

# Constitution

---

**PORT STEPHENS TOURISM LIMITED ACN 080 458 733**

**Adopted 23<sup>rd</sup> October, 2017**

# Constitution of Port Stephens Tourism Limited

---

<b>Preliminary</b>	<b>5</b>
1. Defined terms	5
2. Interpretation	6
3. Replaceable rules	6
<b>Objects</b>	<b>7</b>
4. Objects	7
<b>Income and property of Company</b>	<b>8</b>
5. Income and property of Company	8
<b>Membership</b>	<b>8</b>
6. Admission to, and rights of, membership	8
7. Annual subscriptions	11
8. Ceasing to be a Member and disciplining of Members	11
9. Powers of attorney	13
<b>General meetings</b>	<b>13</b>
10. Calling general meeting	13
11. Notice of general meeting	13
<b>Proceedings at general meetings</b>	<b>14</b>
12. Member	14
13. Quorum	14
14. Chairperson	14
15. Adjournment	15
16. Decision on questions	15
17. Taking a poll	15
18. Casting vote of chairperson	16
19. Duties of Chairperson	16
<b>Votes of Members</b>	<b>16</b>
20. Entitlement to vote	16
21. Objections	16
22. Votes by proxy	17

23.	Appointing a proxy	17
24.	Lodgement of proxy	18
25.	Validity	18
<b>Appointment and removal of Directors</b>		<b>18</b>
26.	Number and qualification of Directors	18
27.	Appointment and removal of Directors	19
28.	Additional and casual Directors	20
29.	Term and Retirement	20
30.	Filling vacated office	20
31.	Nomination of Ordinary Directors	20
32.	Vacation of office	21
<b>Powers and duties of Directors</b>		<b>21</b>
33.	Powers and duties of Directors	21
<b>Proceedings of Directors</b>		<b>22</b>
34.	Directors' meetings	22
35.	Decision on questions	22
<b>Payments to Directors</b>		<b>22</b>
36.	Payments to Directors	22
37.	Directors' interests	23
38.	Remaining Directors	23
39.	Chairperson, deputy chairperson and treasurer	23
40.	Delegation	24
41.	Written resolutions	24
42.	Validity of acts of Directors	25
43.	Minutes and Registers	25
44.	Appointment of attorneys and agents	26
45.	Appointment of chief executive officer	27
<b>Secretary</b>		<b>27</b>
46.	Secretary	27
<b>Inspection of records</b>		<b>27</b>
47.	Inspection of records	27

<b>Notices</b>	<b>28</b>
48. Service of notices	28
49. Persons entitled to notice	28
<b>Audit and accounts</b>	<b>29</b>
50. Audit and accounts	29
<b>Winding up</b>	<b>29</b>
51. Winding up	29
<b>Indemnity</b>	<b>29</b>
52. Indemnity	29

---

# Preliminary

## 1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

**Associate Member** means each person described in clause 6.4 and each person who is elected as an Associate Member of the Company in accordance with this Constitution.

**Auditor** means the Company's auditor.

**Board** or **Directors** means all or some of the Directors acting as a board.

**Company** means Port Stephens Tourism Limited ACN 080 458 733

**Constitution** means the constitution of the Company as amended from time to time.

**Corporate Associate Member Representative** means the natural person that an Associate Member organisation appoints, in accordance with this Constitution, as the organisation's representative in the Company from time to time.

**Corporate Full Member Representative** means the natural person that a Full Member organisation appoints, in accordance with this constitution, as the organisation's representative in the Company from time to time.

**Corporations Act** means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Company.

**Council Appointed Director** means a Director appointed in accordance with clauses 26.3, 26.4 and 26.5.

**Director** means an Ordinary Director, a Council Appointed Director and a Panel Appointed Director.

**Full Member** means each person described in clause 6.3 and each person is elected as a Full Member of the Company in accordance with this Constitution.

**Life member** means a person elected as a Life member pursuant to clauses 6.21 and 6.22.

**Member** means:

- (a) a Full Member;
- (b) an Associate member; or
- (c) Life Member.

**Ordinary Director** means a Director elected or appointed in accordance with clauses 27.1, 28.1 and 30.

**Panel Appointed Director** means a Director appointed in accordance with clauses 26.6 and 26.7.

**Port Stephens** means:

- (a) the Local Government Area of Port Stephens; or
- (b) if the Local Government Area of Port Stephens is merged with another or other Local Government Areas or is otherwise substantially incorporated in another or

other Local Government Areas, the areas having the New South Wales postcodes 2315, 2316, 2317, 2318, 2319 and 2324.

