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| **Tasmanian Bus Association Limited** |
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**Tasmanian Bus Association Limited**

ACN 095 440 029

**Constitution**

1. - Preliminary

# Name

The Company is Tasmanian Bus Association Limited.

# Nature of Company

The Company is a public company limited by guarantee.

# Registered Office

## The registered office of the Company will be in Tasmania or such other place as the Company decides from time to time.

# Replaceable rules

The replaceable rules in the Act do not apply to the Company.

# Objects

The objects of the Company are:

* 1. the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Company;
  2. the buying, selling and supplying of and dealing of, goods of all kinds;
  3. the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Company;
  4. the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Company;
  5. the taking of such steps as from time to time the Board or Members in general meeting may deem expedient for the purposes of procuring contribution to the funds of the Company, whether by way of donation, subscriptions or otherwise;
  6. the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Board or the Members in general meeting may think desirable for the objects and purposes of the Company;
  7. the borrowing and raising of money in such manner and on such terms as the Board may think fit or as may be approved or directed by resolution passed at a general meeting;
  8. subject to applicable law, the investment of any moneys of the Company not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
  9. the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which Section 30.15 of the Income Tax Assessment Act 1997 (Cth) applies;
  10. the establishment and support, or aiding in the establishment and support, of any entity formed for any of the basis objects of the Company;
  11. the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any Company with similar objects as the Company; and
  12. solely for the purpose of carrying out the objects stated above and not otherwise the Company has the power to do all such other things as are necessary, incidental or conducive to the attainment of the objects of the Company and for that purpose and not otherwise the Company has the legal capacity of a natural person with all consequential powers as conferred by section 124(1) of the Act.

# No distribution to Members

## The Company’s income and assets must be used solely to promote the Company’s objects.

## The Company must not pay or transfer directly any of its income and property to any Member of the Company except that the company may pay:

### reasonable remuneration to a Member or other person for services rendered to the Company;

### for goods supplied to the Company in the ordinary course of business; or

### reasonable and proper interest on money lent by a Member to the Company, or reasonable and proper rent for premises let by a Member to the Company.

# Limited liability

## The liability of Members is limited.

## If the Company is wound up, present Members and past Members, who were Members at any time during the 12 months immediately before commencement of the winding up, must contribute to the Company’s property an amount sufficient:

### to pay the Company’s debts and liabilities contracted before he or she ceased to be a Member;

### to pay the costs, charges and expenses of the winding up; and

### to adjust the rights of the contributories among themselves.

However, no present Member or past Member need contribute more than five dollars ($5.00).

## On a winding up, any surplus must be given to an institution:

### which has objects similar to the Company’s objects;

### which is recognised as a registered public benevolent institution under section 30.45 Item 4.1.1 of the Income Tax Assessment Act 1997 (Cth) and Taxation Determination TD 93/11; and

### which cannot distribute its income and assets to its Members.

## The Members must decide the institution referred to in clause 7.3 on or before the dissolution of the company. If they do not do so, the Supreme Court of Tasmania may decide the institution.

1. – Membership

# Membership

## The Company proposes to be registered with an unlimited number of Members.

## The Members of the Company comprise:

### the Members of the Company at the date of incorporation as a Company limited by guarantee; and

### any other people the Directors admit as Members pursuant to this Constitution.

# Membership qualifications

## Membership of the Company is open to any person.

## No restrictions shall be imposed on any person applying for membership by virtue of religious or political beliefs, sex, nationality, race or age, but and notwithstanding clause 9.1, the Company shall have the right to refuse membership to any applicant at the discretion of the Board and without the provision of reasons.

## Any Member who is also an employee of the Company:

### has no right to vote on either a show of hands or a poll; and

### cannot be appointed as a Director.

# Applications for membership

## The applicant must:

### complete a written application for membership (in such form as the Directors require) and sign the written application form and lodge it with the Company; and

### agree to be bound by this Constitution.

## The Directors must consider each application for membership at their first meeting after the Company receives the application pursuant to clause 10.1.

## The Company must, as soon as reasonably practicable, notify the applicant whether the application is accepted or rejected.

