

Corporations Act 2001

THE CONSTITUTION
Of
BED & BREAKFAST, FARMSTAY AND
ACCOMMODATION AUSTRALIA LIMITED

A Company Limited by Guarantee
(Under the Corporations Act 2001)

CONTENTS

1. DEFINITIONS AND INTERPRETATION 6

1.1 Definitions 6

1.2 Interpretation: meaning of certain words 6

2. EXCLUSION OF REPLACEABLE RULES 7

3. PURPOSES ETC 7

3.1 The Company 7

3.2 Objects 7

3.3 Powers 8

3.4 Doctrine of Ultra Vires 8

4. INCOME AND PROPERTY 8

5. ORGANISATION CONTROL AND POLICY 8

5.1 Control with the Board 8

6. ESTABLISHMENT OF DIVISIONS 9

7. MEMBERSHIP 9

7.1 Numbers 9

7.2 Founding Members 9

7.3 Categories of Membership 10

7.4 Membership – Eligibility 10

7.5 Admission to Membership 11

7.6 Membership Fees 11

7.7 Termination of Membership 12

7.8 Rejection of Applications 12

7.9 Limited Liability of Members 12

7.10 Contribution by Members 13

8. PROXIES AND REPRESENTATIVES 13

8.1 Appointment of Proxies 13

8.2 Instrument appointing Proxies 13

8.3 Appointment of Representative by a Corporation 14

8.4 Proof of Appointment or Revocation of Appointment of Representative 14

9. CONDITIONS OF MEMBERSHIP 14

9.1 Members Bound 14

9.2 Suspension 14

9.3 Resignation 14

9.4 Bankruptcy of Members 14

9.5 Complaints 15

10. GENERAL MEETINGS 15

10.1 Annual General Meeting 15

- 10.2 General Meetings 15
- 10.3 Convening Meetings 15
- 10.4 Notice of Meetings 15
- 10.5 Contents of Notice 15
- 10.6 Failure to Give Notice 16

11. PROCEEDINGS AT GENERAL MEETINGS 16

- 11.1 Quorum 16
- 11.2 If Quorum Absent 16
- 11.3 Chair 16
- 11.4 Adjournment of Meeting 16
- 11.5 Voting Members 17
- 11.6 Voting: Show of Hands or Poll 17
- 11.7 Secret Ballot 17
- 11.8 Procedure for Secret Ballot 17
- 11.9 Appointment of Scrutineers 17
- 11.10 A Secret Ballot may be withdrawn 17
- 11.11 Determination of Votes 17
- 11.12 Casting Vote of Chair 18
- 11.13 Voting 18
- 11.14 Incapacity 18
- 11.15 Vote by Proxy Valid Notwithstanding Intervening Death or Revocation 18
- 11.16 No Vote If Membership Fee Unpaid 18

12. BOARD 19

- 12.1 Composition of Board 19
- 12.2 Term of Office Operational Provisions 20
- 12.3 Rotation of Directors 20
- 12.4 Election of Directors 20

13. POWERS AND DUTIES OF DIRECTORS 20

- 13.1 Functions of Board 20
- 13.2 Appointment of Attorneys 21
- 13.3 Bills of Exchange 21

14. PROCEEDINGS OF DIRECTORS 21

- 14.1 Meetings of Directors 21
- 14.2 Voting 21
- 14.3 Quorum 22
- 14.4 Reduction in Number of Directors 22
- 14.5 Chair at Meetings of Board 22

15. COMMITTEES 22

- 15.1 Committee 22

15.2 Chair of Committee	22
15.3 Voting at Meetings of Committee	22
16. VALIDITY OF ACTIONS AND RESOLUTIONS	23
16.1 Defect in Appointment	23
16.2 Resolutions in Writing	23
17. MINUTES	23
18. REGISTER OF MEMBERS	23
19. SECRETARY AND HONORARY OFFICERS	23
19.1 Secretary	23
19.2 Honorary Officers	24
20. SEAL	24
21. ACCOUNTS	24
22. FINANCIAL YEAR	24
23. AUDIT	24
24. NOTICES	25
24.1 General	25
24.2 Notices of General Meeting	25
24.3 Entitlement to Notices	25
25. INDEMNITY	25
26. WINDING-UP	26
27. ALTERATIONS TO CONSTITUTION	26
28. DECISIONS ON THE MEANING OF CONSTITUTION	26
29 BY-LAWS	26
30. TRANSITION	27

