

CORPORATIONS ACT

OF

NEW SOUTH WALES

**A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A CAPITAL DIVIDED INTO SHARES**

CONSTITUTION

of

BLUE MOUNTAINS WORLD HERITAGE INSTITUTE LIMITED

GENERAL

1. INTERPRETATION

1.1 The replaceable Rules shall not apply to this Company.

1.2 In this Constitution unless a contrary intention appears:

"**Act**" means the Corporations Act, 2001.

"**Annual Contribution**" means the contribution pursuant to Article 5.5

"**Article**" means an Article of this Constitution.

"**Auditor**" means an external auditor appointed by the Board to audit the accounts of the Company;

"**Board**" means the Board of Directors of the Company

"**Chief Executive Officer**" means any person appointed by the Board to perform the daily duties of the Company

"**Chairperson**" means the person appointed to chair meetings of the Board of Directors.

"**Company**" means the company to be known as the Blue Mountains World Heritage Institute Limited.

"**Director**" means a Member of the Board of Directors.

"**Executive Director**" means a Director appointed to perform the daily duties of the Company.

"**Founding Members**" means each of The University of New South Wales; The University of Sydney; The University of Western Sydney; Royal Botanic Gardens and Domain Trust; Australian Museum Trust; The Director General, Department of Environment and Conservation; Blue Mountains City Council; and Sydney Catchment Authority.

"**GBMWA**" means the Greater Blue Mountains World Heritage Area as described in the World Heritage List.

"**Member**" means any person or organisation whose name is included in the Register of Members.

"**Nominating Member**" and "**Nominating Members**" means each of the Founding Members that is a Member from time to time and such other Member or Members that are admitted by the Board as a Nominating Member pursuant to Article 5.9.

"Register" means the Register of Members required to be kept under the Act.

"Resolution" means a resolution of the Board or of the Members (as the case may be) in which not less than 50 percent of those present vote in favour of the resolution.

"Seal" means the common seal of the Company.

"Secretary" means a person appointed by the Board to perform the duties of company secretary of the Company .

"Special Resolution" means a resolution of the Board or of the Members (as the case may be) in which not less than 75 percent of those present vote in favour of the resolution.

"World Heritage List" means the World Heritage List kept by the United Nations Educational, Scientific and Cultural Organization.

"In writing" and **"Written"** include printing, typewriting, lithography and other modes of registering or reproducing words in a visible form.

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Act and in the event that a word or expression cannot be so interpreted then the word or expression shall be interpreted by the Board whose decision shall be final.

2. OBJECTS

- 2.1 (a) The principal object (or purpose) of the Company is the provision of information or education, or the carrying on of research, that will benefit the conservation of the natural environment or a significant aspect of the natural environment; and without derogating from that principal object (or purpose), the following other objects:
- (b) to establish an independent not for profit policy-oriented research institute;
 - (b) to support the integration of science, management and policy within and adjoining the GBMWhA;
 - (c) to advance the theory and practice of interdisciplinary environmental research, and its application nationally and internationally;
 - (d) to provide a forum for education and training involving government, industry, educational institutions and local communities;
 - (e) to publish and distribute research findings, and to hold conferences and lectures to make the work of the Company more widely known;

- (f) the establishment of a public fund.

AND solely for the purpose of carrying out the objects stated above and not otherwise the Company has the power to do all such other things as are necessary, incidental or conducive to the attainment of the objects of the Company AND for that purpose and not otherwise the Company has the legal capacity of a natural person with all consequential powers as conferred by s 124(1) of the Act.

- 2.2 In addition to the objects of the Company, the objects and purposes of the Company shall include the doing of all lawful acts as are incidental or conducive to the objects of the Company and:

- (a) the income and property of the Company wheresoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein. No portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members. Nothing herein contained shall prevent the payment in good faith of interest (at not more than the overdraft rate to corporate business customers of the Commonwealth Bank of Australia for overdrafts that exceed \$100,000.00) to any such Member in respect of monies advanced by him or her to the Company or otherwise owing by the Company to him or her of remuneration to any officers or servants of the Company or to any Member or other person in return for any services actually rendered to the Company provided further that nothing herein contained shall prevent the payment or repayments to any Member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Company or reasonable and proper rent for premises demised or let to the Company; and
- (b) no dividend shall be paid to, and no income or property of the Company shall be distributed among the Members.

- 2.3. (a) **Establishment of Public Fund.**

Pursuant to the object described in Article 2.1(f), the Company shall establish and maintain a public fund to be called the 'Blue Mountains World Heritage Fund' (the "Fund") for the specific purpose of supporting the environmental objects/purposes of the Company. The Fund shall be established to receive all gifts and money or property for that purpose and any money received because of such gifts shall be credited to the Fund's bank account. The Fund must not receive any other money or property into its bank account and it must comply with sub-division 30-E of the Income Tax Assessment Act 1997.

