Each Director must comply with the Corporations Act in relation to the disclosure of the Director's interests.
- (c) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (d) To remove doubt, being an owner of property (including a water entitlement) in the St George Channel Irrigation Scheme area, is not, of itself, a material personal interest.
- (e) If a Director has an interest in a matter, then subject to Article 47(c), Article 47(f) and this Constitution:
 - (i) that Director may be counted in a quorum at the Board meeting that considers matters that relate to the interest provided that Director is entitled to vote on at least one of the resolutions to be proposed at that Board meeting;

- (ii) that Director may participate in and vote on matters that relate to the interest;
 - (iii) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
 - (iv) the Director may retain the benefits pursuant to any transaction that relates to the interest even though the Director has the interest; and
 - (v) the Company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (f) If an interest of a Director is required to be disclosed pursuant to Article 47(b), Article 47(e)(iv) applies only if the interest is disclosed before the transaction is entered into.

Officers

48. Secretary

The Board may appoint one or more Secretaries, for any period and on any terms (including as to remuneration) as the Board resolves. Subject to any agreement between the Company and the Secretary, the Board may vary or terminate the appointment of a Secretary at any time, with or without cause.

49. Indemnity and insurance

- (a) To the extent permitted by law, the Company must indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (b) The indemnity pursuant to Article 49(a):
 - (i) is enforceable without the Relevant Officer having first to incur any expense or make any payment;
 - (ii) is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of the Company; and
 - (iii) applies to Liabilities and Legal Costs incurred both before and after this Article became effective.
- (c) To the extent permitted by law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (d) To the extent permitted by law, the Company may:
 - (i) enter into, or agree to enter into; or
 - (ii) pay, or agree to pay, a premium for,

a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (e) To the extent permitted by law, the Company may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, an officer of the Company or a subsidiary of the Company, pursuant to which the Company must do all or any of the following:

- (i) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;
- (ii) indemnify that person against any Liability and Legal Costs of that person;
- (iii) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
- (iv) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

Powers of the Board

50. General powers

- (a) The Board has the power to manage the business of the Company and may exercise to the exclusion of the Company in general meeting all powers of the Company which are not, by the law or this Constitution, required to be exercised by the Company in general meeting.
- (b) A power of the Board can only be exercised by a resolution passed at a meeting of the Board in accordance with Article 55, a resolution passed by signing a document in accordance with Article 54, or in accordance with a delegation of the power pursuant to Article 52. A reference in this Constitution to the Company exercising a power by a resolution of the Board includes an exercise of that power in accordance with a delegation of the power pursuant to Article 52.

51. Execution of documents

- (a) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by one Director and either another Director, a Secretary, or another person appointed by the Board for that purpose.
- (b) The Company may execute a document without a common seal if the document is signed by one Director and either another Director, a Secretary, or another person appointed by the Board for that purpose.
- (c) The Board may determine the manner in which and the persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable or transferable instruments in the name of or on behalf of the Company, and receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed.

52. Committees and delegates

- (a) The Board may delegate any of its powers to a committee of the Board, a Director, an employee of the Company or any other person. A delegation of those powers may be made for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power so delegated.
- (b) A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.

- (c) Subject to the terms of appointment or reference of a committee, Article 55 applies with the necessary changes to meetings and resolutions of a committee of the Board.

53. Attorney or agent

- (a) The Board may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves. Subject to the terms of appointment of an attorney or agent of the Company, the Board may revoke or vary that appointment at any time, with or without cause.
- (b) The Board may delegate any of their powers (including the power to delegate) to an attorney or agent. The Board may revoke or vary any power delegated to an attorney or agent.

Proceedings of Directors

54. Written resolutions of Directors

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) A resolution pursuant to Article 54(a) may consist of several documents in the same form each signed by one or more Directors and is effective when signed by the last of the Directors constituting the majority of the Directors. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of Article 54(a) and is taken to be signed when received by the Company in legible form.
- (c) For the purposes of Article 54(a), the reference to Directors includes any alternate director who is appointed by a Director who is at the relevant time on leave of absence approved by the Board but does not include any other alternate directors.

55. Board Meetings

- (a) Subject to this Constitution, the Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A Director may call a Board meeting at any time. On request of any Director, a Secretary of the Company must call a meeting of the Directors.
- (c) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board) and an alternate director appointed by a Director on leave of absence approved by the Board. Notice of a Board meeting may be given in person, or by post or by telephone, fax or other electronic means.
- (d) A Director or alternate director may waive notice of a Board meeting by giving notice to that effect to the Company in person or by post or by telephone, fax or other electronic means.
- (e) A person who attends a Board meeting waives any objection that person and:
 - (i) if the person is a Director, any alternate director appointed by that person; or

- (ii) if the person is an alternate director, the Director who appointed that person as alternate director,

may have to a failure to give notice of the meeting.

- (f) Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person.

- (g) For the purposes of the Corporations Act, each Director, by consenting to be a Director or by reason of the adoption of this Constitution, consents to the use of each of the following technologies for the holding of a Board meeting:

- (i) telephone;
- (ii) video;
- (iii) any other technology which permits each Director to communicate with every other participating Director; or
- (iv) any combination of these technologies.

A Director may withdraw the consent given pursuant to this Article 55(g) in accordance with the Corporations Act.

- (h) If a Board meeting is held in 2 or more places linked together by any technology:

- (i) a Director present at one of the places is taken to be present at the meeting unless and until the Director states to the chairperson of the meeting that the Director is discontinuing his or her participation in the meeting; and
- (ii) the chairperson of that meeting may determine at which of those places the meeting will be taken to have been held.