Company limited by Guarantee: Bed & Breakfast Farmstay and Accommodation Australia Limited

CONSTITUTION

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution, and any By-Laws hereunder unless the context otherwise requires:

“Company” means Bed & Breakfast, Farmstay and Accommodation Australia Limited ACN XXX a company limited by guarantee as hereby established;

“Board” means the Board of Directors for the time being of the Company

“By laws” means the official company rules and regulations made by the Board which govern the Company;

“Committee” means a group of members appointed by the Board to investigate a particular issue related to the operation and/or objectives of the Company;

“Constitution” means the Constitution for the time being of the Company;

“Corporation” means any body corporate, whether formed or incorporated within or outside the Territory;

“Director” means a director for the time being of the Company;

“Division” means a division, branch, regional group, national section, sectional group, a special interest group (or any similar entity, group, or body) of the Company or the Former Association;

“Executive Officer” means a person responsible for the administration of the Company;

“Former Association” means Bed & Breakfast and Farmstay Australia Inc and being the forerunner to the Company;

“Founding Member” means a member who was a member of the Company at the time of the Company’s incorporation;

“Majority” means a vote passed at a properly constituted Board meeting, Committee meeting or a general meetings where 50% or more of all the Directors, Committee Members or Members entitled to vote cast their vote in favour of a resolution;

“Member” means a person or Corporation admitted to membership of the Company;

“Representative” means a person appointed under the Constitution and in accordance with section 249X of the Act;

“Secretary” means any person appointed for the time being to perform the duties of the Secretary of the Company;

“Schedule of Fees” means a list of fees payable to the Company from individuals, companies or other entities wishing to become Members or renew their membership;

“Special Resolution” means a resolution as defined by section 9 of the Act;

“**The Act**” means the Corporations Act 2001;

“**Year**” shall mean a calendar year except in relation to the period of tenure of any office bearer in which case it shall mean the period between one annual general meeting and the next succeeding annual general meeting.

1.2 Interpretation: meaning of certain words

In this Constitution, unless the context otherwise requires:

- (i) Words importing the singular number include the plural number and vice versa;
- (ii) Words importing the masculine gender include the feminine gender and vice versa;
- (iii) Words importing persons include corporations;
- (iv) An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has in any clause of this Constitution that deals with a matter by that Part or Division the same meaning as in that Part or Division;
- (v) All headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

2. EXCLUSION OF REPLACEABLE RULES

2.1 Subject to Part 2B.4 of the Act, the replaceable rules shall not apply to the Company.

3. PURPOSES

3.1 The Company

3.1.1 The Company:

- (i) Is a company limited by guarantee;
- (ii) Will operate predominantly for the promotion, development and attainment of its objects;
- (iii) Will apply its profits (if any) or other income in promoting its objects; and
- (iv) Is not carried on for the purpose of profit or gain to its individual members.

3.2 Objects

3.2.1 To assist, strengthen and advance the charitable purpose of promoting bed and breakfast, farmstay and accommodation in Australia and to apply the Company's income to this objective;

3.2.2 To assist, strengthen and advance the charitable purpose of promoting other quality tourism accommodation types in Australia and to apply the Company's income to this objective.

3.3 Powers

3.3.1 Solely for the purpose of carrying out the objects, but not otherwise, the Company shall have the legal capacity and all the powers of a natural person. The powers set forth in section 124(1) of the Act shall apply to the Company except insofar as they are inconsistent with the objects of the Company.

3.4 Doctrine of Ultra Vires

3.4.1 It is intended that this clause 3 and the other provisions of this Constitution shall:

- (i) Prevent the application of the doctrine of ultra vires to the powers of the Company to further its objects; and
- (ii) Ensure that the Company is able to give effect to its objects set out in this Constitution without the necessity to specifically include a power and this clause 3 and the other provisions of this Constitution shall be construed accordingly.

4. INCOME AND PROPERTY

- 4.1 All the income and property of the Company shall be applied solely towards the promotion of the charitable objects of the Company as set forth in clause 3.2 of this Constitution.
- 4.2 No portion of income or property shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise to the Members of the Company, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers, servants or to any Member of the Company, in return for any services actually rendered to the Company, or for goods supplied in the ordinary and usual way of business.
- 4.3 The Company shall not be prevented from the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this clause by the Constitution on money borrowed from any Member of the Company, or reasonable and proper rent for premises demised or let by any Member of the Company.
- 4.4 All payments permitted by the Company as provided for in clauses 4.2 and 4.3 shall require the Board's authorisation before the each payment is effected.
- 4.5 No Member of the Board or Committee of the Board (other than the Executive Officer) shall be appointed to any salaried office of the Company or any office of the Company paid by fees.

