

Constitution of Burnett Mary Regional Group for Natural Resource Management Ltd

A company limited by guarantee

Amended: 29/11/2019

Table of contents

| | | |
|----------|---|-----------|
| 1 | General ----- | 1 |
| 1.1 | Name of Company | 1 |
| 1.2 | Liability of Members | 1 |
| 1.3 | Replaceable Rules | 1 |
| 2 | Definitions and interpretation----- | 1 |
| 2.1 | Definitions | 1 |
| 2.2 | Interpretation | 3 |
| 3 | Objects and powers ----- | 4 |
| 3.1 | Objects of Company | 4 |
| 3.2 | Separate objects | 4 |
| 3.3 | Powers of the Company | 5 |
| 3.4 | No power to issue shares | 5 |
| 4 | Non-profit nature of the Company ----- | 5 |
| 4.1 | Non-profit | 5 |
| 4.2 | No distribution of profits to Members on winding up | 5 |
| 4.3 | Limited liability on winding up | 5 |
| 5 | Membership ----- | 6 |
| 5.1 | Types of membership | 6 |
| 5.2 | Classification of Ordinary Members by Sector | 6 |
| 5.3 | Application for Ordinary Membership | 7 |
| 5.4 | Form of Application | 7 |
| 5.5 | Admission to Membership | 8 |
| 5.6 | Notification by Members | 8 |
| 5.7 | Register of Members | 8 |
| 5.8 | Membership Fee | 9 |
| 5.9 | Unpaid Membership Fees | 9 |
| 6 | Financial records----- | 9 |
| 6.1 | Keeping of financial records | 9 |
| 6.2 | Banking of money | 9 |
| 6.3 | Appointment of auditor | 9 |
| 7 | Inspection of records of the Company ----- | 10 |
| 8 | General meetings ----- | 10 |
| 8.1 | General meetings | 10 |
| 8.2 | Circulating resolutions | 10 |

| | | |
|-----------|---|-----------|
| 8.3 | Calling of annual general meeting | 11 |
| 8.4 | Notice of meeting | 11 |
| 8.5 | Persons entitled to notice of general meeting | 11 |
| 8.6 | Contents of notice | 11 |
| 8.7 | Notice of adjourned meeting | 11 |
| 9 | Proceedings of meetings----- | 12 |
| 9.1 | Business of general meetings | 12 |
| 9.2 | Quorum | 12 |
| 9.3 | Adjournment in absence of quorum | 12 |
| 9.4 | Chair | 13 |
| 9.5 | Acting Chair | 13 |
| 9.6 | General conduct of meeting | 13 |
| 9.7 | Adjournment | 14 |
| 9.8 | Voting | 14 |
| 9.9 | Declaration of vote on a show of hands – when poll demanded | 14 |
| 9.10 | Taking a poll | 15 |
| 9.11 | Continuation of business | 15 |
| 9.12 | Special meetings | 15 |
| 10 | Votes of members ----- | 15 |
| 10.1 | Voting rights | 15 |
| 10.2 | Appointment of proxies | 15 |
| 10.3 | Voting by corporation | 16 |
| 10.4 | Validity of vote | 16 |
| 10.5 | Form and execution of proxy document | 16 |
| 10.6 | Board to issue forms of proxy | 16 |
| 10.7 | Attorneys of members | 17 |
| 11 | The Board----- | 17 |
| 11.1 | Directors | 17 |
| 11.2 | Election of Directors | 17 |
| 11.3 | Term of Directors | 18 |
| 12 | Vacation of office ----- | 19 |
| 12.1 | Resignation | 19 |
| 12.2 | Removal | 19 |
| 12.3 | Disqualification | 19 |
| 13 | Exercise of voting power----- | 19 |
| 13.1 | Exercise of voting power in other corporations | 19 |

| | | |
|-----------|---|-----------|
| 14 | Alternate Directors ----- | 20 |
| 14.1 | Director may appoint an alternate | 20 |
| 14.2 | Conditions of office of alternate | 20 |
| 15 | Proceedings of the Board ----- | 20 |
| 15.1 | Procedures about Board meetings | 20 |
| 15.2 | Meetings by telephone or other means of communication | 21 |
| 15.3 | Votes at meetings | 21 |
| 15.4 | Convening of meetings | 21 |
| 15.5 | Chair | 21 |
| 15.6 | Powers of meetings | 21 |
| 15.7 | Delegation of powers to Committees | 21 |
| 15.8 | Proceedings of Committees | 21 |
| 15.9 | Validity of acts | 22 |
| 15.10 | Resolution in writing | 22 |
| 16 | Powers of the Board ----- | 22 |
| 16.1 | General powers of the Board | 22 |
| 16.2 | Directors may contract with Company | 23 |
| 17 | Company Secretary ----- | 23 |
| 18 | Other salaried officers ----- | 23 |
| 19 | Public Fund ----- | 23 |
| 19.1 | Requirements of a Public Fund | 23 |
| 19.2 | Ministerial Rules | 24 |
| 19.3 | Not-for-Profit | 24 |
| 19.4 | Conduit Policy | 24 |
| 19.5 | Winding-up | 24 |
| 19.6 | Statistical Information | 24 |
| 19.7 | Rules for the Public Fund | 24 |
| 20 | The Seal ----- | 25 |
| 20.1 | Company Seal is optional | 25 |
| 20.2 | Affixing the Seal | 25 |
| 20.3 | Execution of documents without a Seal | 25 |
| 20.4 | Other ways of executing documents | 25 |
| 21 | Minutes ----- | 25 |
| 21.1 | Contents of minutes | 25 |
| 21.2 | Signing of minutes | 25 |

| | | |
|-----------|--|-----------|
| 22 | Notices----- | 26 |
| 22.1 | Service of notices | 26 |
| 22.2 | When notice deemed to be served | 26 |
| 22.3 | Member not known at Registered Address | 26 |
| 22.4 | Signature to notice | 26 |
| 22.5 | Reckoning of period of notice | 26 |
| 22.6 | Service on deceased Members | 27 |
| 22.7 | Notification of change of address | 27 |
| 23 | Indemnity and insurance ----- | 27 |
| 23.1 | Indemnity in favour of Directors, Secretaries and Executive Officers | 27 |
| 23.2 | Indemnity for legal costs | 27 |
| 23.3 | Indemnity for employees | 28 |
| 23.4 | Indemnity for legal costs of employees | 28 |
| 23.5 | Proceedings | 28 |
| 23.6 | Insurance for the benefit of Directors, Secretaries and Executive Officers | 28 |
| 23.7 | Insurance for other Officers | 29 |
| 23.8 | When insurance may not be provided by the Company | 29 |

A company limited by guarantee

Constitution of Burnett Mary Regional Group for Natural Resource Management Ltd

1 General

1.1 Name of Company

The name of the Company is Burnett Mary Regional Group for Natural Resource Management Ltd.

