

Constitution of Southern Queensland Natural Resources Management Ltd

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Constitution of Southern Queensland Natural Resources Management Ltd

1. PRELIMINARY

1.1 Type of Company

The Company is a not-for-profit public company limited by guarantee.

1.2 Objects

- (a) The objects for which the Company is established is to protect, enhance and improve the natural environment or a significant aspect of the natural environment of the Southern Queensland NRM Region by:
 - (i) working with the people of the Southern Queensland NRM Region to develop and deliver natural resource management activities;
 - (ii) building the capacity of people and organisations within the Southern Queensland NRM Region to care for the natural environment and to practice sustainable use of natural resources;
 - (iii) providing information and education, and conducting research, about the natural environment or a significant aspect of the natural environment;
 - (iv) supporting and facilitating the ecological sustainability, viability and different land uses, to improve the environment, the economy and the quality of life for the community; and
 - (v) carrying out the role of a national resource management body for the Southern Queensland NRM Region.
- (b) The Company can only exercise the powers in section 124(1) of the Corporations Act to:
 - (i) carry out the objects of the Company set out in rule 1.2(a);
 - (ii) to establish any trust, and act as trustee of a trust, in relation to in relation to the exercise of the power under rule 1.2(b)(i); and
 - (iii) do all things incidental or convenient in relation to the exercise of the power under rule 1.2(b)(i).

1.3 Application of income and property

- (a) Subject to rules 1.4 and 24.1, the Company must apply its income and assets solely towards promoting the objects of the Company as stated in rule 1.2.
- (b) No part of the Company's income or assets may be paid or transferred directly or indirectly to any member of the Company except to the extent permitted by this document.

1.4 **Certain payments allowed**

- (a) Rule 1.3 does not prevent the payment of reasonable remuneration to any employee of the Company or to any member of the Company or other person in return for services rendered to the Company. In addition, rule 1.3 does not prevent the Company paying to a member:
- (i) interest on money lent by the member to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
 - (ii) reasonable remuneration for goods supplied by the member to the Company in the ordinary course of business; and
 - (iii) reasonable rent for premises leased by the member to the Company.

1.5 **Replaceable rules**

The replaceable rules referred to in section 141 of the Corporations Act do not apply to the Company and are replaced by the rules set out in this document.

1.6 **Definitions**

The following definitions apply in this document:

ACNC Act means the *Australian Charities and Not for profits Commission Act 2012* (Cth).

Board means the Directors acting collectively under this document.

Chairperson means the person who is for the time being holding the office of Chairperson under rule 17.

circular resolution has the meaning given in rule 11.1(a).

Company means the company named at the beginning of this document or whatever its name is for the time being.

Corporations Act means the *Corporations Act 2001* (Cth).

Delegate means a natural person appointed as such under rule 6.

Director means a person who is, for the time being, a director of the Company.

East Voting Region means the area of the region East of the line from the Qld/NSW border following road A55 to Dirranbandi and onto St George, then following the Mitchell St George Rd to Mitchell and continuing north along the Mitchell Forest Vale road and then the Mount Moffatt road until it meets the Carnarvon National Park Road entering the Carnarvon National Park.

member means a person whose name is entered in the Register as a member of the Company.

NRM means Natural Resource Management.

ordinary resolution means a resolution passed at a meeting of members by a majority of the votes cast by members entitled to vote on the resolution.

Membership Fee means the fees payable by members determined from time to time under rule 4.1 (if any).

Register of Members means the register of members of the Company.

Secretary means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this document.

Southern Queensland NRM Region means the area of inland Southern Queensland that unites the Queensland Murray-Darling Basin Catchment and the Bulloo River Catchment.

special resolution means a resolution:

- (a) of which notice has been given under rule 8.6(c); and
- (b) that has been passed at a duly constituted general meeting of the Company at which a quorum is present by:
 - (i) at least 75% of the votes cast by members in the East Voting Region present and entitled to vote on the resolution; and
 - (ii) at least 75% of the votes cast by members in the West Voting Region present and entitled to vote on the resolution.

Special Resolution of the Board means a resolution:

- (a) of which 21 days' notice has been given; and
- (b) that has been passed by at least 75% of the votes cast by members of the Board who are present and entitled to vote on the resolution.

Voting Region means the West Voting Region and the East Voting Region.