5. ORGANISATION CONTROL AND POLICY

5.1 Control with Board

- 5.1.1 The management and control of the Company shall be vested in a Board of Directors.
- 5.1.2 The Board may, subject to the provisions of this Constitution and the decisions of any general meeting, exercise every power of the Company.
- 5.1.3 The Board may delegate all or any of its powers of management and control to a Division.

6. ESTABLISHMENT OF DIVISIONS

- 6.1 The Board may by By-law establish Divisions of the Company.
- 6.2 A Division shall comprise such members as specified in the By-laws establishing the Division.
- 6.3 Members within each Division shall comply with the By-Laws, the requirements of this Constitution and the Act.
- 6.4 Divisions shall be managed, controlled and regulated in accordance with this Constitution and the By-Laws.
- 6.5 The Board may by resolution dissolve a Division.
- 6.6 The By-laws of the Former Association shall apply to all existing Divisions of the Former Association established under the Former Association's Constitution until such time as the Board determines otherwise.

7. MEMBERSHIP

7.1 Number

- 7.1.1 For the avoidance of doubt, there shall be no limit on the number of members that may be registered.

7.2 Founding Members

- 7.2.1 The Founding Members are referred to in the Schedule.
- 7.2.2 The Members shall consist of:
- (i) The Founding Members; and
 - (ii) Other natural persons or entities admitted by this Constitution or, otherwise, from time to time by the Board to such categories of membership and with or without voting rights as specified by the Board.

7.3 Categories of Membership

7.3.1 The categories of membership shall be as determined under By-laws promulgated by the Board from time to time.

7.4 Membership - Eligibility

7.4.1 A person shall be eligible for admission as a Member if:

- (i) The person is likely to promote the objects of the Company; and
- (ii) The person is associated with the ownership and/or managing a bed and breakfast, farmstay, and other quality tourism accommodation in Australia
- (iii) The person meets the eligibility criteria as determined by the Board for the appropriate category of membership.

7.5 Admission to Membership

7.5.1 Applications for membership shall be made in the form and manner and upon payment of the application fee (if any) prescribed from time to time by the Board.

7.5.2 Upon admission to membership, the name of the member shall be entered in the register of members.

7.5.3 Membership shall be subject to the terms and conditions and for the period of time determined by the Board at any time and from time to time.

7.5.4 No person shall be allowed to be relieved of the payment of the annual membership fee except as otherwise specified in the Constitution or By-laws.

7.6 Membership Fees

7.6.1 The Board shall determine the Schedule of Fees for membership to the Company.

7.6.2 The Company shall give to each Member notice of the fee due and of any previous fee overdue by the Member.

7.6.3 A Member shall be liable for the fee notwithstanding any failure to give a notice or a true notice.

7.6.4 Fees shall be paid by the dates set out in the Schedule of Fees as determined by the Board.

7.6.5 Annual membership fees are not payments in advance and shall not by reason of resignation or termination of membership or for any other reason be returned to the Member.

7.6.6 To hold office in the Company, a Member must have paid any membership fee or levy payable.

7.6.7 Any member who has any fee overdue or levy payable shall not be entitled to exercise any of the rights and privileges of a Member of the Company.

7.6.8 Any member who has any fee overdue or levy payable for more than 3 months automatically ceases to be a member of the Company unless otherwise determined by the Board.

7.6.9 Except for the membership fee for each section and each special interest group, fees shall not be due in any event from honorary members, or from persons admitted to life membership of the Company.

7.6.10 The membership record shall include for each Member, the amount, due date for payment, and date of payments of each annual or other fee payable by the Member.

7.7 Termination of Membership

7.7.1 Members may resign their membership by written notice given to the Executive Officer.

7.7.2 A Member shall cease to be a member if that Member's current membership fee is overdue for payment for a period of three months.

7.7.3 The Board may, by Special Resolution, but subject to the rules of natural justice, determine the membership of any member. The Board may make By-laws concerning the terms and conditions on which membership may be terminated and the process to be followed.