1.2 Liability of Members

The liability of Members is limited.

1.3 Replaceable Rules

The Replaceable Rules do apply to the Company.

2 Definitions and interpretation

2.1 Definitions

In this document:

| Term | Definition |
|--------------------------------|---|
| Board Candidate | A Board Candidate is a financial member whose nomination is supported in writing by two other financial members of the company. |
| ASIC | means the Australian Securities and Investments Commission. |
| BMRG | means the Burnett Mary Regional Group for Natural Resource Management Limited. |
| Board | means the board of directors of Burnett Mary Regional Group for Natural Resource Management Ltd. |
| Burnett Mary Region | means: <ul style="list-style-type: none">(a) the watersheds of the Burnett, Mary, Kolan, Elliott, Isis, Burrum, Gregory, and Auburn Rivers; and the Baffle and Barambah Creeks; and(b) Fraser Island, Hervey Bay and the Great Sandy Strait. |
| Burnett River Catchment | means: <ul style="list-style-type: none">(a) the watershed of the Burnett River and its tributaries; and |

| Term | Definition |
|------------------------------------|---|
| | (b) the associated coastal catchments of Baffle Creek and the Elliott, Gregory, Isis and Kolan Rivers. |
| Business Day | means a day that is not a Saturday, Sunday or public holiday where the Office is located. |
| Chair | includes an acting Chair under rule 9.5. |
| Committee | means a committee to which powers have been delegated by the Board under rule 15.7. |
| Company | means Burnett Mary Regional Group for Natural Resource Management Ltd. |
| Constitution | means the constitution of the Company. |
| Corporations Act | means <i>Corporations Act 2001</i> (Cth) and <i>Corporations Regulations 2001</i> (Cth). |
| Director | means a person elected to the office of director of the Company. |
| Director Election Procedure | Means the process outlined in rule 11.2. |
| Executive Officer | for the purposes of rule 23, means a person who is concerned, or takes part in, the management of the Company (regardless of the person's designation and whether or not the person is a director of the Company). |
| Fee Date | means 1 November each year or such other date as determined by the Board. |
| Gift | means a donation, gift, settlement, benefaction or other voluntary transfer or disposition of money, money's worth, property or benefits. |
| Liability | for the purposes of rule 23, includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense. |
| Mary River Catchment | means: <ul style="list-style-type: none"> (a) the watershed of the Mary River; (b) the associated coastal catchment of the Burrum River; and (c) Fraser Island, Hervey Bay and the Great Sandy Strait. |
| Member | means any person who becomes a member under the Corporations Act or this Constitution and who is recorded in the Register of Members. |
| Members Present | means Members present at a general meeting of the Company in person, or by their appointed representative, proxy, or attorney. |
| Membership Fee | means the fee proposed by the Board and set by the Members in accordance with rule 5.8. |
| Office | means the registered office of the Company. |

| Term | Definition |
|---------------------------|--|
| Officer | for the purposes of rule 23, means a Director or Secretary of the Company or a person: <ul style="list-style-type: none"> (a) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company; (b) who has the capacity to affect significantly the Company's financial standing; or (c) under whose instructions or wishes the Board is accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Board or the Company). |
| Principal Purpose | means the purpose contained in rule 3.1(a). |
| Proceedings | for the purposes of rules 23.2 and 23.4 has the meaning set out in rule 23.5. |
| Public Fund | Means the fund established pursuant to rule 3.1(a) and maintained in accordance with rule 19. |
| Quorum | See rule 9.2. |
| Register | means the register of Members of the Company established under the Corporations Act. |
| Registered Address | means the address of the Member specified in the Register or another other address notified by the Member to the Company as the place they will accept service of notices. |
| Replaceable Rules | means the replaceable rules under the Corporations Act and includes any replaceable rules that become or may become a provision of the Corporations Act. |
| Seal | means the common seal of the Company if any. |
| Secretary | means a person appointed as secretary of the Company and includes a person appointed to perform the duties of secretary. |
| Sector | means each of the classifications identified in rule 5.2. |

2.2 Interpretation

In this document:

- (a) a singular word includes the plural and vice versa;
- (b) a word which suggests one gender includes the other gender;
- (c) a reference to a clause, schedule, annexure or party is a reference to a clause of, and a schedule, annexure or party to, this document and references to this document include any schedules or annexures;

- (d) a reference to a party to this document or any other document or agreement includes the party's successors, permitted substitutes and permitted assigns;
- (e) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (f) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced;
- (g) a reference to this document includes the agreement recorded by this document;
- (h) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
- (i) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day;
- (j) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity; and
- (k) a reference to 'month' means calendar month.

3 Objects and powers

3.1 Objects of Company

The objects of the Company are:

- (a) to develop and deliver natural resource management activities for the purpose of protecting, enhancing or improving the natural environment or a significant aspect of the natural environment within the Burnett Mary region;
- (b) to establish and maintain a public fund to be called the Ecovery Environment Fund for the specific purpose of supporting the environmental objects/purposes of the Burnett Mary Regional Group for Natural Resource Management Ltd. The fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The fund must not receive any other money or property into its account and it must comply with subdivision 30E of the Income Tax Assessment Act 1997.
- (c) to promote the objects of the Company in any manner the Board considers appropriate, and to do things incidental or conducive to the attainment of these objects;

3.2 Separate objects

Each of the objects in rule 3.1 is a separate object of the Company, and must not be construed by reference to any other object.

3.3 Powers of the Company

The Company has all the powers of an individual and a body corporate, subject to rule 3.4.

3.4 No power to issue shares

The Company has no power to issue or allot shares.

4 Non-profit nature of the Company

4.1 Non-profit

- (a) The income and property of the Company must only be applied towards the promotion of the objects of the Company set out in this Constitution.
- (b) No income or property may be paid or transferred, directly or indirectly, to a Member except for payments to a Member:
 - (i) in return for services rendered by or goods supplied by the Member to the Company in the ordinary and usual course of business; or
 - (ii) as principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate.

