

CONSTITUTION

**Building Service Contractors Association of Australia - Queensland
Division Limited**

ABN 60 612 738 753

ACN 612 738 753

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**Building Service Contractors Association of Australia –
Queensland Division Limited
Constitution**

Part A – The Company

1. Name and type of company

- 1.1. The name of the company is Building Service Contractors Association of Australia – Queensland Division Limited.
- 1.2. The company is a public company limited by guarantee.
- 1.3. The liability of Members is limited to the guarantee amount in clause 55.1.

2. Definitions and interpretation

- 2.1. In this Constitution unless contrary intention appears:

"Act" means the Corporations Act 2001 (Cth).

"Board" means the board of directors that is constituted by the persons who hold office as Directors, from time to time.

"Chair" means an individual appointed to chair:

- a. a General Meeting under clauses 20.1 and 19.2; or
- b. a Board meeting under clause 38.1.

"Company" means Building Service Contractors Association of Australia - Queensland Division Limited ACN xxxx.

"Company Secretary" means an individual appointed as the secretary of the Company under clause 49.1.

"Constitution" means this constitution as amended or supplemented from time to time.

"Director" means an individual holding a position of director of the Company as appointed or elected pursuant to this Constitution.

"General Meeting" means a formal meeting of Members as described in Part C of this Constitution.

"Member" means a member of the Company pursuant to clause 7.1.

"Objects" mean the objects for which the Company is established as set out in clause 4.

“President” means an individual elected or appointed as president of the Company in accordance with this Constitution.

“Register” means the register of Members kept by the Company in accordance with the Act.

“Special Resolution” has the same meaning as in the Act, which at the date of adoption of this Constitution means a resolution for which notice has been given in accordance with Act and that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

- 2.2. The following rules of interpretation apply unless contrary intention appears:
- a. a reference to any legislation or to any provision of any legislation includes any regulations made under it and any statutory modification or replacements thereto for the time being in force;
 - b. a reference to a word or phrase that is given a meaning in the Act has the same meaning in this Constitution;
 - c. a reference to a clause is a reference to a clause of this Constitution and includes any further embedded content;
 - d. the word *person* means a natural person and any company, corporation, association, body or entity whether incorporated or not;
 - e. the words *writing* and *written* means printing, typewriting and all other means of representing or reproducing words in visible form;
 - f. a gender includes all genders;
 - g. singular includes plural and vice versa;
 - h. where a word or phrase is defined, its other grammatical forms have corresponding meaning; and
 - i. headings, bold type and italics are for convenience only and do not affect the interpretation of this Constitution.

3. Replaceable Rules

- 3.1. The replaceable rules in the Act do not apply to the Company except to the extent that they are repeated in this Constitution.

4. Objects

- 4.1. The company has been formed to foster, benefit and strengthen the Building Service’s Community within Queensland by providing education, support services and a voice.
- 4.2. In working to achieve its Objects, the Company may take actions that include but are not limited to:
- a. considering, initiating and supporting improvements in the laws affecting the interests of Members and promoting or opposing

- legislative and other measures affecting or likely to affect the interests of Members;
- b. promoting and fostering the consideration and free discussion of all matters and questions affecting directly or indirectly the interests of Members;
- c. establishing a Code of Practice for Members;
- d. printing and publishing any newspapers, periodicals, books, leaflets or electronic communications or websites that are desirable for the promotion of its Objects;
- e. assisting in negotiations relating to the settlement of disputes between Members and their employees and contractors and to encourage and preserve industrial skills; and
- f. seeking to secure, maintaining and improving favourable trade relations with public authorities property owners, managing agents, manufacturers and suppliers of goods, materials and/or services.

5. Powers

- 5.1. The Company has the legal capacity and powers of a company set out under section 124(1) of the Act.
- 5.2. The Company may only exercise the powers in section 124(1) of the Act to:
 - a. pursue the Objects of the Company; and
 - b. do all things incidental or convenient in relation to the exercise of power under clause 5.2(a).