- 7.7.4 The Executive Officer shall remove from the membership record the name and particulars of any member who ceases to be a member and shall maintain a file or files of ceased members.
- 7.7.5 A person who has ceased to be a member may be readmitted to membership in accordance with the normal requirements for membership.
- 7.7.6 A person whose membership had been terminated by the Board by Special Resolution may apply for readmission but that application will be determined by the Board.

7.8 Rejection of Applications

- 7.8.1 Any person who is refused membership of the Company, may by notice in writing to the Board, appeal to a general meeting for the purpose of determining that appeal and the Board shall convene such a general meeting in accordance with clause 10. The general meeting must be held within three (3) months or such later period as may be prescribed by the Act following the date of receipt by the Board of notice of intention to appeal.

7.9 Limited Liability of Members

- 7.9.1 The liability of the Members is limited.

7.10 Contribution by Members

- 7.10.1 Every Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while that Member is a Member, or within 6 Months after the Member ceases to be a Member, for payment of the debts and liabilities of the Company contracted before the cessation of the membership and of the costs, charges, and expenses of winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.

8. PROXIES AND REPRESENTATIVES

8.1 Appointment of Proxies

- 8.1.1 Any Member may appoint a proxy (who must also be a Member) to act as a representative at any meeting which that Member may be entitled to attend and to exercise all rights and to discharge all duties which that Member might have.

8.2 Instrument appointing Proxies

- 8.2.1 The instrument appointing a proxy:
 - (i) shall in the case of a Member being a natural person, be in writing under the hand of the appointor or the attorney for the appointor duly authorised in writing or in the case of a Member being other than a natural person under the hand of a person authorised to sign on that Member's behalf. The appointment of a proxy may be revoked by the appointor at any time;
 - (ii) may be in or to the effect of the following form or any other form which the Board may approve:

Bed & Breakfast , Farmstay and Accommodation Australia Limited,

I _____
 of _____
 being a member of the Bed & Breakfast, Farmstay and Accommodation Australia Limited
 hereby appoint _____
 of _____
 as my proxy to vote for me at the general meeting to be held on the _____ day of _____ and at any adjournment thereof.
 Signed this _____ day of _____, 2____;” and

(iii) need not be recognised by the Company until it has been deposited with or

delivered to or received by facsimile or email at the office of the Company not less than 48 hours before the time scheduled for the commencement of the meeting at which the proxy purports to exercise any powers pursuant to it.

8.3 Appointment of Representative by a Corporation

8.3.1 Where a member is a body corporate or an unincorporated association it shall act by and through an individual appointed under the authority of its governing body. Such authority shall be evidenced in writing and deposited with the Company.

8.3.2 Representatives of bodies corporate or unincorporated associations may be appointed to committees of the Company.

8.4 Proof of Appointment or Revocation of Appointment of Representative

8.4.1 A certificate under the seal of the Corporation, or such other document that in the sole discretion of the chair of the meeting, is considered sufficient, shall be prima facie evidence of the appointment or of the revocation of the appointment (as the case may be) of a Representative under clause 8.3 and notwithstanding anything hereinbefore contained, the certificate or such other document evidencing the appointment of a Representative shall be deposited at the office of the Company not less than 48 hours before the time scheduled for the commencement of the meeting at which the Representative purports to exercise any powers pursuant to it.

9. CONDITIONS OF MEMBERSHIP

9.1 Members Bound

9.1.1 Each Member shall be bound by this Constitution.

9.2 Suspension

9.2.1 If a Member ceases to fulfil the requirements of eligibility for membership the Board may suspend membership until the Board determines that the Member once again satisfies the eligibility requirements.

9.3 Resignation

9.3.1 A Member may upon submitting written notice to that effect resign as a Member. Membership shall cease upon receipt of such written notice by the Secretary.

9.4 Bankruptcy of Members

9.4.1 Any Member who becomes bankrupt or insolvent or executes an assignment of property for the benefit of creditors and any Member being a corporation which goes into voluntary administration or compulsory or voluntary liquidation, other than for the purpose of reconstruction shall, by virtue of that bankruptcy, insolvency, execution of assignment, administration, or liquidation cease to be a Member of the Company unless that Member can satisfy the Board that no discreditable conduct by the Member has occurred.

9.5 Complaints

9.5.1 Any complaint that a member or a representative of a member has been convicted of a criminal offence and/or has acted or behaved in a manner prejudicial to the Company or in breach of the objects, purposes and standards of the Company shall be referred by the Secretary to a complaints committee in accordance with the By-Laws.