4.2 No distribution of profits to Members on winding up

- (a) Where property remains after the winding-up or dissolution of the Company, and satisfaction of all its debts and liabilities, it must not be distributed among the Members.
- (b) Subject to rule 4.2(c), property referred to in rule 4.2(a) must be given to another fund, authority or institution with objects similar to the objects of the Company and a prohibition on distribution of its income and property among its members to an extent at least as great as is imposed on the Company under this Constitution.
- (c) The winding up of the Public Fund is subject to rule 19.5.
- (d) The fund to receive property under rule 19.5 must be decided by the Members at or before the time of the dissolution.

4.3 Limited liability on winding up

- (a) The liability of the Members is limited.
- (b) If the Company is wound up while a person is a Member, or within one year after the person ceases to be a Member, the person must contribute to the assets of the Company for:
 - (i) the payment of the debts and liabilities of the Company contracted before the person ceased to be a Member;
 - (ii) the costs of winding up; and
 - (iii) the adjustment of the rights of the contributors among themselves.
- (c) The maximum liability of each Member under rule 4.3(b) is \$10.

5 Membership

5.1 Types of membership

Until otherwise decided by the Members in general meeting, there is one class of membership, namely:

- (a) Ordinary Members

5.2 Classification of Ordinary Members by Sector

Members can be classified by Sector as follows:

Industry sectors:

- (a) Primary Industry (Burnett Catchment) – an individual, group or body corporate undertaking Primary Industry in the Burnett River Catchment;
- (b) Primary Industry (Mary Catchment) – an individual, group or body corporate undertaking Primary Industry in the Mary River Catchment;
- (c) Secondary and Tertiary Industry – an individual, group or body corporate undertaking secondary or tertiary production in the Burnett Mary region;

Community sectors:

- (d) Catchment care – an individual, group or body corporate with a demonstrated interest in enabling catchment management principles, including rivercare, in the Burnett Mary region;
- (e) Coastal Management – an individual, group or body corporate with a demonstrated interest in enabling coastal management principles in the Burnett Mary region;
- (f) Conservation – an individual, group or body corporate with a demonstrated interest in conservation and biodiversity principles as important to the future social and economic well-being of the Burnett Mary region;
- (g) Landcare – an individual, group or body corporate with a demonstrated interest in landcare principles in the Burnett Mary region;

Local Government sectors:

- (h) Local Government – an organisation defined as operating a local government under the *Local Government Act 1993* (as amended) and having at least part of their local government area located in the Burnett Mary region;

Traditional Owners sector:

- (i) Traditional Owners – an individual, group or body corporate who identifies as Traditional Owners under the *Native Title Act 1993* (as amended) living within the Burnett Mary region or maintaining a strong connection to their country with respect to cultural practices and policy.

5.3 Application for Ordinary Membership

- (a) Any individual who:
- (i) is not less than 18 years of age at the date of application;
 - (ii) in the opinion of the Board, is supportive of the objects of the Company; and
 - (iii) either:
 - (A) resides in the Burnett Mary region; or
 - (B) has their principal place of business in the Burnett Mary region
 - (C) has an interest in NRM and the furtherance of the objectives of BMRG in the Burnett Mary region

may apply for Ordinary Membership of the Company.

- (b) A Group or Body Corporate other than an individual who:
- (i) in the opinion of the Board, is supportive of the objects of the Company; and
 - (ii) carries on business activities in the Burnett Mary region; or
 - (iii) has an interest in NRM and the furtherance of the objectives of BMRG in the Burnett Mary region

may apply for Membership of the Company.

5.4 Form of Application

- (a) An application for Membership must:
- (i) be in writing in a form approved by the Board;
 - (ii) be signed by the applicant;
 - (iii) state the class of Membership and Sector the applicant is applying for if applicable; and
 - (iv) be accompanied by any other documents or evidence as to qualification for the class of Membership applied for which the Board requires.
- (b) If the applicant is a Group or Corporate Body other than an individual it must nominate one person (**Nominated Representative**) to represent it in the Company. The application form must:
- (i) state the name and residential address of the Nominated Representative; and
 - (ii) be signed by the Nominated Representative.
- (c) The applicant must include the annual Membership Fee with the application.

5.5 Admission to Membership

- (a) The Board may in its absolute discretion accept or reject any application for membership.
- (b) The Board need give no reason for the rejection of an application.
- (c) If an application for membership is rejected the Secretary must notify the applicant in writing and the Membership Fee paid by the applicant must be refunded to the applicant as soon as reasonably possible.
- (d) If an applicant is accepted for membership, the name and details of that person must be entered in the Register of Members and the Secretary must notify the applicant in writing of such acceptance.
- (e) An Ordinary Member once admitted and so long as they pay the annual Membership Fee as and when it falls due shall be entitled to:
 - (i) attend any general meeting of the Company;
 - (ii) vote at any general meeting of the Company;
 - (iii) vote for the election of the Director to be appointed by the Ordinary Members.
- (f) The Board must not accept new Members during the Director Election Procedure or once a date has been set for any meeting which requires Members to vote.

5.6 Notification by Members

- (a) Each Member must promptly notify the Secretary in writing of any change in their qualification to be a Member of the Company.
- (b) Each member must promptly notify the Secretary in writing of any change in its Nominated Representative or legal status.
- (c) A Nominated Representative must consent to the nomination in writing.

5.7 Register of Members

- (a) The Secretary must ensure that a Register of Members is kept by the Company in accordance with the Corporations Act.
- (b) The following must be entered in the Register of Members in respect of each Member:
 - (i) the full name of the Member;
 - (ii) the residential address, facsimile number and electronic mail address (if any) of the Member;
 - (iii) the date of admission to and cessation of Membership;
 - (iv) the date of last payment of the Member's Membership Fee;
 - (v) in the case of a Member, the full name, address, facsimile number and electronic mail address (if any) of its Nominated Representative; and

- (vi) such other information as the Board requires.
- (c) Each Member and Nominated Representative must notify the Secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within one month after the change.

5.8 Membership Fee

- (a) The Membership Fee payable by a Member of the Company is the sum the Members determine at the AGM.
- (b) All Membership fees are due on, and payable in advance of, or on the Fee Date each year.
- (c) If a person is admitted to Membership of the Company during the membership year the Board may reduce the Membership fees payable by the applicant in respect of the remainder of the period until the following Fee Date.
- (d) All Membership Fees must be paid by the Individual, or the Entity, and not by any other party.

5.9 Unpaid Membership Fees

If the Membership Fees of a Member remains unpaid for 2 months after it becomes payable, the Member ceases to be entitled to any of the rights or privileges of Membership. The rights or privileges of Membership may be reinstated at the absolute discretion of the Board, upon payment of all arrears.

