



Constitution

Gold Coast Kart Club Limited

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CORPORATIONS ACT 2001

CONSTITUTION

OF

GOLD COAST KART CLUB LIMITED

(a company limited by guarantee)

1. Preliminary

1.1 Headings

In this Constitution headings are for convenience of reference only and do not affect interpretation.

1.2 Exclusion of Replaceable Rules

The Replaceable Rules contained in the Act do not apply to the Company and are excluded from this Constitution.

1.3 Name of Company

The name of the Company is **Gold Coast Kart Club Limited**.

1.4 Liability of Members

The liability of the Members is limited.

2. Objects

2.1 Objects of Company

(a) The objects of the Company include, but are not limited to:

- (i) promoting and encouraging karting and co-operating with kindred bodies in fostering and maintaining karting as a family sport;
- (ii) organising and conducting social outings and encouraging good fellowship amongst kart clubs in Australia;
- (iii) maintaining the prestige of the sport;
- (iv) training and encouraging future road safety, courtesy and goodwill; and
- (v) doing all things necessary or incidental to the objects set out in clause 2.1(a)(i) to 2.1(a)(iv) inclusive.

(b) In carrying out its objects, the Company shall not directly or indirectly be concerned or involved in the promotion or conduct of gambling activities.

2.2 Income and Property of Company

The income and property of the Company, however derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution, and no portion of the income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the Members of the Company except for bona fide compensation for services rendered or expenses incurred on behalf of the Company.

2.3 Donations

The Company shall only invest donations that it receives in a way that an Australian law (as defined by the *Income Tax Assessment Act 1997* (Cth)) allows the Company to invest trust moneys without specific authorisation.

3. Membership

3.1 Classes of Membership

The membership of the Company shall consist of any of the following classes of members:

- (a) *Junior Membership*, being persons under the age of 18 years;
- (b) *Senior Membership*, being persons who are at least the age of 18 years;
- (c) *Family Membership*, being up to 2 members (who in their own right are eligible for Junior or Senior Membership) of the same family living under the same roof;
- (d) *Life Membership*, conferred on a person who has, through the common opinion of the Board, contributed significantly to the welfare of the Company through unpaid services.

The number of Members in any of the classes set out in clauses 3.1(a) to 3.1(d) are unlimited.

3.2 Qualification of Members

- (a) To qualify for membership of the Company, applicants must pay the membership fees set by the Board.
- (b) Every applicant for any class of membership of the Company must be proposed by one Member and seconded by another Member. The application for membership shall be made in writing, signed by the applicant, proposer and seconder and shall be in such form as the Board from time to time prescribes.

3.3 Membership Fees

- (a) The Board may from time to time set membership fees payable by Members at such level as determined by the Board.
- (b) The membership fees for each class of membership shall be payable at such time and in such manner as the Board shall from time to time determine.

3.4 Admission to Membership

- (a) The power to admit persons as Members shall rest with the Board.
- (b) At the meeting of the Board immediately after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant as a Member.
- (c) Any applicant who receives a majority of the votes of the Board present at the meeting at which such application is being considered shall be accepted as a Member to the class of membership applied for.

- (d) Upon the acceptance or rejection of an application for any class of membership, the Secretary shall be directed to give the applicant notice in writing of such acceptance or rejection.

3.5 Cessation of Membership

- (a) If the membership fee of a Member remains unpaid for 2 months after it becomes payable, the Board may, after notice of the default has been sent to the Member, suspend the Member's membership. The Board may, at its sole discretion, reinstate the Member on payment of all arrears.
- (b) A Member may at any time, by giving notice in writing to the Secretary, resign his or her membership of the Company. The Member will remain liable for all moneys due by him or her to the Company, including any sum not exceeding \$10 for which he or she is liable as a Member of the Company pursuant to clause 17.2.

3.6 Suspension and Expulsion of Members

- (a) If a Member wilfully refuses or neglects to comply with the provisions of this Constitution, or is guilty of any conduct which, in the opinion of the Board, is unbecoming of a Member or is prejudicial to the interests of the Company, the Board may censure, fine, suspend or expel the Member from the Company. Before determining to censure, fine, suspend or expel a Member, the Board must allow the Member an opportunity to respond to any allegations of impropriety or misconduct.
- (b) A Member who is expelled from membership or otherwise ceases to be a Member forfeits any annual membership fees paid by that Member.

4. General Meetings

4.1 Convening of General Meeting

The Board may convene a general meeting of the Company at any time.

4.2 Requisition of General Meeting

The Members may requisition the holding of a general meeting as provided by section 249D or convene a general meeting as provided by section 249F.

4.3 Period of Notice

Subject to the provisions of the Act as to agreements to short notice of meetings, at least 21 days notice of a general meeting must be given to the persons entitled to receive that notice.

4.4 Notice of Meeting

A notice of a general meeting must specify:

- (a) the place, date and time of the meeting;
- (b) the general nature of the business to be transacted, except that, if a meeting is convened as the annual general meeting of the Company, the notice of the meeting need not state that the business to be transacted includes:
 - (i) the consideration of the accounts and the reports of the Directors and Auditors; or
 - (ii) the appointment of and fixing of the remuneration of the Auditor;
- (c) if a Special Resolution is to be proposed at the meeting - the terms of the resolution;
- (d) information regarding the right to appoint a proxy; and

- (e) if a mode of meeting other than meeting in person is to apply to the meeting, that mode of meeting and any details required to enable a Member to attend that meeting.