- (i) Until otherwise determined by the Board, a quorum for a Board meeting is 3 Directors entitled to vote on a resolution that may be proposed at that meeting. A quorum for a Board meeting must be present at all times during the meeting. Each individual present is counted towards a quorum in respect of each appointment as an alternate director of another Director in addition (if applicable) to being counted as a Director.

56. Chairperson of the Board

- (a) The Board must elect a Director as chairperson of the Board.
- (b) A Director elected chairperson of the Board holds the office of chairperson until the earliest of the expiry of the term specified by the Board (if any), when they cease to be a Director, when they resign from that position or when they are removed from that position by further resolution of the Board.
- (c) Subject to Article 56(d), the chairperson of the Board must chair each Board meeting.
- (d) If at a Board meeting:
 - (i) a chairperson has not been elected pursuant to Article 56(a); or
 - (ii) the chairperson of the Board is not present within 15 minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting,

the Directors present must elect one of their number to chair that meeting or part of the meeting.

57. Board resolutions

- (a) A resolution of the Board is passed if more votes are cast in favour of the resolution than against it, by Directors entitled to vote.
- (b) Subject to Articles 45 and 46 and this Article 57, each Director present in person or by his or her alternate director has one vote on a matter arising at a Board meeting.
- (c) In case of an equality of votes on a resolution at a Board meeting, the chairperson of that meeting has a casting vote on that resolution in addition to any vote the chairperson has in his or her capacity as a Director in respect of that resolution, provided that the chairperson is entitled to vote on the resolution and at least 3 Directors are present and entitled to vote on the resolution. If the chairperson is not entitled to vote or there are fewer than 3 Directors present or entitled to vote, the resolution will fail.

58. Valid proceedings

- (a) An act at any Board meeting or a committee of the Board or an act of any person acting as a Director is not invalidated by:
 - (i) a defect in the appointment or continuance in office of a person as a Director, a member of the committee or of the person so acting; or
 - (ii) a person so appointed being disqualified or not being entitled to vote,if that circumstance was not known by the Board, committee or person (as the case may be) when the act was done.
- (b) If the number of Directors is below the minimum required by this Constitution, the Board must not act except in emergencies, to appoint Directors up to that minimum number or to call and arrange to hold a meeting of Members.

General

59. Notices to Members

- (a) The Company may give Notice to a Member by any of the following means in the Board's discretion:
 - (i) delivering it to that Member or person;
 - (ii) delivering it or sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member for that purpose;
 - (iii) sending it to the fax number or electronic address (if any) nominated by that Member or person for that purpose;
 - (iv) if permitted by the Corporations Act, notifying that Member of the notice's availability by an electronic means nominated by the Member for that purpose; or
 - (v) any other means permitted by the Corporations Act.
- (b) The Company must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier, fax or electronic transmission.

- (c) Any Notice given or document delivered by the Company to a Joint Member whose name appears first in the Register in respect of a joint membership of the Company is taken to be notice or delivery to all Joint Members of that joint membership.
- (d) Any Notice required or allowed to be given by the Company to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.

60. Notice to Directors

The Company may give Notice to a Director or alternate director by:

- (a) delivering it to that person;
- (b) sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person for that purpose;
- (c) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or
- (d) any other means agreed between the Company and that person.

61. Notice to the Company

A person may give Notice to the Company by:

- (a) delivering it or sending it by post to the registered office of the Company;
- (b) delivering it or sending it by post to a place nominated by the Company for that purpose;
- (c) sending it to the fax number at the registered office of the Company nominated by the Company for that purpose;
- (d) sending it to the electronic address (if any) nominated by the Company for that purpose; or
- (e) any other means permitted by the Corporations Act.

62. Time of service

- (a) A Notice sent by post or air-mail is taken to be given on the day after the date it is posted.
- (b) A Notice sent by fax or other electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Company or a Director or an alternate director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.
- (c) A Notice given in accordance with Article 59(a)(iv) is taken to be given on the day after the date on which the Member is notified that the Notice is available.
- (d) A certificate by a Director or Secretary to the effect that a Notice by the Company has been given in accordance with this Constitution is conclusive evidence of that fact.

63. Notice requirements

The Board may specify, generally or in a particular case, requirements in relation to Notices given by any electronic means, including requirements as to:

- (a) the classes of Notices that may be sent, and circumstances in which they may be sent;
- (b) verification (whether by encryption code or otherwise); and
- (c) the circumstances in which, and the time when, the Notice is taken to be given.

64. Auditor

- (a) The remuneration of the Auditor may be determined by the Company at a general meeting. If the remuneration is not determined at a general meeting, it may be determined by the Directors at a Board meeting.
- (b) The Company may remove an Auditor in accordance with the Corporations Act.

65. Winding up

- (a) On a winding up or dissolution of the Company, any surplus assets of the Company remaining after the payment of its debts may not be paid or distributed to a Member, but will be given or transferred, for no consideration, to some other body:
 - (i) that has objects similar to or consistent with any or all of the objects of the Company; and
 - (ii) that has constituent documents that include provisions prohibiting the distribution of income and property, or surplus assets on a winding up, of the body among members except as bona fide compensation for services rendered or expenses incurred on behalf of the body.
- (b) Such body will be determined by the Members at or before the winding up or dissolution, in default of such determination, by a judge of the Supreme Court of Queensland.