6 Financial records

6.1 Keeping of financial records

- (a) The financial year of the Company begins on 1 July and ends at 30 June in the following calendar year.
- (b) Proper books and financial records must be kept recording the financial affairs of the Company. The Company must comply with the relevant accounting and auditing requirements of the Corporations Act.
- (c) The Board must distribute to all Members at the end of each financial year, copies of the financial report and any other documentation as required by the Corporations Act.
- (d) The Board must lay before the Members at each annual general meeting the financial statements required under rule 6.1(c).

6.2 Banking of money

All the money of the Company must be deposited in an account in the name of the Company at a bank chosen by the Board.

6.3 Appointment of auditor

The Company must appoint a qualified auditor as required by the Corporations Act. No Member may act as auditor of the Company.

7 Inspection of records of the Company

- (a) The Board may decide whether and to what extent, and at what time and place and under what conditions the financial records and other documents of the Company or any of them will be open to the inspection by Members other than the Board.
- (b) Any Member has the right to inspect any document of the Company except as set out in the Corporations Act.

8 General meetings

8.1 General meetings

- (a) General meetings of the Company may be called and held at the times and places and in the manner decided by the Board. Except as permitted by the Corporations Act, the Members may not convene a meeting of the Company. By resolution of the Board any general meeting (other than a general meeting which has been requisitioned or called by Members) may be cancelled or postponed before the date on which it is to be held.
- (b) The Chair of a general meeting may exclude from the meeting any person:
 - (i) in possession of a pictorial-recording or sound-recording device;
 - (ii) in possession of a placard or banner;
 - (iii) in possession of an object considered by the Chair to be dangerous, offensive or liable to cause disruption;
 - (iv) who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;
 - (v) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
 - (vi) who is not a Member (or a proxy, attorney or corporate representative of a Member), a Director or the auditor of the Company.
- (c) A person, whether or not a Member, who is invited by the Board or the Chair to attend a general meeting, may be present.

8.2 Circulating resolutions

- (a) This rule 8 applies to resolutions which the Corporations Act, or this Constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 of the Corporations Act to remove an auditor.
- (b) The Company may pass a resolution without a general meeting being held if all the Members 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.
- (c) Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- (d) The resolution is passed when the last member signs.

- (e) If the Company received by facsimile transmission a copy of a document referred to in this rule 8 it is entitled to assume that the copy is a true copy.

8.3 Calling of annual general meeting

A general meeting, to be called the annual general meeting, must be held at least once in every calendar year

8.4 Notice of meeting

- (a) Subject to the requirements of the Corporations Act as to short notice, at least 21 days' notice of a general meeting must be given in writing to those persons who are entitled to receive notices from the Company.
- (b) The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this Constitution does not invalidate the proceedings at or any resolution passed at the meeting.
- (c) Subject to the Corporations Act, if the meeting is to be held at two or more places the notice must set out details of the technology used to conduct the meeting.

8.5 Persons entitled to notice of general meeting

- (a) Written notice of a meeting of the Company's Members must be given to:
 - (i) each Member;
 - (ii) each Director; and
 - (iii) the Company's auditor.
- (b) No other person is entitled to receive notice of general meetings.

8.6 Contents of notice

- (a) A notice of a general meeting must:
 - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used);
 - (ii) state the general nature of the meeting's business;
 - (iii) 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
 - (iv) contain a statement setting out the following information:
 - (A) that the member has a right to appoint a proxy; and
 - (B) that the proxy need not be a member of the Company.

8.7 Notice of adjourned meeting

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for one month or more.

9 Proceedings of meetings

9.1 Business of general meetings

- (a) The business of an annual general meeting is:
 - (i) to receive and consider the financial and other reports required by the Corporations Act to be laid before each annual general meeting;
 - (ii) to elect or to note the election of Directors pursuant to rule 11;
 - (iii) when relevant to appoint an auditor; and
 - (iv) to transact any other business which, under this document, is required to be transacted at an annual general meeting.
- (b) All other business transacted at an annual general meeting and all business transacted at other general meetings is special business.
- (c) Except with the approval of the Board, with the permission of the Chair or under the Corporations Act, no person may move at any meeting either:
 - (i) any resolution or any amendment of a resolution about any special business of which notice has been given under rule 8.6; or
 - (ii) any other resolution which does not constitute part of special business of which notice has been given under rule 8.6.
- (d) The auditor and its representative may attend and be heard on any part of the business of a meeting concerning the auditor. The auditor or its representative, if present at the meeting, may be questioned by the Members, as a whole, about the audit.

9.2 Quorum

- (a) A quorum at a general meeting will be constituted by that number of Members present equal to double the number of current Directors on the Board, plus one.
- (b) If the Company at any time has less than 21 Members, but more than 1 Member, the quorum will be that number which is equal to one half of the number of Members. If the Company at any time has only one Member or where a class of Members is constituted by one Member, the quorum is 1.
- (c) Only members physically present and non-members who are the delegated proxies or attorneys of members and physically present are counted towards a quorum.
- (d) No person can be counted more than once when determining a quorum.
- (e) If the requisite quorum is not present at the commencement of the business of the general meeting, no business can be transacted except the election of a Chair and the adjournment of the meeting.

9.3 Adjournment in absence of quorum

If within 30 minutes after the time specified for a general meeting a quorum is not present, the meeting, if convened upon a requisition or called by Members, is to be dissolved, and in any other case it is to be adjourned to the same day in the next week (or, where that day is not a Business

Day, the Business Day next following that day) at the same time and place and if, at the adjourned meeting, a quorum is not present within 30 minutes after the time specified for holding the meeting, the meeting is to be dissolved.

9.4 Chair

- (a) The Chair of the Board will take the chair at every general meeting.
- (b) If at any general meeting:
 - (i) the Chair of the Board is not present at the specified time for holding the meeting; or
 - (ii) the Chair of the Board is present but is unwilling to act as Chair of the meeting, the deputy Chair of the Board must be Chair at the meeting.
- (c) If at any general meeting:
 - (i) there is no Chair of the Board or deputy Chair of the Board;
 - (ii) the Chair of the Board and deputy Chair of the Board are not present at the specified time for holding the meeting; or
 - (iii) the Chair of the Board and the deputy Chair of the Board are present but each is unwilling to act as Chair of the meeting,

the Directors present may choose another Director as Chair of the meeting and if no Director is present or if each of the Directors present are unwilling to act as Chair of the meeting, a Member chosen by the Members Present may act as Chair of the meeting.