**Port Stephens Council** means the body corporate incorporated under the *Local Government Council 1993* (NSW) for the Local Government Area of Port Stephens and, if the Local Government Area of Port Stephens is merged with another or other Local Government Areas or is otherwise substantially incorporated in another or other Local Government Areas, includes the body corporate incorporated under the *Local Government Council 1993* (NSW) for the new Local Government Area.

**Register** means the register of Members of the Company.

**Secretary** means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of those joint secretaries.

- 1.2 In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision of the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

## 2. Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) **organisation** includes a company, corporation, partnership, firm, government, government authority (statutory or otherwise) or an association or body of persons;
- (d) **person** includes an organisation and a natural person;
- (e) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (f) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (g) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and
- (h) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

## 3. Replaceable rules

To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

# Objects

## 4. Objects

4.1 The objects for which the Company is established are to:

- (a) promote Port Stephens on a local, regional, national and international basis as a desirable destination for visitors;
- (b) collaborate with Port Stephens Council to determine marketing and promotion activities and allocate resources to those marketing and promotion activities;
- (c) encourage membership of the Company from every commercial business and other relevant organisations in Port Stephens;
- (d) represent and to provide leadership as the peak tourism body in Port Stephens;
- (e) seek recognition of the tourism industry by encouraging members to enter regional, State and national tourism awards;
- (f) maintain, protect, preserve further, advance, and promote the interests of members;
- (g) provide opportunities to maintain, protect, preserve, further advance and promote the business of each and every member of carrying on and conducting his, her or its business;
- (h) establish, encourage, observe, maintain and improve standards of service by members in their business;
- (i) organise, regulate, and maintain a system of co-operation amongst the members of the Company in relation to all or any matters concerning the conduct, management and mode of carrying on their business;
- (j) do all things that may advance and promote the tourism industry, particularly in Port Stephens;
- (k) provide opportunities to publicise and promote members' businesses generally through printed publications, press, radio, television and any other media;
- (l) establish contact and to co-operate with any associations, organisations and corporations whose objects are or may be fully or in part identical with, or similar to the objects of the Company, and to affiliate with or become members of such associations, organisation and corporations and, without limiting the generality thereof, to establish contact with and exchange views with associations, organisations and corporations in Australia and overseas;
- (m) stimulate and encourage an understanding of the significance of tourism to the local economy; and
- (n) inform and advise the tourism industry of any present or proposed government legislation and or policies which affect or may affect its interest and to take such appropriate action as the Company deems necessary or desirable in regard thereto.

4.2 The Company may only exercise the powers in section 124(1) of the Corporations Act to:

- (a) carry out the objects in this clause; and

- (b) do all things incidental or convenient in relation to the exercise of power under clause 4.2(a).

## Income and property of Company

### 5. Income and property of Company

- 5.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in clause 4.
- 5.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:
  - (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or
  - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

## Membership

### 6. Admission to, and rights of, membership

- 6.1 The number of Members with which the Company proposes to be registered is unlimited.
- 6.2 The Members of the Company are:
  - (a) the persons who are Members at the date of adoption of this Constitution; and
  - (b) any other persons whom the Directors admit to membership in accordance with this Constitution.
- 6.3 Full Members include all persons who, at the date of adoption of this Constitution, are Full Members under the constitution of the Company in place immediately prior to the date of adoption of this Constitution.
- 6.4 Associate Members include all persons who, at the date of adoption of this Constitution, are:
  - (a) Supplementary Members under the constitution of the Company in place immediately prior to the at the date of adoption of this Constitution; or
  - (b) known as "Associate Members" of the Company.
- 6.5 A person is qualified to be a Full Member of the Company if that person:
  - (a) actively carries on a tourism business in Port Stephens; or
  - (b) carries on a business in Port Stephens which derives direct or indirect commercial benefits from tourism in Port Stephens (including through the provision of services to tourism businesses in Port Stephens).
- 6.6 A person is qualified to be an Associate Member of the Company if that person:
  - (a) is not qualified to be a Full Member; and
  - (b) has interests relating to tourism in Port Stephens in common with or directly related to the interests of Full Members.



