



Queensland Trucking Association

Constitution

Adopted – 11th April 2006

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Queensland Trucking Association Constitution

1. Preliminary

1.1 *Definitions and interpretation*

Schedule 1 applies and forms part of this Constitution.

1.2 *Name and nature of the Association*

- (a) The name of the Association is "Queensland Trucking Association Ltd".
- (b) The Association is a public company limited by guarantee
- (c) Each Member undertakes to contribute an amount not exceeding \$20 to the property of the Association if the Association is wound up:
 - (i) At a time when that person is a Member; or
 - (ii) Within one year of the time that person ceased to be a Member,For:
 - (iii) Payment of the debts and liabilities of the Association contracted before that person ceased to be a Member,
 - (iv) Payment of the costs, charges and expenses of winding up the Association,
 - (v) Adjustment of the rights of the contributories among themselves.

1.3 *Replaceable rules*

The replaceable rules in the Corporations Act do not apply to the Association.

1.4 *Objects*

- (a) The object of the Association is, through education, to promote excellence, enterprise and integrity in the directors of all corporations, to improve their knowledge and skill with respect to their rights, duties and responsibilities and to inculcate the highest standards of ethics among directors and, in fulfilling this object, the Association will:
 - (i) Uphold and maintain the concept of corporate entity, the principle of limited liability and the preservation and furtherance of the free enterprise system;
 - (ii) Affiliate with organisations with similar objects; and
 - (iii) Take an interest in legislative, economic and social matters to ensure the preservation of the basic commercial freedoms and to prevent abuse of those freedoms.
- (b) The Association is established for the purposes set out in this constitution.
- (c) The Association:
 - (i) Will only apply the income and property of the Association in promoting the objects of the Association;

- (ii) Must not subscribe to, support with its funds, or amalgamate with, any association or organisation which does not, to the same extent as this Constitution, restrict the application of its income and property and prohibit the making of distributions to its members; and
 - (iii) Must not support any activity, or impose on, or procure to be observed by, Members or others, any regulations or restrictions which, if they were an object of the Association, would make it a trade union within the meaning of the *Workplace Relations Act 1996*.
- (d) To unite the trucking industry behind a state and national effort and facilitate state and national representation.
 - (e) To develop viable operating conditions for all trucking industry sectors that are conducive to safer, efficient and professional performance on the roads.
 - (f) To recognise that the Association represents all parts of the trucking industry including drivers, owner/drivers, all other positions in the trucking industry including management and employees with administrative, operational, supervisory and management positions, companies sectors and associated responsibilities.
 - (g) To provide demonstrable benefits of the positive role of the trucking industry to the community.
 - (h) To improve road safety through developing a culture of professional driving standards of performance.
 - (i) To be the umbrella group for industry unity on issues of state and national importance.
 - (j) To influence government decision-making so as to achieve improved, safe and efficient practices.
 - (k) To encourage active and consistent initiatives in standards, education and behaviour that contribute or provide community benefits from dealing positively with safety and environment issues.
 - (l) To jointly encourage and pursue greater membership of the Queensland Trucking Association.
 - (m) To seek fair and equitable infrastructure funding including national and state road funding and appropriate taxes and charges.
 - (n) To work in a complementary way with other member organisations on issues requiring representation at both state and national level.
 - (o) To be a mechanism for governments in dealing with the industry on issues with a state and national agenda.
 - (p) To provide a mechanism for industry participants to raise issues of debate on items of state and national nature.
 - (q) To work in a co-ordinated way to promote industry accreditation and quality assurance.
 - (r) To provide a framework that maximises industry unity.

- (s) To create a working committee structure that inputs at state and national levels on issues of a technical nature and issues related to effective performance, safety and standards on the road.
- (t) To initiate appropriate funding, consultation and communication initiatives and review these regularly with members.
- (u) To facilitate action with other transport modes to address issues of common interest including appropriate transport infrastructure and modal links.

1.5 No distribution to Members

- (a) Subject to Clause 1.5(b), the Association must not make any distributions to any Members, whether by way of dividend, surplus on winding up or otherwise.
- (b) Clause 1.5(a) does not prevent the Association, with the approval of the Directors and acting in good faith, paying:
 - (i) Reasonable remuneration to a Member who is an employee of the Association;
 - (ii) Reasonable remuneration in consideration for services rendered or goods supplied by a Member to the Association in the ordinary course of business;
 - (iii) Interest, at a reasonable rate, on money borrowed by the Association from a Member;
 - (iv) Reasonable rent for premises leased to the Association by a Member;
 - (v) Out-of-pocket expenses incurred by a Member for, or on behalf of, the Association; or
 - (vi) Any other reasonable amount of a similar character to those described in this Clause 1.5(b).
 - (vii) An honorarium to the President to cover out of pocket expenses incurred whilst performing his or her duties. The amount of the honorarium to be determined by the board of directors at the meeting following the annual general meeting.

2. Members

2.1 Classes of membership

The Directors may, from time to time, determine:

- (a) the various classes of membership of the Association which may include the following:
 - Ordinary Members - An Ordinary Member shall be a person, firm company or corporation engaged in the transportation of freight for hire or reward, being a member who is not registered under any other classification of membership.
 - Life Members - A Life Member is a member who has rendered special service to the Association and to whom membership for life has been granted by resolution and a General Meeting. A Life Member shall be exempt from the payment of any

fees but shall be entitled to the same privileges and shall be bound by the rules in the same manner as an Ordinary Member. A life membership shall only be granted by resolution and a General Meeting at which notice of intention to move such resolution shall have been given with notice of the meeting. Voting on life membership shall be deemed to have been defeated unless two-thirds of the members present and voting at the meeting shall vote in favour of it.

- Associate Members - An Associate Member shall be a person, firm, corporation, commission, board, governmental, quasi governmental or local governmental authority or body involved in freight transportation in Queensland but not for hire or reward.
 - Service Members - A Service Member shall be a person, firm or corporation principally involved in the supply of goods or services to the transport industry.
 - Affiliate Members - An Affiliate Member shall be:-
 - (i) A body (whether incorporated or unincorporated) with similar interests to the Association and whose members are persons or firms or corporations deemed by the Board of Directors to be involved in a business compatible with transportation of commodities; or
 - (ii) A person, firm or corporation involved in the transportation of commodities who are members of a body (whether incorporated or unincorporated) deemed by the Board of Directors to have similar interests to the Association.
 - Such other classes of membership and with such rights as the Board of Directors may declare from time to time.
- (b) Any restriction in the number of Members or the number of Members within each class;
- (c) The qualifications for admission to each class.