- (b) **Requirements of Public Fund**

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

- it changes its name or the name of its public fund; or
- there is any change to the membership of the management committee of its public fund; or
- there is any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

(c) Ministerial Rules

The Company 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.

(d) Not-for-Profit

The income and property of the Company shall be used and applied solely in the 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 Company.

(e) Conduit Policy

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

(f) Winding Up

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

(g) Statistical Information

- (i) Statistical information requested by the Department on donations to the Public Fund will be provided by the Company within four (4) months of the end of the financial year; and
- (ii) an audited financial statement for the Company and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of the public fund monies and the management of the public fund assets.

(h) Other Requirements

Without limiting Articles 2.3(a-g):

- (i) The objective of the Fund is to support the Company's environmental purposes;

- (ii) Members of the public are to be invited to make gifts of money or property to the Fund for the environmental purposes of the Company;
- (iii) 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;
- (iv) 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 Company;
- (v) 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;
- (vi) The Fund will be operated on a not-for-profit basis; and
- (vii) A committee of management of no fewer than three persons will administer the Fund. The committee will be appointed by the Company. A majority of the members of the committee must be 'responsible persons' as defined in the Guidelines to the Register of Environmental Organisations."

3. ADMISSION OF MEMBERS

- 3.1 The Members of the Company comprise each of the Founding Members and such other parties as the Board may admit to Membership in accordance with this Constitution and the name of the Members shall be entered in the Register as Members accordingly.

4. LIABILITY

- 4.1 The liability of the Members is limited.
- 4.2 Every Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up during the time that they are a Member or within one year after they cease to be a Member for the payment of the debts and liabilities of the Company contracted before they cease to be a Member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding ten dollars (\$10).

5. ADMISSION OF NEW MEMBERS

Application for Membership

- 5.1 An application for Membership shall be made in writing, signed by the applicant and must be lodged with the Executive Director or the Chief Executive Officer or the Secretary. If the applicant wishes to be a Nominating Member, it may so state in the application.

Invitation to become a Member

- 5.2 The Board by Special Resolution may invite a third party to become a Member. If the Board invites a third party to become a Member it may determine whether such Member will be a Nominating Member or not.

Consideration of Application

- 5.3 The Board shall consider each application for Membership at a meeting of the Board of Directors. The Board shall by Special Resolution determine whether an application is successful and shall notify the applicant in writing of the outcome of its application within a reasonable period after the meeting at which their application is considered. The Board shall not be obliged to provide reasons why an application is rejected.

Membership

- 5.4 Membership of the Company shall continue until terminated PROVIDED the Board may determine that the Membership of a Member (other than a Member being one of the Founding Members) be for a fixed term in which case the Membership shall terminate at the end of that term. Each Member agrees to abide by the terms of the Constitution.

Annual Contribution

- 5.5 The Annual Contribution shall be \$5,000 or such other amount as the Members may by Special Resolution determine from time to time. Subject to Article 5.6 each Member agrees to pay the Annual Contribution for so long as it is a Member.
- 5.6 Every Member agrees, that if it does cease to be a Member of the Company at any time during a year, that it shall still be obliged to pay the Annual Contribution in full for the year in which it ceased to be a member.
- 5.7 Unless the Board determines otherwise for a particular Member, the Annual Contribution shall be payable in advance on such date or dates as the Board may determine from time to time. The Board may determine that the Annual Contribution payable by a Member (or payable pursuant to Article 5.6) be paid by instalments or that its payment be deferred to a later time.

The Nominating Members

- 5.8 Each of the Founding Members shall remain a Nominating Member of the Company until such time as its Membership of the Company is terminated.
- 5.9 At the time a Member is admitted to Membership of the Company, the Board may by Special Resolution resolve that that Member be a Nominating Member of the Company, and such Member shall remain a Nominating Member until the Board by Special Resolution does determine otherwise or its Membership of the Company is terminated.

- 5.10 The Board may from time to time by Special Resolution determine a Member (that is not a Nominating Member by virtue of not being one of the Founding Members or by virtue of an appointment having not been made pursuant to Article 5.9) be appointed a Nominating Member of the Company for such period or periods as the Board thinks fit and such Member shall remain a Nominating Member until the term of the appointment expires or its Membership of the Company is terminated.