- 6.7 Applications for membership of the Company must be in writing, signed by a Full Member as the nominator of the applicant and by the applicant, and in a form approved by the Directors in their absolute discretion.
- 6.8 The Directors will consider each application for membership at the next meeting of Directors after the application is received. In considering an application for membership, the Directors may:
- (a) accept or reject the application; or
  - (b) ask the applicant to give more evidence of eligibility for membership.
- 6.9 If the Directors ask for more evidence under clause 6.8, their determination of the application for membership is deferred until the evidence is given.
- 6.10 As soon as practicable following acceptance or rejection of an application for membership, the Secretary will:
- (a) if the application is accepted, send the applicant written notice (including by email or other electronic means) of the acceptance and request payment of the applicant's first annual subscription; and
  - (b) if the application is rejected, send the applicant written notice (including by email or other electronic means) of rejection of the application.
- 6.11 The Directors do not have to give any reason for rejecting an application for membership.
- 6.12 Subject to clause 6.13, an applicant for membership becomes a Member when the applicant's first annual subscription is paid.
- 6.13 If the first annual subscription of an applicant for membership is not paid within 30 days after the date the applicant is notified of acceptance of his or her application for membership, the Directors may cancel the acceptance of the applicant for membership of the Company.
- 6.14 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.
- 6.15 Full Members:
- (a) are entitled to attend general meetings and to vote on any matter;
  - (b) subject to this Constitution, are eligible for election or appointment to the Board; and
  - (c) subject to this Constitution, are entitled to participate in all other activities of the Company.
- 6.16 Associate Members:
- (a) are not entitled to attend general meetings or to vote on any matter;
  - (b) are not eligible for election or appointment to the Board;
  - (c) subject to this Constitution, are entitled to participate in all other activities of the Company and receive all other rights and privileges of Full membership.
- 6.17 A Corporate Full Member Representative:
- (a) will have the authority to exercise all rights and privileges assigned to the Full Member organisation by virtue of its Full membership;
  - (b) will be eligible for election or appointment to the Board;

- (c) may be removed and replaced by the Full Member organisation by notice in writing to the Company;
  - (d) subject to clause 6.16(e), shall assume the same rights and privileges as the previous Corporate Full Member Representative; and
  - (e) will not hold the Board member position that the previous Corporate Full Member Representative may have held (which position shall be declared vacant).
- 6.18 A Corporate Associate Member Representative:
- (a) will have the authority to exercise all rights and privileges assigned to the Associate Member organisation by virtue of its Associate membership;
  - (b) will not be eligible for election or appointment to the Board;
  - (c) may be removed and replaced by the Associate Member organisation by notice in writing to the Company; and
  - (d) will assume the same rights and privileges as the previous Corporate Associate Member Representative.
- 6.19 No person that is a natural person Full Member may also be an organisation's Corporate Full Member Representative or Corporate Associate Member Representative.
- 6.20 An organisation can only hold one membership of the Company at any one time, and any group of organisations that appear, in the opinion of the Board, to be wholly or substantially the same organisation may have multiple memberships annulled by the Board. Where the Board exercises this authority it shall notify the affected organisations in writing and shall include in that notification advice that the decision may be appealed at a general meeting. Any organisation that has its membership annulled under this provision shall have any membership fees and subscriptions that have been paid for the year in question refunded in full and without deduction for any passage of time in that year.
- 6.21 Where the Board considers that the performance of a Member or former Member has been especially meritorious, the Board may nominate such person for election as a Life Member at an Annual General Meeting.
- 6.22 A person elected as a Life Member at an Annual General Meeting will have all of the rights and privileges of a Full Member, but will not be required to pay any annual subscriptions.
- 6.23 The election of a person as a Life Member may be revoked at a general meeting.
- 6.24 A person who is appointed as a Council Appointed Director or a Panel Appointed Director and who is not a Full Member at the time of that appointment will be a Full Member from the time of his or her appointment as a Council Appointed Director or a Panel Appointed Director, as the case may be, until the time that he or she ceases to be a Council Appointed Director or a Panel Appointed Director, as the case may be.
- 6.25 Subject to clause 6.26, a person who is a Full Member pursuant to clause 6.24 is not required to pay an annual subscription fee.
- 6.26 If a person:
- (a) is a Full Member at the time that he or she is appointed as a Council Appointed Director or a Panel Appointed Director; or

- (b) becomes a Full Member after he or she ceases to be a Council Appointed Director or a Panel Appointed Director,

then the person will be required to pay the applicable annual subscription fee for a Full Member.

