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Constitution

Great Eastern Ranges Limited

ABN 77 621 091 021

A company limited by guarantee

Constitution of Great Eastern Ranges Limited

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Preliminary

1. Defined terms & interpretation

1.1 In this Constitution unless the contrary intention appears:

Advisory Committee means the advisory committees established under rule 37.

Auditor means the Company's auditor, as appointed in accordance with rule 46.

CEO means the chief executive officer of the Company, appointed pursuant to rule 44. .

Chairperson means the person appointed as Chairperson pursuant to rule 27.

Company means Great Eastern Ranges Limited.

Connectivity Conservation means the promotion of conservation to halt the decline and potential extinction of species native to the Great Eastern Ranges (GER) and the destruction and degradation of its ecosystems; protecting and restoring the natural processes that support the evolution, resilience and adaptive capacity of species and ecosystems; facilitating collaborations between managers of private and public lands for the purposes of restoring ecological and landscape connectivity; undertaking scientific projects and education programs; building regional and wider relationships and partnerships for the GER; conducting research into broader environmental policy issues such as biodiversity and climate change and creating connections between the science and regional needs.

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time.

Deputy Chairperson means the person appointed as Deputy Chairperson pursuant to rule 27.

Director means any person occupying the position of director of the Company.

Directors means all or some of the Directors acting as a board.

GER means the Great Eastern Ranges which is the Connectivity Conservation area delineated along the Great Dividing Range and Great Escarpment of eastern Australia from Cape York, far North Queensland to the NSW-Victorian border and then westwards to the Grampian Ranges.

ITAA means the Income Tax Assessment Act 1997.

Member means a member under rule 5.

Office means the Company's registered office.

Register means the register of Members of the Company.

Registered Address means the last known address of a Member as noted in the Register.

Representative means a person appointed as such under rule 8.

Secretary means any person appointed by the Directors to perform any of the duties of a secretary of the Company and if there are joint secretaries, any one or more of such joint secretaries.

- 1.2 In this Constitution, unless the contrary intention appears:
- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
 - (b) words importing natural persons include corporations;
 - (c) words and expressions defined in the Corporations Act have the same meaning in this Constitution; and
 - (d) headings are for ease of reference only and do not affect the construction of this Constitution.
- 1.3 Unless the contrary intention appears in this Constitution, an expression in a rule of this Constitution has the same meaning as in a provision of the Corporations Act that deals with the same matter as the rule.
- 1.4 To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Company.

Objects

2. Objects

- 2.1 The objects for which the Company is established are solely for the public charitable purposes to:
- (a) promote a comprehensive response to the conservation of Australia's biodiversity and associated ecosystem services in the face of rapidly changing climate and pressures from land use and land use change;
 - (b) facilitate the conservation and restoration of the natural environment, including ecological processes such as species movements and ecological integrity in the GER;
 - (c) undertake research to develop strategic, practical and science based advice for use in landscape planning and Connectivity Conservation in the GER and surrounding regions;
 - (d) synthesize and communicate scientific, traditional and local data, information and knowledge in the field of Connectivity Conservation;
 - (e) promote a managed and cooperative approach to scientific research and education in Connectivity Conservation so as to maximise the benefits to the GER and other regions of Australia;
 - (f) carry out education activities for students and programs for the professional development of persons working in Connectivity Conservation so as to build the skills and long term capacity of Australia's future workforce in the field;
 - (g) ensure that the Members with their differing disciplines and backgrounds will, through their participation with the Company, add value to each other so that the performance of the Company will be greater than that of each Member acting independently;
 - (h) promote Connectivity Conservation measures to natural resource managers, landholders, government agencies, local government, Indigenous communities,

non-government organisations, community groups, researchers and business;
and

- (i) ensure the outcomes of all activities are utilised to advance the best interests of an ecological sustainable Australia.
- 2.2 The Company will establish and maintain a public fund to be called the GER Public Fund for the specific purpose of supporting the environmental objects/purposes of the Company. The Public 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 Public Fund must not receive any other money or property into its account and must comply with subdivision 30-E of the Income Tax Assessment Act 1997.
- 2.3 The Company may only exercise the powers in section 124(1) of the Corporations Act to:
- (a) carry out the objects in this rule 2; and
 - (b) do all things incidental or convenient in relation to the exercise of power under rule 2.1.