West Voting Region means the area of the region west of the line from the Qld/NSW border following road A55 to Dirranbandi and onto St George, then following the Mitchell St George Rd to Mitchell and continuing north along the Mitchell Forest Vale road and then the Mount Moffatt road until it meets the Carnarvon National Park Road entering the Carnarvon National Park.

written resolution means a resolution of the Directors referred to in rule 26.9.

1.7 **Interpretation of this document**

- (a) Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.
 - (b) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;

- (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
- (c) A singular word includes the plural, and vice versa.
 - (d) A word which suggests one gender includes the other genders.
 - (e) If a word is defined, another part of speech has a corresponding meaning.
 - (f) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
 - (g) The word **agreement** includes an undertaking or other binding arrangement or understanding, whether or not in writing.
 - (h) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
 - (i) A reference to a power is also a reference to authority or discretion.
 - (j) A reference to something being **written** or **in writing** includes that thing being represented or reproduced in any mode in a visible form.
 - (k) A word (other than a word defined in rule 1.6) which is defined by the Corporations Act or the ACNC Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Corporations Act or the ACNC Act.

2. MEMBERSHIP

2.1 Membership

- (a) Subject to rule 2.5, the members are:
 - (i) the persons who are recorded in the Register of Members as ordinary member or other members on the effective date of this document; and
 - (ii) any other person the Board admits to membership in accordance with rule 3.

2.2 Ordinary members

- (a) A person is eligible to apply to become an ordinary member if the person:
 - (i) has an interest and/or involvement in NRM;

- (ii) is committed to the principles of sustainable NRM in the Southern Queensland Region; and
 - (iii) in the case of a natural person, has their primary place of residence within the Southern Queensland NRM Region; or
 - (iv) in the case of a company or organisation, has their primary place of business within the Southern Queensland NRM Region.
- (b) The Board may, in its discretion, admit a person as an ordinary member who does not meet the eligibility criteria specified in rule 2.2(a)(iii) or (iv) by Special Resolution of the Board.
- (c) Ordinary members have all rights exercisable by ordinary member under this document, including the right to attend and to vote at annual general meetings and other general meetings, or any applicable law.

2.3 Other members

The Board may:

- (a) establish, vary, or abolish other categories of membership as they deem appropriate from time to time, subject to this document and applicable laws;
- (b) determine the rights, privileges, obligations and qualifications associated with each category, including membership fees and eligibility criteria, but must not grant any category of membership a right to vote; and
- (c) admit any person as a member of any other category of membership established under rule 2.3(a) who meets the eligibility criteria of the category of membership, by a resolution of the Board.

2.4 Limited liability of members

- (a) If the Company is wound up, each member must contribute to the assets of the Company up to an amount not exceeding \$10.00 for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for one year after a person ceases to be a member.

2.5 Cessation of membership

A member's membership will cease, on the date:

- (a) the Secretary receives written notice of resignation from that member;
- (b) where the member is an individual, the member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence, or
- (c) where the member is not an individual:

- (i) a liquidator is appointed in connection with the winding-up of the member; or
 - (ii) an order is made by a Court for the winding-up or deregistration of the member; or
 - (iii) the member is dissolved, deregistered or otherwise ceases to exist, or
- (d) on which the member's membership is declared forfeited under rule 2.6(d) or 4.2(b)(ii).

2.6 Annual Renewal of Membership

- (a) As soon as reasonably practicable after 30 June each year, the Company must send a notice to each member inviting the member to renew their membership (**member renewal notice**).
- (b) Following receipt of the member renewal notice, a member may renew their membership in the manner set out in the member renewal notice and no later than by the date two weeks prior to the end of September in the same year (this period is the **renewal period**).
- (c) During the renewal period, the Company must send to the members at least two (2) written reminders, specifying that the member must renew their membership by way of member renewal notice and do so before the end of the renewal period to remain as a member of the Company, and:
 - (i) the first being sent to the members on or about 30 July in the same year; and
 - (ii) the second being sent to the members on or about 31 August in the same year.
- (d) If a member does not renew their membership in accordance with this rule 2.6, then the Board will declare that member's membership forfeited at the end of the renewal period.

2.7 Suspension or termination of membership of members

- (a) The Board may, by Special Resolution of the Board, suspend or terminate the membership of a member and/or suspend or terminate the right of a delegate of a member to participate in meetings of the Company if either the member or the delegate:
 - (i) has wilfully refused or neglected to comply with the provisions of this document or the Corporations Act; or
 - (ii) is guilty of any conduct which in the opinion of the Board is unbecoming of an ordinary member or prejudicial to the interests of the Company.
- (b) At least one (1) month before the meeting of the Board at which a resolution under subrule (a) is considered the ordinary member must be given notice:

- (i) of that meeting;
- (ii) of what is alleged against the ordinary member;
- (iii) of the intended resolution; and
- (iv) that the ordinary member will, at the meeting and before the voting on any such resolution, have an opportunity to give orally or in writing any explanation or response the member may think fit.