## 7. Annual subscriptions

- 7.1 The Directors may determine the annual subscription payable by each Member.
- 7.2 The annual subscription period will commence on the first day of each financial year of the Company, and the annual subscription will be due in advance within 30 days of this date.
- 7.3 The Directors may determine that any Member admitted to membership in the second half of the financial year of the Company will pay only one-half of the annual subscription until that Member's next annual subscription falls due.
- 7.4 If a Member does not pay an annual subscription within 30 days after it becomes due the Directors:
  - (a) will give the Member notice of that fact; and
  - (b) if the annual subscription remains unpaid 21 days from the date of that notice, may declare that Member's membership forfeited.

## 8. Ceasing to be a Member and disciplining of Members

- 8.1 A Member's membership of the Company will cease:
  - (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
  - (b) if the Member, being a natural person:
    - (i) dies;
    - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
    - (iii) is convicted of an indictable offence;
  - (c) if the Member, being an organisation, is wound-up or liquidated;
  - (d) if the Member is expelled as a Member of the Company, in accordance with this Constitution.
  - (e) if membership is forfeited under clause 7.4(b).
- 8.2 Any Member ceasing to be a Member:
  - (a) will not be entitled to any refund (or part refund) of an annual subscription; and
  - (b) will remain liable for and will pay to the Company all annual subscriptions and moneys which were due at the date of ceasing to be a Member.
- 8.3 A complaint may be made to the Board by any Member that a Member:
  - (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Company.

- 8.4 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 8.5 If the Board decides to deal with the complaint, the Board:
- (a) must cause notice of the complaint to be served on the Member concerned; and
  - (b) must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
  - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- 8.6 The Board may, by resolution, expel the Member from the Company or suspend the Member from membership of the Company if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 8.7 If the Board expels or suspends a Member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under clauses 8.9 to 8.12.
- 8.8 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the Member exercises the right of appeal, unless and until the Company confirms the resolution under clause 8.13, whichever is the later.
- 8.9 A member may appeal to the Company in general meeting against a resolution of the Board under clause 8.6, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 8.10 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- 8.11 On receipt of a notice from a Member under clause 8.10, the Secretary must notify the Board which is to convene a general meeting to be held within twenty eight (28) days after the date on which the Secretary received the notice.
- 8.12 At a general meeting convened under clause 8.11:
- (a) no business other than the question of the appeal is to be transacted; and
  - (b) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the Full Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 8.13 The appeal is to be determined by a simple majority of votes cast by Full Members. If at the general meeting a simple majority of votes are cast by Full Members in favour of the confirmation of the resolution, the resolution is confirmed.

## 9. Powers of attorney

- 9.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which he or she is entitled to do under this Constitution and which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.
- 9.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 9.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

## General meetings

### 10. Calling general meeting

- 10.1 Any three (3) Directors may, at any time, call a general meeting.
- 10.2 A Full Member may:
- (a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
  - (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.

### 11. Notice of general meeting

- 11.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least twenty one (21) days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Full Members of any general meeting.
- 11.2 A notice calling a general meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
  - (b) must state the general nature of the business to be transacted at the meeting; and
  - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 11.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
  - (b) the election of directors; or
  - (c) the appointment of the Auditor; or
  - (d) the fixing of the Auditor's remuneration.
- 11.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 10.2).

- 11.5 The Directors must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 49.1 entitled to receive notices from the Company.
- 11.6 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Full Member or the non-receipt of a notice (or form) by any Full Member does not invalidate the proceedings at or any resolution passed at the general meeting.

## Proceedings at general meetings

### 12. Member

In clauses 13, 14, 16 and 20, **Full Member** includes a Full Member present in person or by proxy.

### 13. Quorum

- 13.1 No business may be transacted at a general meeting unless a quorum of Full Members is present when the meeting proceeds to business.
- 13.2 A quorum of Full Members is fifteen (15) Full Members.
- 13.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Full Members, it is automatically dissolved; or
  - (b) in any other case:
    - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
    - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

### 14. Chairperson

- 14.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Directors' meetings will be the chairperson at every general meeting.
- 14.2 The Directors present may elect a chairperson of a general meeting if:
- (a) there is no chairperson or deputy chairperson; or
  - (b) neither the chairperson nor deputy chairperson is present within 15 minutes after the time appointed for holding the general meeting; or
  - (c) the chairperson and deputy chairperson are unwilling to act as chairperson of the general meeting.
- 14.3 If no election is made under clause 14.2, then:
- (a) the Full Members may elect one of the Directors present as chairperson; or
  - (b) if no Director is present or is willing to take the chair, the Full Members may elect one of the Full Members present as chairperson.