## The Directors may issue certificates of memberships.

# Cessation of membership

A Member’s membership ceases if:

### the Company is dissolved;

### the Member dies;

### the Member withdraws their membership in accordance with clause 13; or

### the Member is expelled from the Company in accordance with clause 14.

# Membership entitlements not transferable

## A right, privilege or obligation which a Member has by reason of being a Member:

### is not capable of being transferred or transmitted to another person; and

### is terminated upon cessation of the Member’s membership.

# Withdrawal from membership

## A Member may retire as a Member by giving notice to the Company of the Member's intention to resign. The retiring Member ceases to be a Member when the Company receives the notice of retirement.

# Expulsion

## The Company may expel any Member by special resolution.

## The Company must give the Member a notice stating that it intends to propose a resolution to expel the Member as soon as possible following the determination of the Board to do so.

## If a Member wishes to propose a resolution to expel another Member:

### at least 6 weeks before a general meeting the Member must lodge with the Company written notice of the intention to do so which must be signed by the Member or Members proposing to move the resolution and which must identify the Member proposed to be expelled and the grounds for the proposed expulsion; and

### the Company must promptly send a copy of any such notice it receives to the Member concerned.

## The Member concerned may make representations to the Company in respect of the proposed expulsion.

## If the Company receives representations from the Member concerned then the Company must:

### state in the notice of meeting that the representations have been received; and

### send a copy of the representations to each Member to whom notice of the meeting is given,

#### unless the Company receives the representations too late to do so.

## The Member concerned is entitled to be heard on the resolution at the meeting.

## If this clause 14 is not complied with in connection with the expulsion of a Member, the resolution to expel the Member is invalid.

## An expelled member ceases to be a member when the resolution expelling him or her is passed.

# Membership Subscriptions

## All Members must pay to the Company an annual membership subscription of an amount set by the Company at each annual general meeting which is payable as per trading terms on subscription invoice.

## The Company may set different subscriptions for Life Members and ordinary members.

## A person who ceases to be a Member is not entitled to a refund of any of the membership subscription or of any amounts paid by the Member. Any unpaid Member fees for any period up to the date on which a Member ceased to be a Member remain due and payable.

1. - Proceedings of Members

# Annual general meeting

The Company must hold an annual general meeting:

### in the calendar year of its registration; and

### at least once in each calendar year and within five months after the end of its financial year.

# Who may call meetings of Members

## The Board may call a meeting of Members, when and where the Directors decide.

## Where the Board is unable to act in circumstances where a quorum cannot be satisfied, a Director may call a meeting of Members.

## The Directors must call a meeting of Members when requested by the Members specified in the Act in the manner specified in the Act.

## The Members specified in the Act may call a meeting of Members in the manner specified in the Act.

# How to call meetings of Members

## At least 21 days’ notice must be given of a general meeting. However, unless prohibited by the Act, the Company may call on shorter notice:

### an annual general meeting, if all the Members entitled to attend and vote at the annual general meeting agree beforehand; and

### any other general meeting, if Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

## Notice of a meeting must be given to Members, Directors, and the auditor (if any).

## A notice of a general meeting must:

### set out the place, date and time for the meeting (and state available means of participation if teleconference, videoconference or other technology options are available);

### state the general nature of the meeting’s business; and

### if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution; and

### contain a statement setting out the following information:

#### that the Member has the right to appoint a proxy;

#### that the proxy must be a Member of the Company;

### contain anything else required by the Act*.*

## For the purpose of clause 18.3(c), subject to the Act, all business transacted at a general meeting is special except for the following matters at an annual general meeting even if not referred to in the notice of meeting:

### setting the annual subscription; and

### the consideration of the annual financial report, Directors’ report, and auditors report (if any);

### the election of directors;

### the appointment of the auditor (if any); and

### the fixing of the auditor’s remuneration (if any).

## Non‑receipt of notice of a meeting, or failure to give proper notice of a meeting to a person entitled to receive it, does not invalidate anything done at the meeting if:

### the failure was accidental; or

### the person gives notice to the Company that the person waives proper notice or agrees to the thing done at the meeting; or

### the person attends the meeting and:

#### does not object at the start of the meeting to the holding of the meeting; or

#### if the notice omitted an item of business, does not object to the consideration of the business when it is presented to the meeting.

# Quorum

## No item of business shall be transacted at a general meeting unless a quorum of Members (including proxies) entitled under this Constitution to vote is present during the time the meeting is considering that item.