3. ADMISSION

3.1 Applications

Applications for membership of the Company must be in writing, signed by the applicant and in a form approved by the Board in its absolute discretion.

3.2 Consideration of applications

- (a) The Board will consider each application for membership at the next meeting of the Board after the application is received. In considering an application for membership, the Board may:
 - (i) accept or reject the application; or
 - (ii) ask the applicant to give more evidence of eligibility for membership.
- (b) If the Board asks for more evidence under subrule (a)(ii), their determination of the application for membership is deferred until the evidence is given.
- (c) The Board does not have to give any reason for rejecting an application for membership.

3.3 Notice

As soon as practicable following acceptance of an application for membership, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's first Membership Fee (if any).

3.4 Time of membership

- (a) Subject to rule 3.4(b) an applicant for membership becomes a member:
 - (i) if the applicant has received a request for payment of a Membership Fee, when the Membership Fee is paid; or
 - (ii) if applicant is not required to pay a Membership Fee, when the applicant's name is entered onto the Register.
- (b) If the first Membership Fee of an applicant for membership is not paid within 30 days after the date the applicant is notified of acceptance of their application for membership, the Board may cancel its acceptance of the applicant for membership of the Company.

3.5 **Non transferable**

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.

4. **MEMBERSHIP FEE**

4.1 **Determination of Membership Fee**

- (a) The Board may determine the membership fee payable for membership (**Membership Fee**).
- (b) The Board will review all Membership Fees before the end of the Company's financial year and prescribe the Membership Fees for the following year.

4.2 **Membership Fee due**

- (a) A member must pay the Membership Fee each year on or before the date prescribed by the Board.
- (b) If a member does not pay the Membership Fee within 30 days after it becomes due the Board:
 - (i) will give the member notice of that fact; and
 - (ii) if the Membership Fee remains unpaid 21 days from the date of that notice, may declare that member's membership forfeited.

4.3 **Cessation of membership and Membership Fees**

In the event the member ceases to be a member pursuant to rule 4.2(b)(ii) or rule 2.5:

- (a) the Company will not refund to the member any Membership Fee; and
- (b) the member will remain liable for and will pay to the Company all Membership Fees which were due at the date of ceasing to be a member.

5. **POWERS OF ATTORNEY**

- (a) 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 notation.
- (b) 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.
- (c) The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

6. DELEGATES

6.1 Appointment of Delegate

- (a) Any corporation or organisation which is a member must, by written notice to the Secretary,
- (b) appoint a natural person to act as its Delegate in all matters connected with the Company, and the corporation or organisation which is a member may remove or replace that delegate by written notice to the Secretary. The appointment of a Delegate must:
 - (i) be in writing;
 - (ii) include the name of the Delegate;
 - (iii) be signed on behalf of the member; and
 - (iv) be given to the Company or, for representation at a general meeting, be given to the chair of the meeting before the meeting starts.
- (c) The appointment of a Delegate may be standing (ongoing).
- (d) The chair of a general meeting may allow a Delegate to vote on the condition that the Delegate subsequently establishes his or her status as a Delegate within a period prescribed by and to the satisfaction of the chair of the general meeting.
- (e) The appointment of a Delegate may set out restrictions on the Delegate's powers.

6.2 Delegates' rights

A Delegate is entitled to:

- (a) exercise at a general meeting all the powers which the corporation or organisation which appointed the Delegate could exercise if it were a natural person;
- (b) stand for election or be appointed as an office bearer or Director, if the member corporation or organisation which appointed the Delegate would be eligible to be elected or appointed if it were a natural person; and
- (c) be counted towards a quorum on the basis that the corporation or organisation is to be considered personally present at a general meeting by its Delegate, provided that the member corporation or organisation which appointed the Delegate is eligible to be counted towards the quorum.