4.5 Agenda Items

The Members may require the Company to place a proposed resolution on the agenda of a general meeting, in accordance with the procedure set out in section 249N of the Act.

4.6 Mode of Meeting

The Company may meet in general meeting in person or, if the Board determines either generally or in any specified case, by telephone or other instantaneous means of conferring for the dispatch of business (or by any combination of those means) which allows each Member (or Member's representative, proxy or attorney) to hear and be heard by each other person at the meeting, and a person entitled to be present at the meeting who can so hear and be heard is present at that meeting.

4.7 Omission to Give Notice

The accidental omission to give notice of a general meeting to, or the non-receipt of notice of the general meeting by, a person entitled to receive notice does not invalidate any resolution passed at that general meeting.

4.8 Cancellation or Postponement of Meeting

Where notice of a general meeting has been given, the Board may by notice given to all persons entitled to be given notice of the general meeting, postpone or cancel the general meeting.

4.9 Adjournment of Meetings

The Chairman of a general meeting at which a quorum is present:

- (a) may with the consent of the meeting by Ordinary Resolution; or
- (b) must, if so directed by the meeting by Ordinary Resolution,

adjourn the meeting from time to time and from place to place.

4.10 Business at Adjourned Meeting

The only business which an adjourned general meeting may deal with is the business which was left unfinished from the general meeting which was adjourned.

4.11 Notice of Adjourned Meeting

No notice need be given of an adjourned general meeting (or of the business to be transacted at it) except if a general meeting is adjourned for more than 20 Business Days, in which case, notice of the adjourned meeting must be given as if it were notice of the original meeting.

5. Proceedings at General Meetings

5.1 Representation of Members

A Member may attend a general meeting at which he or she is entitled to be present in any of the following ways (if applicable to the Member):

- (a) in person;
- (b) by proxy; or
- (c) by attorney.

5.2 Quorum

A general meeting may not deal with any business unless a quorum of natural persons is present for the duration of the general meeting, being:

- (a) if there is only one Member – one person who is, or represents under clauses 5.1(b) or 5.1(c), the Member; and
- (b) otherwise - 10 persons, each of whom is, or represents under clauses 5.1(b) or 5.1(c), a different Voting Member.

5.3 Failure of Quorum

If a quorum is not present within 15 minutes from the time appointed for a general meeting:

- (a) where the meeting was convened upon the requisition of Members under clause 4.2 - the meeting is dissolved; or
- (b) in any other case:
 - (i) the meeting stands adjourned to the day, time and place that the Board may determine and notify to the Members or, if no determination is made, the same day in the next week at the same time and place; and
 - (ii) at the adjourned meeting, if a quorum is not present within 15 minutes from the time notified for the meeting, the meeting is dissolved.

5.4 Chairman

The Chairman of the Board of Directors shall be entitled to take the chair at every general meeting of the Company.

5.5 Chairman Absent

Where a general meeting is held and:

- (a) a Chairman has not been elected by the Board; or
- (b) the Chairman elected by the Board is not present within 15 minutes after the time appointed for the holding of the meeting or, being present, but is unwilling or unable to act,

the Voting Members present must elect one of the other Directors to be the Chairman of the meeting.

5.6 Method of Voting

Every resolution put to a vote at a general meeting must be determined by a show of hands by Voting Members unless a poll is properly demanded either before or on declaration of the result of the vote on a show of hands.

5.7 Voting by Members

Subject to the Corporations Act and this Constitution, all decisions of Voting Members in a general meeting shall be determined by majority vote.

5.8 Demand for Poll

A demand for a poll under clause 5.6, may be made by:

- (a) the Chairman of the general meeting;
- (b) any 5 or more natural persons present each of whom is, or represents under clauses 5.1(b) or 5.1(c), a different Voting Member; or

- (c) any number of natural persons present each of whom is, or represents under clauses 5.1(b) or 5.1(c), a different Voting Member where those Voting Members are together entitled to at least 5% of the total voting rights that may be cast on the resolution on a poll.

5.9 No Poll on Election of Chairman

A demand for a poll may not be made in respect of the election by the general meeting of the Chairman of the meeting.

5.10 Votes on Show of Hands

Where a resolution is determined by a show of hands:

- (a) a declaration by the Chairman of the general meeting that the resolution has been carried, carried unanimously, carried without dissent, carried by a particular majority or lost is conclusive evidence of the fact so declared without proof of the number or proportion of votes cast for or against that resolution; and
- (b) an entry in the book containing the minutes of that general meeting recording that declaration is conclusive evidence of the fact that the declaration was made as so recorded.

5.11 Conduct of Poll

If a poll is properly demanded for a resolution:

- (a) and the resolution is for the adjournment of the general meeting, the poll must be taken immediately at the place and in the manner that the Chairman of the meeting determines and declares to the meeting;
- (b) in all other cases, the poll must be taken at the time and place and in the manner that the Chairman of the general meeting determines and declares to the meeting;
- (c) the result of the poll, as disclosed by the Chairman of the general meeting at which the result is declared, is a resolution of the general meeting at which the poll is demanded; and
- (d) an entry in the book containing the minutes of the general meeting at which the result is declared recording that declaration is conclusive evidence of the fact that the declaration was made as so recorded.