2.2 Representatives for incorporated or unincorporated bodies.

An incorporated or unincorporated body which is or becomes a member of the Association shall nominate in writing to the Board of Directors one of its Directors or one of its own members to be its representative to attend and vote at meetings of the association and be eligible to be elected to office. Subject to 5.3 a member who is an incorporated or unincorporated body may change its representative from time to time by notice in writing to the Board of Directors.

2.3 Voting rights of members

- a) Subject only to clause 2.3(b), only Ordinary Members or the authorised representatives of Ordinary Members, and Life Members shall be entitled to vote, hold office and otherwise take part in the management of the Association.
- b) Members other than Ordinary Members and Life members shall be entitled to vote only upon a resolution directly affecting their rights as members of a class of members.

2.4 Variation of rights of members

Variation of rights of members in a class of members may only be changed by special resolution at a meeting of the members in the class of members whose rights are being varied or cancelled.

2.5 Rights of Service members, Associate Members and Affiliate members

At the discretion of the Board of Directors, Associate Members, Service members and Affiliate Members shall be entitled to information services of the Association, and attend and speak at specific meetings..

2.6 Further rights of Affiliate members

At the discretion of the Board of Directors, Affiliate Members as a group shall be entitled to utilise the secretarial facilities of the Association for an appropriate fee but no individual member of the Affiliate Member shall have this entitlement.

2.7 Applications

- (a) Any person, who agrees in writing to be bound by, and to comply with, the Code of Conduct, is eligible to apply to become a Member.
- (b) Each applicant to become a Member must:
 - (i) Sign and deliver to the Association an application in the form; and
 - (ii) Pay any initial fee;which the Directors determine, from time to time.
- (c) The Directors determine whether an applicant may become a Member.
- (d) The Directors are not required to give any reason for the rejection of any application to become a Member.
- (e) If an application to become a Member is accepted, the Association must:
 - (i) Give written notice of the acceptance to the applicant including details of the class of membership and the rights that are then attached to that class;
 - (ii) Request payment of any amount owing for the annual subscription fees (being a pro rata sum if so determined by the Directors); and
 - (iii) Upon payment of that amount, enter the applicant's name in the Register.
- (f) All annual subscriptions shall be payable in half-yearly instalments and shall become due on 1st January and 1st July of each year. Subscriptions shall be payable in advance not later than one (1) month after 1st January or 1st July or one (1) month after the issue of a subscription account.
- (g) If an application to become a Member is rejected, the Association must:
 - (i) Give written notice of the rejection to the applicant; and
 - (ii) Refund in full any fees paid by the applicant.

2.8 No transfers

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

2.9 Ceasing to be a Member

- (a) A person will cease to be a Member if:
 - (i) That person resigns in accordance with Clause 2.10;
 - (ii) That person is expelled under Clause 2.11; or
 - (iii) A Cessation Event occurs in respect of that person.

- (b) If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then after notice of the default shall have been sent to him by the Chief Executive Officer the member may be debarred by resolution of the Board of Directors from all privileges of membership and thereupon his name shall be removed by the Board of Directors from the Register of Members provided that his name may be restored to the Register on payment of all arrears at the discretion of the Board of Directors.

- (c) The Board of Directors may in its absolute discretion at any time and from time to time remove any member of any class from the Register if that member dies or ceases to exist or becomes bankrupt or of unsound mind or ceases (in the opinion of the Board of Directors) to be engaged in the business of offering for reward or plying for hire in the road transport industry.

- (d) If any member shall wilfully refuse or neglect to comply with the provisions of the constitution of the Association and regulations thereunder or shall be guilty of any conduct which in the opinion of the Board of Directors is unbecoming of a member or prejudicial to the interest of the Association the Board of Directors shall have power by resolution to censure, fine, suspend or expel the member from the Association. And in the latter case to erase his name from the Register of Members provided that at least one week before the meeting of the Board of Directors at which such a resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit. Provided further that any such member may, by notice in writing, lodge with the Chief Executive Officer at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Board of Directors, elect to have the question dealt with by the Association in general meeting and in that event an extraordinary general meeting of the Association shall be called for the purpose and if at the meeting such resolution be passed by majority of two-thirds of those present and voting (such vote to be taken by ballot). The member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled and his name removed from the Register of Members and provide further that no member shall be fined an amount exceeding one half of his annual subscription.

2.10 Resignation

- (a) A Member may resign as a Member by giving the Association notice in writing to the Chief Executive Officer for consideration by the Board of Directors but shall continue liable for any Annual Subscription and all arrears due and unpaid at the date of his resignation and for all other monies due by him to the Association.

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

2.11 Expulsion or suspension

- (a) Subject to Clause 2.11(c), the Directors may resolve to:
 - (i) Expel a Member; or
 - (ii) Suspend a Member:
 - (a) For such period; and
 - (b) From enjoying such rights and privileges of membership,As the Directors may determine;If:
 - (a) An Expulsion Event (other than the non payment of a Fee) occurs in respect of the Member; and
 - (b) The Association gives that Member at least 10 Business Days notice in writing:
 - (i) Stating the Expulsion Event and that the Member is liable to be expelled; and
 - (ii) Informing the Member of his or her right under Clause 2.11(c)(i).
- (b) The Directors may resolve to expel a Member if the Member does not pay a Fee within 20 Business Days after the due date for its payment.
- (c) Before passing any resolution under Clause 2.11(a), the Directors:
 - (i) Must allow the Member to give to the Directors, either orally or in writing, any explanation or defence of the Expulsion Event; and
 - (ii) May adopt other procedures to aid the resolution of complaints against the Member, including the appointment of complaints committees, conciliators and mediators.
- (d) Where a resolution is passed under Clause 2.11(a) or 2.11(b), the Association must give the Member, notice ("Discipline Notice") in writing of the expulsion or suspension, within 10 Business Days of the resolution.
- (e) A Member may, by notice in writing to the Association within 10 Business Days of receipt of a Discipline Notice, request that a resolution for expulsion (but not suspension) of that Member under Clause 2.11(a) be reviewed by the Association at the next general meeting.
- (f) If a request under Clause 2.11(e) is made, the Directors must propose at the next general meeting of the Association that a resolution be moved to confirm the expulsion of the Member concerned.
- (g) A resolution under Clause 2.11(a) takes effect:
 - (i) If the Member gives a notice under Clause 2.11(e), the date (if any) the resolution is confirmed by a general meeting of the Association; or
 - (ii) If the Member does not give a notice under Clause 2.11(e), the date of the resolution.
- (h) A resolution under Clause 2.11(b) takes effect on the date of the resolution.

- (i) The Directors may reinstate an expelled Member on any terms and at any time as the Directors resolve, including a requirement that all amounts due but unpaid by the expelled Member are paid.