6. Application of income and property

- 6.1. The income and property of the Company will only be applied towards the promotion of the Objects.
- 6.2. The Company must not distribute any surplus, income or assets directly or indirectly to its Members in the form of dividends or distribution of profits.
- 6.3. Clause 6.2 does not prevent the Company from paying a Member:
 - a. by way of reimbursement for expenses properly incurred by the Member on behalf of the Company;
 - b. in return for any services rendered or goods supplied in the ordinary course of business to the Company; or
 - c. for any other bona fide reason or purpose for the attainment of the Objects.

Part B - Membership

7. Membership eligibility

7.1. General

The Members consist of:

- a. Members of the Company as at the date this Constitution is adopted as the Constitution of the Company; and
- b. All other persons admitted to membership in accordance with this Constitution

7.2. Classes of Members

The Board may from time to time establish such categories of membership and may make appropriate provisions for the granting of such membership and the conditions of such membership.

8. Applications for Membership

8.1. Applications for membership must be made in the form and manner prescribed by the Board from time to time.

8.2. The Board may at its discretion accept or reject an applicant as a Member.

8.3. The Board does not have to give any reason for rejecting an application for membership.

8.4. The Company must notify the applicant of the Board's decision to accept or reject the application for admission to membership in accordance with the procedures determined by the Board from time to time.

8.5. Upon acceptance of an applicant to be a Member, the applicant must pay any subscriptions in accordance with clause 13.1 within a period as determined by the Board. If any such payment is not made then the Board may, in its discretion, cancel its acceptance of the applicant for membership of the Company.

8.6. Subject to clause 8.5, an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the Register.

9. Rights and obligations of Members

9.1. A Member is entitled to:

- a. receive notices of and to attend and to speak at General Meetings;
- b. vote at a General Meeting in a manner permitted by this Constitution;

- c. be eligible for election as a Director or in the case of a body corporate, have a Representative, owner, employee or principal of the Member be eligible for election as a Director;
 - d. vote in elections for Directors in a manner permitted by this Constitution.
- 9.2. Each Member agrees to be bound by this Constitution and subject to clause 25.2 the Code of Practice and any by-laws that may be made or passed by the Board or by the Company in General Meeting.

10. Cessation of Membership

- 10.1. A Member's membership of the Company will cease:
- a. upon receipt by the Company of written notice of the Member's resignation from membership;
 - b. when the member no longer meets the criteria for their respective category of membership;
 - c. if membership lapses under clause 13.2;
 - d. if the Member is expelled from the Company;
 - e. if the Member is an individual who becomes of unsound mind or who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - f. upon the death, bankruptcy or insolvency of that Member; or
 - g. if the Member is convicted of an indictable offence unless the Board resolves otherwise.
- 10.2. Any Member who ceases to be a Member:
- a. will not be entitled to any refund or part refund of any membership subscription; and
 - b. will not be readmitted as a Member until any unpaid monies outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding monies.

11. Disciplining Members

- 11.1. Initial resolution of Directors:

Where the Directors are of the opinion that a Member of the Company:

- a. Has refused or neglected to comply with a provision of the Constitution; or
- b. Has acted in a manner prejudicial to the reputation or interests of the Company,

the Directors may, by Ordinary Resolution (**Initial Resolution**):

- (i) Reprimand the Member;

- (ii) Suspend the Member from Membership of the Company for a specified period; or
- (iii) Expel the Member from the Company

11.2. Suspended Operation

An Initial Resolution is of no effect unless it is confirmed at a meeting of the Directors in accordance with the following clauses. For that purpose, the meeting of Directors must be held not earlier than 7 days and not later than 21 days after the service on the Member of a notice under clause 11.3.

11.3. Notice To Member

The Secretary must, as soon as practicable following the passing of the initial Resolution, cause a notice in writing to be served on the Member. The notice must:

- a. Set out the Initial Resolution and the grounds on which it is based; and
- b. State that the Member may personally address the Directors in relation to the Initial Resolution at a meeting of the Directors to be held not earlier than 7 days and not later than 21 days after service of the notice; and
- c. State the date, place and time of that meeting of the Directors; and
- d. Inform the Member that the Member may submit to the Directors at or prior to the date of that meeting a written representation relating to that resolution and speak to the representation.