9.5 Acting Chair

If during any general meeting the Chair acting under rule 9.4 is unwilling to act for any part of the proceedings, the Chair may withdraw from the chair during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a Director or who has been nominated for election as a Director at the meeting to be acting Chair of the meeting during the relevant part of the proceedings. Upon the conclusion of the relevant part of the proceedings, the acting Chair is to withdraw and the Chair is to retake the chair.

9.6 General conduct of meeting

- (a) Except as set out in the Corporations Act, the general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as decided by the Chair in accordance with BMRG Meeting Procedures and BMRG Standing Orders.
- (b) The Chair may at any time he or she considers it necessary for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members Present.
- (c) The Chairman may require the adoption of any procedure which is in the Chair's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company, whether on a show of hands or on a poll.

9.7 Adjournment

- (a) The Chair may at any time during the course of the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion and may adjourn any business, motion, question, resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting.
- (b) If the Chair exercises a right of adjournment of a meeting under this rule, the Chair has the sole discretion to decide whether to seek the approval of the Members Present to the adjournment and, unless the Chair exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment.
- (c) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

9.8 Voting

- (a) Only current members of the Company are entitled to vote at any General Meeting of the Company.
- (b) Each question submitted to a general meeting must be decided in the first instance by a show of hands of the Members Present and entitled to vote. Subject to rule 9.8(b) in the case of an equality of votes, the Chair has, both on a show of hands and at a poll, a casting vote in addition to the vote or votes to which the Chair may be entitled as a Member or as a proxy, attorney or, if applicable, a duly appointed corporate representative of a Member.
- (c) On a show of hands, where the Chair has two or more appointments that specify different ways to vote on a resolution, the Chair must not vote as a proxy.
- (d) Notwithstanding rule 9.8(b), the Chair has a casting vote in the case of an equality of votes cast on a show of hands by Members entitled to vote at the meeting.

9.9 Declaration of vote on a show of hands – when poll demanded

- (a) At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Company signed by the Chair of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded:
 - (i) before a vote is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) A poll may be demanded by:
 - (i) the Chair;
 - (ii) at least two Members Present entitled to vote on the resolution.
- (c) No poll may be demanded on the election of a Chair of a meeting.

9.10 Taking a poll

- (a) If a poll is demanded under rule 9.9, it must be taken in the manner and at the time and place the Chair directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
- (b) The demand for a poll may be withdrawn.
- (c) In the case of any dispute about the admission or rejection of a vote, the Chair's decision is final.

9.11 Continuation of business

A demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting immediately and without adjournment.

9.12 Special meetings

Rules about general meetings apply to any special meeting of Members held under this document or the Corporations Act.

10 Votes of members

10.1 Voting rights

- (a) The entitlement of Members to vote on a show of hands and on a poll is as set out in rule 5.5(e).
- (b) 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 the law about mental health, his committee or trustee or other person who has the management of his estate may exercise any rights of the Member about a general meeting as if the committee, trustee or other person were the Member.
- (c) A Member whose annual subscription is more than two months in arrears at the date of the general meeting is not entitled to vote at that meeting.
- (d) On a show of hands, subject to rule 10.1(e), where a person may vote in more than one capacity, that person is entitled only to one vote.
- (e) On a show of hands, if the person appointed as proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote.

10.2 Appointment of proxies

- (a) Any Member entitled to vote at a general meeting may appoint one proxy.
- (b) A proxy need not be a Member entitled in their own right to vote.
- (c) The document appointing a proxy (and the power of attorney, if any, under which it is signed or proof of the power of attorney to the satisfaction of the Board) must be deposited duly stamped (if necessary) at the Office, faxed to the Office or deposited, faxed or sent by electronic mail to any other place specified in the notice of meeting, at least 48 hours (or a lesser period as the Board may decide and stipulate in the notice of

meeting) before the time for holding the meeting or adjourned meeting or poll at which the person named in the document proposes to vote.

- (d) No document appointing a proxy is, except as set out in this rule, valid after the expiration of 12 months after the date of its execution unless revoked sooner. Any Member may deposit at the Office a document duly stamped (if necessary) appointing a proxy and the appointment is valid for all or any stipulated meetings of the Company until revocation.

10.3 Voting by corporation

- (a) Any corporation, being a Member and entitled to vote, may by resolution of its directors or other governing body or by proxy document, authorise any person, though not a Member, or any person occupying a particular office, to act as its representative.
- (b) That representative is entitled to exercise for the corporation the same powers at meetings as the corporation is entitled to exercise.

10.4 Validity of vote

- (a) A vote given as required by the terms of a proxy document or power of attorney is valid despite:
 - (i) the previous death or unsoundness of mind of the principal; or
 - (ii) the revocation of the proxy document or power of attorney in respect of which the vote is given;

if no written notice of the death, unsoundness of mind or revocation has been received at the Office before the meeting or any adjourned meeting.

- (b) A proxy is not revoked by the principal attending and taking part in the meeting, unless the principal actually votes on the resolution for which the proxy is proposed to be used.

10.5 Form and execution of proxy document

- (a) A document appointing a proxy must be in writing signed by the appointor or his or her attorney. If the appointor is a corporation the appointment must be signed by a duly authorised officer, in a form acceptable to the Board.
- (b) The proxy document is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.
- (c) A document appointing a proxy, unless the contrary is stated, is valid for any adjournment of the meeting, as well as for the meeting to which it relates. Any duly signed proxy which is incomplete may be completed by the Secretary on authority from the Board and as permitted by the Corporations Act and the Board may authorise completion of the proxy by the insertion of the name of any Director as the person in whose favour the proxy is given.

10.6 Board to issue forms of proxy

- (a) The Board may issue with any notice of general meeting of Members, forms of proxy for use by the Members.

- (b) Each form must enable the Member to write in the proxy's name. It may provide that if the Member leaves this blank, the proxy is to be a person named on the form.
- (c) The form may include the names of any of the Directors, or of any other person, as a suggested proxy.
- (d) The forms must allow the Member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution.

10.7 Attorneys of members

A Member may appoint an attorney to act on the Member's behalf at all or specified meetings of the Company. The power of attorney or proof of the power of attorney must be delivered to the Office or elsewhere as directed, with evidence to the satisfaction of the Board of the due execution of the power of attorney. The attorney may appoint a proxy for the Member.