2.12 Certificates

- (a) The Association may issue to each Member, free of charge, a certificate evidencing that person as a Member.
 - (b) The Association may issue a replacement certificate of being a Member if:
 - (i) The Association receives and cancels the existing certificate; or
 - (ii) The Association is satisfied that the existing certificate is lost or destroyed, and the Member pays any fee as the Directors resolve.
-

3. Fees

3.1 Fees

- (a) The Association may require the payment of fees or levies by Members in the amounts and at the times as the Directors resolve.
- (b) The Association may make Fees payable for one or more Members or classes of Members, for different amounts and at different times.
- (c) Pursuant to Clause 3.1(a), the Directors may, from time to time, give notice to Members:
 - (i) Revoking or postponing fees;
 - (ii) Extending the time for payment of fees;
 - (iii) Allowing for payment of fees by instalments; or
 - (iv) Stipulating the amount, the time, the method and the place of payment of fees.

3.2 Interest

- (a) A Member must pay to the Association:
 - (i) Interest at the rate reasonably determined by the Directors, on any fees which are not paid on, or before, the time appointed for payment, from the time appointed for payment to the time of the actual payment; and
 - (ii) Expenses incurred by the Association because of the failure to pay, or late payment of, that amount.
- (b) The Directors may waive payment of all or any part of an amount payable under Clause 3.2(a).

3.3 Exercise of powers

The powers of the Association under this Clause 3 may only be exercised by the Board of Directors.

4. Proceedings of General Members Meetings

4.1 Who can call meetings of Members

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

4.2 Annual General Meeting

- (a) The Association must hold an AGM if required by, and in accordance with, the Corporations Act.
- (b) The business of an AGM may include any of the following, even if not referred to in the notice of the meeting:
 - (i) The consideration of the annual financial report, the Directors' report and the auditor's report for the Association;
 - (ii) The appointment of the auditor of the Association; and
 - (iii) The fixing of the remuneration of the auditor of the Association.
 - (iv) Election of members to the Board of Directors.

4.3 How to call meetings of Members

- (a) The Association must give not less than twenty one (21) days notice of a meeting of Members.
- (b) Notice of a meeting of Members must be given to each Member.
- (c) Subject to the Clause 4.11(h), a notice of a meeting of Members must:
 - (i) Set out the place, date and time for the meeting (and if the meeting is to be held in two or more places the technology that will be used to facilitate this);
 - (ii) State the general nature of the business of the meeting; and
 - (iii) Set out or include any other information or documents specified by the Corporations Act.
- (d) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid if either or both a person does not receive notice of the meeting or the Association accidentally does not give notice of the meeting to a person.

4.4 Right to attend meetings

- (a) Each Member and any auditor of the Association are entitled to attend any meetings of Members.

- (b) Subject to this Constitution, each Director is entitled to attend and speak at all meetings of Members.

4.5 Meeting at more than one place

- (a) A meeting of Members may be held in two or more places linked together by any technology that:
 - (i) Gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
 - (ii) Enables the chairperson to be aware of proceedings in each place; and
 - (iii) Enables the Members in each place to vote on a show of hands and on a poll.
- (b) If a meeting of Members is held in two or more places under Clause 4.5(a):
 - (i) A Member present at one of the places is taken to be present at the meeting; and
 - (ii) The chairperson of that meeting may determine at which place the meeting is taken to have been held.

4.6 Quorum

- (a) Subject to Clause 4.6(e), a quorum for a meeting of Members is fifteen (15) Members entitled to vote at that meeting.
- (b) In determining whether a quorum for a meeting of Members is present:
 - (i) Where a person is present as a Member and as a proxy or attorney of another Member, that person is counted separately for each appointment provided that there is at least one other Member present; and
 - (ii) Where a person is present as a proxy or attorney for more than one Member, that person is counted separately for each appointment provided that there is at least one other Member present.
- (c) A quorum for a meeting of Members must be present at the commencement of the meeting. If a quorum is present at the commencement of a meeting of Members, it is taken to be present throughout the meeting unless the chairperson otherwise determines.
- (d) If a quorum is not present within 30 minutes after the time appointed for a meeting of Members:
 - (i) If the meeting was called under Clause 4.1(b) or Clause 4.1(c), the meeting is dissolved; and
 - (ii) Any other meeting is adjourned to the date, time and place as the Directors may, by notice to the Members, appoint, or failing any appointment, to the same day in the next week at the same time and place as the meeting adjourned.
- (e) If a quorum is not present within 30 minutes after the time appointed for an adjourned meeting of Members:
 - (i) If there are not less than three Members present, they shall constitute a quorum; and
 - (ii) Otherwise, the meeting is dissolved.

4.7 Chairperson

- (a) The President shall preside as Chairman at every general meeting of the Association, or if he is not present within fifteen minutes after time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman.
- (b) If at a meeting of Members:
 - (i) There is no Chair;
 - (ii) The Chair is not present within 15 minutes after the time appointed for the holding of a meeting of Members; or
 - (iii) The Chair is present within that time but is not willing to chair all or part of that meeting, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present may, by majority vote, elect another Director or another person present to chair all or part of the meeting of Members.
- (c) Subject to Clause 4.7(a), if at a meeting of Members:
 - (i) A chairperson of that meeting has not been elected by the Directors under Clause 4.7(b); or
 - (ii) The chairperson elected by the Directors is not willing to chair all or part of a meeting of Members, the Members present must elect another person, present and willing to act, to chair all or part of that meeting.

4.8 General conduct of meetings

- (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 delegate any power conferred by this Clause to any person.
- (c) The powers conferred on the chairperson of a meeting of Members under this Clause 4.8 do not limit the powers conferred by law.

4.9 Resolutions of Members

- (a) Subject to the Corporations Act, a resolution is passed if more votes are cast in favour of the resolution by Members entitled to vote on the resolution than against the resolution.
- (b) Unless a poll is requested in accordance with Clause 4.10, a resolution put to the vote at a meeting of Members must be decided on a show of hands.
- (c) A declaration by the chairperson of a meeting of Members that a resolution has on a show of hands been passed, passed by a particular majority, or not passed, and an entry to that effect in the minutes of the meeting, are sufficient evidence of that fact, unless proved incorrect.

4.10 Polls

- (a) A poll may be demanded on any resolution at a meeting of Members except:
 - (i) The election of a chairperson of that meeting; or
 - (ii) The adjournment of that meeting.