11.4. Confirming resolution of Directors

At a meeting of the Directors held as referred to in the preceding clause, the Directors must:

- a. Give to the Member an opportunity to speak to the written representation;
- b. Give due consideration to any written representation submitted to the Directors by the Member at or prior to the meeting; and
- c. By Ordinary Resolution (**Confirming Resolution**) confirm, vary or revoke the Initial Resolution.
- d. expulsion of the Member from the Company.

11.5. Immediate or suspended effect

The Confirming Resolution may take effect immediately, after any period of time or only on conditions specified in the Confirming Resolution.

11.6. Right of appeal

There is no right of appeal against the Confirming Resolution of the Directors.

11.7. Notice to a Member

The Secretary must, within 7 days of the passing of the Confirming Resolution, by notice in writing, inform the Member of the fact and that there is no right of appeal under the Constitution.

12. Rights not transferable

12.1. A right, privilege or obligation which a person has by reason of being a Member:

- a. is not capable of being transferred or transmitted to another person; and
- b. terminates upon the person ceasing to be a Member.

13. Membership fees

13.1. The Board may from time to time charge fees to Members which may include joining fees, annual membership subscriptions and subject to clause 13.4, special levies. The Board may determine the amounts of such fees for each Member or each category of membership and the time and manner of payment of such fees.

13.2. If a Member fails to pay a fee when it is due, the Member will be notified of the default. The fee becomes overdue on the issuing of the default notice. If the default is not rectified within 30 days of the Member being notified, then membership will lapse and their name will be removed from the Register. The Board may make exceptions to this rule in special circumstances.

13.3. The Board may at its discretion determine that no fee, in full or in part, is payable by a Member or a particular category of membership.

13.4. Should circumstances arise which affect the common interests of the Members or a particular part of the membership that special funds are necessary to protect such interests, the Board may charge a special levy provided that the amount of any levy in any one financial year does not exceed the amount of a Member's annual membership subscription unless approved by Full Members in a General Meeting.

Part C - General Meetings

14. Calling of General Meetings

14.1. The Board may convene a General Meeting at any time it thinks fit.

14.2. Annual General Meetings will be convened by the Board in accordance with the Act.

14.3. Members may request or call and arrange to hold a General Meeting in accordance with the relevant provisions of the Act.

14.4. A General Meeting may be held at two or more places using any technology that gives the Members present at those places a reasonable opportunity to participate in the meeting.

15. Business at Annual General Meetings

15.1. The business of an Annual General Meeting may include the following matters even if not referred to in the notice of meeting:

- a. consideration of the annual financial report, directors' report and auditor's report;
- b. election or announcement of Directors; and
- c. appointment of the auditor.

16. Notice of General Meetings

16.1. Except where shorter notice is permitted by the Act, at least 21 days' notice of any General Meeting must be given to

- a. every Member;
- b. every Director; and
- c. the auditor of the Company.

16.2. A notice of a General Meeting must specify:

- a. the date, time and place of the meeting;
- b. the general nature of the business to be transacted at the meeting;
- c. if a special resolution is to be proposed, state in full the proposed resolution and the intention to propose it as a special resolution;
- d. if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
- e. any other information required by the Act.

16.3. The non-receipt of a notice of a General Meeting or the accidental omission to give notice to any person entitled to receive the notice does not invalidate anything done or any resolution passed at the General Meeting.

17. Cancellation or postponement

17.1. The Board may cancel or postpone a General Meeting or change the venue of a General Meeting (other than a meeting requisitioned by Members) at any time prior to the meeting. The Board must endeavour to notify each person entitled to receive notices of the meeting of the cancellation, postponement or change of venue.

18. Quorum

- 18.1. No business shall be transacted at a General Meeting unless a quorum is present at the time when the meeting proceeds to business. Except as provided in 18.3, 5 Members present are a quorum.
- 18.2. A Member is taken to be present at a General Meeting if the Member is present:
 - a. in person;
 - b. by Representative; or
 - c. by proxy or attorney.
- 18.3. If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present:
 - a. the meeting if convened upon the requisition of Members shall be dissolved;
 - b. in any other case the meeting shall stand adjourned to such other day and at such other time and place as the President may determine.
- 18.4. If at the adjourned meeting the quorum is not present within half an hour after the appointed time for the commencement of the meeting, then the meeting will lapse.