10. GENERAL MEETINGS

10.1 Annual General Meeting

10.1.1 Annual general meetings of the Members of the Company shall be held in accordance with the provisions of the Act

10.2 General Meetings

10.2.1 All general meetings other than annual general meetings shall be called general meetings.

10.3 Convening Meetings

10.3.1 Pursuant to section 249D of the Act the Secretary when directed to do so by the Board, shall convene a general meeting and general meetings shall be convened on such requisition or, in default, may be convened as provided by the Act.

10.4 Notice of Meetings

10.4.1 Subject to the provisions of the Act relating to agreements for shorter notice, a minimum of 21 days notice (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) shall be given to Members.

10.5 Contents of Notice

10.5.1 A notice of a meeting of Members will:

- (i) Set out 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);
- (ii) Subject to the Act, state the general nature of the business of the meeting;
- (iii) If a special resolution is to be proposed at the meeting, set out the intention to propose the special resolution and state the resolution;
- (iv) If a Member is entitled to appoint a proxy, contain a statement that:
 - (a) The Member has a right to appoint a proxy;
 - (b) The proxy of the Member needs to be a Member; and
- (vi) Set out or include any additional information or documents specified by the Act.

10.6 Failure to Give Notice

10.6.1 The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution or proceedings of any meeting.

11. PROCEEDINGS AT GENERAL MEETINGS

11.1 Quorum

11.1.1 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Ten (10) Members present in person shall constitute a quorum. For the purposes of this clause "Member" includes a Representative for a Member.

11.2 If Quorum Absent

11.2.1 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.

11.2.2 If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum unless where the Company has more than one member, only one Member is present within that time in which case the meeting shall be dissolved.

11.3 Chair

11.3.1 The Chair of the Board shall preside as chair at every general meeting of the Company or, if there is no such chair, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Members present shall elect one of the existing Directors to be chair of the meeting.

11.4 Adjournment of Meeting

11.4.1 The Chair may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from

place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

11.5 Voting Members

11.5.1 Each Member with a right to vote shall have the right to exercise one (1) vote at any general meeting.

11.6 Voting: Show of Hands or Poll

11.6.1 At any general meeting a resolution put to the vote at the meeting shall be decided by a show of hands unless a secret ballot is demanded before or immediately after the declaration of the result of the show of hands by the Chair. Unless a secret ballot is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular Majority, or lost, upon an entry to that effect being made in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

11.7 Secret Ballot

11.7.1 A secret ballot shall be held on any resolution before a general meeting if demanded:

- (i) By the Chair; or
- (ii) By at least 5 Members present in person or by proxy or by their Representative.

11.8 Procedure for Secret Ballot

11.8.1 If a secret ballot is duly demanded it shall be taken either at once or after an interval or adjournment or otherwise as the Chair elects, and the result of the secret ballot shall be the resolution of the meeting at which the secret ballot was demanded but a secret ballot demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.

11.9 Appointment of Scrutineers

11.9.1 At all general meetings where a secret ballot is to be taken, two (2) Members shall be appointed by the Chair of the meeting and they shall conduct the ballot. In any case of doubt as to the formality or otherwise of any ballot paper the Member shall refer the same to the Chair of the meeting whose decision shall be final.

11.10 A Secret Ballot may be withdrawn

11.10.1 The demand for a secret ballot may be withdrawn at any time prior to handing ballot papers to Members.

11.11 Determination of Votes

11.11.1 Subject to this Constitution, all questions arising at any meeting of Members shall be decided by a Majority of votes and a determination by a Majority of the Members present either in person or by proxy or representative at a duly constituted meeting thereof shall for all purposes be deemed a determination of the Company.

11.12 Casting Vote of Chair

11.12.1 In the case of an equality of votes, whether on a show of hands or on a secret ballot, the Chair of the meeting at which the show of hands or secret ballot takes place shall have a second or casting vote.

11.13 Voting

11.13.1 A Member may vote in person, by proxy or Representative and on a show of hands

every person present who is a Member or a proxy or a Representative of a Member shall have one vote and on a secret ballot every Member present in person or by proxy or Representative shall have one vote.

11.14 Incapacity

11.14.1A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a secret ballot, by the Member's committee or trustee or by such other person as properly has the management of the Member's estate and any such committee, trustee or other person may, subject to this Constitution, vote by proxy.