Income and property of Company

3. Income and property of Company

- 3.1 The income and property of the Company shall be used and applied solely in promotion of the Company's objects set out in rule 2 and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to the Members, directors or trustees of the Company.
- 3.2 Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the Company and not be influenced by the preference of the donor.
- 3.3 The Company must not distribute, pay or transfer to the Members directly or indirectly by way of dividend, bonus or otherwise any of the property or income of the Company provided that nothing will prevent the payment in good faith of remuneration to any officers or servants of the Company or to any Member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at reasonable and proper commercial rates on money borrowed from any Members of the Company or reasonable and proper rent for premises demised or let by any Member of the Company.
- 3.4 Each Member of the Company undertakes to contribute to the Company's property if the Company is wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for payment of the Company's debts and liabilities contracted before he, she or it ceased to be a Member and of the costs, charges and expenses of winding up and for an adjustment of the rights of contributories among themselves such amount as may be required not exceeding one hundred dollars (\$100.00).

4. Winding Up

- 4.1 Subject to rule 54, if any surplus remains following the winding up of the Company, the surplus must not be paid to or distributed amongst Members, but will be given or transferred to another organisation which, by its constitution is:
- (a) a not-for-profit organisation;

- (b) required to pursue charitable purposes only;
- (c) required to apply its profits (if any) or other income in promoting its objects similar to those of the Company;
- (d) endorsed as a deductible gift recipient under Sub-division 30-B of the ITAA; and
- (e) prohibited from making any distribution to its members or paying fees to its directors,

such organisation to be determined by the Members at, or before, the winding up and in default, by application to the Supreme Court of New South Wales.

If upon the winding up or dissolution of the Company, any property remains, after satisfaction of all its debts and liabilities any property whatsoever that remains will be transferred to such other entity or entities having objects similar to the Objectives of the Company as will be determined by the Members of the Company at or before the time of winding up or dissolution and in default thereof by application to the Supreme Court for determination.

- 4.2 True accounts will be kept of the income, expenditure, assets and liabilities of the Company; the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place; and all sales and purchases of real and personal property including goods of all nature by the Company. Subject to any reasonable restrictions as to the time and manner of inspecting the accounts of the Company that may be imposed in accordance with these Rules the accounts will be open to the inspection of the Members. Once at least in every year the accounts of the Company will be examined by one or more properly qualified Auditor or Auditors who will report to the members in accordance with the provisions of the Corporations Act.

Membership

5. Admission

- 5.1 The number of Members is unlimited.
- 5.2 The Board may establish different classes of membership and prescribe the qualifications required to become a Member in a particular class and the rights, obligations and privileges of Members.
- 5.3 Applications for membership of the Company must be made in writing and be signed by the applicant.
- 5.4 The Directors will consider each application for membership.
- 5.5 As soon as practicable following acceptance of an application for membership, the Secretary will send the applicant written notice of the acceptance. An applicant for membership becomes a Member upon such acceptance.
- 5.6 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.
- 5.7 The lodging of any application for membership is conclusive evidence that the applicant has agreed to become a Member of the Company and to be bound by the Constitution of the Company and any other rules or codes or by-laws of the Company.

6. Ceasing to be a Member

- 6.1 A Member's membership of the Company will cease:
- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
 - (b) if a liquidator is appointed in connection with the winding-up of the Member; or
 - (c) if an order is made by a Court for the winding-up or deregistration of the Member.
- 6.2 Any Member ceasing to be a Member will remain liable for and will pay to the Company any moneys which were due to the Company at the date of ceasing to be a Member.
- 6.3 The Board may from time to time, prescribe rules in relation to the disciplining (including but not limited to the censure, fining, suspension, expulsion and reinstatement) of Members.
- 6.4 A Member expelled from the Company does not have any claim on the Company, its Board, funds or property.