11 The Board

11.1 Directors

- (a) Commencing from the 2014 Annual General Meeting the Board will consist of five (5) Directors elected by the members, in the manner set out in this Constitution.
 - (i) The Chair will be an elected Director, appointed by the Board and have voting rights.

11.2 Election of Directors

The election of Directors universally by members pursuant to rule 11.1(a) will occur in accordance with the following:

- (i) The Board will nominate a returning officer (**the Returning Officer**);
- (ii) The Returning Officer will by written notice to all Members call for nominations for available positions as Director no later than 42 days before the date set (by the Board) for the annual general meeting;
- (iii) Any 2 Members may nominate, in writing, a Board Candidate for election as a Director;
- (iv) The Board Candidate may provide relevant information, for distribution to members, to the Returning Officer by post, fax, email or hand to be delivered no later than 28 days before the date set by the Board for the Annual General Meeting;
- (v) The Returning Officer must provide each Board Candidate a copy of the names and contact details of members entitled to vote no later than 28 days before the date set (by the Board) for the Annual General Meeting;
- (vi) The Returning Officer must provide to members no later than 21 days before the date set (by the Board) for the Annual General Meeting:
 - (A) the Candidate's names (in alphabetical order);

- (B) relevant information to the election process as provided by the candidate;
 - (C) ballot and mailing envelope; and
 - (D) voting instructions and confirmation of the closing date for voting;
- (vii) Only votes submitted in the form of ballot issued by the Returning Officer will be accepted;
- (viii) The Board may alter these days (42, 28, 28 & 21) by + or – 3 days to accommodate calendar years and public holidays.
- (b) (i) If a vacancy occurs on the Board of a Director (“Mid-Term Vacating Director”), the Members may appoint a replacement Director for the remaining term of the vacating Director as set out in rule 11.3.
- (ii) Where the period of vacancy is less than 12 months, the Board may appoint a qualified Member to fill the vacancy.
- (iii) Otherwise, the Board may appoint a qualified Member to fill the vacancy until the next annual general meeting at which time that Director must stand down, however is eligible for re-election as a Director for the remaining term of the Mid-Term Vacating Director.

11.3 Term of Directors

At the 2020 annual general meeting (“2020AGM”), a rotation of Directors shall take place in the following manner:

- (a) all Directors must stand down at the 2020AGM;
- (b) three (3) Directors will be appointed to hold office for a three (3) year term from the 2020AGM;
- (c) two (2) Directors will be appointed to hold office for a two (2) year term from the 2020AGM;
- (d) the Members shall determine which of the Directors shall be appointed under rule 11.3(b) and which Directors shall be appointed under rule 11.3(c), if no such determination is made by the Members, the first three (3) Directors by alphabetical order of surname shall be those appointed pursuant to rule 11.3(b) and the remaining two (2) Directors shall be deemed to be appointed pursuant to rule 11.3(c); and
- (e) the Directors who stand down under rule 11.3(a) will be eligible for re-election as Directors at the 2020AGM.

In the second annual general meeting after the 2020AGM:

- (f) the Directors appointed pursuant to rule 11.3(c) or any replacement Directors appointed due to their vacancy must stand down;
- (g) the Directors who stand down under rule 11.3(f) will be eligible for re-election; and

unless provided otherwise in this Constitution, all Directors appointed under rule 11.3 at the 2022AGM and thereafter shall:

- (h) hold office for a period of three (3) years except where a Director is appointed due to a mid-term vacancy, where the replacement Director is appointed to serve the Mid-Term Vacating Director's remaining term; and
- (i) be eligible for re-election once they complete their current term.

12 Vacation of office

12.1 Resignation

A Director may resign from the Board by written notice delivered to the Secretary. The resignation takes effect when the notice is received by the Secretary, or on a later date specified in the notice.

12.2 Removal

- (a) A Director may be removed from office by ordinary resolution of the Members at a general meeting of the Company convened for that purpose. At the meeting the Director must be given the opportunity to present his or her case orally or in writing.
- (b) A Director removed under rule 12.2(a) retains office until the dissolution or adjournment of the general meeting at which he or she is removed.

12.3 Disqualification

- (a) The office of a Director is vacated:
 - (i) upon a Director becoming an insolvent under administration, suspending payment to creditors, or compounding with or assigning the Director's estate for the benefit of creditors;
 - (ii) upon a Director becoming a person of unsound mind or is a patient under laws about mental health, or whose estate is administered under laws about mental health;
 - (iii) upon a Director being absent from meetings of the Board for three consecutive meetings without leave of absence from the Board where the Board has not, within 14 days of having been served by the Secretary with a notice giving particulars of the absence, resolved that leave of absence be given;
 - (iv) upon a Director resigning office by written notice to the Company;
 - (v) upon a Director being removed from office under the Corporations Act; or
 - (vi) upon a Director being prohibited from being a Director by reason of the operation of law.

13 Exercise of voting power

13.1 Exercise of voting power in other corporations

The Board may exercise the voting power conferred by the shares in any corporation owned by the Company at the Board's discretion (including voting in favour of any resolution appointing any of the Directors as Directors of that corporation). A Director may vote in favour of the exercise of

those voting rights even if the Director is, or may be about to be appointed, a director of that other corporation and may be interested in the exercise of those voting rights.

14 Alternate Directors

14.1 Director may appoint an alternate

- (a) Subject to this document, a Director may appoint another Member to act as their alternate, whether for a stated period or as specified event happens, whenever the Director is unable to attend to their duties.
- (b) The Director must obtain the prior consent of the Board to the appointment, and this consent must not be unreasonably withheld or delayed. The appointment must be in writing and signed by the Director. A copy of the appointment must be delivered or sent to the Office.
- (c) The appointment takes effect on receipt of the appointment at the Office.

14.2 Conditions of office of alternate

The following provisions apply to an alternate Director:

- (a) an alternate may be removed or suspended from office on receipt at the Office of written notice from the appointing Director;
- (b) the alternate must be given notice of meetings of the Board and may attend and vote at the meetings if the appointing Director is not present;
- (c) the alternate may exercise all the powers (except the power to appoint an alternate) and perform all duties of a Director, in so far as the appointing Director had not exercised or performed them;
- (d) the office of the alternate is vacated upon vacation of office by the appointing Director, or written resignation to the Company by the appointing Director;
- (e) the alternate is not to be taken into account in deciding the number of Directors or rotation of Directors; and
- (f) the alternate is, while acting as a Director, responsible to the Company for the alternate's own acts and defaults and is not to be deemed to be the agent of the Director by whom the alternate was appointed.