6. TERMINATION OF MEMBERSHIP

- 6.1 A Member may terminate its Membership upon giving not less than three (3) months notice thereof (or such shorter period of notice that the Board may by Resolution determine) to the Board.
- 6.2 Membership may be terminated by a Special Resolution of the Board where:
- (a) a Member fails to comply with any of the provisions of this Constitution and/or any By Laws or Code of Ethics promulgated from time to time by the Company; or
 - (b) a Member conducts itself in a manner considered to be injurious to the character or interests of the Company; or
 - (c) a Member is in arrears with its Annual Contribution (or an instalment payable in respect of that contribution) for three (3) months or more; or
 - (d) the Board determines that the Membership of the Member (other than a Member being one of the Founding Members) be terminated.

The Member concerned shall be given a reasonable opportunity to show cause to the Board why its Membership shall not be terminated.

- 6.3. The Member resigning or whose Membership is otherwise terminated shall continue to be liable for:
- (a) any amount payable under Articles 5.6 or 5.7; and
 - (b) for any sum not exceeding ten dollars (\$10) for which it is liable as a Member of the Company under Article 4.2 for such period as determined by the Act.
- 6.4 The Member whose Membership is terminated shall not be entitled to any refund of any Annual Contribution paid by it.

7. REGISTER OF MEMBERS

- 7.1 There shall be kept in New South Wales, by the Executive Director or the Chief Executive Officer (or by such other person as the Board may by Resolution determine from time to time), under the control of the Board, a Register of

Members. The name of each Member, and the Member's address, and whether a Nominating Member or not, shall be entered in the Register so far as written notification thereof shall have been received by the Company together with such other particulars as the Board may from time to time decide.

8. ADDRESS FOR SERVICE

- 8.1 Each Member shall at all times ensure the Executive Director or the Chief Executive Officer or Secretary has the current address to which notices may be sent to that Member.
- 8.2 A Member must notify the Company in writing of a change of its address within 21 days of the date on which the change took place.

BOARD OF DIRECTORS

9. DIRECTORS

- 9.1 Each Nominating Member shall be entitled to appoint one (1) Director to the Board.
- 9.2 The management and administration of the Company shall be by the Board.
- 9.3 A quorum of the Board shall consist of at least five of the Directors PROVIDED where there are less than five Directors appointed at any time, then a quorum shall be constituted by that lesser number of Directors (and the only business that shall be conducted by that lesser number of Directors shall be to procure sufficient increase in their number that shall enable a quorum of five Directors to be present at subsequent meetings of the Board).

10. APPOINTMENT AND REMOVAL OF THE DIRECTORS

- 10.1 The Board may by Special Resolution:
- (a) appoint new Directors, in addition to Directors appointed by the Nominating Members pursuant to Clause 9.1;
 - (b) remove any Director appointed by the Board pursuant to Article 10.1(a) before the end of the Director's term of office; and
 - (c) appoint another person in place of a Director who has been removed from office pursuant to Article 10.1(b).
- 10.2 A Nominating Member may by notice to the Board remove the Director appointed by it pursuant to Clause 9.1 and appoint another Director in his or her place.

Term of Office

- 10.3 Directors appointed pursuant to Articles 10.1(a & c) shall be appointed for a three (3) year term and subject to Article 10.4, shall be eligible for re-appointment. Subject to Article 10.5, each Director appointed by a Nominating Member shall hold office until removed by the Nominating Member that appointed that Director.

Casual vacancies

- 10.4 The Board shall have power to appoint such person as it may determine to fill a casual vacancy on the Board (other than a casual vacancy that arises as a consequence of a Director appointed by a Nominating Member ceasing to hold office).

Vacation of Office

- 10.5 The office of a Director (including a Director appointed by a Nominating Member) shall immediately be vacated if:
- (a) the Director ceases to be or is removed as a Director pursuant to the provisions of the Act;
 - (b) the Director becomes an insolvent under administration or makes any composition or arrangement with his or her creditors or any class of them;
 - (c) the Director becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) the Director resigns his or her office by notice in writing to the Company;
 - (e) the period for which the Director is appointed expires; or
 - (g) without the permission of the Board the Director absents himself or herself for three (3) consecutive meetings of the Board and without his or her Alternate Director (if any) being present during any part of that time; or
 - (h) without the permission of the Board absents himself or herself for two (2) consecutive meetings of the Board and without his or her Alternate Director (if any) being present during any part of that time and the Board resolves to terminate his/her directorship; or
 - (g) the Nominating Member that appointed the Director shall cease to be a Nominating Member of the Company.

Consent

- 10.6 A person shall not be appointed as a Director, including as an Alternate Director of the Company, unless the Company has received from the person a written consent to their appointment.

11. REMUNERATION OF DIRECTORS

Remuneration of the Board

- 11.1 The members of the Board shall not receive any remuneration for their service as Directors.