6.3 Continuing authority

An act done at a general meeting by a Delegate is valid even if, before the act is done, the appointing member revokes the appointment, unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

7. REGISTER OF MEMBERS

- (a) The Company must set up and maintain a register of members.
- (b) In accordance with section 169 of the Corporations Act, the Register must contain the following information:
 - (i) the name and address of each member;
 - (ii) the date on which the entry of the member's name in the Register of Members is made;
 - (iii) the name and details of each person who stopped being a member within the last seven years;
 - (iv) the date on which the person stopped being a member; and
 - (v) an index of members' names if the Company has more than 50 members and the Register itself is not kept in a form that operates effectively as an index.
- (c) The Register may contain such other information relating to a member's membership of the Company as the Board may decide.

8. MEETINGS OF MEMBERS

8.1 Annual general meeting

- (a) The Company may hold an annual general meeting in any calendar year if the Board so decides.
- (b) Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
 - (i) a review of the Company's activities;
 - (ii) a review of the Company's finances;
 - (iii) any auditor's report; and
 - (iv) the appointment and payment of auditors, if any.
- (c) Before or at the annual general meeting, the Board may give information to the members on the Company's activities and finances during the period since the last annual general meeting.
- (d) The chair of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

8.2 General meetings called by the Board

- (a) A general meeting may be convened at any time by the Board.
- (b) If members with at least 5% of the votes that may be cast at a general meeting, make a written request to the Company for a general meeting to be held, the Board must:
 - (i) within 21 days of the members' request, give all members notice of a general meeting; and
 - (ii) hold the general meeting within two months of the members' request.
- (c) The percentage of votes that members have is to be worked out as at midnight before the members request the meeting.
- (d) The members who make the request for a general meeting must:
 - (i) state in the request any resolution to be proposed at the meeting;
 - (ii) sign the request; and
 - (iii) give the request to the Company.
- (e) Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

8.3 General meetings called by members

- (a) If the Board does not call the meeting within 21 days of being requested under rule 8.2(b), 5% or more of the members who made the request may call and arrange to hold a general meeting.
- (b) To call and hold a meeting under rule 8.3(a) the members must:
 - (i) as far as possible, follow the procedures for general meetings set out in this document;
 - (ii) call the meeting using the list of members on the Register, which the Company must provide to the members making the request at no cost; and
 - (iii) hold the general meeting within three months after the request was given to the Company.
- (c) The Company must pay the members who request the general meeting any reasonable expenses they incur because the Board did not call and hold the meeting.

8.4 Notice of meeting

- (a) Subject to rule 8.5, at least 21 days' written notice of a general meeting must be given individually to:
 - (i) each member (whether or not the member is entitled to vote at the meeting);

- (ii) each Director; and
- (iii) the auditor (if the Company has appointed an auditor).

8.5 **Short notice**

- (a) Subject to rule 8.5(b), notice of a meeting may be provided less than 21 days before the meeting if:
 - (i) for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand; or
 - (ii) for any other general meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (b) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (i) remove a Director;
 - (ii) appoint a Director in order to replace a Director who was removed; or
 - (iii) remove an auditor (if the Company has appointed an auditor).

8.6 **Content of notice**

Notice of a general meeting must include:

- (a) the place, date and time for the meeting (and if the meeting is to be held in one or more physical venues and using virtual meeting technology, or only using virtual meeting technology, the technology that will be used to facilitate this);
- (b) the general nature of the meeting's business;
- (c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution; and
- (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - (i) the proxy does not need to be a member of the Company;
 - (ii) the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - (iii) the proxy form must be delivered to the Company at least 48 hours before the meeting.

8.7 **Postponement or cancellation**

The Board may:

- (i) postpone a meeting of members;
- (ii) cancel a meeting of members;

- (iii) change the place for a meeting of members; or
 - (iv) change the virtual meeting technology used for a meeting of members,
- by written notice given individually to each person entitled to be given notice of the meeting.

8.8 **Fresh notice**

If a general meeting is postponed or adjourned for one month or more, the Company must give new notice of the resumed meeting.

8.9 **Use of technology for meetings**

The Company may hold a general meeting:

- (a) at one or more physical venues; or
- (b) at one or more physical venues and using virtual meeting technology; or
- (c) using virtual meeting technology only.

8.10 **Place and time of meetings**

- (a) The place at which a general meeting is held is taken to be:
 - (i) if the meeting is held at only one physical venue (whether or not it is also held using virtual meeting technology) – that physical venue;
 - (ii) if the meeting is held at more than one physical venue (whether or not it is also held using virtual meeting technology) – the main physical venue of the meeting as set out in the notice of meeting; or
 - (iii) if the meeting is held using virtual meeting technology only – the registered office of the Company.
- (b) The time at which a general meeting is held is taken to be the time at the place at which the meeting is taken to be held in accordance with rule 8.10(a).
- (c) The meeting must be held at a time that is reasonable at the place at which the meeting is taken to be held.
- (d) A member who attends the meeting (whether at a physical venue or by using virtual meeting technology) is taken for all purposes to be present in person at the meeting while so attending.