15 Proceedings of the Board

15.1 Procedures about Board meetings

- (a) The Board may meet together, upon each Director being given reasonable notice, for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A quorum at a Board meeting will be constituted by 50% of the total number of Directors, plus one.
- (c) Notice is considered given to a Director, and all Directors are considered to have consented to the method of giving notice, if notice is sent by mail, personal delivery,

facsimile transmission or by electronic mail to the usual place of residence, fax number or electronic address of the Director (if any fax number or electronic address is notified to the Company) or at any other address given to the Secretary by the member subject to the right of the Director to withdraw the consent within a reasonable period before a meeting.

15.2 Meetings by telephone or other means of communication

- (a) The Board may meet either in person or by telephone or by other means of communication consented to by all Directors subject to the right of a Director to withdraw their consent within a reasonable period before a meeting.
- (b) All persons participating in the meeting must be able to hear and be heard by all other participants.
- (c) A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the Directors attending the meeting, if one or more of the Directors present at the meeting is at that place for the duration of the meeting.

15.3 Votes at meetings

Questions arising at any Board meeting are decided by a majority of votes. The Chair has a casting vote if the votes are equal.

15.4 Convening of meetings

A meeting of the Board must be convened if:

- (a) called by the Chair or the Board at any time, or
- (b) called by the Secretary, upon receiving a request from at least 50% Directors.

15.5 Chair

The Board may elect a deputy Chair of its meetings and decide the period for the Chair and the deputy Chair is each is to hold office. If no Chair or deputy Chair is elected or if at any meeting the Chair and the deputy Chair are not present at the time specified for holding the meeting (or, if being present, the relevant Directors refuse to act as Chair or deputy Chair), the Directors present may choose one of their number to be Chair of the meeting.

15.6 Powers of meetings

A meeting of the Board (including any adjourned meeting) at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board.

15.7 Delegation of powers to Committees

- (a) The Board may, subject to the law, delegate any of its powers to Committees consisting of one or more Directors or any other person the Board thinks fit.

15.8 Proceedings of Committees

- (a) Committee proceedings are governed by the proceedings in this document that apply to meetings and proceedings of the Board.

- (b) A Committee must follow instructions imposed by the Board.
- (c) A Committee is under the control and direction of the Board and has no power in the management of the Company.

15.9 Validity of acts

- (a) Acts of the Board, a Committee or a Director, even if it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or that any of them were disqualified, are valid as if each person was duly appointed and qualified, and continued to be a Director or a member of the Committee (as the case may be).
- (b) If the number of Directors is reduced below the minimum number fixed under this document, the continuing Directors may act to increase the number of Directors to that number, or to call a general meeting of the Company, but for no other purpose.

15.10 Resolution in writing

- (a) A resolution in writing of which notice has been given to all Directors and which is signed by the requisite majority of members entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Board. It may consist of several documents in the same form each signed by one or more of the Directors.
- (b) For the purposes of this rule the references to '**Director**' include any alternate for the time being present in Australia who is appointed by a Director not for the time being present in Australia but does not include any other alternate Director.
- (c) A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with their authority is deemed to be a document in writing signed by that Director.

16 Powers of the Board

16.1 General powers of the Board

- (a) The management and control of the business and affairs of the Company are vested in the Board, which (in addition to the powers and authorities conferred upon them by this document) may exercise all powers and do all things as are within the power of the Company and are not by this document or by Corporations Act directed or required to be exercised or done by the Company in general meeting.
- (b) The Board may make policies consistent with the Constitution, which in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the Members (including the terms of entry of Members to the Company's premises and any event or function sponsored, promoted, facilitated or conducted by the Company) and amend or rescind any policy.
- (c) A policy of the Company made by the Board cannot override the Constitution and may be disallowed by the Company in a later general meeting.
- (d) A resolution or policy made by the Company in general meeting cannot invalidate prior acts of the Board which would have been valid if that resolution or policy had not been passed or made.

16.2 Directors may contract with Company

- (a) A Director is not disqualified by the office of director from contracting or entering into any arrangement with the Company or any other person either as buyer, seller or otherwise. No contract or arrangement with the Company or any other person by a Director or any contract or arrangement by or for the Company or any other person in which a Director is in any way interested may be avoided for that reason.
- (b) A Director need not account to the Company for any profit realised by any contract or arrangement, by reason of holding the office of or of the fiduciary relationship established by the office.
- (c) No Director may as a director vote in respect of any contract or arrangement in which the Director has directly or indirectly any material personal interest if to do so would be contrary to the Corporations Act and if the Director does vote his vote may not be counted. The Director must not be counted in the quorum present at the meeting. These prohibitions may be relaxed or suspended by ordinary resolution passed at a general meeting, subject to the Corporations Act.
- (d) A Director interested in any contract or arrangement may, despite the interest, attest the affixing of the Seal to, or otherwise sign any document evidencing or otherwise connected with the contract or arrangement.

17 Company Secretary

- (a) The Secretary is to be appointed by the Directors.
- (b) Only a natural person who has provided the Company with a signed consent may be Secretary.
- (c) The Secretary holds office on the terms and conditions the Board decides.

18 Other salaried officers

The Board may, subject to law, appoint and dismiss officers and employees on the terms it thinks fit.

19 Public Fund

19.1 Requirements of a Public Fund

The organisation must inform the Department responsible for the environment as soon as possible if:

- (a) It changes its name or the name of its public fund; or
- (b) There is any change to the membership of the management committee of the public fund; or
- (c) There has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

19.2 Ministerial Rules

The organisation agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.

19.3 Not-for-Profit

The income and property of the organisation shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation.

19.4 Conduit Policy

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preferences of the donor.

19.5 Winding-up

In case of the winding-up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations.

19.6 Statistical Information

- (a) Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.
- (b) An audited financial statement for the organisation and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.

19.7 Rules for the Public Fund

- (a) The objective of the fund is to support the organisation's environmental purposes.
- (b) Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the organisation.
- (c) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- (d) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation.
- (e) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- (f) The fund will be operated on a not-for-profit basis.
- (g) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the organisation. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

20 The Seal

20.1 Company Seal is optional

The Company may have a Seal.

20.2 Affixing the Seal

- (a) The Seal must only be used with the authority of the Board.
- (b) Every document to which the Seal is affixed must be signed by a Director and countersigned by the Secretary or by a second Director, or another person appointed by the Board for the purpose.
- (c) The Board may affix a signature by mechanical means.

20.3 Execution of documents without a Seal

The Company may sign a document without a seal, including a deed, by having the document signed by:

- (a) two Directors; or
- (b) a Director and the Secretary.