Payment for services outside scope of duties

- 11.2 If a Director is required to perform services for the Company which in the opinion of the Board are outside the scope of the ordinary duties of a Director, then the Company may pay the Director concerned a fixed sum determined by a Special Resolution passed by the other members of the Board.

12. POWERS AND DUTIES OF DIRECTORS

The Board of Directors' power of management

- 12.1 Subject to the Act and this Constitution, the management of the business and affairs of the Company, the development of policy, the establishment of the long term objectives of the Company and overseeing the performance of the management of the Company shall be vested in the Board who may exercise all powers of the Company that this Constitution and the Act do not require to be exercised by the Company in general meeting. The Board may by Special Resolution:
- (a) delegate the day to day management of the Company to the Executive Director or the Chief Executive Officer; and
 - (b) form committees to deal with the business or the objects of the Company and require such committees to report to the Board from time to time.

Executive Director or Chief Executive Officer

- 12.2 The Board of Directors shall appoint either an Executive Director of the Company who shall be a Director of the Company and who shall (subject to a Special Resolution having been made in accordance with Article 12.1(a)), be responsible for the day to day management of the Company. Alternatively, the Board of Directors may appoint a Chief Executive Officer who may not be a Director of the Company. A person shall not be appointed as the Executive Director of the Company unless the Company has received from the person a written consent as to his or her appointment. The Executive Director shall not be entitled to remuneration unless determined otherwise by a Special Resolution of the Board.

Attorneys

- 12.3 The Board may by resolution, by power of attorney or writing under seal appoint any firm, company, corporation or person or body of persons to be the attorney or agent of the Company:

- (a) for such purposes;
- (b) with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under this Constitution);
- (c) for such period; and
- (d) subject to such conditions

as the Board may from time to time think fit.

Protection of third parties

- 12.4 Any resolution, power of attorney or written instrument under Article 12.3 may contain provisions for the protection and convenience of persons dealing with the attorney or agent as determined by the Board and may also authorise the attorney or agent to delegate all or any of the powers, authorities and discretions for the time being vested in the attorney or agent.

Execution of cheques

- 12.5 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) by the persons and in the manner determined by the Board.

13. INTERESTED DIRECTORS

Restriction on Director

- 13.1 A Director (including any Alternate Director) who has, directly or indirectly, a material personal interest in any matter that is being considered at a meeting of the Board will only be prohibited or excluded from:
- (a) speaking on a matter; or
 - (b) voting on the matter; or
 - (c) being counted in a quorum for the purposes of the meeting; or
 - (d) being present while the matter is being considered,

if the Director is so prohibited or excluded by the Act.

Director not disqualified

- 13.2 Subject to Article 13.1 and the Act, but despite any rule of law or equity to the contrary, if a Director has disclosed the nature of his or her interest in any contract with the Company in accordance with sections 191 and/or 192 of the Act:

- (a) the Director shall not be disqualified by his or her office from contracting with the Company and any firm, body or entity in which the Director has a direct or indirect interest may contract with the Company; and
- (b) the contract may not be avoided by the Company by reason of the Director's position or interest; and
- (c) the Director shall not be liable to account to the Company for any profit made as a result of the contract.

The Declaration of Interest

- 13.3 A Director of the Company who holds any office or possesses any property where, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a Director shall at the first meeting of the Board held after the relevant facts come to the Director's knowledge declare the fact, nature, character and extent of the conflict and such declaration shall be recorded in the minutes of the meeting of the Board at which the declaration is made.

14. BOARD MEETINGS

- 14.1 The Board shall meet at least two times a year (or at such other intervals as the Board may resolve) to exercise its functions at such places and times as authorised by the members of the Board. A conference between the Board pursuant to Article 14.4 shall be deemed to constitute a meeting of the Board for the purposes of this Article.
- 14.2 A Director may at any time, and the Secretary shall, upon the request of a Director, convene a meeting of the Board of Directors.
- 14.3 Not less than fourteen (14) days notice shall be given to members of the Board of any meeting of the Board except in circumstances of a genuine emergency declared at the sole discretion of a Director. All notices of meetings shall be signed by a Director or by the Secretary.

Conference meetings

- 14.4 Without limiting the discretion of the Board to regulate their meetings under Article 14.1, a meeting of the Board may consist of a conference between the Board where some or all of whom are in different places provided that each Director who participates is able:
- (a) to hear each of the other participating Directors addressing the meeting; and

- (b) if he or she wishes, to address each of the other participating Directors simultaneously;

whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Article 14 is adopted or developed subsequently) or by a combination of those methods. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number of the members of the Board of Directors required to form a quorum. A meeting held in this way shall be deemed to take place at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates. Any Director may, by prior notice to the Secretary, indicate that he or she wishes to participate in the meeting in this manner, in which event, the Directors shall ensure that an appropriate conference facility is arranged at the expense of the Company.