7. Powers of attorney

- 7.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the attorney to the Company for noting.
- 7.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.
- 7.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

8. Representatives

- 8.1 Any Member may by written notice to the Secretary:
- (a) appoint a natural person to act as its Representative in all matters connected with the Company as permitted by the Corporations Act; and
 - (b) remove a Representative.
- 8.2 A Representative is entitled to:
- (a) exercise at a general meeting, all the powers which the Member who appointed him or her could exercise if it were a natural person; and
 - (b) be counted towards a quorum on the basis that the Member is to be considered personally present at a general meeting by its Representative.
- 8.3 A certificate executed in accordance with section 127 of the Corporations Act is rebuttable evidence of the appointment or of the removal of the appointment (as appropriate) of the Representative.
- 8.4 The chairperson of a general meeting may allow a Representative to vote on the condition that he or she subsequently establishes his or her status as a Representative within a period prescribed by and to the satisfaction of the chairperson of the general meeting.

- 8.5 The appointment of a Representative may set out restrictions on the Representative's powers.

General meetings

9. Calling general meeting

- 9.1 The Directors may, at any time, call a general meeting.
- 9.2 A Member may:
- (a) only request the Directors to call a general meeting in accordance with section 249D of the Corporations Act; and
 - (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.
- 9.3 The Directors must call the first annual general meeting of the Company within 6 months of registration of the Company.

10. Notice of general meeting

- 10.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to all Members and other persons referred to in rule 50 of any general meeting.
- 10.2 A notice calling a general meeting:
- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - (b) must state the general nature of the business to be transacted at the meeting; and
 - (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- 10.3 The business to be transacted at an annual general meeting may, regardless of whether stated in the notice, include:
- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
 - (b) the election of directors; or
 - (c) the appointment and fixing of the remuneration of the Auditor.
- 10.4 The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under rule 9.2).
- 10.5 The Directors must give notice to all Members and other persons referred to in rule 50 of:
- (a) the postponement or cancellation of a general meeting; and
 - (b) the place, date and time of any new meeting.
- 10.6 The accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or other person referred to in rule 50 or the non-receipt of a notice (or form) by any Member or other person referred to in rule 50 does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

11. Member

In rules 12 (Quorum), 13 (Chairperson), 15 (Decision on questions), 16 (Taking a poll) and 17 (Voting rights), **Member** includes a Member present in person or by proxy, attorney or Representative.

12. Quorum

12.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.

12.2 A quorum of Members is the majority of Members for the time being. Members may attend in person, (including by use of technology), by proxy or by Representative.

12.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting then:

- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
- (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the Members present and holding 25% of the voting entitlements will constitute a quorum.

13. Chairperson

13.1 The Chairperson, or in the Chairperson's absence the Deputy Chairperson, will be the chairperson at every general meeting.

13.2 The Directors present may elect a chairperson of a general meeting if:

- (a) there is no Chairperson or Deputy Chairperson; or
- (b) neither the Chairperson nor Deputy Chairperson is present within 15 minutes after the time appointed for holding the general meeting; or
- (c) the Chairperson and Deputy Chairperson are unwilling to act as chairperson of the general meeting.

13.3 If no election is made under rule 13.2, then:

- (a) the Members may elect one of the Directors present as chairperson of the general meeting; or
- (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson of the general meeting.

14. Adjournment

- 14.1 The chairperson of a general meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 14.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 14.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.
- 14.4 Notice of an adjourned general meeting must only be given in accordance with rule 10.1 if a general meeting has been adjourned for more than 21 days.

15. Decision on questions

- 15.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried at a general meeting if a majority of the votes cast on the resolution are in favour of the resolution.
- 15.2 The chairperson of a general meeting does not have a casting vote at general meetings in addition to the chairperson's votes as a Member, proxy, attorney or Representative.
- 15.3 A resolution put to the vote of a meeting is decided by a poll.
- 15.4 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.
- 15.5 If there is a dispute at a general meeting about a question of procedure, the chairperson of the general meeting may determine the question.

16. Taking a poll

- 16.1 A poll will be taken when and in the manner that the chairperson of the general meeting directs.
- 16.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 16.3 The chairperson of a general meeting may determine any dispute about the admission or rejection of a vote on a poll.
- 16.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 16.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 16.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

Votes of Members

17. Voting rights

- 17.1 A Member entitled to vote has one vote unless specified otherwise in these rules.