## A quorum is constituted by:

### 10 Members entitled under this Constitution to vote at a general meeting being present, if the number of Members is 20 or more; and

### at least half the Members entitled under this Constitution to vote at a general meeting being present, if the number of Members is less than 20.

## The quorum must be present at all times during the meeting.

## In determining whether a quorum is present, the chairperson must count financial Members (being those Members who do not owe any money in respect of its Member fees to the Company), proxies, attorneys and any other persons entitled to vote. If an individual is attending both as a Member and as a proxy, attorney, representative or in any other capacity, the chairperson must count the individual only once.

## If a quorum is not present within 15 minutes after the time appointed for the meeting:

### if the meeting was called on the request of Members or by Members, the meeting is dissolved;

### if the meeting was convened in any way, the meeting is adjourned to the same day in the next week at the same time and place.

## If a quorum is not present within 15 minutes after the time appointed for a meeting resumed after an adjournment pursuant to clause 19.5(b), the meeting is dissolved.

# Chairperson

## The chairperson of Directors is entitled to chair all general meetings of Members.

## If:

### there is no chairperson of Directors; or

### the chairperson is not present within 15 minutes after the time appointed for the meeting; or

### the chairperson is present or is unable or unwilling to preside,

### then,

### the Vice President may chair the meeting; or

### if there is no Vice President or the Vice President is not present within 15 minutes after the time appointed for the meeting or the Vice President is present but is unable or unwilling to preside, then the persons present and entitled to vote must elect one of themselves to chair the meeting.

## The chairperson may regulate the meeting of Members in any way consistent with this Constitution.

# Adjournment

## The chairperson may adjourn an original or adjourned meeting of Members at which a quorum is present to any day, time and place with the consent of the meeting.

## The chairperson must adjourn an original or adjourned meeting of Members at which a quorum is present if the Members present agree or direct the chairperson to do so. The chairperson may adjourn the meeting to any day, time and place.

## If a meeting is adjourned:

### the adjourned meeting cannot transact any business other than the business left unfinished at the original meeting;

### no new notice need be given if the meeting is adjourned for less than 10 Business Days; and

### new notice must be given if the meeting as if it were an original meeting if the meeting is adjourned for 10 Business Days or more.

# How voting is carried out

## Other than the nomination of directors, unless a poll is properly requested and the request is not withdrawn pursuant to clause 23, a resolution put to the vote at a meeting of Members must be decided on a show of hands in the first instance.

## A general meeting decides each resolution put to it for the nomination of a director by poll.

## If a poll is properly requested, the result of the poll is the resolution of the meeting.

## Unless a poll is properly requested and the request is not withdrawn pursuant to clause 23, a declaration by the chairperson that a resolution is passed, or passed by a particular majority, or lost, and an entry to that effect in the minutes, is sufficient evidence of that fact, unless proved incorrect.

## The committee, trustee or such other person as properly has the management of the estate of a Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under any relevant law relating to mental health may exercise the Member's voting rights and may do so by proxy, attorney or representative.

# Polls

## A poll may be requested on any resolution.

## A poll may be requested by:

### at least three Members entitled to vote on the resolution; or

### Members with at least 5% of the votes that may be cast on the resolution on a poll; or

### the chairperson.

## The poll may be requested:

### before a vote is taken;

### before the voting results on a show of hands are declared; or

### immediately after the voting results on a show of hands are declared.

## A request for a poll may be withdrawn.

## A poll requested on a matter other than the election of a chairperson or the question of an adjournment must be taken when and how the chairperson directs.

## A poll on the election of a chairperson or the question of an adjournment must be taken immediately.

## A request for a poll does not prevent the meeting dealing with other business.

# How many votes a Member has

## Subject to clause 9.3(a), at a general meeting:

### on a show of hands, each Member present (in person, by proxy, attorney or representative) has one vote; and

### on a poll, each Member present (in person, by proxy, attorney or representative) has one vote.

## Notwithstanding the previous sub‑clause, a Member is not entitled to vote if the Member owes any money in respect of its Member fees to the Company.

## The chairperson does not have a second or casting vote whether on a show of hands or on a poll.

## The chairperson or other person may disregard any vote by a Member who is not entitled to vote.

# Challenging a right to vote

## A challenge to a right to vote at a meeting of Members may only be made at the meeting or adjourned meeting at which the vote is given or tendered and must be made to the chairperson of the meeting.