- (b) A poll on a resolution at a meeting of Members may be demanded by:
 - (i) At least three Members present and entitled to vote on that resolution; or
 - (ii) The chairperson of that meeting.
- (c) A poll on a resolution at a meeting of Members may be demanded:
 - (i) Before a vote on that resolution is taken; or
 - (ii) Before or immediately after, the result of the vote on that resolution on a show of hands is declared.
- (d) A demand for a poll may be withdrawn.
- (e) A poll demanded on a resolution at a meeting of Members must be taken in the manner and at the time and place the chairperson directs.
- (f) The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting.
- (g) 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.
- (h) In the case of an equality of vote, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

4.11 Adjourned, cancelled and postponed meetings

- (a) Subject to the Corporations Act, the chairperson:
 - (i) May; and
 - (ii) Must, if the Members present with a majority of votes that may be cast at that meeting agree or direct the chairperson to do so; adjourn a meeting of Members to any day, time and place.
- (b) No person other than the chairperson of a meeting of Members may adjourn that meeting.
- (c) The Association is only required to give notice of an adjourned meeting if the period of adjournment exceeds fifteen (15) days.
- (d) Only business left unfinished is to be transacted at a meeting of Members resumed after an adjournment.
- (e) Subject to the Corporations Act and this Clause 4.11, the Directors may at any time postpone or cancel a meeting of Members by giving notice, not less than 5 Business Days before the time at which the meeting was to be held, to each person to whom the notice of the meeting was required to be given.
- (f) A general meeting called under Clause 4.1(b) must not be cancelled by the Directors without the consent of the Members who requested the meeting.
- (g) A general meeting called under Clause 4.1(c) must not be cancelled or postponed by the Directors without the consent of the Members who called the meeting.
- (h) A notice adjourning or postponing a meeting of Members must set out the place, date and time for the revised meeting (and if the revised meeting is to be held in two or more places, the technology that will be used to facilitate this).

4.12 Number of votes

- (a) Subject to this Constitution and any rights or restrictions attached to a class of Membership, on a show of hands or on a poll at a meeting of Members, every Member present has one vote.
- (b) In the case of an equality of votes on a resolution at a meeting of Members, the chairperson of that meeting has a casting vote on that resolution both on a show of hands and on a poll, in addition to any vote the chairperson has in respect of that resolution.
- (c) A Member present at a meeting of Members is not entitled to vote on any resolution if any amount due and payable in respect of that person's Membership has not been paid.
- (d) A Member present at a meeting of Members is not entitled to vote on a resolution at that meeting where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
- (e) The Association must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Member where that person is not entitled to vote on that resolution.
- (f) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members is suspended while the Member is present in person at that meeting.

4.13 Objections to qualification to vote

- (a) An objection to the qualification of any person to vote at a meeting of Members may only be made:
 - (i) Before that meeting, to the Directors; or
 - (ii) At that meeting (or any resumed meeting if that meeting is adjourned), to the chairperson of that meeting.
- (b) Any objection under Clause 4.13(a) must be decided by the Directors or the chairperson of the meeting of Members (as the case may be), whose decision, made in good faith, is final and conclusive.

4.14 Proxies and attorneys

- (a) A Member, who is entitled to attend and cast a vote at a meeting of Members, may vote on a show of hands and on a poll:
 - (i) In person;
 - (ii) By not more than one proxy; or
 - (iii) By not more than one attorney.
- (b) A proxy or attorney of a Member need not be a Member.
- (c) A Member may appoint a proxy or attorney for:
 - (i) All meetings of Members; or
 - (ii) Any one or more specified meetings of Members.
 - (d) An instrument appointing a proxy is valid if it is in the following form or a form as near thereto as circumstances admit:

QUEENSLAND TRUCKING ASSOCIATION

I,of ,
.....being a member of the above
named company , hereby appoint
.....of.....or failing
him/her,ofas my
proxy to vote formally on my behalf at the Annual/
Extraordinary General Meeting of the company to be held on
theday of.....200... and at any
adjournment thereof.

Signed thisday of200...

This form is to be used in favour of/against the resolution
OR unless otherwise instructed, the proxy may vote as he/she
thinks fit.

- (e) The chairperson of a meeting of Members may determine that an instrument appointing a proxy is valid even if it contains only some of the information specified in Clause 4.14(d).
- (f) An instrument appointing an attorney must be in a form as the Directors may prescribe or accept, from time to time.
- (g) Subject to the Corporations Act, the decision of the chairperson of a meeting of Members as to the validity of an instrument appointing a proxy or attorney is final and conclusive.
- (h) Unless otherwise provided in the Corporations Act or in the appointment, a proxy or attorney may:
 - (i) Agree to a meeting of Members being called by shorter notice than is required by the Corporations Act or this Constitution;
 - (ii) Agree to a resolution being either or both proposed and passed at a meeting of Members of which notice of less than the Prescribed Period is given;
 - (iii) Speak on any resolution at a meeting of Members on which the proxy or attorney may vote;
 - (iv) Vote at a meeting of Members (but only to the extent allowed by the appointment);
 - (v) Demand or join in demanding a poll on any resolution at a meeting of Members on which the proxy or attorney may vote; and
 - (vi) Attend and vote at any meeting of Members which is rescheduled or adjourned.
- (i) Unless otherwise provided in the Corporations Act or in the appointment, a proxy or attorney may vote on:
 - (i) Any amendment to a resolution on which the proxy or attorney may vote;

- (ii) Any motion not to put that resolution or any similar motion; and
 - (iii) Any procedural motion relating to that resolution, including a motion to elect the chairperson of a meeting of Members, vacate the chair or adjourn that meeting, even if the appointment directs the proxy or attorney how to vote on that resolution.
- (j) The Association must only send a form of proxy to Members in respect of a meeting of Members, which provides for the Member:
- (i) To appoint a proxy of the Member's choice, but may specify who is to be appointed as proxy if the Member does not choose; and
 - (ii) To vote for or against each resolution, and may also provide for the Member to abstain from voting on each resolution.
- (k) If the name of the proxy or the name of the office of the proxy in a proxy form of a Member is not filled in, the proxy of that Member is:
- (i) The person specified by the Association in the form of proxy in the case the Member does not choose; or
 - (ii) If no person is so specified, the chairperson of that meeting.
- (l) A Member may specify the manner in which a proxy or attorney is to vote on a particular resolution at a meeting of Members but, unless specified, the proxy or attorney may vote as he or she thinks fit.
- (m) An appointment of proxy or attorney for a meeting of Members is effective only if the Association receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) not less than 24 hours before the time scheduled for commencement of that meeting (or any adjournment of that meeting).
- (n) Unless the Association has received notice in writing before the time scheduled for the commencement or resumption of a meeting of Members, a vote cast at that meeting by a person appointed by a Member as a proxy or attorney is, subject to this Constitution, valid even if, before the person votes, the appointing Member:
- (i) Should die; or
 - (ii) Is mentally incapacitated; or
 - (iii) Revokes the appointment of that person; or
 - (iv) Revokes the authority under which the person was appointed by a third party.