8.11 **Participation**

- (a) Members who are entitled to attend the meeting, as a whole, must be given a reasonable opportunity to participate in a general meeting.
- (b) Without limiting rule 8.11(a), if the meeting is held using virtual meeting technology (whether or not it is also held at one or more physical venues), that virtual meeting technology must be reasonable and allow the members who are entitled to attend the meeting, as a whole, to exercise orally and in writing any rights of those members to ask questions and make comments.

8.12 **Accidental omission**

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of members.

9. PROCEEDINGS AT MEETINGS OF MEMBERS

9.1 Member present at meeting

If a member has appointed a proxy or Delegate to act at a meeting of members, that member is taken to be present at a meeting at which the proxy or Delegate is present.

9.2 Quorum

The quorum for a general meeting is lesser of 10 members, or 10% of the members entitled to vote at the general meeting. Each individual member present may only be counted once toward a quorum. If a member has appointed more than one proxy or Delegate only one of them may be counted towards a quorum.

9.3 Quorum not present

- (a) If a quorum is not present within 15 minutes after the time for which a general meeting is called:
 - (i) if the meeting has been called by the Board or members pursuant to a request by members under rule 8.2(b), the meeting is dissolved; and
 - (ii) in any other case, the meeting is adjourned to the day, time and place that the Board decides and notifies to members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - (iii) if a quorum is not present within 15 minutes after the time for which the adjourned meeting is called, the meeting is dissolved.

9.4 Chairing meetings of members

The Chairperson is entitled to chair meetings of members. If there is no Chairperson or the Chairperson is not present within 15 minutes after the time for which a meeting is called or is unwilling to act, the members present must elect a member or Director present to chair the meeting.

9.5 Attendance at general meetings

- (a) Every member has the right to attend all meetings of members.
- (b) Every Director has the right to attend and speak at all meetings of members.
- (c) The auditor has the right to attend any general meeting and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

9.6 **Adjournment**

Subject to rule 8.8, the chair of a general meeting at which a quorum is present:

- (a) may; and
- (b) must, if directed by ordinary resolution of the meeting, adjourn it to another time and place.

9.7 **Business at adjourned meetings**

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

10. MEMBER REQUESTED RESOLUTIONS

10.1 **Members' resolutions**

- (a) Members with at least 5% of the votes that may be cast on a resolution may give written notice to the Company of a resolution they propose to move at a general meeting (**members' resolution**).
- (b) A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- (c) Separate copies of a document setting out the notice may be signed by members if the wording is the same in each copy.
- (d) The percentage of votes that members have is to be worked out as at midnight before the request or notice is given to the Company.
- (e) If the Company has been given notice of a members' resolution, the resolution must be considered at the next general meeting held more than two months after the notice is given.
- (f) This rule does not limit any other right that a member has to propose a resolution at a general meeting.

10.2 **Company must give notice of proposed resolution**

- (a) If the Company has been given a notice under rule 10.1:
 - (i) in time to send the notice of proposed members' resolution to members with a notice of meeting, it must do so at the Company's cost; or
 - (ii) too late to send the notice of proposed members' resolution to members with a notice of meeting, then the members who proposed the resolution must pay the expenses reasonably incurred by the Company in giving members notice of the proposed members' resolution. However, at a general meeting, the members may pass a resolution that the Company will pay these expenses.

- (b) The Company does not need to send the notice of proposed members' resolution to members if:
- (i) it is more than 1,000 words long;
 - (ii) the Board considers it may be defamatory;
 - (iii) rule 10.2(a)(ii) applies, and the members who proposed the resolution have not paid the Company enough money to cover the cost of sending the notice of the proposed members' resolution to members; or
 - (iv) the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

11. MEMBERS' RESOLUTIONS

11.1 Circular resolutions of members

- (a) Subject to rule 11.1(b), the Board may put a resolution to the members, entitled to vote, to pass a resolution without a general meeting being held (**a circular resolution**).
- (b) Circular resolutions cannot be used:
 - (i) for a resolution to appoint or remove an auditor or a Director;
 - (ii) for passing a special resolution; or
 - (iii) where the Corporations Act or this document requires a meeting to be held.
- (c) A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in rule 11.1(d) or rule 11.1(e).
- (d) Members may sign:
 - (i) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (ii) separate copies of that document, as long as the wording is the same in each copy.
- (e) The Company may send a circular resolution by email to members entitled to vote on the resolution and those members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

12. ENTITLEMENT TO VOTE

12.1 Number of votes

- (a) Each member entitled to vote has one vote.
- (b) Except where a special resolution is required or this document requires otherwise, questions arising at a general meeting must be decided by an ordinary resolution.