Resolutions without meetings

- 17.2 Subject to rule 17.4, the Company may pass a resolution without a general meeting being held, if seventy five percent (75%) of 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.
- 17.3 For the purposes of rule 17.3:
- (a) the document may be sent to voting members in any manner described in rule 10;
 - (b) the resolution is passed when 75% (seventy five percent) of voting Members sign;
 - (c) separate copies of a document may be used for signing by voting Members if the wording of the resolution and statement is identical in each copy;
 - (d) a signature of a voting Member transmitted to the company electronically is sufficient evidence of signature.
- 17.4 Rule 17.3 does not apply to a resolution to remove an auditor.
- 17.5 Where a document is signed in accordance with rule 17.3 the document is to be taken as a minute of the passing of the resolution.

18. Objections

- 18.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered its vote.
- 18.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.
- 18.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

19. Votes by proxy

- 19.1 If a Member appoints a proxy or an attorney, the proxy or attorney may vote on a show of hands (subject to sections 250BB (1)(a) and (b) of the Corporations Act to the extent that the appointment of proxy specifies the way the proxy is to vote).
- 19.2 A proxy or attorney need not be a Member.
- 19.3 A proxy or attorney may demand or join in demanding a poll.
- 19.4 A proxy or attorney may vote on a poll.
- 19.5 A proxy or attorney may vote or abstain as he or she chooses except where the appointment of the proxy or attorney directs the way the proxy or attorney is to vote on a particular resolution. If a proxy or attorney votes at all, the proxy or attorney will be deemed to have voted all directed proxies or attorneys in the manner directed.

20. Document appointing proxy

- 20.1 Without limitation to rule 7 with respect to powers of attorney, an appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by section 250A(1) of the Corporations Act. The Directors may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.

- 20.2 For the purposes of rule 20.1, an appointment received at an electronic address will be taken to be signed by the Member if the appointment has been verified in a manner approved by the Directors.
- 20.3 A proxy's or attorney's appointment is valid at an adjourned general meeting.
- 20.4 A proxy or attorney may be appointed for all general meetings or for any number of general meetings or for a particular purpose.
- 20.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
- (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,
even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 20.6 If a proxy appointment is signed by the Member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Directors or the Secretary.

21. Lodgment of proxy or attorney

- 21.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the appointee is intended to vote; or
 - (b) the taking of a poll on which the appointee is intended to vote.
- 21.2 The Company receives an appointment of a proxy or attorney and any power of attorney or other authority under which the appointment was executed when they are received at:
- (a) the Office;
 - (b) a facsimile number at the Office; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

22. Validity

A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy or power,

unless any written notification of the death, unsoundness of mind or revocation was received by the Company before the relevant general meeting or adjourned general meeting.

Appointment and removal of Directors

23. Number of Directors

23.1 The number of Directors will be no less than three (3) and no more than nine (9).

24. Appointment of Directors

24.1 The initial Directors of the Company are the persons who have consented to act as directors and are set out in the Company's application for registration as a Company.

24.2 The Company will have Directors who collectively have skills in the categories or fields as determined by the Board from time to time.

24.3 The Company will have an independent Chairperson;

24.4 The CEO (not including any person acting in that position temporarily) will be a Director for the period of his or her appointment as CEO.

24.5 All Directors hold office subject to this Constitution.

25. Retirement

25.1 Unless otherwise determined by the Board, each Director holds office until the termination of the third (3rd) annual general meeting held after his or her election.

25.2 A retiring Director is eligible for re-election but may not serve more than three (3) consecutive terms.

25.3 Not less than 90 days prior to the 2018 AGM, the Board will determine as between themselves which three (3) of them will retire.

25.4 Those Directors retiring in accordance with rule 25.3 will be eligible to stand for re-election at the 2018 AGM.

25.5 Those Directors standing for re-election in rule 25.4 above, will be appointed for a term of 3 years.

25.6 The Directors may appoint a person to fill a casual vacancy.

25.7 Directors appointed to fill a casual vacancy will be deemed, for the purposes of the operation of this rule 25, to have commenced his or her appointment on the date on which the Director replaced commenced his or her term.

26. Nomination and Election of Director

26.1 Directors will be elected by Members entitled to vote, and election may take place by electronic ballot in accordance with this rule 26.