5.12 Resolutions Determined by Majority

Both on a show of hands and on a poll, an Ordinary Resolution is passed if the proportion that the number of votes cast in favour of that resolution bears to the total number of votes cast on the resolution is greater than one-half.

5.13 Casting Vote of Chairman

If on a resolution proposed as an Ordinary Resolution at a general meeting there is an equality of votes (whether on a show of hands or on a poll), the Chairman of the meeting may exercise a casting vote in addition to all other votes which the Chairman may have (unless the Chairman is not entitled for some reason to cast a vote, in which case the resolution is not passed).

5.14 Circular Resolutions

A document setting out a resolution, signed by each Member for the time being entitled to receive notice of and attend and vote at general meetings or by that Member's duly appointed attorney and stating that each Member is in favour of that resolution has effect as if that resolution had been passed at a general meeting of the Company and takes effects as an Ordinary Resolution or Special Resolution, as the case may be. Despite the previous sentence, the Members cannot remove the Auditor of the Company by a circular resolution.

5.15 Several Documents Suffice

For the purposes of clause 5.14, 2 or more documents in identical terms, each signed by one or more Members (or such Members' attorneys or representatives, as the case may be) are to be treated as one document provided that:

- (a) each document is delivered to the registered office of the Company or a legible copy of it is received there by facsimile or email transmission; and
- (b) when more than one Member, representative or attorney signs the document and the date of signing the document by each Member, the attorney or representative is set out, the date of the resolution is the last date on which those documents were signed by a Member or its attorney or representative.

5.16 Voting Restrictions

Where the notice of a general meeting specifies that, in relation to the particular business to be considered at that meeting, votes cast by particular persons are to be disregarded by the Company, the Company must disregard any votes cast or purported to be cast by or on behalf of any of those persons in relation to that resolution.

5.17 Sole Member

If there is only one Member, a written record of a decision of that Member counts as the passing by the Member of a resolution at a general meeting to that effect and also has effect as minutes of the passing of the resolution.

6. Entitlements to Attend and Vote

6.1 Entitlement to Notice and to Attend

Subject to this Constitution, each Member and each Director is entitled to notice of each general meeting and to be present and to speak at that general meeting.

6.2 Entitlement to Vote

Subject to this Constitution the voting entitlements of each Member (or a proxy, representative or attorney appointed by a Voting Member) are as follows:

- (a) Junior Members: no voting entitlement;
- (b) Senior Members: one vote on a show of hands or on a poll;
- (c) Family Members: one vote on a show of hands or on a poll collectively between the 2 family members; and
- (d) Life Members: one vote on a show of hands or on a poll.

6.3 Vote of Member of Unsound Mind

If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under a law relating to mental health, that Member's committee or trustee or other person who properly has the management of the Member's estate may, if that person has at least 48 hours before the time notified for a general meeting (or an adjourned meeting) satisfied the Board of his relationship to the Member or the Member's estate, exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

6.4 Appointment of Proxy

A Member may appoint a proxy (who need not be a Member) to attend, speak and vote at a general meeting in his place only by an instrument of proxy in the form of Schedule 2 (or in a form which is as

similar to it as the circumstances permit) or in any other form that the Board may from time to time prescribe or accept which is executed under the hand of the Member, or of an attorney appointed in writing by the Member.

6.5 Deposit of Instruments

Any appointment of a proxy, attorney or representative is effective in respect of a particular general meeting if, and only if, the following instruments are actually received (which includes receipt of a copy of those instruments by legible facsimile or email transmission) by the Company at its registered office (or another place notified by the Board) at any time prior to the time notified for that meeting:

- (a) in the case of a proxy, the instrument of proxy and, if it is executed by an attorney, the relevant power of attorney or an office copy or notarially certified copy of the power of attorney;
- (b) in the case of an attorney, the power of attorney or an office copy or notarially certified copy of the power of attorney; and
- (c) in the case of a representative, a copy of a certificate signed by authorised officers of the body corporate (in accordance with its constitution) evidencing the appointment of the representative.

6.6 Multiple Appointments

Where the Company has received an instrument of proxy from a Member the appointment made by that instrument is and remains valid and effective, except that where the Company subsequently receives:

- (a) a power of attorney or office copy or notarially certified copy of a power of attorney entitling the attorney to attend and vote at the meeting, the appointment is revoked;
- (b) intimation in writing either of the revocation of the appointment under the instrument of proxy or of the death of the Member, the appointment is revoked; and
- (c) another instrument of proxy from the Member, the instrument of proxy bearing the later date (or if the instruments bear the same date, the instrument later received by the Company) is an intimation in writing of the revocation of the appointment under the other instrument.

6.7 Presence of Member

If a Member is present at a general meeting in either of the ways specified in clauses 5.1(a), 5.1(b) or 5.1(c), and a person appointed by the Member as a proxy or attorney is also present at that meeting, that person may not exercise the rights conferred by the instrument of proxy or power of attorney while the Member is present.

6.8 Directions to Proxy

If the appointment of a proxy specifies the way in which the proxy is to vote on a particular resolution:

- (a) the proxy need not vote on a show of hands;
- (b) if the proxy is the Chairman, the proxy must vote on a poll; and
- (c) if the proxy is not the Chairman, the proxy need not vote on a poll.