## The challenge must be decided by the chairperson. The chairperson’s decision is final.

# Proxies

## A Member, who is entitled to vote at a meeting of Members, may vote on a show of hands and on a poll:

### personally;

### by one proxy;

### by one attorney;

### by one representative.

## A proxy must be a Member of the Company.

## A Member may appoint a proxy or attorney for all or for particular meetings of Members.

## An instrument appointing a proxy may:

### be in any usual form or in any other form which the Directors approve; and;

### name not more than two alternative proxies.

## A proxy may demand or join in demanding a poll.

## An appointment of a proxy is valid if it is signed by the member making the appointment and it contains the following information:

### the member’s name and address;

### the Company’s name;

### the proxy’s name or the name of the office held by the proxy;

### the meetings at which the appointment may be used.

The Directors may decide to accept a proxy even if it contains only some of that information.

## Unless otherwise specified in the appointment, and subject to the Act, the proxy or attorney may:

### speak at the meeting;

### vote (but only to the extent allowed by the appointment);

### request or join in a request for a poll.

## An appointment of a proxy or attorney is effective only if the Company receives the appointment (and any authority under which the appointment was signed or certified copy of the authority) at least 48 hours before the meeting or resumed meeting, unless the Directors decide to reduce that time. The Company receives an appointment or authority when it is received at any of the following:

### the Company’s registered office;

### a fax number at the Company’s registered office;

### a place, fax number or electronic address specified for the purpose in the notice of meeting.

## If a person represents two or more members, that person has only one vote on a show of hands.

## A later appointment of a proxy or attorney revokes an earlier one if both appointments could not be validly exercised at the meeting.

## An appointment may specify the way a proxy or attorney is to vote on a particular resolution.

## A proxy or attorney may not speak or vote at a meeting of members while the appointor is present.

## Unless the Company receives written notice of the matter before the start or resumption of a meeting, a vote by a proxy is valid even if:

### the member dies, becomes bankrupt or insolvent, is mentally incapacitated or of unsound mind or a person whose property is liable to be dealt with under a law about mental health;

### the appointment of the proxy or attorney is revoked; or

### the member revokes the authority under which the proxy was appointed by a third party.

# Corporations acting by representative

## Any corporation which is a Member of the Company may appoint any person:

### to act as its representative at any general meeting of the Company; or

### to exercise any power the corporation has as a Member of the Company.

## The person so appointed:

### need not be a Member of the Company; and

### may exercise any power:

#### the corporation has at any meeting; and

#### conferred on them by the instrument of appointment.

## The appointment of a representative is not valid at any general meeting or adjourned general meeting or in respect of a resolution to be determined on without any general meeting unless:

### a certificate under seal of the corporation of the appointment; and

### such other evidence as the Directors may properly require of the appointment,

## are deposited at the office of the Company at least 48 hours before the meeting is to be held or before the resolution is put to the Members.

# Attorney

## Any Member may appoint an attorney (whether a Member or not) by deed:

### to act for him on his behalf at any general meeting of the Company at which he is not present himself; and

### to give any consent and sign any appointment, resolution or other document which the member himself could give or sign.

## The attorney cannot act under the power of attorney until forty eight hours after:

### the power of attorney; and

### such evidence that it is duly executed and continues in force as the Directors require,

### is deposited at the office of the Company.

## The attorney may while the Member is absent and while the power of attorney continues in force:

### attend any general meeting of the Company and:

#### take part in the proceedings;

#### vote; and

#### demand or join in demanding a poll,

#### in the same manner as the Member could do if personally present; and

### give any consent and sign any appointment, resolution or other document which the Member could give or sign.

## Unless the Company receives written notice of the matter before the start or resumption of a meeting, a vote by an attorney is valid even if:

### the member dies, becomes bankrupt or insolvent, is mentally incapacitated or of unsound mind or a person whose property is liable to be dealt with under a law about mental health;

### the appointment of the proxy or attorney is revoked; or

### the member revokes the authority under which the proxy was appointed by a third party.

# Circulating Resolutions

## If all the Members entitled to vote sign a document stating that they are in favour of a resolution set out in the document, the Company is taken to have passed the resolution at a general meeting held when the document was last signed by a Member.