19. Chair of General Meeting

- 19.1. The President will be the Chair of each General Meeting.
- 19.2. If the President is not present within 15 minutes after the time appointed for the commencement, or is unable or unwilling to act, the following may be the Chair of the meeting (in order of precedence):
 - a. the Vice-President;
 - b. if the Vice-President is not present or is unable or unwilling to act, any other Director present who has been appointed as Chair by those other Directors present; or
 - c. if none of the Directors is present or is able or is willing to act, then a Full Member present or a Representative present chosen by a majority of the Full Members present.
- 19.3. Despite anything in clause 19.2, if the President and/or Vice President and/or any other Director or Directors later attend a General Meeting or is willing to act, the senior of them (elected if necessary as outlined in clause 19.2 where 2 or more Directors are later in attendance) from time to time who is willing to act must take over as Chair of the General Meeting.

20. Conduct of General Meetings

- 20.1. The Chair of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting, subject to the law:
 - a. impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the meeting;
 - b. terminate debate or discussion;
 - c. adopt any procedures for casting or recording votes at the meeting whether on a show of hands or a poll.
- 20.2. Any question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chair of the meeting whose decision is final.
- 20.3. The Chair of a General Meeting may take any action they consider appropriate for the safety of persons attending the meeting or the orderly conduct of the meeting and may refuse admission to, or require to leave and remain out of, the meeting any person who the Chair considers to be disruptive to the meeting or who is in attendance as an observer (being someone who is not eligible to vote at that meeting).
- 20.4. The Chair of the meeting may delegate powers conferred by clause 20.3 to any individual they think fit.
- 20.5. Nothing in this clause limits the powers conferred on the Chair by law.

21. Adjournment

- 21.1. The Chair of a General Meeting at which a quorum is present may with the consent of the majority of Full Members present (see clause 18.2) at the meeting adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 21.2. When a General Meeting is adjourned for 28 days or more, notice of the adjourned meeting must be given to each Member stating the place, date and time of the adjourned meeting and the nature of the business to be transacted at that meeting.

22. Voting and decisions

- 22.1. Decisions made at a General Meeting shall be determined by a majority of the votes cast by Members eligible to vote at that meeting, except in the case where a Special Resolution is required by the Act or this Constitution.
- 22.2. If the votes are equal, the Chair of the meeting has a casting vote in addition to the deliberative vote, if any, of the Chair.

- 22.3. Each Member entitled to vote at a General Meeting will have 1 vote only, whether on a show of hands or a poll.
- 22.4. A Member will not be entitled to exercise their right to vote if at the time of the meeting, their membership subscription is overdue and unpaid (pursuant to clause 13.2).
- 22.5. If a person attends a General Meeting representing more than 1 Full Member with an entitlement to vote, either as a Representative, proxy or attorney, then:
- a. on a show of hands, the person is entitled to 1 vote only regardless of the number of Full Members the person represents; and
 - b. on a poll taken on a resolution, the person has 1 vote for each Full Member the person represents.
- 22.6. At any General Meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded in accordance with the Act.
- 22.7. Unless a poll 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 and an entry to that effect in the minutes of the proceedings of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
- 22.8. If a poll is duly demanded it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- 22.9. A poll demanded on the election of a Chair or on the question of an adjournment must be taken immediately.

23. Proxies and attorneys

- 23.1. A Member may appoint a proxy to attend and vote at any meeting at which the Member is entitled to attend and vote. To be valid, a proxy appointment must be in writing and delivered to the place nominated by the Directors in the notice of meeting (if, if no place is nominated, the Registered Office) at least 48 hours before the scheduled commencement of the meeting. A proxy appointment may be delivered by facsimile transmission.

24. Attendance of non-members at General Meetings

- 24.1. The Board may invite any person, whether a Member or not, to attend and/or speak at a General Meeting.