11.15 Vote by Proxy Valid Notwithstanding Intervening Death or Revocation

11.15.1A vote given in accordance with the terms of an instrument of proxy or appointment of a representative shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or by the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation has been received at the office of the Company before the commencement of the meeting or adjourned meeting at which the instrument is used.

11.16 No Vote If Membership Fee Unpaid

11.16.1 No Member shall be entitled to vote or speak at any general meeting if the Member's annual membership fee is more than three (3) month in arrears at the date of the meeting.

12. BOARD

12.1 Composition of Board

12.1.2 The Board shall consist of the Executive Officer and not less than three (3) persons and not more than ten (10) persons or such other number as shall be determined from time to time in general meeting. Each of the largest divisions in each state of Australia will nominate a representative to be elected to the Board and the remaining positions filled from nominations received.

12.2 Executive Officer

12.2.1 The Executive Officer shall be a non-voting member of the Board and the interim Board of Directors.

12.2.2 The Executive Officer shall be engaged on terms and conditions agreed in writing between the Board and the Executive Officer. The powers and duties of the Executive Officer shall be as agreed between the Executive Officer and the Board and such further or other powers, duties and discretions as determined by the Board from time to time.

12.3 Term of Appointment

12.3.1 Directors shall be appointed for two years

12.3.2 Within six months of incorporation and prior to the first annual general meeting of the new body, elections shall be held for the positions of directors elected by members and institutional members.

12.3.3 Terms shall be as determined by the Interim Board of Directors to be those closest to the terms to bring the Board into a normal election cycle.

12.4 Rotation of Directors

12.4.1 Except for the special arrangements for the initial establishment of the Board, then in each year one half (1/2) of the Board of Directors will retire.

12.5 Election of Directors

12.5.1 The election of Directors shall take place in the manner determined by By-laws as promulgated by the Board from time to time.

12.6 Remuneration of Directors

12.6.1 Directors shall not be remunerated by the Company.

12.6.2 Directors shall approve all payments the company makes to its Directors.

13. POWERS AND DUTIES OF DIRECTORS

13.1 Functions of Board

13.1.1 The control, management and conduct of the affairs of the Company, subject to the provisions of this Constitution, shall be vested in the Board which may exercise all the powers of the Company and may, without affecting the generality of the foregoing:

- (i) Borrow money on behalf of the Company either with or without security and if with security may give security by mortgage, charge or lien over all or any part of the property of the Company and for the purposes of clause 4 the rate of interest payable in respect of moneys borrowed from Members of the Company shall not exceed the lowest rate paid for the time being by Westpac Banking Corporation in respect of term deposits of an equivalent amount for an equivalent period;
- (ii) Invest money of the Company and from time to time vary those investments;
- (iii) Appoint any staff, appoint or engage any professional or other assistance or service required by the Company in the carrying out of its activities and pay reasonable remuneration and fees therefore;
- (iv) Open any banking account and operate the same;
- (v) Pay all expenses in setting up and registering the Company; and
- (vi) Exercise all such other powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting, subject nevertheless to this Constitution, to the Act, and to such regulations being not inconsistent with the Constitution and the Act as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

13.2 Appointment of Attorneys

13.1.1 The Board may, from time to time, by power of attorney, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretion not exceeding those vested in or exercisable by the Directors under this Constitution and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board may think fit and may in addition authorise the attorney to delegate all or any of the powers, authorities and discretion vested in them.

13.3 Bills of Exchange

13.3.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be as the Board from time to time determines.

14. PROCEEDINGS OF DIRECTORS

14.1 Meeting of Directors

14.1.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as the Directors think fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Board.

14.2 Voting

14.2.1 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a Majority of votes and a determination by a Majority of directors shall for all purposes be deemed a determination of the Board. In case of an equality of votes,

the Chair of the meeting shall have a second or casting vote.

14.3 Quorum

14.3.1 The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be four (4).

14.4 Reduction in Number of Directors

14.1.1 The continuing Directors may act notwithstanding any vacancy in their number, but if and for so long as their number is reduced below the number fixed by or pursuant to the Constitution as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Company, but for no other purpose.

14.5 Chair at Meetings of Board

14.5.1 The Chairman shall preside as Chair at every meeting of the Board, or if the Chairman is not present the Vice-Chairman shall preside as Chair, or if the Vice-Chairman is not present the Directors present may choose one of their number to be the Chair of the meeting.