12.2 Casting vote of chair

If an equal number of votes is cast for and against a resolution at a meeting of members, the chair of the meeting has a casting vote whether or not the chair is a member.

12.3 Decision on right to vote

A member or Director may challenge a person's right to vote at a meeting of members or on a circular resolution. A challenge may only be made at the meeting or the time the circular resolution is put, as the case may be. A challenge, or any other doubt as to the validity of a vote, must be decided by the chair of the meeting, or, in the case of a circular resolution, the Chairperson, whose decision is final.

13. HOW VOTING IS CARRIED OUT

13.1 Voting in advance

If the Board so decides, members entitled to vote may be given the opportunity, at the option of the member, to vote in advance of a general meeting on one or more of the resolutions to be put to the meeting.

13.2 Method of voting

- (a) A resolution put to the vote at a general meeting may be decided on a poll or on a show of hands unless a poll is demanded under rule 13.3:
 - (i) before the show of hands is taken; or
 - (ii) before the result of the show of hands is declared.
- (b) Unless a poll is demanded, the chair's declaration of a decision on a show of hands is final.

13.3 Demand for a poll

- (a) A poll may be demanded on any resolution (except a resolution concerning the election of the chair of a meeting) by:
 - (i) at least 50% of the members entitled to vote on the resolution; or
 - (ii) the chair.
- (b) The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

13.4 When and how polls must be taken

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and in the manner that the chair of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place in the manner that the chair of the meeting directs;
- (c) a person voting who has the right to cast two or more votes need not cast all those votes and may cast those votes in different ways; and
- (d) the result of the poll is the resolution of the meeting at which the poll was demanded.

14. PROXIES

14.1 Appointment of proxies

- (a) A member entitled to vote at a general meeting may appoint a proxy to attend and act for the member at a meeting of members. An appointment of proxy must be made by written notice to the Company.
- (b) An appointment of proxy (**proxy form**) must be signed by the member appointing the proxy and must contain:
 - (i) the member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the meeting(s) at which the appointment may be used.

14.2 Deposit of proxy appointment forms and proxy appointment authorities

An appointment of a proxy is not effective for a particular general meeting unless the proxy appointment form is received by the Company at its registered office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the meeting is resumed.

14.3 Appointment for particular meeting and revocation

A member may appoint a proxy to act at a particular general meeting (a proxy appointment cannot be a standing appointment) and may revoke any appointment. A proxy may, but need not, be a member.

14.4 Position of proxy if member present

The appointment of a proxy is not revoked by the member attending and taking part in the general meeting, but if the member votes on a resolution, the proxy is not entitled to vote, and must not vote, as the member's proxy on the resolution.

14.5 More than one current proxy appointments

An appointment of proxy by a member is revoked if the Company receives a further appointment of proxy from that member which would result in there being more than one proxy of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

14.6 Continuing authority

An act done at a general meeting by a proxy is valid even if, before the act is done, the appointing member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up; or
- (c) revokes the appointment or revokes the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

15. DIRECTORS

15.1 Composition of Directors

The number of Directors will not be less than seven (7).

15.2 Composition of Board

Subject to rule 15.1, the Board comprises:

- (a) the Chairperson;
- (b) three (3) Directors who have their primary place of residence located in the East Voting Region (**East Region Elected Director**); and
- (c) three (3) Directors who have their primary place of residence located in the West Voting Region (**West Region Elected Director**).

16. ELECTION AND APPOINTMENT OF EAST REGION ELECTED DIRECTORS AND WEST REGION ELECTED DIRECTORS

16.1 Election

- (a) The members:
 - (i) who reside in the East Voting Region may elect a Director as an East Region Elected Director; and
 - (ii) who reside in the West Voting Region may elect a Director as a West Region Elected Director,
- by a resolution passed in a general meeting.

- (b) Each Director elected under this rule must be elected by a separate resolution, unless:
- (i) the members present have first passed a resolution that the appointments may be voted on together, and
 - (ii) no votes were cast against that resolution.