6.9 Ruling on Entitlements to Vote

An objection may be raised with the Chairman of a general meeting as to the qualification of a purported voter or the admission or rejection of a vote by any person present and entitled (or claiming to be entitled) to vote but that objection may be made only at the general meeting or adjourned meeting at which the purported voter wishes to vote or the vote objected to is given or tendered and, in relation to that objective:

- (a) the decision of the Chairman is final and conclusive; and
- (b) a vote not disallowed as a result is valid and effective for all purposes.

7. Directors

7.1 Number of Directors

Subject to clause 7.8, there must be at least 3 Member Directors (excluding Independent Directors and Alternate Directors).

7.2 Member Directors Eligibility

The Company must have at least 3 Member Directors who:

- (a) are current Members of the Company;
- (b) do not have any direct or indirect financial interests in the sport of karting;
- (c) do not hold any office in the Australian Karting Association Inc or its successor; and
- (d) do not hold any office in a State Karting Association or any successors of such Association,

and who:

- (e) are proprietors or have been proprietors of a business with at least 4 employees for a continuous period of at least 5 years prior to the date of first appointment to the Board; or
- (f) hold or have held a Senior Executive position in a corporation or a business with at least 4 employees for a continuous period of at least 5 years prior to the date of first appointment to the Board.

7.3 Independent Directors

- (a) The Board may be constituted by up to 2 Independent Directors at any one time being:
 - (i) a legal practitioner;
 - (ii) a certified accountant;
 - (iii) a proprietor or has been a proprietor of a business with at least 4 employees for a continuous period of at least 5 years prior to the date of first appointment to the Board; or
 - (iv) a Senior Executive or has held a Senior Executive position in a corporation or a business with at least 4 employees for a continuous period of at least 5 years prior to the date of first appointment to the Board.
- (b) The Independent Directors are chosen by a majority vote of the Member Directors.
- (c) The Independent Directors are appointed for a period of 3 years and may be reappointed for a further 3-year term at the end of their appointment.
- (d) The Independent Directors must not:
 - (i) have any direct or indirect financial interests in the sport of karting;
 - (ii) hold any office in the Australia Karting Association Inc or its successor;
 - (iii) hold any office in a State Karting Association or its successor.

7.4 First Directors

- (a) The first Member Directors of the Company shall be the persons holding the positions of President, Vice President and Treasurer in Gold Coast Kart Club Inc at the time of registration of the Company.

- (b) The first election of Directors will be conducted at the annual general meeting to be held in 2012.

7.5 Appointment and Removal of Directors

Subject to clause 7.6, the Directors may be:

- (a) appointed by the Company by Ordinary Resolution;
- (b) removed by the Company by Special Resolution.

7.6 Casual Vacancy

The Board may at any time (except during the period from the opening to the closing of a general meeting) appoint any person as a Director (other than an Alternate Director) to fill a casual vacancy or as an addition to the Board but so that the number of those Directors does not at any time exceed the maximum number set under clause 7.1. A person appointed to fill a casual vacancy shall hold office until the next general meeting of the Company at which that person may stand for election.

7.7 Vacation of Office

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

- (a) becomes insolvent under administration;
- (b) is not permitted by the Act (or an order made under the Act) to be a Director;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) is removed as a Director under the Act or this Constitution;
- (e) either by himself or herself or by an Alternate Director appointed by him or her fails to attend Board meetings for a continuous period of six months without leave of absence from the Board; or
- (f) resigns by notice in writing to the Company.

7.8 Less than Minimum Number of Directors

Without limiting section 201E of the Act, where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors falls below the minimum number set under clause 7.1, in which case the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a general meeting; or
- (c) in emergencies.

7.9 Alteration of Maximum and Minimum Number of Directors

The Company may, by Ordinary Resolution, increase or reduce either or both:

- (a) the maximum number of Directors specified in clause 7.1; and
- (b) the minimum number of Directors specified in clause 7.1 (but not so that it is less than 3).

8. Rotation of Directors

8.1 Election Each Year

An election of Member Directors shall take place each year. A Member Director shall not retain office for more than 3 calendar years or beyond the third annual general meeting following his or her election, whichever is the longer period, without submitting himself or herself for re-election.

8.2 Retirement at Annual General Meeting

At the annual general meeting each year, one third of the Member Directors in office, or if their number is not a multiple of 3, the number nearest to but not less than one third, shall retire from office.

8.3 Acting Until Conclusion of AGM

A retiring Member Director may act until the conclusion of the meeting at which that Director retires and is eligible for re-election.

8.4 Length in Office

The Member Directors to retire by rotation at each annual general meeting are those who have been longest in office and the length of time a Member Director has been in office shall be computed from his or her last election. As between Member Directors who have been in office an equal length of time, the Member Directors to retire shall in default of agreement between them be determined by drawing lots in any manner determined by the Chairman of Directors, or if he or she is unable or unwilling to act, by the deputy Chairman.

8.5 Order of Rotation

Where the Company in general meeting elects a Member Director pursuant to this clause 8, it may also determine in what order of rotation he or she is to go out of office.

8.6 Vacancy

The Company may at a meeting at which the Member Directors retire by rotation fill all or any of the vacant places by electing persons to those places, and may fill up any other available vacancy.

9. Directors' Duties and Interests

9.1 Disclosure of Material Personal Interest

A Director who has a material personal interest in a matter that relates to the affairs of the Company must give Directors notice of the interest unless the Act does not require the Director to give notice of an interest.

9.2 Details of Notice

A notice required by clause 9.1 must:

- (a) give details of the interest, and the relation of the interest to the affairs of the Company; and
- (b) be given at a Directors' meeting as soon as practicable after the Director becomes aware of his interest in the matter.