5. Directors

5.1 Number of Directors

- (a) The Association must have not less than five (5) nor more than fifteen (15) Directors who shall include the President, Vice- President, Honorary Treasurer and (subject to Clause 5.1(c)) the Immediate Past President. At its first meeting following each Annual General Meeting, the Board of Directors shall elect the President and Vice-President and treasurer from its own number.
- (a) If the number of Directors is below the minimum fixed by this Constitution, the Directors must not act except for appointing one or more additional Directors or to call, and arrange to hold, a meeting of Members.

- (c) If the Immediate Past President declines to serve on the Board of Directors or resigns or becomes disqualified from being a member of the Board of Directors, his position will not be filled by any other person.
- (d) A member of the Board of Directors shall be a person who is a member or a person who is the authorised representative of a corporate member provided that once elected an authorised representative of a corporate member shall continue in his personal capacity on the Board of Directors during his term of office or until removed in accordance with this Constitution.

5.2 Board Composition

- (a) The Directors are the persons specified as directors in the ASIC Register.

5.3 Retirement and re-appointment of Directors

- (a) At the annual general meeting in every year one-half (1/2) of the members of the Board of Directors for the time being, or, if their number is not a multiple of two (2), then the number nearest one-half (1/2) but more than one-half (1/2), shall retire from office. A retiring member of the Board of Directors shall be eligible for re-election.
- (b) The members of the Board of Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Board of Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (c) The Association at the meeting or a subsequent meeting at which a member of the Board of Directors so retires may fill the vacated office by electing a person who is a member or an authorised representative of a member thereof, and in default the retiring member of the Board of Directors is offering himself for re-election and not being disqualified hereunder or under the Corporations Act from holding office as a member of the Board of Directors be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of that person to the Board of Directors is put to the meeting and lost.
- (d) The Association may from time to time by ordinary resolution increase or reduce the number of members of the Board of Directors and may also determine in what rotation the increased or reduced number is to go out of office.
- (e) The Board of Directors shall have power at anytime and from time to time to appoint any person who is a member or an authorised representative of a member to become a member of the Board of Directors, but so that the total number of members of the Board of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any member of the Board of Directors so appointed shall hold office only until the next following annual general meeting and then shall be eligible for re-election but shall not be taken into account in determining the members of the Board of Directors who are to retire by rotation at that meeting.
- (f) The Association may by ordinary resolution remove any member of the Board of Directors before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.

- (g) Following each AGM, a Director may nominate a person, from the same member company, as his/her proxy to attend any meeting during that year on his/her behalf. Such nomination must:
 - (i) Be in writing and presented before the first attended meeting,
 - (ii) Be formally accepted by a majority in attendance at the meeting.

5.4 Election of Directors

The Election of members of the Board of Directors shall take place at the Annual General Meeting, in the following manner:

- (a) Any two members of the Association shall be at liberty to nominate any other member to serve as a member of the Board of Directors.
- (b) The nomination, which shall be in writing and signed by the nominated member and his proposer and seconder all of whom shall have fully paid any fees payable to the Association at the time shall be lodged with the Chief Executive Officer at least seven (7) days before the annual general meeting at which the election is to take place.
- (c) A list of all the candidates' names with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the Association for at least seven days immediately preceding the annual general meeting.
- (d) Balloting lists shall be prepared (if necessary) containing the name of candidates only and in an order determined by lot under the supervision of the auditor, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies. Such voting shall be by deletion of names.
- (e) In case there shall not be sufficient number of candidates nominated the Board of Directors shall fill up the remaining vacancy or vacancies.
- (f) The Board of Directors may from time to time determine the period for which the President is to hold his office.

5.5 Vacation of office

The office of a member of the Board of Directors shall become vacant if the member;

- (a) Ceases to be a member of the Board of Directors by virtue of the Act;
- (b) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) Becomes prohibited from being a director of a company by reason of any order made under the Act;
- (d) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) Resigns his office by notice in writing to the Association;

- (f) For more than three (3) months is absent without permission of the Board of Directors from meetings of the Board of Directors held during that period;
- (g) Ceases to be a member or the representative of a member of the Association;
- (h) A member of the Board of Directors who is in any way directly or indirectly interested in a contract or proposed contract with the Association or who holds any office or possesses any property whereby duties or interest might be created in conflict with his duties or interests as a member of the Board of Directors shall give notice of the fact to all directors at a meeting of the Board of Directors in accordance with the Corporations Act. The notice must contain:
 - (i) The nature and extent of the interest; and
 - (ii) The relation of the interest to the affairs of the company

The details of the notice must be recorded in the minutes of the meeting. A director of the board may alternatively give standing notice in the same form to the directors of the Association. The notice must then be tabled at the next directors meeting. The director must ensure that the contents of the notice is detailed in the minutes of the meeting. The notice will cease to be valid if the nature of the interest the director holds increases beyond the scope described in the notice.

- (i) A member of the Board of Directors shall not vote in respect of any contract or arrangement in which he is interested and if he should do so his vote shall not be counted but this prohibition shall not apply to:
 - (i) A case where the member of the Board of Directors is interested merely as a member or Director of another company.
 - (ii) The lending of money to the Association at interest or any arrangement for giving any security or indemnity in respect of money lent or obligations undertaken or guaranteed for the benefit of the Association.
- (j) No member of the Board of Directors shall be disqualified by his office from serving the Association in any other office or in any professional capacity nor shall any member of the Board of Directors be liable to account for any remuneration in that office or capacity.
- (k) Any member of the Board of Directors or any firm in which a member of the Board of Directors is a partner may be employed and paid in connection with the carrying out of all or any of the activities of the Association in like manner as if he had not been a member of the Board of Directors.

5.6 *Payment to Directors prohibited*

- (a) The Association must not pay any fees to a Director for performing his or her duties and responsibilities as a Director.
- (b) A payment of the kind referred to in Clause 1.5(b) may be made to a Director if that payment has been approved by the Board of Directors.

6. Officers

6.1 Chief Executive Officer

- (a) The Directors may appoint a person as the Chief Executive Officer, for any period and on any terms (including as to remuneration) as the Directors resolve.
- (b) Subject to any agreement between the Association and the Chief Executive Officer, the Directors may remove or dismiss or suspend the Chief Executive Officer at any time, with or without cause.
- (c) The Directors may delegate any of their powers (including the power to delegate) to the Chief Executive Officer as provided in Clause 7.3.
- (d) The Directors may revoke or vary:
 - (i) The appointment of the Chief Executive Officer; or
 - (ii) Any power delegated to the Chief Executive Officer.
- (e) The Chief Executive Officer must exercise the powers delegated to him or her in accordance with any directions of the Directors.
- (f) The exercise of a delegated power by the Chief Executive Officer is as effective as if the Directors exercised the power.