Part D - Board of Directors

25. Powers of the Board

- 25.1. The Board will govern the business and affairs of the Company and may exercise all powers and do all such things that may be exercised or done by the Company, except for anything which must be exercised by the Company in General Meeting as required by the Act or by this Constitution.
- 25.2. The Board may by resolution make, amend or revoke by-laws for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Company. These by-laws are binding on the Board and the Members provided that if a by-law directly impinges on a Member's right as a Member under this Constitution then the by-law does not come into force until it has been approved by an ordinary resolution at a General Meeting.
- 25.3. Any question, issue or dispute relating to or arising in consequence from this Constitution shall be determined by the Board.

26. Delegation of powers

- 26.1. The Board may delegate any of its powers and/or functions to one or more committees or any employee of the Company or any other person as the Board thinks fit.
- 26.2. In exercising any powers so delegated, the committee, employee or person must comply with any terms and conditions that may be set by the Board.

27. Number of Directors

- 27.1. The Board shall comprise no less than 5 and no more than 12 Directors who must be a financial Member, owner, employee or principal of a financial Member.
- 27.2. No Member (being a Body Corporate, Partnership, Trust, or Sole Trader) is entitled to have more than one representative on the Board at any one time.
- 27.3. The Board shall limit the number of Directors who are Business Partner Members to no more than 30% of the total number of Directors, with a total of 12 at the table.

28. Elections

- 28.1. Nominations of candidates for election as Directors must be:
 - a. made in writing in the form prescribed by the Board;
 - b. signed by the candidate; and

- c. received by the Company Secretary not less than 7 days before the date fixed for the holding of the election.
- 28.2. If insufficient nominations are received to fill all vacancies on the Board:
 - a. the candidates nominated shall be declared elected at the Annual General Meeting following the election; and
 - b. any unfilled positions remaining on the Board shall be deemed casual vacancies.
- 28.3. If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated shall be declared elected at the Annual General Meeting following the election.
- 28.4. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held prior to the Annual General Meeting, which may include an electronic ballot as determined by the Board.
- 28.5. Elections will be held in accordance with procedures determined by the Board and set out in the by-laws.

29. Terms of office

- 29.1. At each Annual General Meeting, Directors who have been in office the longest and who comprise one-half (being the closest to but not exceeding one-half) of Directors that have been in office for 2 prior Annual General meetings (including the Annual General Meeting at which they were elected) and those Directors appointed to fill a casual vacancy for a Director elected 2 years earlier will finish their term and shall retire.
- 29.2. Results of an election will be announced at the Annual General Meeting and elected Directors will hold office for a term of approximately 2 years commencing from the end of that Annual General Meeting until the end of the second following Annual General Meeting, but shall be eligible for re-election.

30. Alternate Directors

- 30.1. Alternate Directors are not permitted.

31. Casual vacancies

- 31.1. The Directors may at any time appoint any person as a Director, either to fill a casual vacancy or as an addition to the Directors. Until that person is re-elected at a general meeting, that Director is a "casual appointee".
- 31.2. Nothing in this clause shall be read to permit a non-financial Member (or an employee of a non-financial member) from being appointed as a Director in accordance with this clause.

32. Removal of Director

- 32.1. Members may by ordinary resolution in a General Meeting remove any Director from office in accordance with the Act.

33. Office Bearers

- 33.1. The office bearers of the Company are:
- a. President;
 - b. Vice President;
 - c. Treasurer; and
 - d. Security Industry Representative.
- 33.2. The Board will appoint the office bearers from amongst its number at the first Board meeting held after the Annual General Meeting or at any time after a vacancy arises.
- 33.3. Each office bearer will hold their position:
- a. for a period of approximately 1 year or until the first Board meeting following the Annual General Meeting following their appointment, provided they remain a Director, but will be eligible for reappointment; or
 - b. until they resign from their position as office bearer by written notice to the Company; or
 - c. until they are removed from their position as office bearer by resolution of the Board.
- 33.4. There will be a limit on the number of terms that a Director may serve as President of 6 years. Upon serving 6 consecutive terms of approximately 1 year each as President, an individual may stand again as President after a period of 2 years has expired following the expiration of their sixth term.
- 33.5. Office bearers will not hold office beyond their retirement or removal from the Board as a Director.