9.3 Manner of Details

A Director may provide details of a material personal interest either orally or in writing.

9.4 Recording of Details

Details provided by a Director under clause 9.2 must be recorded in the minutes of the Directors' meeting.

9.5 Restriction on Voting

A Director who has a material personal interest in a matter that is being considered at a meeting of the Board must not:

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

unless:

- (c) clauses 9.6 or 9.7 apply; or
- (d) the interest does not need to be disclosed under section 191 of the Act.

9.6 Participation with approval of other Directors

A Director may be present and vote if the Directors who do not have a material personal interest in the matter pass a resolution that:

- (a) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and
- (b) states that those Directors are satisfied the interest should not disqualify the Director from voting or being present.

9.7 Participation with approval of ASIC

A Director may be present and vote if the Director is so entitled under a declaration or order made by the Australian Securities and Investments Commission under section 196 of the Act.

9.8 Execution of interest

Provided the provisions of this clause 9 are otherwise complied with, a Director who has a material personal interest in a matter may participate in the signing of any instrument by or on behalf of the Company and whether by signing or by affixing or witnessing the affixing of the seal or otherwise.

10. Alternate Directors

10.1 Power to Appoint Alternate Director

A Director (but not an Alternate Director) may from time to time in accordance with the procedures set out in clause 10.2 appoint any person who is not a Director to be the Alternate Director of the Appointor whether for a specified period or until the appointment is revoked.

10.2 Method of Appointment

An Alternate Director is appointed as such where the Appointor gives notice in writing (including by facsimile or email transmission) to the Company in the form of Schedule 3 or in any other form as the Board may from time to time prescribe or accept.

10.3 Termination of Appointment

The Appointor at any time and regardless of whether the appointment is for a specified period may revoke the appointment of a person as his or her Alternate Director by notice in writing (including by facsimile or email transmission) to the Company to that effect and the appointment is automatically revoked if the Appointor ceases to be a Director.

10.4 Entitlements of Alternate Director

An Alternate Director by reason of being appointed as such:

- (a) is entitled to receive notice of meetings of the Board;
- (b) if the Appointor is not present at a meeting of the Board, may attend and vote at that meeting in place of the Appointor;
- (c) and when acting as such, is an officer of the Company and not an agent of the Appointor and, in those circumstances, is subject to all the duties and has all the powers and rights of the Appointor as a Director; and
- (d) may not be remunerated except out of the Remuneration which would otherwise be available to be paid to the Appointor and, in respect of that Remuneration, the Alternate Director's only rights (if any) are against the Appointor and not the Company.

11. Powers of the Board

11.1 Powers Generally

Except as otherwise required by the Act or any other applicable law or another provision of this Constitution:

- (a) the Board is to manage the appointment and, if necessary, the removal of the Auditor;
- (b) ensure that accounts of the Company are prepared and audited and lodged in compliance with the Act; and
- (c) exercise those powers and do all such acts as otherwise permitted by this Constitution,

to the exclusion of the Company in general meeting and the Members.

11.2 Appointment of Attorney

The Board may by power of attorney appoint any person to be an attorney of the Company with such powers for such periods, and subject to the conditions, determined by the Board.

11.3 Contents of Power of Attorney

A power of attorney under clause 11.2 may, without limitation:

- (a) contain any provisions for the protection and convenience of persons dealing with the attorney as the Board determines; and
- (b) authorise the attorney to delegate any or all of the powers vested in the attorney.

12. Proceedings of the Board

12.1 Mode of Meeting

The Board may meet in person or by telephone or other instantaneous means of conferring for the dispatch of business (or by any combination of those means) which allows each person present to hear and be heard by each other person present, and adjourn and otherwise regulate its meetings as it determines.

12.2 Quorum

The Board may determine the number of Directors present at a meeting of the Board necessary for the transaction of business at the meeting and:

- (a) the number until otherwise determined, is 3 (one of whom must be an Independent Director if there is an Independent Director on the Board); and
- (b) for the purposes of this clause and clauses 12.4 and 12.10, a Director is treated as present at the meeting by telephone or other instantaneous means of conferring if the Director is able to hear the entire meeting and be heard by all others attending the meeting.

12.3 Notice of Meeting

Notice of each meeting of the Board:

- (a) must be given to each Director (and each Alternate Director in respect of whom the Appointor has given notice to the Company requiring notice to be given to that Alternate Director); and
- (b) may be given by telephone, email or facsimile message,

but the non-receipt of any notice of a Board meeting by a Director does not affect the validity of the convening of the meeting.

12.4 Place of Meeting

Where the Board holds a meeting solely or partly by telephone or other instantaneous means of conferring the meeting is to be treated as held at the place at which at least one of the Directors present at the meeting is physically located as is agreed by those Directors present at the meeting.

12.5 Period of Notice

The Board may determine the period of notice (unless waived by a majority of the Directors to whom notice of a particular meeting is sent) for each meeting of the Board which, until otherwise determined, is 24 hours.

12.6 Convening of Board Meeting

A Director may at any time, and the Secretary must on request from a Director, convene a meeting of the Board.

12.7 Appointment of Chairman

The Board may elect one of the Directors to be Chairman and may elect another to be deputy Chairman and determine the period for which each of those Directors is to hold that office.