6.2 Secretary

- (a) The Chief Executive Officer shall be the Secretary of the Association

6.3 Indemnity and insurance

- (a) Every member of the Board of Directors, auditor, Chief Executive Officer and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Corporations Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.
- (b) To the extent permitted by law, the Association must indemnify each Relevant Officer against:
 - (i) A Liability of that person; and
 - (ii) Legal Costs of that person.
- (c) To the extent permitted by the law, the Association 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 the law, the Association may pay, or agree to pay, a premium for a contract insuring a Relevant Officer against:
 - (i) A Liability of that person; and
 - (ii) Legal costs of that person.

- (e) To the extent permitted by law, the Association may enter into an agreement or deed with:
- (i) A Relevant Officer; or
 - (ii) A person who is, or has been, an officer of the Association or a related body corporate of the Association,
- under which the Association must do all or any of the following:
- (iii) Keep books of the Association and allow that officer, and his or her advisers, access to those books on the terms agreed;
 - (iv) Indemnify that officer against any Liability of that officer;
 - (v) Make a payment (whether by way of advance, loan or otherwise) to that officer in respect of Legal Costs of that officer; and
 - (vi) Keep that officer insured in respect of any act or omission by that officer, while a Relevant Officer or an officer of the Association or a related body corporate of the Association, on the terms agreed (including as to payment of all or part of the premium for a contract of insurance).
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7. Powers of the Association and Directors

7.1 General powers

- (a) The management of the business and affairs of the Association shall be vested in the Board of Directors who in addition to the powers and authorities by this constitution, or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute directed or required to be exercised or done by the Association in general meeting but subject nevertheless to the provisions of the Corporations Act: and to this Constitution and to any Regulations from time to time made by the Association in general meeting provided that no such Regulation so made shall invalidate any prior act of the Board of Directors which would have been valid if such Regulations had not been made.
- (b) The Board of Directors may make Regulations not inconsistent with the provisions of this Constitution and may from time to time alter amend or repeal such Regulations or any of them and may make any new amended or additional Regulations.
- (c) The Board of Directors may exercise all the powers of the Association to borrow money and to mortgage or charges its undertaking and assets and to issue debentures debenture stock and other securities whether outright or as security for any debt contact guarantee engagement obligation or liability of the Association or of any third party and on such terms and conditions as the Board of Directors thinks fit.
- (d) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn accepted endorsed or otherwise executed, as the case may be, by any two members of the Board of Directors or in such other manner as the Board of Directors from time to time determine.

- (e) The Board of Directors shall cause minutes to be made
 - (i) Of all appointments of officers and servants;
 - (ii) Of names of members present at all meetings of the Association and of the Board of Directors; and
 - (iii) Of all proceedings at all meetings of the Association and of the Board of Directors.
 - (iv) Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.
- (f) The Board of Directors may at any time and from time to time by resolution power of attorney appoint any firm company or person or body of persons whether nominated directly or indirectly by the Board of Directors to be the attorney or attorneys or agent or agents of the Association for such purposes and with such power authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under this Constitution) and for such period and subject to such conditions as the Board of Directors from time to time thinks fit and any such resolution power of attorney or writing may contain such provisions for the protection and convenience of persons dealing with such attorney or agent as the Board of Directors thinks fit and may also authorise any such attorney or agent to delegate any of the powers authorities and discretions for the time being vested in him.
- (g) The Association shall not borrow monies from any member of the Association at a rate exceeding the rate charged by the Associated Banks on overdrawn accounts.

7.2 Execution of documents

- a) “Subject to the power of delegation conferred by this Constitution, the Board of Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by authority of the Board of Directors and in the presence of two (2) Directors or a Director and Secretary who shall witness every instrument to which the Seal is affixed in accordance with the Corporations Act. “
- b) The Association may execute a document without a common seal if the document is signed by:
 - (ii) Two Directors; or
 - (iii) A Director and a Secretary; or
 - (iv) A Director and another person appointed by the Directors for that purpose.
- c) The Directors may resolve, generally or in a particular case that any signature on certificates for membership or other common use documents specified by the Directors, may, be affixed by mechanical or other means.
- d) Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Association in the manner, and by the persons, as the Directors resolve.

7.3 Committees and delegates

- (a) The Directors may delegate any of their powers (including this power to delegate) to a committee of any one or more Directors, the Chief Executive Officer, an employee of the Association or a Member.
- (b) The Directors may revoke or vary any power delegated under Clause 7.3(a).
- (c) A committee or delegate must exercise the powers delegated in accordance with any directions of the Directors.
- (d) The exercise of a delegated power by the committee or delegate is as effective as if the Directors exercised the power.
- (e) Clause 8 applies (with the necessary changes) to meetings of a committee of Directors.

7.4 Attorney or agent

- (a) The Directors may appoint any person to be attorney or agent of the Association for any purpose, for any period and on any terms (including as to remuneration) as the Directors resolve.
- (b) The Directors may delegate any of their powers (including the power to delegate) to an attorney or agent.
- (c) The Directors may revoke or vary:
 - (i) An appointment under Clause 7.4(a); or
 - (ii) Any power delegated to an attorney or agent.

8. Proceedings of Directors

8.1 Written resolutions of the Directors

- (a) The Directors may pass a resolution, without a meeting of the Directors being held, if all the Directors, entitled to vote on the resolution, assent to a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of a document referred to in Clause 8.1(a) may be used for assenting to by Directors if the wording of the resolution and the statement is identical in each copy.
- (c) A Director may signify assent to a document under this Clause 8.1 by signing the document or by notifying the Association of that assent:
 - (i) In a manner permitted by Clause 10.3; or
 - (ii) By any technology including telephone.
- (d) Where a Director signifies assent to a document under Clause 8.1(c) other than by signing the document, the Director must, by way of confirmation, sign the document before, or at, the next meeting of Directors attended by that Director.
- (e) The resolution the subject of a document under Clause 8.1(b) is not invalid if a Director does not comply with Clause 8.1(d).

8.2 Meetings of the Directors

- (a) The Directors may meet, adjourn and otherwise regulate their meetings, as they think fit.
- (b) A meeting of the Directors may be held using any technology consented to by all Directors.
- (c) The consent of the Directors under Clause 8.2(b) may be for all meetings of the Directors or for any one or more specified meetings.
- (d) A Director may withdraw his or her consent under Clause 8.2(b) within a reasonable period before the meeting.
- (e) If a meeting of the Directors is held in two 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 that Director states to the chairperson of the meeting that he or she is discontinuing participation in the meeting; and
 - (ii) The chairperson of that meeting may determine at which place the meeting will be taken to have been held.