15. COMMITTEES

15.1 Committee

15.1.1 The Board may delegate any of its powers not being powers exercisable by or duties imposed on the Directors by virtue of the Act or the general law to committees consisting of such Member or members of the Board as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. A committee shall have the power to co-opt any Member or Members of the Company and each such Member shall have one vote at meetings of the committee.

15.2 Chair of a Committee

15.2.1 A committee may elect a Chair of its meetings, but if no such Chair is elected or if at any meeting the Chair is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chair of the meeting.

15.3 Voting at Meetings of Committee

15.3.1 A 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 Chair shall have a second or casting vote.

16. VALIDITY OF ACTIONS AND RESOLUTIONS

16.1 Defect in Appointment

16.1.1 All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Director.

16.2 Resolutions in Writing

16.2.1 A resolution in writing approved by a Majority of Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Such approval may be in writing or may be sent by facsimile or electronically to the office of the Company

17. MINUTES

17.1.1 The Board shall cause to be kept and recorded minutes of all appointments of officebearers, other officers, names of Directors present at meetings of the Company

and of the Directors, and of all resolutions and proceedings of general meetings of the Company, of the Board, and of all committees of the Board, and shall cause such minutes to be signed by the Chair of the meeting within a reasonable time after the meeting or by the chair of the next meeting. Copies of all such minutes shall be sent forthwith to the Directors.

18. REGISTER OF MEMBERS

- 18.1 The Company shall keep a register of members in which shall be entered:
- (i) The names and addresses of the Members;
 - (ii) The date on which the name of a Member was entered in the register;
 - (iii) Whether the Member has the right to vote at general meetings; and
 - (iv) The date on which any Member ceased to be a Member.

19. SECRETARY AND HONORARY OFFICERS

19.1 Secretary

- 19.1.1 The Secretary shall be appointed by the Board in accordance with the Act for such term and upon such conditions as it thinks fit and any Secretary so appointed may be removed by the Board.

19.2 Honorary Officers

- 19.2.1 The Directors may provide for the creation of patrons and other honorary officers and for the admission and retirement of persons to such offices. The Board may confer upon such persons the right to attend and to speak at general meetings, but not a right to vote.

20. SEAL

- 20.1 The Company shall not be required to have a common seal.

21. ACCOUNTS

- 21.1 The Board 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 attached thereto and accompanied by a copy of the auditor's report thereon as required by the Act and shall from time to time determine whether and to what extent and at what times and place and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of Members not being Directors. No Member not being a Director shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.

22. FINANCIAL YEAR

- 22.1 The Company's financial year shall be the period 1 July to 30 June or such other period as nominated by the Board.

23. AUDIT

- 23.1 A properly qualified auditor or properly qualified auditors shall be appointed and their remuneration fixed and duties regulated in accordance with the Act.

24. NOTICES

24.1 General

- 24.1.1 A notice may be given by the Company to any Member either personally, or sent by facsimile or email to the address supplied to the Company by the Member, or by sending it by post to the Member's registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

24.2 Notices of General Meeting

24.2.1 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (i) Every Member except those Members who (having no registered address within Australia) have not supplied to the Company an address within Australia for the giving of notices to them;
- (ii) Each honorary officer entitled to attend at general meetings; and
- (iii) The auditor for the time being of the Company.

24.3 Entitlement to Notices

24.3.1 Except as provided in clause 24.2, no other person shall be entitled to receive notices of general meetings.

25. INDEMNITY

25.1 Every Director, agent, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted by the court in respect of any negligence, default, breach of duty or breach of trust.

26. WINDING-UP

26.1 If, upon the winding-up or dissolution of the Company, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to some other corporation or body which has objects similar to the objects of the Company which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 of this Constitution, such corporation or body to be determined by the Members of the Company at or before the time of dissolution, and in default thereof by application to the Supreme Court of the Australian Capital Territory for determination.

27. ALTERATIONS TO CONSTITUTION

27.1 This Constitution may be altered, rescinded or repealed by the Company by Special Resolution of a general meeting of the Company.

28. DECISIONS ON THE MEANING OF CONSTITUTION

28.1 If any doubt arises as to the proper meaning of these provisions the decision of the Board shall be final and conclusive and its decision shall be recorded in the minutes of the proceedings of the Board.