## A Member may sign such document by:

### his attorney or proxy as appointed as provided in this Constitution; or

### by its representative appointed under clause 27 and the Act if the Member is a corporation.

## The resolution may consist of identical copies of the document each signed by one or more Members.

1. - Directors

# Number of Directors

## There must be at least three Directors and at most twelve (12) Directors.

## At least two Directors must ordinarily reside in Australia.

## The Company in general meeting may increase or reduce the maximum number of Directors so long as the number of directors does not exceed 12.

# Qualification of Directors

## A Director must be a Member of the Company and must be nominated by at least one Member of the Company.

## A Director must not hold any other office or place of profit in the Company.

# President and Vice-President

## The Directors include a President and Vice-President elected as such by the Members of the Company.

# Vacancies

## The Directors may appoint any member of the Company to be a Director:

### to fill a casual vacancy; or

### as an additional Director,

## provided that the total number of Directors does not at any time exceed the number of Directors fixed under the Constitution.

## A Director appointed pursuant to clause 33.1 shall hold office until the annual general meeting following their appointment.

## If there otherwise would be a vacancy among the Directors following an annual general meeting, the Company must, at least six weeks prior to the annual general meeting, call for nominations for the appointment of Directors by giving notice to each Member of the Company notifying them of the closing date for nominations (**Closing Date**), which date must not be less than 28 days prior to the date fixed for the annual general meeting, and the address of the Company’s registered office to where nominations should be sent.

## Any nominations for the appointment of a Director must be:

### signed by the person making the nomination;

### specify the position the nominee is nominated for; and

### be accompanied by written consent to act as a Director signed by that nominee,

#### (**Valid Nomination**).

## If by the Closing Date the number of Directors for which Valid Nominations have been received is equal to or less than the number of vacancies, each nominee shall be appointed as a Director from the close of the annual general meeting following the Closing Date until the close of the second annual general meeting following their appointment.

## If the Company receives nominations for the appointment of a higher number of Directors than there are vacancies to be filled, an election of Directors shall be conducted by way of postal ballot as follows:

### The Secretary shall, no later than 14 days prior to the annual general meeting, post to all Members of the Company entitled to vote and attend the annual general meeting, at their address shown in the Company’s register of Members:

#### information regarding the postal ballot, including the number of vacant positions and the identity of each nominee for election together with instructions for the conduct of the postal ballot; and

#### a ballot paper containing space for the Member of the Company to vote for the nominees that it wishes to be elected (with one vote for each vacant position),

### (**Ballot Material**).

### Duly completed ballot papers must be lodged at the Company’s registered office by 5.00 pm (Tasmanian time) on the date that is 3 Business Days before the annual general meeting. Any ballot paper received after that time shall be disregarded.

### Each Member of the Company shall have one vote and the nominees with the highest number of votes received shall be elected to fill the available vacancies.

### The Board shall appoint two scrutineers (who are not Members of the Company) to assist with the voting process (**Scrutineers**).

### If two or more nominees receive an equal number of votes and there are insufficient vacancies for the appointment of each of those nominees, the appointment of those nominees will be decided by way of closed ballot conducted at the annual general meeting, with each Member of the Company present in person or represented by a corporate representative or attorney, but not by way of proxy, having one vote for each remaining position. The nominee(s) with the highest number of votes will be elected to any remaining vacancies and shall retire at the end of the annual general meeting following their appointment, unless re-elected. In the event that the closed ballot results in an equal number of votes being received for one or more nominees, the appointment of those individuals will, unless the nominees agree otherwise, be determined by drawing lots.

### The results of any postal vote conducted in accordance with this clause 33 shall be announced by the Company Secretary at the annual general meeting.