26.2 Not less than 60 days before the annual general meeting at which the election of Directors takes place, an electronic notice will be sent to all Members advising:

- (a) the number of positions on the Board that are to become vacant and calling for nominations; and

- (b) the voting procedures for the election by electronic ballot in such form as stipulated by the Board from time to time.
- 26.3 Rule 26.2 does not apply to the election of Directors in accordance with rule 25.2.
- 26.4 Following election of Directors, the Secretary will advise Members by electronic notice of the outcome of the electronic ballot.
- 26.5 The Chairperson will announce the appointment of newly elected Directors to the Members at the annual general meeting. All Board members will continue in office until the end of the meeting.

27. Office bearers

- 27.1 Any Director is eligible for election to the position of Chairperson, Deputy Chairperson or Treasurer (the "**Office Bearers**").
- 27.2 The Chairperson, Deputy Chairperson and Treasurer will be elected by the Board at the first Board meeting following each annual general meeting in accordance with procedures determined by the Board from time to time. The initial Chair of the Company will serve for a period of two (2) years.
- 27.3 The Members will be advised of the appointment of Office Bearers.
- 27.4 The Directors present will appoint one of their number to act as Chairperson of the meeting for the purpose of the election.
- 27.5 Each Director standing for election as an Office Bearer will be proposed by another Director and, if more than one Director is nominated at the relevant Board meeting, the Directors will vote on which Director will take up the contested appointment.
- 27.6 If the Chairperson vacates that office for any reason the Deputy Chairperson succeeds to the office of Chairperson until the next annual general meeting.
- 27.7 If an Office Bearer vacates that office for any reason, the Board may elect a replacement.
- 27.8 In the absence of the Chairperson, the Deputy Chairperson, or such other Director as nominated by the Board, will assume the role and responsibilities of the Chairperson.
- 27.9 The Treasurer will, unless otherwise determined by the Board, have oversight of the financial management of the Company.

28. Vacation of office

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

- (a) is prohibited by the Corporations Act or other legislation from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it;
- (c) resigns by notice in writing to the Company;
- (d) is removed by a resolution of the Company passed in general meeting;
- (e) retires in accordance with this Constitution;

- (f) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Act;
- (g) is an employee or officer of a Member that ceases to be a Member; or
- (h) dies.

29. Resignation of directors

- 29.1 Any Director may retire from office upon giving notice in writing to the Company of his or her intention to do so.

30. Removal of directors

- 30.1 Subject to the provisions of this Constitution and the Law, the Company may by ordinary resolution remove an Office Bearer or other Director before the expiration of their period of office, and may by an ordinary resolution appoint another person instead. The person so appointed will hold office only until the next following annual general meeting at which the election of Directors takes place.

Powers and duties of Directors

31. Directors to manage Company

- 31.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the Corporations Act do not require to be exercised by the Company in general meeting.
- 31.2 Every Director and other agent or officer of the Company must act at all times, in good faith, in a bona fide manner and in the interests of the Company. Failure to do so may result in removal of the Director from the Board.
- 31.3 Every Director and other agent or officer of the Company must:
- (a) keep secret all aspects of all transactions of the Company, except:
 - (i) to the extent necessary to enable the person to perform his or her duties to the Company;
 - (ii) as required by law;
 - (iii) when requested by the Directors to disclose information, to the auditors of the Company or a general meeting of the Company; and
 - (b) subject to rule 35.9, if requested by the Directors, sign and make a declaration that he or she will not disclose or publish any aspect of any transaction of the Company.

Remuneration of Directors

32. Remuneration and expenses of directors

- 32.1 The Chair may receive an honorarium for services provided to the Company in an amount approved by the Board.
- 32.2 No other Director who has been elected by the Members may receive any remuneration for his or her services in his or her capacity as a Director of the Company.
- 32.3 Directors may be reimbursed for all travelling and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Company or general meetings of the Company or otherwise in connection with the business of the Company, in accordance with any policy adopted by the Board from time to time.