20.4 Other ways of executing documents

Despite rules 20.2 and 20.3, any document including a deed, may also be signed by the Company in any other manner permitted by law.

21 Minutes

21.1 Contents of minutes

The Board must ensure that minutes are duly recorded in any manner it thinks fit under the terms of the Corporations Act and include:

- (a) the names of the Directors present at each meeting of the Company, the Board and of Committees; and
- (b) details of all resolutions and proceedings of general meetings of the Company and of meetings of the Board and Committees.

21.2 Signing of minutes

The minutes of a meeting of the Board or of a Committee or of the Company, if signed by the Chair of the meeting or by the Chair of the next meeting, are prima facie evidence of the matters stated in the minutes.

22 Notices

22.1 Service of notices

- (a) A notice may be given by the Company to a Member, or in the case of joint Members, to the Member whose name stands first in the Register:
 - (i) personally;
 - (ii) by leaving it at the Member's Registered Address;
 - (iii) by sending it by prepaid post or facsimile transmission to the Member's Registered Address; or
 - (iv) by sending it to the electronic address (if any) nominated by the Member.
- (b) All notices sent by prepaid post to Members whose Registered Address is not in Australia may be sent by airmail or some other way that ensures that it will be received quickly.

22.2 When notice deemed to be served

- (a) A notice sent by post is considered served at the expiration of 48 hours after the envelope containing the notice is posted. It is sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (b) A notice served on a Member personally or left at the Member's Registered Address is considered served when delivered.
- (c) A notice served on a Member by facsimile transmission is considered served when the transmission is sent. A facsimile is considered sent when the Company's facsimile system generates a message confirming successful transmission of the total number of pages of the notice to the addressee.
- (d) A notice served on a Member by electronic means is considered served when the electronic message is sent.

22.3 Member not known at Registered Address

Where a Member does not have a Registered Address or where the Company has bona fide reason to believe that a Member is not known at the Member's Registered Address, all future notices are considered given to the Member if the notice is exhibited in the Office, for a period of 48 hours (and is considered served at the commencement of that period), until the Member informs the Company of a Registered Address.

22.4 Signature to notice

The signature on any notice given by the Company may be written or printed.

22.5 Reckoning of period of notice

Subject to the Corporations Act and this Constitution where a specified number of days' notice or notice extending over any period is required to be given, the day of service is excluded, and the day upon which the notice expires is included.

22.6 Service on deceased Members

A notice delivered or sent by post to the Registered Address of a Member under these rules is (despite that the Member is then dead and whether or not the Company has notice of the Member's death) considered served and the service is for all purposes deemed to be sufficient service of the notice or document on the Member's heirs, executors or administrators.

22.7 Notification of change of address

Every Member must notify the Company of any change of his or her address and any new address must be entered in the Register. Upon entry it becomes the Member's Registered Address.

23 Indemnity and insurance

23.1 Indemnity in favour of Directors, Secretaries and Executive Officers

Subject to the Corporations Act and rule 23.2, the Company must indemnify each Director, Secretary and Executive Officer to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, director, Secretary or Executive Officer of the Company, other than:

- (a) a Liability owed to the Company or a related body corporate of the Company;
- (b) a Liability for a pecuniary penalty order under section 1317G Corporations Act or a compensation order under section 1317H Corporations Act; or
- (c) a Liability owed to a person other than the Company that did not arise out of conduct in good faith.

23.2 Indemnity for legal costs

The Company must indemnify each Director, Secretary and Executive Officer to the maximum extent permitted by law, against any Liability for legal costs incurred by them in respect of a Liability because of their holding office as, and acting in the capacity of, director, Secretary or Executive Officer of the Company other than for legal costs incurred:

- (a) in defending or resisting Proceedings, in which the Director, Secretary or Executive Officer is found to have a Liability for which they could not be indemnified under rule 23.1;
- (b) in defending or resisting criminal Proceedings in which the Director, Secretary or Executive Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 23.2(c) does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or
- (d) in Proceedings for relief to the Director, Secretary or Executive Officer under the Corporations Act in which the court denies the relief.

23.3 Indemnity for employees

Subject to the Corporations Act and rule 23.4, the Company may indemnify an employee, who is not a Director, Secretary or Executive Officer of the Company, to the maximum extent permitted by law, against any Liability incurred by them because of their holding office as, and acting in the capacity of, an Officer of the Company, other than:

- (a) a Liability owed to the Company or a related body corporate of the Company;
- (b) a Liability for a pecuniary penalty order under section 1317G Corporations Act or a compensation order under section 1317H Corporations Act; or
- (c) a Liability owed to a person other than the Company that did not arise out of conduct in good faith.

23.4 Indemnity for legal costs of employees

The Company may indemnify an employee other than a Director, Secretary or Executive Officer to the maximum extent permitted by law, against any Liability for legal costs incurred in respect of a Liability as, or because of their holding office as, and acting in the capacity of, an Officer of the Company other than for legal costs incurred:

- (a) in defending or resisting Proceedings, in which the Officer is found to have a Liability for which they could not be indemnified under rule 23.3;
- (b) in defending or resisting criminal Proceedings in which the Officer is found guilty;
- (c) in defending or resisting Proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established (but this rule 23.4 does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing Proceedings for the court order); or
- (d) in proceedings for relief to the Officer under the Corporations Act in which the court denies the relief.

23.5 Proceedings

For the purposes of rule 23.2 and 23.4, 'proceedings' includes the outcomes of the proceedings and any appeal about the proceedings.

23.6 Insurance for the benefit of Directors, Secretaries and Executive Officers

Subject to the Corporations Act, the Company may pay a premium for a contract insuring a person who is or has been a Director, Secretary or Executive Officer of the Company acting in that capacity against:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) a liability arising from negligence or other conduct.

23.7 Insurance for other Officers

Subject to the Corporations Act, the Company may pay a premium for a contract insuring a person who is or has been an employee and also an Officer of the Company, acting in that capacity, but who is not a Director, Secretary or Executive Officer of the Company against:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) a Liability arising from negligence or other conduct.

23.8 When insurance may not be provided by the Company

The Company must not pay, nor agree to pay, a premium for a contract insuring a person who is or has been a Director, Secretary or Executive Officer or an employee who is also an Officer of the Company, against a Liability (other than one for legal costs) arising out of:

- (a) conduct involving a wilful breach of duty about the Company; or
- (b) a contravention of section 182 or section 183 Corporations Act.