# Compulsory retirement

## Subject to clause 34.2, Directors are to retire in accordance with clauses 33.2 and 33.5.

## Where a Director is appointed by way of postal ballot in accordance with clause 33.6, the Directors shall hold office until, and shall retire at, the first to occur of:

### in the case of the five (5) Directors that receive the highest number of valid votes, the:

#### end of the second annual general meeting following their appointment, unless re-elected; and

#### date that:

##### he or she dies; or

##### vacates office in accordance with clause 35; and.

### any remaining Directors appointed pursuant to that postal ballot, the:

#### end of the annual general meeting following their appointment, unless re-elected; and

#### date that:

##### he or she dies; or

##### vacates office in accordance with clause 35; and

## A Director retiring from office is eligible for re-election, including the President.

# Vacation of office

A Director ceases to be a Director if:

### the Act so provides;

### the Director resigns by giving notice in writing to the Company;

### the Director is removed by a resolution of the Company;

### the Director ceases to be a Member of the Company;

### the Director is removed from office under this Constitution;

### the Director becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent debtors, or makes any assignment of their estate for the benefit of creditors;

### the Director:

#### fails to attend two consecutive meetings of Directors without leave from the Directors as a whole or without notifying the Secretary of the Director’s inability to attend before the meeting; or

#### fails to attend one half or more of the meetings held by the Company in any one year without leave from the Directors as a whole or without notifying the Secretary of the Director’s inability to attend before the meeting.

### the Director is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months;

### the Director is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Act;

### the Director becomes mentally incapable and the Director’s estate or property has had a personal representative or trustee appointed to administer it; or

### the Director automatically retires under clause 34.

# TBA Services Pty Ltd

## Nominations for the positions of directors of TBA Services Pty Ltd, a wholly owned subsidiary of the Tasmanian Bus Association Limited, shall be put forward from the Board. Only persons who do not own buses or coaches or have no controlling interest in a company partnership or any other entity that owns buses or coaches are eligible for nomination.

## The nominations put forward by the Board should endorse one nomination as Chairman of TBA Services Pty Ltd.

# Remuneration

## The Company may remunerate any Director who, with the agreement of the other Directors:

### performs services which the Directors consider are outside of the scope of the ordinary duties of the other Directors; or

### exerts himself specially for the purposes of the Company,

### by a fixed sum, a percentage of profits or otherwise as the Directors decide.

## The Company must pay the Directors any expenses that they properly incur on behalf of the Company:

### in attending any:

#### meeting of the Directors;

#### meeting of any committee of the Directors; or

#### general meetings of the Company; and

### otherwise in connection with the Business of the Company,

### as the Directors may determine from time to time.

1. - Proceedings of Directors

# Circulating resolutions

## The Directors may pass a resolution without a Directors’ meeting being held, if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

## Separate copies of a document may be used for signing by Directors, if the wording of the resolution and statement is identical in each copy.

## The resolution is passed when the last Director signs.

## Passage of the resolution must be recorded in the Company’s minute book.

# Meetings

## The Directors may meet, adjourn and otherwise regulate their meetings as they decide.

## A Directors’ meeting may be held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting.

## In respect of a Directors’ Meeting;

### notice of the meeting may be given by telephone;

### a Director who is present at the start of the meeting is conclusively presumed to remain present and form part of the quorum during the rest of the meeting unless the Chairperson consents to him leaving; and

### if the Chairperson certifies a minute of such a meeting as correct, that minute is sufficient evidence that all necessary formalities were observed.

# Calling meetings

## Any Director may call a Directors’ meeting.

## On the request of any Director, the company secretary must call a Directors’ meeting.

# Notice

## Notice of a Directors’ meeting must be given to each Director.

## Clause 65 applies to the giving of a notice under clause 41.1 as if a reference to a Member is a reference to a Director unless the Directors determine otherwise.

# Quorum

## The quorum for a Directors’ meeting is four Directors present and are entitled to vote, unless the Directors determine otherwise.

## The quorum must be present at all times during the meeting.

## The Directors may act even though there are vacancies on the Board.

## If there are not enough Directors in office to form a quorum, the remaining Directors may act only:

### to increase the number of Directors to a quorum; or

### to call a general meeting of the Company.

# Chairperson and deputy chairperson

## The President will be the chairperson of Director’s meetings.

## If the President is not present at any meeting within fifteen minutes after the time appointed for the meeting or is unable or unwilling to act, the Directors present must elect one of themselves to chair the meeting.

## If the chairperson is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the Directors present must elect one of themselves to chair the meeting.