- 14.5 No Director may leave the conference by disconnecting his or her means of communication unless he or she has previously obtained the express consent of the chairman of the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless the Director has previously obtained the express consent of the Chairperson to leave the conference.

Chairperson

- 14.6 The Directors shall elect one of their number (not being the Executive Director) to chair the meetings of the Board. The person appointed to chair meetings shall continue to do so until such time as the Directors elect a new person to chair their meetings. If the person elected to chair a meeting is not present or is not willing to act, then the directors present shall elect one of their number to chair that meeting.

Majority decision

- 14.7 Except where a Special Resolution is specifically required in this Constitution, questions arising at any meeting of the Board shall be decided by a majority of the votes of the Directors present. Each Director shall have one vote and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board. The Chairperson shall not have a casting vote.

Written resolutions

- 14.8 Subject to all Directors having first received a copy of the proposed resolution or declaration, a resolution or declaration in writing shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted if it is signed by a majority of the Board (not including any Alternate Director unless the

Director who appointed that Alternate Director is not in Australia) for the time being in Australia (not being less than a quorum).

Any such resolution or declaration may consist of several documents in the same form each signed by one or more Directors and shall be deemed passed at the time the document (or documents as the case may be) is signed by the fifth signatory.

Authorisation to vote

- 14.9 A Director who is unable to attend any meeting of the Board may authorise any other Director to vote for him or her at that meeting and the Director so authorised shall have a vote for each Director by whom he or she is so authorised in addition to his or her own vote. Any such authority must be in writing or by facsimile transmission which must be produced at the meeting at which it is to be used and be left with the Secretary for retention with the Company's records.

15. BORROWING POWERS

- 15.1 The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, assets and to issue debentures, debenture stock and other securities whether outright or as security for any debt, contract, guarantee, engagement, obligation or liability of the Company or of any third party and on such terms and conditions as the Board think fit.

16. ALTERNATE DIRECTORS

Appointment

- 16.1 A Director (other than a Director appointed by a Nominating Member) may, with the approval of the Board, appoint any person who consents to act as his or her alternate for a period determined by that Director.
- 16.2 A Nominating Member may from time to time appoint a person who consents to the appointment, as its alternate to the Director appointed by that Nominating Member.

Rights of Alternate Director

- 16.3 An Alternate Director is:
- (a) entitled to receive notices of Board meetings if notice has not been given to his or her appointor;
 - (b) entitled to be present at a Board meeting if his or her appointor is not present but would have been entitled to be present;

- (c) entitled to be counted in a quorum of a Board meeting if his or her appointor is not present but would have been entitled to be counted in a quorum for the particular meeting;
- (d) entitled to speak at a meeting of the Board if his or her appointor is not present but would have been entitled to be present; and
- (e) entitled to vote on any resolution at a Board meeting if his or her appointor is not present but would have been entitled to vote on the particular resolution.

Officer of the Company

- 16.4 An Alternate Director, when acting as a director of the Company, is an officer of Company and is not an agent of the appointor.

Provisions to apply

- 16.5 Subject to Article 16.3, the provisions of this Constitution which apply to Directors also apply to Alternate directors.

Revocation of appointment

- 16.6 The appointment of an Alternate Director appointed by a Nominating Member may be revoked at any time by the Nominating Member. In the case of any other Alternate Director, the appointment may be revoked by the Director who appointed the Alternate Director or by the other members of the Board or shall cease at the time when the Director by whom he or she was appointed ceases to be a Director.

Notice of revocation

- 16.7 Any appointment or revocation under this Article must be effected by written notice delivered to the Secretary.

17. MINUTES

- 17.1 The Board of Directors shall cause to be kept in accordance with the Act:
- (a) minutes stating:
 - (i) the names of Members of the Board of Directors present at each meeting of the Board; and
 - (ii) all resolutions and proceedings of general meetings and of meetings of the Board; and
 - (iii) those members of the Board who abstained from voting on a Resolution or Special Resolution; and

- (iv) those members of the Board who declared a conflict of interest or interest in a matter that was raised at the meeting of the Board; and
 - (b) resolutions and declarations in writing of the members or the Board.
- 17.2 The Minutes of a Meeting of the Board shall be signed as correct by the Chairperson; and a copy shall be circulated to the members of the Board within twenty eight (28) days of the Meeting; and confirmed as correct (with appropriate amendments made if necessary) at the next meeting of the Board.