Proceedings of Directors

33. Directors' meetings

- 33.1 Directors' meetings must be held at least two (2) times each calendar year.
- 33.2 A quorum is one more than half the total number of Directors entitled to vote or such greater number as is determined by the Board.
- 33.3 A Director may at any time, and the Secretary must on the request of a Director, call a Directors' meeting.
- 33.4 A Directors' meeting must be called on at least 48 hours' notice of a meeting to each Director.
- 33.5 Subject to the Corporations Act, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. The place of the meeting is deemed to be the place where the Chairperson is physically located.
- 33.6 The Directors may meet together, adjourn and regulate their meetings as they think fit.
- 33.7 The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- 33.8 Subject to rule 35, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 33.9 Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Directors.

34. Decision on questions

- 34.1 Subject to this Constitution (including rules 39 and 40), questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to rule 35, each Director has one vote.
- 34.2 If there is an equality of votes, the chairperson of a meeting of Directors will have a casting vote in addition to his or her deliberative vote.

35. Directors' interests

- 35.1 No contract made by a Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 35.2 No Director contracting with or being interested in any arrangement involving the Company is liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- 35.3 A Director is not disqualified merely because of being a Director from contracting with the Company in any respect.
- 35.4 A Director or a body or entity in which a Director has a direct or indirect interest may:
- (a) enter into any agreement or arrangement with the Company;
 - (b) hold any office or place of profit other than as auditor in the Company; and
 - (c) act in a professional capacity other than as auditor for the Company,
- and the Director or the body or entity can receive and keep beneficially any remuneration, profits or benefits under any agreement or arrangement with the Company or from holding an office or place of profit in or acting in a professional capacity with the Company.
- 35.5 Any Director having a direct or indirect personal material interest in any contract or arrangement that the Company proposes to enter into will declare his or her interest immediately by written notice to the Directors. A general notice that the Director is an employee of a particular Member and is to be regarded as interested in all transactions with that Member will be a sufficient disclosure under this rule 35.5 as regards such Director and the said transactions and it will not be necessary for such Director to give a special notice relating to any particular transaction with that Member.
- 35.6 A Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter,
- unless permitted by the Corporations Act to do so, in which case the Director may:
- (a) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (b) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (c) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- 35.7 A Director may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and is not accountable to the Company for any remuneration or other benefits received by the Director as a director or officer of, or from having an interest in, that body corporate.

- 35.8 Without limiting his or her other obligations, a Director who is an employee, board member or contractor of a Member that has a material financial interest in a matter that is being considered at a Directors' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter,
- unless the other Directors resolve otherwise.
- 35.9 A Director who is an employee or board member of a Member may disclose to that Member any information (confidential or otherwise) about the affairs, finances and accounts of the Company that comes into the Director's possession from time to time, subject to requiring the Member to maintain the confidentiality of any confidential information. This right will not apply if:
- (a) the exercise of such a right is inconsistent with this Constitution or the Director's fiduciary or other legal duties; and
 - (b) the Board for reasons of good governance and acting reasonably, has directed that such information not be disclosed to the relevant Member.

36. Remaining Directors

- 36.1 The Directors may act even if there are vacancies on the board.
- 36.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to call a general meeting.

37. Advisory Committees

- 37.1 The Directors may establish advisory committees, with powers as determined by the Board, to advise the Directors on specified matters (**Advisory Committees**).
- 37.2 Each Advisory Committee will be chaired by a Director.
- 37.3 Unless otherwise agreed by the Directors, meetings of any Advisory Committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors. The provisions apply as if each Advisory Committee member was a Director.
- 37.4 Rules 39 and 40 regarding attendance by technology and written resolutions applies to the Advisory Committees.

38. Delegation

- 38.1 The Directors may, upon any terms and conditions or restrictions as they see fit, delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to:
- (a) An Advisory Committee;
 - (b) a Director;
 - (c) an employee of the Company; or
 - (d) any other person.

- 38.2 An Advisory Committee to which, or person to whom, any powers have been delegated must exercise their powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.
- 38.3 An Advisory Committee to which, or person to whom, any powers have been delegated may be authorised by the Directors to sub-delegate all or any of the powers for the time being vested in it.
- 38.4 The Directors may at any time revoke any delegation of power.