12.8 Chairman of Board Meetings

Where the Board holds a meeting and:

- (a) has not appointed a Chairman under clause 12.7 or the Chairman is not present within 10 minutes of the time appointed for the holding of the meeting or is unwilling or unable to act; and
- (b) has not appointed a deputy Chairman under clause 12.7 or the deputy Chairman is not present within 10 minutes of the time appointed for the holding of the meeting or is unwilling or unable to act,

the Directors present at the meeting may choose one of their number to be the chairman of that meeting.

12.9 Majority Decisions

- (a) Subject to clause 12.9(b), every question arising and resolution dealt with at a meeting of the Board is to be decided by a majority of votes of the Directors present and voting on the question or resolution.
- (b) If the Board is constituted by Independent Directors, at least one Independent Director must vote in favour of the question arising and resolution dealt with at a meeting of the Board.

12.10 Votes of Directors

Subject to this Constitution:

- (a) each Director (other than a person who is only a Director by reason of being an Alternate Director) present at a meeting of the Board has one vote on every question or resolution at that meeting;
- (b) each Alternate Director entitled to be present and to vote at the meeting has one vote for each Appointor in respect of which the Director is present which, in the case of an Alternate Director who is also a Director to whom clause 12.10(a) applies, is to be in addition to the vote conferred on that Director by clause 12.10(a); and
- (c) if there is an equality of votes on any question or resolution, the Chairman of the meeting, if he or she is entitled to vote on the question or resolution, has the power to exercise a casting vote in addition to any other vote he or she may have.

12.11 Exercise of Powers by Board

A power of the Board, unless it has been conferred exclusively or delegated exclusively to a committee of the Board under clause 12.12, is exercisable only:

- (a) by resolution at a meeting of the Board at which a quorum is present; or
- (b) by a resolution of the Directors under clause 12.14.

12.12 Delegation to Committee

The Board may delegate any of its powers (which powers may be delegated so as to be concurrent with, or to the exclusion of, the powers of the Board) to a committee consisting of not less than one Director, and which may also include any other persons, determined by the Board.

12.13 Committee Powers and Meetings

Where the Board has appointed a committee under clause 12.12:

- (a) that committee must exercise the powers delegated to it under clause 12.12 in accordance with any directions of the Board;
- (b) a power so delegated when exercised by the committee in accordance with clause 12.13(a) is treated as exercised by the Board;
- (c) the members of the committee may elect a chairman from among the members;
- (d) where a committee holds a meeting and:
 - (i) has not elected a chairman under clause 12.13(c); or
 - (ii) the chairman so elected is not present at the meeting within 10 minutes of the time appointed for the holding of the meeting or is unwilling or unable to act,

the members of the committee present at the meeting may choose one of their number to be chairman of the meeting;

- (e) the committee may meet in person or by telephone or other instantaneous means of conferring for the dispatch of business (or by any combination of those means) and adjourn and otherwise regulate its meetings as it may determine; and
- (f) the committee meetings are otherwise governed by the provisions of this Constitution which regulate the meetings and procedures of the Board to the greatest extent practicable.

12.14 Written Resolution of Directors

If all the Directors entitled to receive notice of a meeting of the Board and to vote on a resolution sign a document to the effect that they support the resolution (the terms of which are set out in the document), a resolution in those terms is for all purposes to be treated as having been passed at a duly convened meeting of the Board held on the date and at the time when the last Director signed the document.

12.15 Several Documents Suffice

For the purpose of clause 12.14:

- (a) two or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document;
- (b) the signature by an Alternate Director of a document is not required if the Appointor of that Alternate Director has signed the document;
- (c) the signature by the Appointor of an Alternate Director of a document is not required if that Alternate Director has signed the document; and
- (d) an email or facsimile message containing the text of the document expressed to have been signed by a Director and sent to the Company is a document signed by that Director at the time of its receipt by the Company.

12.16 Validity of Acts of Directors

Each resolution passed or act or thing performed or done by, or with the participation of, a person acting as a Director or member of a committee in respect of whom it is later discovered there was some defect in appointment to, or continuation in, office of that person or that the person so appointed was disqualified or not entitled to perform, vote on or do, the resolution, act or thing, is as valid and effective as if that Director or member of committee had been validly appointed, had validly continued in office, or had not been disqualified and was entitled so to perform, vote or do.

13. Secretary

The Board may:

- (a) appoint any person to be a Secretary of the Company;
- (b) determine the term of appointment, powers and duties of that person as a Secretary;
- (c) vary any determination so made; and
- (d) terminate or suspend any appointment of a person as Secretary.

14. Company Administration

14.1 Minutes to be Made

The Board must cause minutes to be made of:

- (a) the names of the Directors present at each Board meeting;
- (b) the names of the committee members present at each meeting of a committee appointed under clause 12.12;
- (c) the proceedings and resolutions of each general meeting;
- (d) the proceedings and resolutions of each Board meeting; and

- (e) the proceedings and resolutions of each meeting of a committee appointed under clause 12.12.

14.2 Minutes to be Entered

The Board must cause all minutes made under clause 14.1 to be entered in the relevant minute book of the Company.

14.3 Signature of Minutes

The minutes of a meeting made under clause 14.1, if appearing on their face to be signed by the Chairman of the meeting or the Chairman of the next succeeding meeting of the relevant body, are sufficient but (except where this Constitution otherwise provides) not conclusive evidence without proof of any further facts of the matters stated in them.