18. SEAL

The Seal

- 18.1 The Board shall provide for the safe custody of the Seal which shall only be used by the authority of the Board. Every instrument to which the Seal is affixed must be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for that purpose.

Official Seal

- 18.2 The Company may have for use in any place outside Australia an official seal which must be a facsimile of the Seal with the addition on its face of the name of every place where it is to be used.

Use of Official Seal

- 18.3 The Board may exercise all the powers of the Company in relation to any official seal for use outside Australia.

19. EXECUTION OF DOCUMENTS BY HAND

The Company may execute documents without using the Seal. Where a deed is executed by the Company without using the Seal it must be signed by a Director and shall be counter signed by the Secretary or a second Director or otherwise in accordance with the provisions of Section 127 of the Act.

GENERAL MEETINGS

20. ANNUAL GENERAL MEETINGS

The ordinary business of the annual general meeting shall be the consideration of the accounts of the Company and the consideration of a report of the Board. Any other business shall be deemed to be special business.

21. CONVENING GENERAL MEETINGS

The Board or any Director may at any time call a general meeting of the Company to be held at the registered office of the Company or at such other place as the Board shall direct. Subject to the provisions of the Act regarding short notice, at least 21 days notice shall be given to the Members of any general meeting. In the event of circumstances arising (other than the failure to form a quorum), which prevent the holding of such meeting on the date fixed for the same, the Board shall have power to postpone the meeting to a later date, provided the required notice under the Act is given to Members (unless the required number of Members consent to the postponed meeting being held on short notice).

22. BUSINESS

No business other than that of which notice has been given shall be dealt with at a general meeting.

23. NOTICE

A general meeting shall be called by letter or circular posted to the registered address of each Member of the Company at least 21 days (or such other period as required by the Act) prior to the meeting. Such notice shall state the time and place of meeting and the business to be brought before the meeting.

24. QUORUM

24.1 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided five voting Members present by representative or by proxy and entitled to vote shall be a quorum. PROVIDED where the Company at any time should have less than five Members, then a quorum shall be constituted by that lesser number of Members. If a quorum is present when a duly called meeting is convened, the Members present and entitled to vote may continue to transact business until the meeting is adjourned and closed even though Members originally present may leave the meeting and thereby reduce the number of Members present below a quorum.

24.2 All Members may attend a General Meeting of the Company even if those Members are not counted for the purposes of establishing a quorum.

25. DISSOLUTION

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

26. SHOW OF HANDS

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands.

27. CHAIRPERSON

27.1 General meetings shall be chaired by the Chairperson. If the Chairperson is not present or is not willing to act when a general meeting of the Company is convened, then the Members present at that meeting shall elect one of their number to chair that meeting.

28. ADJOURNMENT

28.1 The Chairperson or any other person acting as Chairperson of a general meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

29. VOTES OF MEMBERS

Every Member present shall be entitled to one (1) vote.

30. VOTES IN PERSON OR BY PROXY

Votes may be exercised by a duly authorised representative of a Member or by proxy. A duly authorised representative of a Member and a proxy shall each be appointed in writing under the hand of the Member making the appointment.

31. PROXY NOT TO VOTE IF REPRESENTATIVE OF MEMBER PRESENT

If a duly authorised representative of a Member is present at a meeting of the Company and a proxy for such Member is also present, the proxy is not, in respect of the vote to which the proxy relates, entitled to vote on a show of hands or on a poll.

32. WHEN NUMEROUS PROXIES OR REPRESENTATIVES ARE PRESENT

If more than one proxy or duly authorised representative of a Member is present at a meeting of the company, then:

- (a) if there is more than one proxy present (and no duly authorised representative(s) present), then one proxy is entitled to vote (and if the

proxies cannot agree between themselves as to which of them shall vote, then the person chairing the meeting shall determine which of them shall be entitled to vote and that person's decision shall be final and binding upon those proxies); and

- (b) if there is more than one duly authorised representative present, then one such representative is entitled to vote (and if the representatives cannot agree between themselves as to which of them shall vote, then the person chairing the meeting shall determine which of them shall be entitled to vote and that person's decision shall be final and binding upon those representatives).

33. PROXIES AND REPRESENTATIVES

Right to appoint proxy

- 33.1 A Member who is entitled to attend and vote at a general meeting of the Company is entitled to appoint another person (whether a Member or not) as the Member's proxy to attend and vote instead of the Member at the meeting.
- 33.2 A proxy may be appointed for all meetings or for any number of meetings or for a particular meeting.