## 15. Adjournment

- 15.1 The chairperson of a general meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
  - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 15.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 15.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 15.4 Notice of an adjourned general meeting must only be given in accordance with clause 11.1 if a general meeting has been adjourned for more than 21 days.

## 16. Decision on questions

- 16.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 16.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- 16.3 Unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
  - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 16.4 The demand for a poll may be withdrawn.
- 16.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

## 17. Taking a poll

- 17.1 A poll will be taken when and in the manner that the chairperson directs.
- 17.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 17.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 17.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 17.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 17.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

## 18. Casting vote of chairperson

The chairperson has a casting vote in addition to the chairperson's votes as a Full Member or proxy.

## 19. Duties of Chairperson

19.1 The chairperson of a general meeting:

- (a) is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are, in his or her opinion, necessary or desirable for:
  - (i) proper and orderly debate or discussion; and
  - (ii) the proper and orderly casting or recording of votes, whether on a show of hands or on a poll, including the appointment of scrutineers;and
- (b) may refuse admission to, or require to leave and remain out of, the meeting any person:
  - (i) in possession of an electronic or recording device, placard, banner or other article considered by the chairman to be dangerous, offensive or liable to cause disruption to the meeting;
  - (ii) who refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession;
  - (iii) who behaves or threatens to behave in a dangerous, offensive, disruptive manner; or
  - (iv) who is not a Full Member, a Corporate Full Member Representative, an auditor of the Company or a person within a class specifically approved by the Directors to be present at the meeting.

## Votes of Members

### 20. Entitlement to vote

20.1 A Full Member is not entitled to vote at a general meeting if the Member's annual subscription is more than one month in arrears at the date of the meeting.

20.2 A Full Member entitled to vote has one vote.

### 21. Objections

21.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.

21.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.

21.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.



## 22. Votes by proxy

- 22.1 If a Full Member appoints a proxy, the proxy may vote on a show of hands.
- 22.2 A proxy must be a Full Member.
- 22.3 A proxy may demand or join in demanding a poll.
- 22.4 A proxy may vote on a poll.
- 22.5 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

## 23. Appointing a proxy

- 23.1 No Full Member (other than the chairperson of the meeting) may hold more than two (2) proxies for a general meeting.
- 23.2 An appointment of a proxy is valid if it is signed by the Full Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.
- 23.3 For the purposes of clause 23.1, an appointment received at an electronic address will be taken to be signed by the Full Member if:
  - (a) a personal identification code allocated by the Company to the Full Member has been input into the appointment; or
  - (b) the appointment has been verified in another manner approved by the Directors.
- 23.4 A proxy's appointment is valid at an adjourned general meeting.
- 23.5 A proxy may only be appointed for a particular general meeting or for a particular purpose (but not for more than one general meeting).
- 23.6 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
  - (a) to vote on:
    - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
    - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,  
even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
  - (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 23.7 If a proxy appointment is signed by the Full Member but does not name the proxy in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name of one of the directors or the Secretary.

## 24. Lodgement of proxy

- 24.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
  - (b) the taking of a poll on which the appointee proposes to vote.
- 24.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (a) the Company's registered office;
  - (b) a facsimile number at the Company's registered office; or
  - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

## 25. Validity

A vote cast in accordance with an appointment of proxy is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

# Appointment and removal of Directors

## 26. Number and qualification of Directors

- 26.1 The Board will comprise not less than three (3) nor more than nine (9) Directors, as follows:
- (a) five (5) Ordinary Directors;
  - (b) subject to clauses 26.3, 26.4, 26.5 and 26.7, two (2) Council Appointed Directors; and
  - (c) subject to clause 26.7, two (2) Panel Appointed Directors.
- 26.2 The Ordinary Directors will be elected or appointed in accordance with clauses 27.1, 28.1 and 31.
- 26.3 The Council Appointed Directors will be appointed by Port Stephens Council for so long as Port Stephens Council provides substantial funding assistance to the Company and requires to be represented on the Board by two (2) Directors.
- 26.4 The Council Appointed Directors will be appointed to take office at the conclusion of the Annual General Meeting at which the term of office of the incumbent Council Appointed Member expires, and the Port Stephens Council may remove a Council Appointed

Director and appoint a person to fill a casual vacancy in the office of a Council Appointed Director.