39. Attendance via technology

- 39.1 For the purpose of this Constitution the contemporaneous linking together by technological means (“**electronic meeting**”) of a number of Directors being not less than the quorum will be deemed to constitute a meeting of the Board and all the provisions of this Constitution as to meetings of the Board will apply to any such meeting held by technology so long as the following conditions are met:
- (a) all the Directors for the time being entitled to receive notice of a meeting of the Board are entitled to notice of a meeting conducted by technology;
 - (b) notice of the meeting may be given by any technology means determined and agreed to by the Board including but not limited to telephone, email, iPad or by any other electronic means or manner permitted by the Board;
 - (c) each of the Directors taking part in the meeting will be able to hear and be heard by each of the other Directors taking part at the commencement of the meeting and each Director so taking part is deemed for the purposes of this Constitution to be present at the meeting;
 - (d) at the commencement of the meeting each Director will announce his or her presence to all the other Directors taking part in the meeting; and
 - (e) consent for Directors to participate via technology may be a standing consent.
- 39.2 A Director may not leave a meeting conducted via technology by disconnecting his or her telephone, audio-visual, iPad or other technological device unless that Director has notified the chairperson of the meeting.
- 39.3 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a meeting via technology unless that Director has obtained the express consent of the chairperson to leave the meeting.
- 39.4 A minute of the proceedings of meeting via technology is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chairperson.

40. Written resolutions

- 40.1 The Directors may pass a resolution without a Director's meeting being held if 75% of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when 75% of the Directors have signed and submitted the resolution to the Secretary.
- 40.2 For the purposes of this rule 40, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

- 40.3 A reference in this rule to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.
- 40.4 Every resolution passed under this rule will as soon as practicable be entered in the minutes of the Directors' meetings.
- 40.5 Any document referred to in this rule may be in the form of a facsimile or electronic transmission.
- 40.6 A facsimile, email or similar means of communication by any technological means addressed to or received by the Company and purporting to be signed by a Director for the purpose of this Constitution is deemed to be a document in writing signed by that Director.
- 40.7 The minutes of Directors' meetings must record that a meeting was held in accordance with this rule 40.

41. Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director; or
- (b) any of the circumstances specified in rule 27 applied to a person appointed as a Director,

all acts of the Directors before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

42. Minutes and Registers

- 42.1 The Directors must cause minutes to be made of:
- (a) the names of the Directors present at all Directors' meetings and meetings of Board Committees;
 - (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Board Committees;
 - (c) all resolutions passed by Directors in accordance with rule 40;
 - (d) all appointments of officers (as that term is defined in the Corporations Act);
 - (e) all orders made by the Directors and Board Committees; and
 - (f) all disclosures of interests made under rule 35.
- 42.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.
- 42.3 The Company must keep all registers required by this Constitution and the Corporations Act.

Management

43. Appointment of attorneys and agents

- 43.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Company:
- (a) for the purposes;
 - (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under this Constitution);
 - (c) for the period; and
 - (d) subject to the conditions,
determined by the Directors.
- 43.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:
- (a) any member of any local board established under this Constitution;
 - (b) any body corporate or person;
 - (c) the members, directors, nominees or managers of any company or firm; or
 - (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.
- 43.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.
- 43.4 The Directors may appoint attorneys or agents by facsimile transmission, or electronic means to act for and on behalf of the Company.
- 43.5 An attorney or agent appointed under this rule 43 may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

Chief Executive Officer

44. Chief Executive Officer

- 44.1 The Directors may appoint any person, including a Director, to the position of CEO for the period and on the terms (including as to remuneration) that the Directors see fit.
- 44.2 The CEO will be a Director.

Secretary

45. Secretary

- 45.1 There must be at least one secretary of the Company, appointed by the Directors for a term and at remuneration and on conditions determined by them.

Audit and accounts

46. Audit

- 46.1 A registered company auditor will be appointed.
- 46.2 The remuneration of the auditor will be fixed and the auditor's duties regulated in accordance with the Law.

Inspection of records

47. Inspection of records

- 47.1 Except as otherwise required by the Corporations Act or this Constitution, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.
- 47.2 Except as otherwise required by the Corporations Act, or this Constitution, a Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

Notices

48. Service of notices

- 48.1 A notice may be given by the Company to any Member either by serving it on the Member personally or by sending it by post or electronic transmission to the Member at the address shown in the Register or the address or other such contact details (such as email address) supplied by the Member to the Company for the giving of notices.