34. Payments to Directors

- 34.1. No payments may be made to Directors other than payments for:
- a. out-of-pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously agreed by the Board; or
 - b. any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as a Director, where the provision of the service has the prior approval of the Board and is on reasonable commercial terms.

Part E - Board meetings

35. Calling of Board meetings

- 35.1. The Board will meet for the dispatch of business, adjourn and otherwise regulate its meetings at such place and time as the Board may determine.
- 35.2. The President or any 3 or more Directors may at any time, and the Company Secretary must on the request of the President or any 3 or more Directors, call a Board meeting.

36. Notice

- 36.1. Subject to clause 36.2, all Directors should be given at least 7 days notice of a Board meeting.
- 36.2. In cases of urgency, a meeting can be held without notice being given in accordance with clause 36.1 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- 36.3. Notice may be given orally or in writing and using any technology.

37. Quorum

- 37.1. No business shall be transacted by the Board unless a quorum is present. The quorum for a meeting of the Board shall be at least half of the number of Directors currently in office, rounded up if not a whole number.

38. Chair

- 38.1. At a meeting of the Board, the President shall preside as Chair. If the President is absent or unwilling to act, then the Vice President shall preside and if the Vice President is not present or is unwilling to act, the remaining Directors shall choose another Director to preside at the meeting.
- 38.2. Despite anything in clause 38.1, if the President (or as applicable Vice President) later attends a meeting of Directors or is later willing to act then they must take the role of Chair of the meeting.

39. Voting and decisions

- 39.1. Decisions made at a meeting of the Board will be determined by at least a majority of votes of Directors present and eligible to vote at the meeting. Each Director may have 1 vote.
- 39.2. In the event of an equality of votes on any question, the Chair has a second or casting vote.

40. Conflict of interest

- 40.1. A Director who has an interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- 40.2. Unless permitted to do so by the Act, a Director who has a material personal interest must not be present while the matter is being considered at the meeting and must not vote on the matter.

41. Use of technology

- 41.1. A Board meeting may be held using any technology consented to by all the Directors. The consent may be a standing one.
- 41.2. A Director may only withdraw their consent to the use of technology proposed for a Board meeting if they do so at least 48 hours before the meeting.
- 41.3. A Director who participates in a Board meeting permitted under clause 41.1 is taken to be present at the meeting and may vote if eligible to do so.
- 41.4. A Board meeting held by means of technology is taken to be held at the place where the Chair of the meeting is, or at such other place as determined by the Chair of the meeting provided that at least 1 of the Directors involved was at that place for the duration of the meeting.

42. Resolutions made outside of Board meetings

- 42.1. The Board may pass a resolution without a Board meeting being held. The resolution may be passed by written or electronic communication.
- 42.2. The resolution is passed if at least a majority of Directors entitled to vote on the resolution sign or authorise a document stating that they are in favour of the resolution proposed. The resolution is taken to be passed when the last Director who constitutes a majority in favour signs or authorises the document.
- 42.3. Any such resolution may consist of multiple copies of the same document, each signed or authorised by one or more of the Directors. The document may be in the form of a facsimile transmission or electronic communication.

43. Validity of acts

- 43.1. Any act done by the Board is valid and effective despite any defect that may afterwards be discovered in the appointment or qualification of any Director.
- 43.2. A procedural defect in decisions made by the Board will not result in such decisions being invalidated.

Part F - Records

44. Minutes

- 44.1. The Board must ensure that minutes are made and kept of
- a. proceedings and resolutions of Board meetings;
 - b. proceedings and resolutions of General Meetings of Members;
 - c. resolutions passed by the Board without a meeting; and
 - d. proceedings and resolutions of any committees of the Board.

45. Registers

- 45.1. The Company must keep all registers required by this Constitution and the Act.
- 45.2. The registers must be made available as required by the Act.

46. Financial records

- 46.1. The Company must keep financial records that correctly record and explain its transactions, financial position and performance and enable financial statements to be prepared as required by the Act.