26.5 Each Council Appointed Director will be appointed on the recommendation of the General Manager (or successor position) of Port Stephens Council after meaningful consultation with the Board and will comprise a senior staff member of Port Stephens Council with appropriate knowledge and expertise in tourism and business matters.

26.6 The Panel Appointed Directors will be appointed by a panel selection committee comprising:

- (a) the Chairperson;
- (b) the Chief Executive Officer (or substantially equivalent position if there is no Chief Executive Officer) or, if there is no such person at the relevant time, the Deputy Chairperson; and
- (c) a third person selected by the Board at the Board meeting immediately preceding the Annual General Meeting at which the term of office of an incumbent Panel Appointed Member expires,

applying selection criteria determined by the Board from time to time, and the panel selection committee may remove a Panel Appointed Director and appoint a person to fill a casual vacancy in the office of a Panel Appointed Director, having full regard to the selection criteria determined by the Board.

26.7 If Port Stephens Council ceases to provide substantial funding assistance to the Company and/or withdraws its requirement to be represented on the Board by two (2) Directors, then:

- (a) the positions of Council Appointed Directors on the Board will cease to exist;
- (b) the persons then holding positions as Council Appointed Directors will immediately cease to be Directors of the Company;
- (c) the number of Ordinary Board Members on the Board will increase to seven (7) and the Board will fill the vacant positions applying the selection criteria determined by the Board until the next Annual General Meeting.

26.2 An Ordinary Director must be a Full Member at the time of his or her appointment or election as a Director.

26.3 No employee of the Company may be elected or appointed as a Director.

## 27. Appointment and removal of Directors

27.1 The Company may by resolution passed in general meeting:

- (a) appoint new Ordinary Directors;
- (b) increase the number of Ordinary Directors;
- (c) remove any Ordinary Director before the end of the Director's period of office; and
- (d) appoint another person in the Ordinary Director's place.

27.2 A person appointed under clause 27.1(d) will hold office for the period for which the Ordinary Director replaced would have held office if the Ordinary Director had not been removed.

- 27.3 If the conduct or position of any Director is such that continuance in office appears to the majority of the Directors to be prejudicial to the interests of the Company, a majority of Directors at a meeting of the Directors specifically called for that purpose may suspend that Director.
- 27.4 Within 14 days of the suspension, the Directors must call a general meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with clause 27.1(c) or annul the suspension and reinstate the Director.

## 28. Additional and casual Directors

- 28.1 Subject to clause 26.1, the Directors may appoint any eligible person as an Ordinary Director to fill a casual vacancy or as an addition to the existing Ordinary Directors.
- 28.2 An Ordinary Director appointed under clause 28.1 will hold office until the next annual general meeting of the Company when the Ordinary Director may be re-elected.

## 29. Term and Retirement

- 29.1 Subject to clauses 27.1(c) and 28.2, Directors are appointed for a term of two (2) years.
- 29.2 A Director must retire from office at the conclusion of the Director's fourth consecutive term.
- 29.3 A Director retiring due to the operation of clause 29.2 will be only eligible for re-election or appointment as a Director at or after the Annual General Meeting in the year following the conclusion of the Director's fourth consecutive term.
- 29.4 This clause 29 applies from the date of adoption of this Constitution and, for the purposes of clause 29.1, the term of appointment of each Director in office as at the date of adoption of this Constitution will be deemed to have commenced on the date of the Annual General Meeting at which he or she was last appointed as a Director.

## 30. Filling vacated office

- 30.1 When an Ordinary Director retires at a general meeting, the Company may by ordinary resolution elect a person to fill the vacated office.
- 30.2 If there are no other nominees for the vacated office and the retiring Ordinary Director has offered himself or herself for re-election, the retiring Ordinary Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:
- (a) it is resolved not to fill the vacated office; or
  - (b) the resolution for the re-election of the Ordinary Director is put and lost.

## 31. Nomination of Ordinary Directors

- 31.1 A person other than a retiring Ordinary Director is not eligible for election as an Ordinary Director at a general meeting unless the person, or a Full Member who intends to propose the person, has left at the Company's registered office a written notice signed by him or her:
- (a) giving the person's consent to the nomination; and
  - (b) stating either that the person is a candidate for the office of Ordinary Director or that the Full Member intends to propose the person for election.

31.2 A notice given in accordance with clause 31.1 must be left at the Company's registered office at least 30 days before the relevant general meeting.