14.4 Mode of Execution by Company

An instrument is validly executed on behalf of the Company only if the instrument is signed under hand by 2 Member Directors.

14.5 Execution of Bills and Cheques

All cheques, bills of exchange and other negotiable instruments, all orders for payment and all receipts for money paid to the Company may only be signed for and on behalf of the Company by 2 Member Directors.

14.6 Inspection of Records

The Board may determine whether and to what extent, at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Board.

15. Accounts, Audit and Reserves

15.1 Company to Keep Accounts

The Board must cause:

- (a) the Company to keep the accounting records as required by the Act; and
- (b) if required by the Act, financial statements to be made out, and sent with any other documents required by the Act to be sent to Members.

15.2 Audit

If required by the Act to do so, the Board must cause:

- (a) the accounts of the Company to be audited as required by the Act; and
- (b) the Auditor's report to be sent to Members.

15.3 Accumulation of Reserves

The Board must do the following with the profits of the Company:

- (a) carry forward an amount representing not more than 3 months' reasonable operating costs to a reserve maintained by the Company; and
- (b) remit surplus funds to the Trust as soon as practicable (but in any event not later than one month after the end of each half-yearly period ending 30 June and 31 December).

16. Notices

16.1 Service of Notices by Company

A notice is properly given by the Company to a person if:

- (a) it is personally served;
- (b) a letter containing the notice is prepaid and posted to the person at an address (if any) supplied by the person to the Company for service of notices or (where the person is a Member) as shown in the Register;
- (c) it is sent to the facsimile number nominated by the person to the Company for service of notices;
- (d) it is sent to the email address nominated by the person to the Company for service of notices; or
- (e) the person receives the notice.

16.2 Time of Service

A notice is treated as being given to a person by the Company:

- (a) where sent by post in accordance with clause 16.1(b), 3 Business Days after the day on which it is posted;
- (b) where sent by facsimile in accordance with clause 16.1(c), on production of a report from the sending machine which indicates that the facsimile was sent in its entirety to the facsimile number of the person;
- (c) where sent by email in accordance with clause 16.1(d), on receipt of a delivery confirmation report by the Company, which records the time that the email was delivered to the person's email address; or
- (d) in any other case, when the person actually receives the notice.

16.3 Notice of General Meetings

The Company must give notice of every general meeting to:

- (a) every Member;
- (b) every Director;
- (c) the Auditor, if any,

but no other person is entitled to receive notices of general meetings.

16.4 Counting of Days

Where a specified period (including a particular number of days) must elapse or expire from or after the giving of a notice before an action may be taken neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

16.5 Certificate of Director or Secretary

If a Director or Secretary signs a certificate that a notice was given in the manner set out in the certificate, that certificate is conclusive evidence of the accuracy of the matters set out in it.

17. Winding Up

17.1 Winding-Up Generally

In the event of the Company being wound up, the amount that remains after such winding-up and the satisfaction of all debts and liabilities shall be transferred to any organisation with similar purposes which is not carried on for the profit or gain of its individual members.

17.2 Contribution by Members

If the Company is wound up, every Member of the Company undertakes, during the time that he or she is a Member or within one year after that time, to contribute an amount not exceeding \$10 for payment of the debts and liabilities of the Company that were incurred before the time at which he or she ceased to be a Member.

18. Miscellaneous

18.1 Indemnity of Officers

To the extent that it is permitted to do so by the Act, the Company must indemnify each Director, officer, Auditor and agent of the Company ("**Officer**") against any liability which that Officer may incur by reason of being an Officer or in carrying out the business or exercising the powers of the Company.

18.2 Specific Indemnities

Without limiting clause 18.1, to the extent that it is permitted to do so by the Act, the Company must indemnify each Officer against:

- (a) any liability (other than a liability which arises out of conduct involving a lack of good faith) to another person (other than the Company or a related body corporate) incurred by reason of being an Officer or in carrying out the business or exercising the powers of the Company; and
- (b) any liability for costs and expenses incurred by that Officer as such:
 - (i) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Officer or in which the Officer is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Act.

18.3 Further Power to Indemnify

The Company may indemnify or agree to indemnify or enter into (and pay premiums on) a contract of insurance in respect of any person (whether or not that person is, or has been, an Officer) to the extent permitted by the Act and this power is not restricted by the provisions of clauses 18.1 and 18.2.

18.4 Former Officer

The indemnities conferred on Officers by clauses 18.1 and 18.2 apply in respect of each person who is at any time an Officer for all the period that person is an Officer and the person may claim on those indemnities in respect of that period even though the person is not an Officer at the time the claim is made.

18.5 General Authorisation

Where the Act authorises or permits a company to do any thing if so authorised by its Constitution, the Company is authorised by this clause to do that thing.

19. Amendment of Constitution

This Constitution (including this clause 19) can only be amended by resolution in a general meeting passed by not less than 75% of all Members of the Company.

20. By-Laws

The Board may from time to time make by-laws (not inconsistent with this Constitution) in respect of the conduct of the Company's activities, and may amend, or revoke or replace such by-laws from time to time.