8.3 Who can call meetings of the Directors

- (a) A Director may call a meeting of the Directors at any time.
- (b) On request of any three (3) Directors, the Secretary must call a meeting of the Directors.

8.4 How to call meetings of the Directors

- (a) Notice of a meeting of the Directors must be given to each Director.
- (b) A notice of meeting of the Directors must:
 - (i) Set out the place, date and time for 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
 - (ii) State the general nature of the business of the meeting.
- (c) The Association must give not less than 24 hours notice of a meeting of the Directors, unless all Directors agree otherwise.
- (d) A Director may waive notice of a meeting of the Directors by notice in writing to the Association to that effect.

8.5 Quorum

- (a) Subject to the Corporations Act, a quorum for a meeting of the Directors is five (5) or such greater number as the Directors have fixed.
- (b) A quorum for a meeting of the Directors must be present at all times during the meeting.
- (c) If there are not enough persons to form a quorum for a meeting of the Directors, one or more of the Directors (including those who have an interest in a matter being considered at that meeting) may call a general meeting and the general meeting may pass a resolution to deal with the matter.

8.6 Chairperson

- (a) The President shall preside as chairman at every meeting of the Board of Directors, or if there is no President, or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman
- (b) If:
 - (i) The President or Vice President are not present within 15 minutes after the time appointed for the holding of a meeting of the Directors; or
 - (ii) The President or Vice President are present within that time but are not willing to chair all or part of that meeting,

The Directors present must elect one of themselves to chair all or part of the meeting.

8.7 Resolutions of the Directors

- (a) A resolution of the Directors is passed if more votes are cast in favour of the resolution than against it.
- (b) Subject to the Corporations Act and this Clause 8.7, each Director has one vote on a matter arising at a meeting of the Directors.
- (c) Subject to the Corporations Act, in case of an equality of votes on a resolution at a meeting of the Directors, 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.

8.8 Delegation of Directorial Functions

- (a) The Board of Directors may delegate any of its powers and or functions to one or more sub-committees consisting of not less than three members of the Board of Directors. Any sub-committee so formed shall conform to any regulations that may be imposed by the Board of Directors and subject thereto shall have power to co-opt any member or members of the Association provided that any member so co-opted shall have no right to vote at a meeting of the Board of Directors.

8.9 Delegation of Non-Directional Functions

- (a) The Board of Directors may delegate any of its duties or functions (not being duties or functions imposed on the Board of Directors as the directors of the company by the Corporations Act or the general law) to one or more Sub-Committees consisting of such member or members of the Board of Directors as the Board of Directors thinks fit. Any Sub-Committees so formed shall conform to any regulations that may be imposed by the Board of Directors and subject thereto shall have power to co-opt any member or members of the Association and all members of such Sub-Committees shall have one vote.
- (b) A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

- (c) A sub-committee may meet and adjourn, as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
- (d) All acts done by any meeting of the Board of Directors or of a sub-committee or by any person acting as a member of the Board of Directors shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Directors or person acting as aforesaid, or that the members of the Board of Directors or person acting aforesaid, or that the members of the Board of Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Directors.

8.10 Accounts

- (a) The Board of Directors shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Corporations Act provided, however, that the Board of Directors shall cause to be made out and laid before each annual general meeting a balance-sheet and profit and loss account made up to date not more than six months before the date of the meeting.
- (b) The Board of Directors shall from time to time determine in accordance with the memorandum of association at what times and places under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of members not being members of the Board of Directors, and no member (not being a member of the Board of Directors) shall have any right of inspection any account or book or paper of the Association except as conferred by statute or by the memorandum of association or authorised by the Board of Directors or by the Association in general meeting.
- (c) The books of account shall be kept at the registered office of the Association or at such other place or places as the Board of Directors shall think fit and shall always be open to the inspection of any of the members of the Board of Directors.
- (d) The Board of Directors shall from time to time determine in accordance with the memorandum of association at what times and places under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of members not being members of the Board of Directors, and no member (not being a member of the Board of Directors) shall have any right of inspection of any account or book or paper of the Association except as conferred by statute or by the memorandum of association or authorised by the Board of Directors or by the Association in general meeting.

8.11 AUDIT

- (a) Once at least in every year the accounts of the Association shall be examined and the correctness of the financial statement and balance sheet ascertained by one or more properly qualified auditor or auditors.
- (b) The first auditor or auditors shall be appointed by the Board of Directors. Subsequent auditors shall be appointed by the Association at the Annual General Meeting to be held in each year. Any retiring auditor or auditors shall be eligible for re-election.

- (c) The auditor or auditors shall at reasonable times have access to the books of account of the Association and they may require the members of the Board of Directors to provide any explanation or clarification in relation thereto.
 - (d) The auditor or auditors shall not be a member or members of the Board of Directors but may be a member or members of the Association.
 - (e) If any casual vacancy occurs in the office of auditor the Board of Directors shall forthwith fill up the same.
 - (f) The auditor or auditors shall be supplied with copies of the financial statement and balance sheet intended to be laid before the Board of Directors in general meeting twenty-one (21) days at least before the meeting to which the same are to be submitted and it shall be their duty to examine the same with the accounts and vouchers relating thereto and report to the general meeting thereon.
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9. Notices

9.1 Notice to Members

- (a) Subject to Clause 10.1(b), the Association may give notice to a Member:
 - (i) By hand delivery;
 - (ii) By sending it by prepaid post to the address of the Member in the Register or the alternative address (if any) nominated by that Member;
 - (iii) By sending it to the fax number or electronic address (if any) nominated by that Member; or
 - (iv) With the approval, given by special resolution, of the Directors, by advertisement in accordance with Clause 10.1(c).
- (b) If the address of any Member in the Register is not within Australia and that Member does not nominate an alternative address within Australia, unless otherwise specified by the Corporations Act, the Association may (in addition to any method of service specified in Clause 10.1(a)) give a notice to that Member by:
 - (i) Posting it on the Association's internet website; or
 - (ii) Advertisement in accordance with Clause 10.1(c).
- (c) Any notice allowed to be given by the Association to Members by advertisement is sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.
- (d) A notice sent by prepaid post may be included:
 - (i) Separately with; or
 - (ii) As part of the text of, any other clause, sent by prepaid post, including the publication sent by the Association to Members.