29. BY-LAWS

29.1 The Board may make By-Laws as it may deem appropriate for the proper conduct, control and management of the Company and in particular:

- (i) The management and good governance of the affairs of the Company and any Division or Committee thereof;
- (ii) The provision of services to or on behalf of the Company and its members;
- (iii) The use by or supply to members of any of the property of the Company;
- (iv) The commercial conduct of members of the Company;
- (v) The setting apart of any part or parts of the Company's premises for particular purposes;
- (vi) The procedure at meetings of the Company and its Boards Divisions and Committees;
- (vii) The admission of persons to and their rights consequent upon membership of the Company;

- (viii) The granting of awards or conferring of any other benefit or recognition by the Company;
- (ix) The formation of any committees including the composition, terms of reference and other relevant matters;
- (x) The disciplining of members and any attendant appeal procedure;
- (xi) Generally, all such other matters as provided for under this Constitution or as are commonly the subject matter of regulations for the proper conduct of Associations, Societies and like bodies similar to the Company and are not expressly dealt with in this Constitution.

30. TRANSITION

- 30.1 All persons being a member or holding any office or position with the Former Association's members prior to the adoption of this Constitution shall, subject to this Constitution and the continued existence of that office or position or an equivalent office or position, continue to be a member and to hold or be deemed to have held such office or position as though elected or appointed according to this Constitution.
- 30.2 On the date of incorporation of the Company, all those Divisions (be they branches, regional groups, sections, sectional groups or special interest groups), which were properly constituted under the operation of the Former Association's members shall continue to exist unless the Board of Directors otherwise decides to dissolve or alter the By-laws governing the Division.
- 30.3 On the date of incorporation of the Company, all those committees which were properly constituted under the operation of the Former Association's members shall continue to exist unless the Board of Directors decides to dissolve them.
- 30.4 Any question, issue, or dispute relating to or arising in consequence of the adoption of this Constitution shall be determined by resolution of the Board whose decision shall be final.

We the several persons whose names and addresses are subscribed being the Founding Members and Directors of Bed & Breakfast, Farmstay Accommodation Australia Limited agree to the terms of this Constitution.

Dated

**Name, Address and Signature of Founding Member;
Name, Address and Signature of Witness**

Founding Member Name:

Founding Member Address:

Founding Member Signature:

Date:

Name of Witness:

Address of Witness:

Signature of Witness:

Date:

Founding Member Name:
Founding Member Address:
Founding Member Signature:
Date:
Name of Witness:
Address of Witness:
Signature of Witness:
Date:

Founding Member Name:
Founding Member Address:
Founding Member Signature:
Date:
Name of Witness:
Address of Witness:
Signature of Witness:
Date:

SCHEDULE

The following members form a group of members known as the Founding Members

Heather Boulden, 530 Anzac Parade, Middle Point, Northern Territory NT 0836
Gina Scott, 20 Ada St Bridport, Tasmania 7262
David Pryor, 58 Kent Hughes Rd., Eltham, Victoria 3095
Geoffrey Chapman, 10 School Rd., Musk, Victoria 3460
Peg Gellert, 6 Waters St., Rapid Creek, Northern Territory NT 0810
Ciaran Cryan, 12 Chalk Hill Rd., McLaren Vale South Australia 5171
Peter Manuel, 27 Bolger Way, Victor Harbor South Australia 5211
Sharyn Rogers, Lot 4 Gerard Roberts Rd, Seppeltsfield, South Australia 5355
Jenny Godson. 33 Blackwood Ave, Warburton, Victoria 3799
Leslye Theis, 187 High St, Heathcote, Victoria 3523
Mark Steller, 1475 Don Rd. via Grandview Rd., Don Valley Victoria 3797
Tina Gobell, 16 Konke St., Greenock ,South Australia 5360
Kathleen Faulkner, 78 Queenscliffe Rd., Doubleview, Western Australia 6018
Janet Sammons, 6/6 Ord St, Fremantle, Western Australia 6160
Charles Anderson, 33 Maori St., Rye, Victoria 3941
John Atkin, 20 Kondalilla Falls Rd., Montville, Queensland 4560
Anne Parsons, Lot 14 Jones Rd, Balhannah, South Australia 5242
Allan Taylor, 35a Devenish Rd., Boronia, Victoria 3155
Wayne Parks, 292 Sandy Bay Rd., Sandy Bay, Tasmania 7005
Pamela Hardgrave, 821 Upper Logan Rd., Mount Barney, Queensland 4287