16.2 Eligibility

- (a) A person is eligible for appointment or election as a Director under this rule 16 if:
- (i) they are an ordinary member, or a delegate of an ordinary member (if applicable), of the Company;
 - (ii) they are nominated by the Board in accordance with a Board policy which defines eligibility for a Director;
 - (iii) they have given the Company their signed consent to act as a Director of the Company; and
 - (iv) they are not ineligible to be a Director under the Corporations Act or the ACNC Act.

16.3 Casual vacancy

- (a) The Board may appoint a person as a Director to fill a casual vacancy or as an additional Director.
- (b) Any natural person appointed under this rule holds office until the next general meeting.

17. ELECTION AND APPOINTMENT OF CHAIRPERSON

17.1 Election

The members may elect a natural person as Chairperson by a resolution passed in a general meeting.

17.2 Eligibility

- (a) A natural person is eligible for appointment or election as the Chairperson if:
- (i) they are nominated by the Board in accordance with a Board policy which defines eligibility for the Chairperson;
 - (ii) have given the Company their signed consent to act as a Director of the Company; and
 - (iii) are not ineligible to be a Director under the Corporations Act or the ACNC Act.

17.3 Casual vacancy

- (a) The Board may appoint an East Region Elected Director or a West Region Elected Director to fill a casual vacancy in the office of the Chairperson using such process as it determines from time to time.
- (b) Any person appointed under this rule holds office until the next general meeting.

18. TERM OF OFFICE

18.1 Retirement

- (a) At each annual general meeting:
 - (i) any natural person appointed by the Board under rule 16.3 to fill a casual vacancy or as an additional Director must retire;
 - (ii) any Director appointed by the Board under rule 17.3 to fill a causal vacancy must retire; and
 - (iii) any Director or Chairperson who has held office for three (3) years must retire.
- (b) Other than a Director appointed under rule 16.3 or the Chairperson appointed under rule 17.3, a Director or Chairperson's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- (c) A Director who retires under rule 18.1 may nominate for election or re-election, subject to rule 18.1(d).
- (d) A Director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a special resolution of the members.

18.2 Cessation of Director's appointment

A person automatically ceases to be a Director if the person:

- (a) is not permitted by the ACNC Act to be a director;
- (b) becomes disqualified from managing corporations under Part 2D.6 of the Corporations Act and is not given permission or leave to manage the Company under section 206F or 206G of the Corporations Act;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend three (3) consecutive Board meetings (not including meetings of a committee of the Board) without leave of absence from the Board;
- (e) resigns by notice in writing to the Company;
- (f) is removed from office under rule 18.3;

- (g) is convicted on indictment of an offence and the Board does not within one month after becoming aware of that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of Director; or
- (h) 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 or this document.

18.3 Removal from office

The members by ordinary resolution may remove a Director from office. The power to remove a Director under this rule is in addition to section 203D of the Corporations Act.

18.4 Too few Directors

If the number of Directors is reduced below the minimum required by rule 15.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of members; and
- (c) in emergencies.

19. POWERS OF THE BOARD

19.1 Powers generally

- (a) Except as otherwise required by the Corporations Act, any other applicable law or this document, the Board:
 - (i) has power to manage the business of the Company; and
 - (ii) may exercise every right, power or capacity of the Company except those which must be exercised by the Company in general meeting and/or by the members.
- (b) The Board may make regulations, by-laws and policies consistent with this document, which in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the members and amend or rescind any regulations and by-laws.
- (c) A regulation, policy or by-law of the Company made by the Board may be disallowed by the Company in a later general meeting. A resolution or regulation made by the Company in general meeting cannot invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.

19.2 **Exercise of powers**

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 26; or
- (b) in accordance with a delegation of the power under rule 21.

20. **NEGOTIABLE INSTRUMENTS**

The Board may decide the manner (including the use of electronic signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company. The Company may execute, accept, or endorse negotiable instruments only in the manner decided by the Board.

21. **DELEGATION OF BOARD POWERS**

21.1 **Power to delegate**

The Board may delegate, in writing, any of its powers, other than those which by law must be dealt with by the Board to:

- (a) a committee or committees;
- (b) a Director;
- (c) an employee of the Company; or
- (d) any other person.

21.2 **Power to revoke delegation**

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

21.3 **Terms of delegation**

- (a) A delegation of powers under rule 21.1 may be made:
 - (i) for a specified period or without specifying a period; and
 - (ii) on the terms (including power to further delegate) and subject to any restrictions the Board decides.
- (b) A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

21.4 **Proceedings of committees**

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.