9.2 Notice to Directors

The Association may give notice to a Director:

- (a) By hand delivery;
- (b) By sending it by prepaid post to the usual residential address of that person or the alternative address (if any) nominated by that person;
- (c) By sending it to the fax number or electronic address (if any) nominated by that person; or
- (d) By any other means agreed between the Association and that person.

9.3 Notice to the Association

A person may give notice to the Association:

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

9.4 Time of service

- (a) A notice sent by prepaid post to an address within Australia is taken to be given:
 - (i) In the case of a notice of meeting, one Business Day after it is posted; or
 - (ii) In any other case, at the time at which the notice would be delivered in the ordinary course of post.
- (b) A notice sent by prepaid post to an address outside Australia is taken to be given:
 - (i) In the case of a notice of meeting, three Business Days after it is posted; or
 - (ii) In any other case, at the time at which the notice would be delivered in the ordinary course of post.
- (c) A notice sent by fax or electronic means is taken to be given on the Business Day it is sent, provided that the sender's transmission report shows that the whole notice was sent to the correct fax number or electronic address.
- (d) The giving of a notice by prepaid post is sufficiently proved by evidence that the postage was paid and the notice:
 - (i) Was addressed to the correct address of the recipient; and
 - (ii) Was placed in the post.

9.5 Signatures

The Directors may decide, generally or in a particular case, that a notice given by the Association be signed by mechanical or other means.

10. Winding up

If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, whether incorporated or not, having objectives similar to the objects of the Association, and which shall prohibit the distribution of its or their own income and property amongst its or their members to an extent at least or great as is imposed on the Association under or by virtue of the preceding proviso hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution or in default thereof by the Supreme Court of Queensland, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

Schedule 1

Definitions and interpretation

1. **Definitions**

In this Constitution:

"**AGM**" means the Annual General Meeting of Members.

"**Constitution**" shall mean this Constitution.

"**ASIC Register**" has the same meaning as the term "register" has under the Corporations Act.

"**Auditors**" means the Auditors for the time being of the Association.

"**Board of Directors**" means the board of management of the Association, which is constituted by the persons who hold office as Directors, from time to time.

"**Business Day**" means a day except a Saturday, Sunday or public holiday in Queensland.

"**Cessation Event**" means, in respect of a Member:

- (a) The death or bankruptcy of that Member; or
- (b) That Member becoming of unsound mind or a person whose property is liable to be dealt with under a law relating to mental health; or
- (c) That Member's name being entered on the register of persons who have been disqualified from managing corporations kept by the Australian Securities and Investments Commission under section 1274AA of the Corporations Act.

"**Chair**" means a person elected as chairperson of Directors under Clause 8.6.

"**Chief Executive Officer**" means the person appointed for the time being under Clause 6.1, being an employee (whether full-time or part-time) of the Association or a related body corporate of the Association.

"**Chief Executive Officer**" includes acting Chief Executive Officer.

"**Code of Conduct**" means the Code of Conduct for Members, as prescribed by the Directors, from time to time.

"**Corporations Act**" means the *Corporations Act 2001* (Commonwealth).

"**Director**" means a director of the Association for the time being.

"**Expulsion Event**" means, in respect of a Member:

- (a) That Member has wilfully refused or neglected to comply with the provisions of this Constitution or the Code of Conduct; or
- (b) The conduct of that Member, in the opinion of the Directors, is unbecoming of a Member or prejudicial to the objects, interests or reputation of the Association.

"**Fee**" means a fee or levy payable by Members under Clause 3.1.

"**General Meeting**" means a gathering of members and/or authorised representatives duly called and conducted as per section 4.

"Legal Costs", of a person, means legal costs incurred by that person in defending an action for a Liability of that person.

"Letter" shall include circular or postcard.

"Liability", of a person, means a liability incurred by that person as an officer of the Association or a related body corporate of the Association.

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

"Month" shall mean calendar month.

"Office" shall mean the registered office for the time being of the Association.

"Poll" means a ballot of members taken at a duly convened meeting as per section 4.

"Prescribed Notice" means the Prescribed Period of notice or any shorter period of notice for a meeting allowed under the Corporations Act.

"Prescribed Period" means 21 days.

"Proxy" means a nominated person of a member who shall represent an elected Director at any meeting of the Board of Directors and shall;

- (a) Be an employee of the member company,
- (b) Be nominated prior to any attendance at a Board Meeting,
- (c) Be accepted by the attending Directors at that meeting.

"Register" means the register of Members kept under the Corporations Act.

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

"Seal" shall mean the Common Seal of the Association.

"Secretary" means the company secretary of the Association for the time being.

"Term" means the term of office of each Director (other than the Chief Executive Officer), being a period:

- (a) Commencing on the date that the Director takes office; and
- (b) Terminating on the date that the Director retires, or is not re-elected.

"The Association" means The Queensland Trucking Association Ltd.

2. Interpretation

- (a) In this Constitution:
 - (i) A reference to a meeting of Members includes a meeting of any class of Members;
 - (ii) A Member is taken to be present at a meeting of Members if the Member is present in person or by proxy or attorney; and
 - (iii) A reference to a notice or document in writing includes a notice or document given by fax or another form of written communication.

- (b) In this Constitution, headings are for convenience only and do not affect interpretation, and unless the context indicates a contrary intention:
 - (i) Words importing the singular include the plural (and vice versa);
 - (ii) Words indicating a gender include every other gender;
 - (iii) The word "**person**" includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership and a trust;
 - (iv) Where 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; and
 - (v) The word "**includes**" in any form is not a word of limitation.
 - (vi) "Writing" and "written" shall include printing lithography photography typewriting and any other mode of representing or reproducing words in a visible form.

- (c) Unless the context indicates a contrary intention, in this Constitution:
 - (i) A reference to an Clause or a Schedule, is to an clause or a schedule of this Constitution;
 - (ii) A reference in a Schedule to a paragraph is to a paragraph of that Schedule;
 - (iii) A Schedule is part of this Constitution; and
 - (iv) A reference to this Constitution, is to this Constitution (and where applicable any of its provisions) as modified or repealed from time to time.

- (d) Unless the context indicates a contrary intention, in this Constitution, a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, bylaws, regulations, rules and statutory instruments (however described) issued under it.

- (e) Unless the context indicates a contrary intention, in this Constitution:
 - (i) An expression that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision; and
 - (ii) An expression that is defined in section 9 of the Corporations Act has the same meaning as in that section.

3. **Exercise of powers**

Where this Constitution confers a power or imposes a duty, then, unless the contrary intention appears, the power may be exercised and the duty must be performed, from time to time, as the occasion requires.

4. Severing invalid provisions

If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction that does not affect or impair:

- (a) The legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
- (b) The legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Constitution.