Minutes of the Special General Meeting (SGM) of Townsville Enterprise Limited held at 4:00pm on Wednesday 26 April 2023 in the Boardroom, 151 Sturt Street, Townsville.

PRESENT: Directors: Kevin Gill (Chair), Cr Jenny Hill (Deputy Chair), Joe Carey, Ranee Crosby, Kathy Danaher, Michael Jones (on Teams), Moya Steele, Peter Wheeler. Proxy vote received form Jamie Fitzpatrick.

1. CHAIRMAN’S WELCOME

The Special General Meeting opened at 4:00pm and the Chairman thanked all for attending and announced that a quorum had been achieved. He welcomed Life Members Greg Peel (on Teams) and Graham Jackson, Mayor and Director Jenny Hill, Directors Joe Carey, Moya Steele, Ranee Crosby, Kathy Danaher, Peter Wheeler, Michael Jones (on Teams) and the proxy for Jamie Fitzpatrick and welcomed new Member, Mayor Jane McNamara, Flinders Shire Council.

1. APOLOGIES

Apologies were received from Senator Susan McDonald, Prof Simon Biggs and Laurence Lancini.

1. BACKGROUND - CONSTITUTION

Townsville Enterprise’s current Constitution is over 30 years old. The Board resolved to have the Constitution reviewed and updated to reflect modern standards through a thorough review process. Mr Peter Duffy, Partner, Wilson Ryan Grose, were engaged to support the process.

1. CONSTITUTION CHANGES

The Chair introduced the Company Secretary, Tracey Holmes, who outlined the six key substantive changes to the Constitution:

* 1. Objectives of Townsville Enterprise Limited:
		+ Clauses 3 to 7 of the current Constitution is Clause 2 in the new Constitution. This allows Townsville Enterprise to be more flexible in meeting the requirements of its members and to give more flexibility to follow the Strategic Plan.
	2. Members
		+ Clauses 8 to 9 of the current Constitution is Clauses 8 to 19 of the new Constitution. This allows the language of the section to be brought up to date. Gives clarity on the Principal Partner and membership clauses.
	3. Board Directors
* Clauses 16 to 17 and 20 to 21 in the current Constitution is Clauses 20 to 36 in the new Constitution changing the number of Directors to be no less than eight (8) and no more than 12 at any one time with provision to exclude Directors related by blood or marriage.
	1. Chair
		+ Clause 16.5 (a) in the current Constitution is Clause 116 in the new Constitution. This allows the Chair to be affiliated with Government organisations with Board approval. Directors' roles and responsibilities have been included in the Governance Charter.
	2. Committees
		+ Clause 22 in the current Constitution is Clauses 43 to 47 in the new Constitution. This enables flexibility in Committee Structure. Committees are now included in the Governance Charter.
	3. Director Remuneration
		+ New Clauses 54 to 56 allows for Director remuneration subject to approval by members. This allows Townsville Enterprise to attract the best candidates for Board Directors with new Directors ratified at the next Annual General Meeting.
1. FEEDBACK FROM MEMBERS
* Changes reflect good Corporate Governance.
* Ensures the document is modern and meets the Corporations Act (2001) and ASIC requirements.
* The organisation has evolved but the intent must not be changed - securing the future of Townsville North Queensland.
* Good organisations regularly review their Constitution.

The Chair noted the satisfaction with the proposed Constitution and called for a show of hands to approve the new Constitution as of 26 April 2023.

**Approved by show of hands**

1. CLOSURE

There being no further business the Chair declared the Special General Meeting closed at 4:19pm.

**SGM Attendees:**

Kevin Gill (Chair) Townsville Enterprise

Cr Jenny Hill (Deputy Chair) Townsville City Council

Joe Carey (Director) Carey Group of Companies

Ranee Crosby (Director) Port of Townsville

Kathy Danaher (Director) Ark Energy

Proxy for Jamie Fitzpatrick (Director) FGH Group

Michael Jones (Director) The Ville Resort-Casino

Moya Steele (Director) Keir Steele Waldon Lawyers

Peter Wheeler (Director) Colliers Townsville

Cr Jane McNamara Flinders Shire Council

Graham Jackson Life Member

Greg Peel Life Member

Paul Crocombe Adrenalin Snorkel and Dive

Jess Schmor Aligned Corporate Residences Townsville

Elizabeth Buckley Delta Office Solutions

Stephanie Schierhuber GHD Pty Ltd

Kirstin Dobbs Great Barrier Reef Marine Park Authority

Diana Lock & Stephen Gulbrandson Morgans Financial

Vicki Johnson North Queensland Burdekin Distillery

Sarah Tincknell & Emily Heenan Origin Energy

Tony Barton Ornatas Pty Ltd

Darren Spearman SeaLink Queensland Pty Ltd

Debra Burden & Sally Bawden Selectability

Michael Kern Townsville Chamber of Commerce

Peter Duffy Wilson/ryan/grose Lawyers