Proxy must be written

- 33.3 An instrument appointing a proxy:
 - (a) must be in writing under the hand of a duly authorised officer or attorney of the appointor or under common seal and contain the information specified in Section 250A(1) of the Act; and
 - (b) may contain directions as to the manner in which the proxy is to vote in respect of any particular resolution or resolutions and the proxy must then comply with Section 250A(4) of the Act.

Directors or chairperson decide validity

- 33.4 The Chairperson shall determine the validity of a proxy or power of attorney and his or her determination will be final and binding.

Authority conferred on Proxy or Attorney

- 33.5 A proxy appointed to attend and vote for a Member has the same rights as the Member:
 - (a) to speak at the meeting; and
 - (b) to vote (but only to the extent allowed by the appointment).

Power of attorney and proxy form to be deposited before meeting

- 33.6 Not less than 48 hours before the time for holding the meeting (or the adjourned meeting) at which a person proposes to vote by proxy or by a duly authorized representative, there shall be deposited with the Executive Director or Chief Executive Officer or Secretary, or be transmitted to a fax number at the Company's registered office or a fax number or electronic address specified for that purpose in the notice of the meeting:
- (a) the written instrument of appointment as proxy or attorney or representative; and
 - (b) any authority or power under which the document referred to in subparagraph (i) was signed or a notarially certified copy of that authority or power.
- 33.7 In the notice of meeting of Members, the Company must specify a place and a fax number and may specify an electronic address for the purposes of receipt of proxy appointments.

Member may indicate whether proxy is to vote for or against resolution

- 33.8 Any form of proxy sent out by the Company to Members in respect of a proposed general meeting of Members will make provision for the Member to indicate whether the Member wishes to vote for or against any resolution.
- 33.9 The Member may, but need not, give an indication or direction as to the manner in which a proxy or attorney is to vote in respect of a particular resolution.
- 33.10 Where an indication or direction is given, the proxy or attorney is not entitled to vote on the resolution except in accordance with that indication or direction.

Only blank proxy forms to be sent out by Company

- 33.11 The Directors must issue with the notice of meeting a form of proxy in blank as to the first proxy but may include the name of any suggested alternate or other proxy.

Form of proxy

- 33.12 Every instrument appointing a proxy or attorney whether for a specified meeting or otherwise will be in such form as the Directors may prescribe or as set out at Article 34.

Failure to name appointee

- 33.13 Any instrument of proxy in which the name of the appointee is not filled in will be deemed to be given in favour of the Chairperson.

34 FORM OF PROXY

Subject to Article 33.12, any instrument appointing a proxy shall be substantially in the following form and may direct the proxy to vote for or against any resolution:

[] of [] being a Member of **BLUE MOUNTAINS WORLD HERITAGE INSTITUTE LIMITED** hereby appoint [] of [] as proxy to vote on behalf of [] at the (annual or other general meeting as the case may be) general meeting of the Company to be held on the [] day of [] and at any adjournment thereof (or at any meeting of the Company that may be held in the year 20[]).

The proxy is hereby authorised to vote *in favour of /* against the following resolutions:

Dated this [] day of [] of 20[]

.....
(*Signature of member – where member is a person)

.....
(*Signature(s) of sole director/secretary OR 2 Directors OR a director & secretary OR authorised representatives(s)– where member is not a person)

*Strike out whichever is not desired.

35. APPOINTMENT OF REPRESENTATIVE BY MEMBER

35.1 A Member shall appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise:

- (a) at meetings of the Company; or
- (b) relating to resolutions to be passed without meetings.

The appointment may be a standing one. The Member may revoke any such appointment.

35.2 The appointment may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.

35.3 A Member may appoint more than one representative but only one Representative may exercise the body's powers at any one time.

- 35.4 Unless otherwise specified in the appointment, the representative may exercise, on the Member's behalf, all of the powers that the Member could exercise at a meeting or in voting on a resolution.

Proof of appointment or revocation of appointment of Representative

- 35.5 The Chairperson of the meeting shall in his or her sole discretion determine whether any document is prima facie evidence of the appointment or of the revocation of the appointment (as the case may be) of a representative under Article 35.1.

35A. Written Resolutions of Members

A resolution or declaration in writing, shall be as valid and effectual as if it had been passed at a meeting of the Members duly called and constituted, if it is signed by a majority of the Members, or in the case of a Special Resolution, by not less than 75 percent of the Members. Any such resolution or declaration may consist of several documents in the same form, each signed by one or more Member (or by the representative of a Member appointed under Article 35) and shall be deemed passed at the time the document (or documents as the case may be) is signed by the required majority of Members needed to pass the resolution

FINANCIAL REPORTING

36. ACCOUNTS

The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act, provided, however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than five months before the date of the meeting.

37. BOOKS OF ACCOUNT

The books of account shall be kept at the office or at such place or places as the Board think fit.