# Decisions of Directors

## Subject to the Act, each Director entitled to vote on a resolution has one vote.

## A resolution of the Directors is passed by a majority of the Directors present and voting.

## The chairperson has a deliberative vote but no casting vote.

1. - Directors’ powers

# General powers

## The business of the Company is managed by or under the direction of the Directors.

## The Directors may exercise all the powers of the Company except any powers that the Corporations Act 2001 or this Constitution requires the Company to exercise in general meeting.

## Subject to any provision of this Constitution and subject to the provisions of the Act and to any regulations consistent with this Constitution and the Act prescribed by the Company in general meeting, no regulation made by the Company in general meeting invalidates any prior act of the Directors which would have been valid if that regulation had not been made.

## Without limiting clauses 45.1 and 45.2 the Directors may exercise the Company's powers to:

### borrow money;

### charge any of the Company's property or business; and

### issue debentures or give any other security for a debt, liability or obligation of the Company or any other person.

# Execution of documents

## The Company may execute a document without a common seal if the document is signed by:

### two Directors of the Company; or

### a Director and a company secretary of the Company.

## If the Company has a common seal, it may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:

### two Directors of the Company; or

### a Director and a company secretary.

## The Company may execute a document only if authorised by the Directors or by a committee of Directors authorised by the Directors to do so.

## This clause does not limit the ways in which the Company may execute a document (including a deed).

## At any time, the President, Vice President and Secretary are delegated officers of the Company for the purposes of signing documents on behalf of the Company.

# Committees

## The Directors may delegate to a committee any of their powers (including this power to delegate) to a committee of Directors, or Directors and Members, or to one Director other than those powers which by law they cannot delegate.

## The Directors may revoke or vary that delegation.

## A committee must have at least one Director as a member.

## A committee or delegate must exercise the powers delegated in accordance with any directions of the Directors.

## The Directors are taken to have exercised any power exercised by a committee in compliance with the delegation.

## The provisions in this Constitution dealing with Director’s meetings govern meetings of a committee as far as applicable.

# Delegations

## The Directors may delegate any of their powers to one of their number who must in exercising the powers so delegated conform to any regulations which the Directors impose and may receive such remuneration as the Directors may determine.

# Validity of acts

## If it is discovered that a Director or a member of a Director’s committee was:

### Appointed defectively; or

### Disqualified,

### All acts of the Directors or the Directors committee before the discovery are as valid as if the person had been validly appointed or was not disqualified.

# Attorney and agent

## The Directors may by power of attorney appoint any company, firm, person or body of persons to be the attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) the Directors decide.

## At any time, the President, Vice President and Secretary are delegated officers of the Company for the purposes of attending meetings as representatives of the Company:

### for such period and subject to such conditions as they think fit;

### on terms providing for the protection and convenience of persons dealing with any such attorney as the Directors may think fit; and

### on terms authorising any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

1. - Executive officers

# Company secretary

## The Directors must appoint at least one company secretary for any period and on any terms (including as to remuneration) the Directors decide.

## Subject to any agreement between the Company and the company secretary, the Directors may suspend, remove or dismiss the company secretary at any time.

## The company secretary may also be a Director.

# Indemnity, access and insurance

## To the extent permitted by the Act, the Company:

### must indemnify, to the full extent permissible by law, each person who is or has been an officer or auditor of the Company for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy) against all losses or liabilities to another person which any one of them as or may sustain or incur as such an officer or auditor of the Company or of a related body corporate in the proper performance of their duties at law or pursuant to the Constitution; and

### may pay a premium for a contract insuring an Officer against that liability.

## Subject to the Act, the Company may enter into an agreement or deed with an Officer under which the Company must do all or any of the following:

### keep a set of the Company’s books (including minute books) and allow the Officer and the Officer’s advisers access to the books for any period agreed;

### indemnify the Officer against any liability incurred by the Officer as an Officer;

### keep the Officer insured for any period agreed in respect of any act or omission by the Officer while an Officer.

1. – Records

# Register

The Company must keep a register of Members in accordance with the Act.

# Inspection

The Company must allow inspection of any register of Members only as required by the Act.

# Evidence of register

Unless proved incorrect, the register of Members is sufficient evidence of the matters shown in the register.