SCHEDULE 1

Part 1 - Definitions

In this Constitution, unless the subject or context is inconsistent, each of the following expressions shall have the meaning assigned to it below:

Act	means the <i>Corporations Act 2001</i> (Cth).
Alternate Director	means a person appointed as an alternate director under clause 10.1.
Appointor	in respect of an Alternate Director, means the Director who appoints that Alternate Director under clause 10.1.
Auditor	means the auditor of the Company from time to time.
Board	means the Directors acting collectively under this Constitution, or a sole Director exercising the powers of the Board under the Act and this Constitution.
Business Day	means a day on which banking corporations in the State generally are open for the full range of banking business.
Chairman	means the Chairman of the Board from time to time appointed under clause 12.7.
Company	means Gold Coast Kart Club Limited.
Director	means a person appointed as a director for the time being of the Company (including, where appropriate, an Alternate Director).
Independent Director	means a non-executive Director who is not a Member and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement.
Member	means a person whose name is entered in the Register as a Member of the Company.
Member Director	means a Director who is a Member.
Officer	has the meaning given to it under clause 18.1.
Ordinary Resolution	means a resolution of a general meeting of Members other than a Special Resolution.
Register	means the register of members kept pursuant to the Act.
Remuneration	means any emolument but does not include any payment by way of compensation for loss of office or in connection with the retirement of a person from office.
Secretary	means a person appointed as a secretary of the Company from time to time (including any person appointed to perform the duties of a secretary temporarily).
Senior Executive	means a person who: (a) makes, or participates in making, decisions that affect the whole, or a substantial part, of a business or a corporation; (b) has the capacity to affect significantly the financial standing of a business or a corporation.
Special Resolution	means a resolution of a general meeting of Members passed in accordance with section 9 of the Act.

- State** means Queensland.
- State Karting Association** means those associations of the six States of Australia and of the Northern Territory who are members of the Australian Karting Association Inc, consisting:
- (a) Australian Karting Association (TAS) Inc;
 - (b) Australian Karting Association (SA) Inc;
 - (c) Australian Karting Association (NSW) Inc;
 - (d) Australian Karting Association (QLD) Inc;
 - (e) Australian Karting Association (WA) Inc;
 - (f) Australian Karting Association Northern Territory (Inc);
 - (g) Victorian Karting Association Inc,
- and such other karting associations admitted from time to time to membership of the Australian Karting Association Inc.
- Trust** means the Gold Coast Kart Club Trust.
- Voting Member** means a Member:
- (a) who is entitled to be present at a general meeting;
 - (b) who is present at the meeting in any of the ways set out in clause 5.1;
and
 - (c) in respect of whom there is at least one item of business to be considered at the meeting on which the Member is not disqualified from voting.

Part 2 - Interpretation

In this Constitution:

1. reference to any statute or statutory provision shall include any modification or re-enactment of, or any legislative provisions substituted for, and all legislation and statutory instruments issued under such legislation or such provision;
2. words denoting the singular shall include the plural and vice versa;
3. words denoting individuals shall include corporations, associations, trustees, instrumentalities and partnerships and vice versa;
4. a reference to a person is also to the legal personal representative of that person or successor, as the case may be;
5. words denoting any gender shall include all genders;
6. a reference to a clause or a Schedule is to a clause of or schedule to this Constitution;
7. a schedule is part of this Constitution;
8. an expression defined in, or given a meaning for the purposes of the Act (except where defined, or given a meaning, in this Constitution) has the same definition or meaning in this Constitution where it relates to the same matters as the matters for which it is defined or given a meaning in the Act;

9. a reference to a matter being written includes that matter being in any mode of representing or reproducing words, figures or symbols in written form;
10. where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning;
11. a reference to power is also a reference to authority and discretion;
12. where an expression is defined any where in this Constitution it has the same meaning throughout; and
13. a reference to a particular Part, Division, section, subsection, paragraph or subparagraph is a reference to a Part, Division, section, subsection, paragraph or subparagraph of the Act.

SCHEDULE 2

(Clause 6.4)

PROXY FORM

(name of member)

of

(address of member)

(the "**Member**"), a member of **Gold Coast Kart Club Limited**, appoints:

(name of proxy)

of

(address of proxy)

or, failing that person, the chairman of the meeting as the Member's proxy to vote for the Member and on the Member's behalf at the [extraordinary] general meeting of the company to be held on *[insert date]* at *[insert time]* am/pm and at any adjournment of that meeting.

The proxy is directed to vote in the following manner:

Resolution: *[insert]*

FOR AGAINST ABSTAIN

(A mark should be placed in the appropriate box if the Member wishes to direct the proxy to vote in a specified way in relation to the above resolutions. If no direction is given, the proxy may vote or not as the proxy sees fit.)

This form must be signed by the Member or by an attorney of the Member.

Dated:

SCHEDULE 3

(Clause 10.2)

FORM OF APPOINTMENT OF ALTERNATE DIRECTOR

I, the undersigned, a Director of **Gold Coast Kart Club Limited**, exercise the power given to me by the Constitution of the Company and appoint *[insert name]* of *[insert address]* to act as Alternate Director for me. This appointment takes effect **immediately** on *[insert date]* and extends until **[insert date]** revoked by me.

Notice of meetings of the Board **is/**is not to be given to the person appointed by this notice.

Dated:

(Signature)

(Name printed)

* Delete and complete as required

We, the persons who will be the initial Members of **Gold Coast Kart Club Limited** agree to the Constitution set out above.

MEMBER

Name	Class of Membership	Signature
Patrick Francis Buckley	Senior	
Frederick Charles Dean	Senior	
John Charles Sewell	Senior	

DATED this day of September 2011.