38. ACCOUNTS CLOSING

The accounts shall be closed annually on such date as may be prescribed by the Board and if no other time be fixed on the 30th day of June in each year and a balance sheet containing a summary of the assets and liabilities of the Company on that day shall be made up and submitted to the next Annual Meeting.

GENERAL

39. SERVICE

- 39.1 A notice may be served by the Company upon any Member either personally or by sending it through the post in a pre-paid letter envelope or wrapper addressed to such Member at his registered place of address or by any of such methods.
- 39.2 Any notice sent by post shall be deemed to have been served four days after the day on which the letter envelope or wrapper containing the same is posted and in providing such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and posted. A certificate in writing by the Secretary or other Director that the letter envelope or wrapper containing the notice as so addressed and posted shall be sufficient evidence thereof.

40. PERSONS TO RECEIVE NOTICE

- 40.1 Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every Member except those Members for whom the Company has no registered address or other address for the giving of notices to them; and
 - (b) the Auditor or Auditors for the time being of the Company.
- 40.2 No other person shall be entitled to receive notices of general meetings.

41. WINDING UP

- 41.1 On the winding up of the Company, any assets of the Company are to be distributed to any other organisations which in the sole opinion of the liquidator have similar objects to those of the Company and which also prohibit the distribution of profits and assets to their Members.

Payment to Liquidator

- 41.2 On a voluntary winding up of the Company no commission or fee shall be paid to the liquidator unless the proposed payment of the commission or fee has been approved by a resolution of the Company in general meeting and the amount of the proposed payment is specified in the notice calling the meeting.

42. OFFICERS: INDEMNITIES AND INSURANCE

- 42.1 Every Director shall be indemnified by the Company against a liability incurred as a Director other than:
- (a) a liability owed to the Company or a related body corporate;
 - (b) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act;
 - (c) a liability that is owed to someone other than the Company or a related body corporate and did not arise out of conduct in good faith; or
 - (d) a liability upon which a claim is paid by an insurer to a Director under a policy of insurance that does cover the Director liabilities incurred in the discharge of his or her duties as a Director.
- 42.2 Every Auditor and other Officer of the Company may by Resolution of the Directors be indemnified by the Company against a liability incurred as an Auditor or an Officer of the Company other than:
- (a) a liability owed to the Company or a related body corporate;
 - (b) a liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (c) a liability that is owned to someone other than the Company or a related body corporate and did not arise out of conduct in good faith.
- 42.3 Every Director, other Officer and Auditor of the Company may by Resolution of the Directors be indemnified out of the assets of the Company against a liability for legal costs incurred by that person as a Director, other Officer or Auditor of the Company in defending an action for liability incurred in that capacity **unless** the costs arise:
- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under Article 42.1 or 42.2;
 - (b) in defending or resisting criminal proceedings in which the person 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 (other than costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order);
 - (d) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

Payment for Insurance Premiums

42.4 The Company may by resolution of the Directors pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or other Officer of the Company against:

- (a) a liability for legal costs;
- (b) any other liability except a liability incurred by the person as such a Director, or other Officer or employee and arising out of conduct involving:
 - (i) a wilful breach of duty in relation to the Company; or
 - (ii) a contravention of sections 182 or 183 of the Act.

43. NO GOVERNMENT GUARANTEE

Except as otherwise provided in clause 4 of this Constitution, no express or implied guarantee from the State of New South Wales applies to the Company.

44. COMPANY IS NOT AN AGENT OF THE CROWN

The Company will not be an agent of the Crown or the State of New South Wales, and will not represent the Crown or the State of New South Wales.

SIGNED by **THE UNIVERSITY OF
NEW SOUTH WALES** by its authorised
officer in the presence of:

Witness

SIGNED by **THE UNIVERSITY OF SYDNEY** by its authorised officer
in the presence of:

Witness

SIGNED by THE UNIVERSITY OF
WESTERN SYDNEY by its authorised
officer in the presence of:

Witness

SIGNED by **ROYAL BOTANIC GARDENS
& DOMAIN TRUST** by its authorised officer
in the presence of:

Witness

SIGNED by the **AUSTRALIAN MUSEUM**

TRUST by its authorised officer in the presence of:

Witness

SIGNED by the **DIRECTOR GENERAL**,

**DEPARTMENT OF CONSERVATION
AND ENVIRONMENT (NSW)**
or his authorised officer in the presence of:

Witness

SIGNED by **BLUE MOUNTAINS CITY**

COUNCIL by its authorised officer
in the presence of:

Witness

SIGNED by **SYDNEY CATCHMENT
AUTHORITY** by its authorised officer
in the presence of:

Witness

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