47. Auditor

- 47.1. If required by the Act, the Board must have the financial records of the Company audited.
- 47.2. Any auditor appointed must be an independent person who satisfies the requirements under the Act.

48. Inspection of records

- 48.1. A Member is not entitled to inspect the financial records or other documents of the Company unless authorised by the Board or the Act.

Part G - Administration

49. Company Secretary

- 49.1. There must be at least 1 Company Secretary appointed by the Board on any terms as the Board sees fit. The Board may remove or terminate such appointment subject to law.

50. Alteration of Constitution

- 50.1. This Constitution may only be altered by Special Resolution in accordance with the Act.

51. Notices

- 51.1. Any notice required to be given to a Member under this Constitution may be given:
- a. by handing the notice to the Member personally; or
 - b. by sending it by post to the Member at the address recorded in the Register; or
 - c. by email or facsimile transmission to an address or number provided by the Member.
- 51.2. Any notice required to be given to the Company may be given:
- a. by sending the notice by post to the registered address; or
 - b. by leaving the notice at the registered address; or
 - c. by email to the email address nominated by the Company for that purpose; or
 - d. by facsimile transmission to the facsimile number of the Company.
- 51.3. A notice is taken, unless the contrary is proved, to have been given or served:
- a. in the case of a notice given or served personally, on the date on which it is received by the Member or the Company;
 - b. in the case of a notice sent by post, on the next business day after posting; and
 - c. in the case of a notice sent by electronic or facsimile transmission, on the date it was sent.

52. Indemnity and insurance

52.1. Indemnity for officers

To the extent that the Act allows it, each Officer of the Company and each Officer of a related body corporate of the Company, must be indemnified by the Company against any liability incurred by that person in that capacity.

52.2. Insurance premiums.

The Company may at any time pay premiums in respect of a contract insuring a person (whether with others or not) who is an Officer of the Company against a liability incurred by the person as such an Officer, or as an officer of a related body corporate. The liability insured against may not include that which the Act prohibits. Any such premium in relation to a Director is in addition to, and not regarded as part of, the remuneration approved by Members under this Constitution.

53. Seal and execution of documents

53.1. Use of common seal

The Seal must not be affixed to any document unless it is done by the authority of the Board or of a committee of the Directors.

53.2. Mode of execution by a common seal

Every document to which the Seal is affixed must be signed, to attest the affixing of the Seal, by 2 persons. One must be a Director. The other must be the Secretary, another Director, or such other person as the Directors may appoint for that purpose. No person may sign in more than one capacity.

54. Jurisdiction

54.1. All Members submit to the non-exclusive jurisdiction of the Supreme Court of Queensland, the Federal Court of Australia and the Court that may hear appeals from those Courts.

55. Winding Up

55.1. If required, each Member must contribute up to the guarantee amount in the event of the Company being wound up while they are a Member, or within one year after their membership ceases. The guarantee amount is limited to \$2.00.

55.2. The contribution is for:

- a. payment of the Company's debts and liabilities contracted before their membership ceased;
- b. the costs of winding up; and
- c. the adjustment of the rights of the contributories among themselves.

55.3. In the event of the winding up or the cancellation of the incorporation of the Company, the surplus assets of the Company must not be distributed to any Member of the Company.

55.4. Subject to the Act and any court order made under the Act, the surplus assets must be given to a body that:

- a. has similar objects to the Company and whose constitution requires it to apply its income in promoting those objects; and
- b. whose constitution prohibits it from making distributions to its members to at least the same extent as in clause 6.

55.5. The body to which the surplus assets are to be given is to be determined by Members at or before the time of winding up, or failing that, by the Board at or before the time of winding up, and failing such determination, by application to a court that has jurisdiction in the matter.

Part H Affiliation

56. Affiliation with Federal Bodies

The Company shall seek to affiliate with Federal Organisations which share similar objects and goals with the Company.

Schedule of transitional arrangements

57. Members

- 57.1. On registration of the Company, all Members on the register of members of Building Services Contractors Association of Australia – Queensland Division, Industrial Organisation of Employers which continue shall become Members in accordance with clause 9 of this Constitution.