# Minute book

## The Company must keep minute books in which it records within one month:

### proceedings and resolutions of meetings of the Members;

### proceedings and resolutions of Directors’ meetings (including meetings of a committee of Directors);

### resolutions passed by Members without a meeting;

### resolutions passed by Directors without a meeting.

## The Directors must cause minutes to be made of:

### all appointments of officers;

### the names of the Directors present at each meeting of the Directors and of any committee of the Directors;

### all resolutions and proceedings at all meetings of Members of the Company and of the Directors and of committees of Directors and of all resolutions determined on without meetings; and

### all other matters required by the Act.

## The Company must ensure that minutes of a meeting are signed within a reasonable time after the meeting by one of the following:

### the chair of the meeting;

### the chair of the next meeting.

## The Company must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.

# Evidence of minutes

A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

# Financial records

## The Company must keep the financial records required by the Act and distribute copies of financial statements and reports as required by the Act.

## The financial records must be audited as required by the Act.

# Inspection

## Unless authorised by the Directors, or by the Company in general meeting, or by the Act, a Member (not being a Director) is not entitled to inspect the Company’s books.

1. - Miscellaneous

# Insurance

## The Company will effect and maintain such insurance as required by law and any additional insurance considered appropriate from time to time.

# Source of funds

## The funds of the Company shall be derived from application fees, membership fees, other fees, donations and, subject to any resolution passed in general meeting, such other sources as the Board determines.

## All money received by the Company shall be deposited as soon as practicable and without deduction to the credit of the Company’s applicable bank account or other authorised deposit – taking account.

## The Company shall, as soon as practicable after receiving any money, issue an appropriate receipt.

# Management of funds

## The funds of the Company shall be used in pursuance of the objects of the Company in such manner as the Board determines.

## All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed or authorised by any two Directors, being authorised in writing to do so by the Board.

# Winding up

## If the Company is wound up, the provisions of clause 7.2 of this Constitution applies.

1. - Notices and interpretation

# In writing

Notice must be in writing and in English, and may be given by an authorised representative of the sender.

# Notice to Members

## The Company may give notice to a Member:

### personally;

### by sending it by post to the address of the Member in the register of Members or the alternative address (if any) nominated by the Member;

### by sending it to the fax number or electronic address (if any) nominated by the Member.

## Where a notice is sent by post, service of the notice is taken 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.

## If the Company so determines a notice may be given by means of telex, telegram or facsimile and service of such notice is taken to be effected if the telex, telegram or facsimile is properly addressed and paid for and lodged for transmission with a competent authority or body and to have been effected at the time at which in the ordinary course the telex telegram or facsimile would be delivered.

## A notice to a Member is sufficient, even if the Member (whether or not a joint Member) is dead, mentally incapacitated, an infant, bankrupt, insolvent, or an externally-administered body corporate, and the Company has notice of that event.

# Notice to the Company

A person may give notice to the Company:

### by leaving it at the Company’s registered office;

### by sending it by post to the Company’s registered office;

### by sending it to the fax or electronic address (if any) of the Company’s registered office.

# Interpretation

In this Constitution, unless the context otherwise requires:

### subject to the next clause, a word or phrase has the same meaning as it has in the Act;

### singular includes plural and plural includes singular;

### words of one gender include any other gender;

### reference to legislation includes any amendment to it, any legislation substituted for it, and any statutory instruments issued under it and in force;

### reference to a person includes a corporation, a firm and any other entity;

### headings do not affect interpretation;

### the Company must not exercise any power in contravention of the Act.

# Definitions

In this Constitution:

**Act** means *Corporations Act 2001* (Cth);

**Board** means the board of Directors of the Company from time to time or any committee of the Board of Directors;

**Business Day** means any day except a Saturday or Sunday or other public holiday in Tasmania;

**Company** means Tasmanian Bus Association Limited;

**Constitution** means this Constitution as supplemented, substituted or amended from time to time;

**Directors** means the directors of the Company from time to time and includes a person duly appointed and for the time being acting as an attorney for a Director or as an alternate for a Director, and includes the directors acting as a Board;

**Life Member** means a Member to whom the Directors have granted life membership and includes any person who is a life member of the Company at the date of incorporation as a Company limited by guarantee;

**Member** means a person whose name is entered in the register as a member of the Company in accordance with clause 10;

**Month** means calendar month;

**President** means the Director elected by the Members as President for the time being;

**Register** means the register of Members of the Company maintained pursuant to the Act; and

**Vice President** means the Director elected by the Members as Vice President for the time being.