## 32. Vacation of office

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Directors incapable of performing his or her duties;
- (c) is convicted of a serious indictable offence and the Directors do not, within one (1) month of that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of Director;
- (d) resigns by notice in writing to the Company;
- (e) being an Ordinary Director, is removed by a resolution of the Company;
- (f) is absent from:
  - (i) Directors' meetings for three (3) or more consecutive months; or
  - (ii) 65% or more of Directors' meetings within any twelve (12) month period, without leave of absence from the Directors;
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act; or
- (h) ceases to be a Full Member for any reason.

## Powers and duties of Directors

### 33. Powers and duties of Directors

33.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.

33.2 Without limiting the generality of clause 33.1, the Directors may exercise all the powers of the Company to:

- (a) borrow or raise money or other financial accommodation;
- (b) charge any property or business of the Company;
- (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person; and
- (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

# Proceedings of Directors

## 34. Directors' meetings

- 34.1 The chairperson may at any time, and the Secretary must on the request of two (2) or more Directors, call a Directors' meeting.
- 34.2 A Directors' meeting must be called on at least 48 hours written notice of a meeting to each Director.
- 34.3 It is not necessary to give notice of a meeting of the Directors to an Australian resident whom the Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 34.4 Subject to the Corporations Act, a Directors' meeting 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.
- 34.5 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 34.6 Subject to clause 37, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 34.7 Clauses 34.2 to 34.6 apply to meetings of Directors' committees as if all committee members were Directors.
- 34.8 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 34.9 A quorum is a majority of Directors for the time being.
- 34.10 Where a quorum cannot be established for the consideration of a particular matter at a meeting of Directors, the chairperson may call a general meeting to deal with the matter.
- 34.11 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

## 35. Decision on questions

- 35.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to clause 37, each Director has one vote.
- 35.2 The chairperson of a meeting has a casting vote in addition to his or her deliberative vote.

# Payments to Directors

## 36. Payments to Directors

No payment will be made to any Director of the Company other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of

the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;

- (c) of interest on moneys loaned or financial accommodation made available to the Company by the Director at a rate of interest no more than arm's length commercial rate of interest; and
- (d) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

## 37. Directors' interests

37.1 Subject to the Corporations Act, a Director who has a material personal interest in a matter that relates to the affairs of the Company must give to the other Directors notice of the interest as soon as reasonably practicable after the Director becomes aware of that interest.

37.2 A Director who has an interest in a matter may give the other Directors standing notice of the nature and extent of the interest in the matter in accordance with section 192 of the Corporations Act.

37.3 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the Corporations Act to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

## 38. Remaining Directors

38.1 The Directors may act even if there are vacancies on the Board.

38.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) appoint a Director; or
- (b) call a general meeting.

## 39. Chairperson, deputy chairperson and treasurer

39.1 The Directors will elect Directors as:

- (a) the chairperson;
- (b) the deputy chairperson; and

(c) the treasurer.

at the first meeting of the Board following:

(d) each Annual General Meeting; or

(e) if the office becomes vacant for any reason prior to an Annual General Meeting, the date on which that office becomes vacant.

39.2 If no chairperson is elected or if the chairperson is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the deputy chairperson will act as chairperson in the chairperson's absence.

39.3 If no chairperson is or deputy chairperson is elected or if the chairperson and the deputy chairperson are not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.

## 40. Delegation

40.1 The Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees.

40.2 The Directors may at any time revoke any delegation of power to a committee.

40.3 At least one member of each committee must be a Director.

40.4 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.

40.5 A committee may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.

40.6 Meetings of any committee of Directors will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each member was a Director.

## 41. Written resolutions

41.1 The Directors may pass a resolution without a Director's meeting being held if a majority of all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when a majority of all of the Directors sign.

41.2 For the purposes of clause 41.1:

(a) separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy; and

(b) an electronic transmission which:

(i) states that a Director is in favour of the resolution set out in the document;

(ii) includes the name of the director in the form of text (as distinct from a hand-written signature); and

(iii) is sent from the Directors electronic mail address,

will constitute signing of the document by the Director.



- 41.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 41.4 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

## 42. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of a Directors' committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

## 43. Minutes and Registers

43.1 The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
- (c) all resolutions passed by Directors in accordance with clause 41;
- (d) all appointments of officers;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of interests made under clause 37.1.