49. Method of service

- 49.1 A notice given in accordance with this rule 49 takes effect when it is taken to be received:
- (a) if hand delivered, on delivery;
 - (b) if sent by prepaid post, on the Business Day after the date of posting; or
 - (c) if sent by facsimile, when the sender's facsimile system generates a message confirming successful transmission of the entire notice, but if the delivery, receipt or transmission is not on a Business Day or is after 5.00 pm on a Business Day, the notice is taken to be received at 9.00 am on the next Business Day; or
 - (d) in accordance with the Electronic Transactions Act 1999, if a notice is sent by any form of electronic communication, the time of receipt of the electronic communication, is the time when the electronic communication becomes capable of being retrieved by the addressee at an electronic address designated by the addressee whether the notice has been read or not.

50. Persons entitled to notice of general meeting

- 50.1 Notice of every general meeting will be given in the manner authorised by rules 48 and 49 to:
- (a) every Member or person entitled to receive notice under the Law; and
 - (b) the auditor for the time being of the Company.
- 50.2 No other person is entitled to receive notice of general meetings.

Public Fund

51. Requirements of the Public Fund

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

- (a) the Company changes its name or the name of the Public Fund;
- (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.

52. Operation of the Public Fund

- 52.1 The objective of the Public Fund is to support the Company's environmental purposes.
- 52.2 Members of the public will be invited to make gifts of money or property to the Public Fund for the environmental purposes of the Company.
- 52.3 Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Public Fund.
- 52.4 A separate bank account is to be opened to deposit money donated to the Public Fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Company.
- 52.5 Receipts are to be issued in the name of the Public Fund and proper accounting records and procedures are to be kept and used for the Public Fund.
- 52.6 The Public Fund will be operated on a not-for-profit basis.
- 52.7 A committee of management (**Fund Management Committee**) of no less than three persons will administer the Public Fund. The Fund Management Committee will be appointed by the Board and will be comprise a majority of members who are 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations and have submitted a Public Fund Management Committee Member Nomination Form to the Board.

53. 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 Public Fund are only used for its principal purpose.

54. Winding up of the Public Fund

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

55. Statistical information

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.

An audited financial statement for the Company and the 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.

56. Transfer of the Gift Fund in Specified Circumstances

Subject to rule 54, on:

- (a) revocation of the endorsement of the Company under sub-division 30-B of the ITAA; or
- (b) the winding up of the gift fund by the Company,

any balance in the Gift Fund Account or an account set up by the Company to acknowledge tax deductible gifts made to it must be transferred to such other gift fund, gift funds, entity or entities having objects similar to the objects of the Company as will be determined by the Members at or before that time, provided that each recipient must be endorsed as a deductible gift recipient under sub-division 30-B of the ITAA.

57. Amendment to Constitution

57.1 This Constitution may be altered from time to time providing any alterations are approved as a special majority resolution being a decision of at least seventy-five per cent (75%) of Members present and entitled to vote either in person or by proxy at a validly constituted meeting.

57.2 Subject to rule 53.1, the Company may revoke, add to or vary these rules provided that:

- (a) no part of the Gift Fund Account or the income of the Gift Fund Account becomes subject to any institution, organisation, fund or authority that is not a charitable organisation endorsed to receive donations under sub-division 30-B of the ITAA; and
- (b) the Commissioner of Taxation consents to the revocation, addition or variation:
 - (i) no amendment is allowed to be made to or affecting the objects of the Company; and
 - (ii) no amendment is allowed to be made which authorises the Company to invest money of the Gift Fund Account other than in a manner which trustees are permitted to invest under the laws of Australia or any Australian State or Territory.

Indemnity

58. Indemnity

- 58.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act the Company indemnifies every person who is or has been an officer of the Company against any liability (other than for legal costs) incurred by that person as such an officer of the Company (including liabilities incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 58.2 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Company indemnifies every person who is or has been an officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Company (including such legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment).
- 58.3 The amount of any indemnity payable under rules 58.1 or 58.2 will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Company with a GST tax invoice for the GST Amount.
- 58.4 For the purposes of this rule 58, **officer** means:
- (a) a Director; or
 - (b) a Secretary.