43.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

43.3 The Company must keep all registers required by this Constitution and the Corporations Act.

43.4 When a natural person becomes a member of the Company, the Company shall record in the register of members kept and maintained by the Company:

- (a) in the case of a Full Member:
  - (i) the person's name, address, and telephone number and, if available, facsimile number and email address; and
  - (ii) the date on which the person became a Full Member;and
- (b) in the case of an Associate Member:
  - (i) the person's name, address, and telephone number and, if available, facsimile number and email address; and
  - (ii) the date on which the person became an Associate Member

43.5 When an organisation becomes a member of the Company, the Company shall record in the register of members kept and maintained by the Company:

(a) in the case of a Full Member:

- (i) the organisation's name, address, and telephone number and, if available, facsimile number and email address;
- (ii) the date on which the organisation became a Full Member;
- (iii) the name, address, and telephone number and, if available, facsimile number and email address of the Corporate Full Member Representative;
- (iv) the date on which the Corporate Full Member Representative and any replacement Corporate Full Member Representative became the Corporate Full Member Representative; and
- (v) the date on which the Corporate Full Member Representative and any replacement Corporate Full Member Representative ceased to be the Corporate Full Member Representative;

and

(b) in the case of an Associate Member:

- (i) the organisation's name, address, and telephone number and, if available, facsimile number and email address;
- (ii) the date on which the organisation became an Associate member;
- (iii) the name, address, and telephone number and, if available, facsimile number and email address of the Corporate Associate Member Representative;
- (iv) the date on which the Corporate Associate Member Representative and any replacement Corporate Associate Member Representative became the Corporate Associate Member Representative; and
- (v) the date on which the Corporate Associate Member Representative and any replacement Corporate Associate Member Representative ceased to be the Corporate Associate Member Representative.

## 44. Appointment of attorneys and agents

44.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
- (c) for the period; and
- (d) subject to the conditions,  
determined by the Directors.

- 44.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:
- (a) any company;
  - (b) the members, directors, nominees or managers of any company or firm; or
  - (c) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 44.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 44.4 The Directors may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.
- 44.5 An attorney or agent appointed under this clause may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

## 45. Appointment of chief executive officer

- 45.1 The Board may appoint a chief executive officer, delegate to that person the day-to-day operations and management of the Company, including volunteers and paid staff, in accordance with the Board's policies and withdraw, suspend or vary such delegation.
- 45.2 The chief executive officer may be a Member of the Company.

## Secretary

### 46. Secretary

- 46.1 If required by the Corporations Act, there must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.
- 46.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.
- 46.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

## Inspection of records

### 47. Inspection of records

- 47.1 Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.
- 47.2 Except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

# Notices

## 48. Service of notices

48.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.

48.2 A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
- (b) on the day after the day on which it was posted.

48.3 A notice sent by facsimile transmission or electronic notification is taken to be served:

- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
- (b) on the day after its despatch.

48.4 If a Member does not have an address recorded in the Register a notice will be taken to be served on that Member twenty four (24) hours after it was posted on a notice board at the Company's registered office.

48.5 A Member whose address recorded in the Register is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of clause 48.

48.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

48.7 Subject to the Corporations Act, the signature to a written notice given by the Company may be written or printed.

48.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

## 49. Persons entitled to notice

49.1 Notice of every general meeting must be given to:

- (a) every Full Member;
- (b) every Director; and
- (c) any Auditor.

49.2 No other person is entitled to receive notice of a general meeting.

## Audit and accounts

### 50. Audit and accounts

- 50.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the Corporations Act.
- 50.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the Corporations Act.

## Winding up

### 51. Winding up

- 51.1 If the Company is wound up:
- (a) each Member; and
  - (b) each person who has ceased to be a Member in the preceding year,
- undertakes to contribute to the property of the Company for the:
- (c) payment of debts and liabilities of the Company (in relation to clause 51.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
  - (d) adjustment of the rights of the contributories amongst themselves,
- such amount as may be required, not exceeding five dollars (\$5.00).
- 51.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to Port Stephens Council to be applied for tourism development and assistance as a service function of the Council under section 47 of the *Local Government Act 1993* (NSW)

## Indemnity

### 52. Indemnity

- 52.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against:
- (a) any liability (other than for legal costs) incurred by that person as an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment); or
  - (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Company (including legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 52.2 The amount of any indemnity payable under clauses 52.1(a) or 52.1(b) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity).

Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.

52.3 For the purposes of this clause, **officer** means:

- (a) a Director; or
- (b) a Secretary.