21.5 **Deemed limitations**

The following limitations and requirements will be deemed imposed by the Board in any delegation of powers:

- (a) the delegate may only make decisions directly related to the matters which have been delegated; and
- (b) a resolution of any sub-committee will not become effective until seven days after the Board has received written notice of the resolution. The resolution will not become effective if the Board resolves to invalidate the resolution before the expiry of the seven day period.

22. **ADVISORY PANEL**

22.1 **Establishment of Advisory Panel**

- (a) The Board may establish an Advisory Panel.
- (b) The members of the Advisory Panel will consist of natural persons appointed by the Board for a term at the discretion of the Board.
- (c) The Board may:
 - (i) establish guidelines for the meetings and processes of the Advisory Panels;
 - (ii) appoint and terminate the appointment of persons to an Advisory Panel; and
 - (iii) resolve to disband an Advisory Panel at any time.

22.2 **Role of Advisory Panel**

- (a) The primary responsibility of an Advisory Panel is to provide advice and recommendations to the Board in any area or in relation to any issues determined by the Board.
- (b) No recommendation or decision of an Advisory Panel is binding on the Board.

23. **DIRECTORS' DUTIES AND INTERESTS**

23.1 **Compliance with duties under the ACNC Act and general law**

Each Director must comply with his or her duties described in governance standard 5 of the regulations made under the ACNC Act and under the general law.

23.2 **Director can hold other offices etc**

A Director may:

- (a) hold any office or place of profit or employment other than that of the Company's auditor or any, partner, director or employee of the auditor;

- (b) be a member of any corporation (including the Company) or partnership other than the Company's auditor;
- (c) be a creditor of any corporation (including the Company) or partnership; or
- (d) enter into any agreement with the Company.

23.3 Disclosure of interests

- (a) Unless rule 23.3(c) says otherwise, each Director must disclose in accordance with rule 23.3(b) the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of the Board (or that is proposed in a written resolution):
 - (i) to the other Directors; or
 - (ii) if all of the Directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if it is reasonable to do so.
- (b) The notice must be given at a meeting of Directors or to all Directors individually as soon as practicable after the Director becomes aware of the interest and may be a standing notice whether or not the matter relates to the affairs of the Company at the time the notice is given.
- (c) A Director does not need to give notice of an interest under rule 23.3(a) if:
 - (i) the interest arises because the Director is a member, and the other members have the same interest;
 - (ii) the interest arises in relation to the Director's remuneration as a Director;
 - (iii) the interest relates to a contract the Company is proposing to enter into that is subject to approval by the members and will not impose any obligation on the Company if it is not approved by the members;
 - (iv) the interest arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Company or merely because the Director has a right of subrogation in relation to such a guarantee or indemnity;
 - (v) the interest relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Company (but only if the contract does not make the Company or a related body corporate the insurer);
 - (vi) the interest relates to any payment by the Company or a related body corporate in respect of an indemnity permitted under section 199A of the Corporations Act or any contract relating to such an indemnity;
 - (vii) the interest is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the Director is a director of the related body corporate;

- (viii) the Director has given a standing notice of the nature and extent of the interest under rule 23.3(b); or
- (ix) the Director has already given a notice (including a standing notice) under rule 23.3(b) of the nature and extent of the interest and its relation to the affairs of the Company (the **original notice**) and the notice is given to a person who was not a Director at the time the original notice was given and the nature or extent of the interest has not materially increased above that disclosed in the original notice.

23.4 Director interested in a matter

- (a) Each Director who has a material personal interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution) must not, except as permitted under section 195 of the Corporations Act or as provided under rule 23.4(b):
 - (i) be present at the meeting while the matter is being discussed; or
 - (ii) vote on the matter.
- (b) A Director may be counted in a quorum at a Board meeting that considers, and votes on, any matter in which that Director has an interest.
- (c) The Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company.
- (d) The Director may retain benefits under the transaction even though the Director has the interest.
- (e) The Company cannot avoid the transaction merely because of the existence of the interest.

23.5 Agreements with third parties

The Company cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of an interest; or
- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

23.6 Obligation of secrecy

- (a) Every Director and Secretary must keep the transactions and affairs of the Company and the state of its financial reports confidential unless required to disclose them:
 - (i) in the course of duties as an officer of the Company;
 - (ii) by the Board or the Company in general meeting; or
 - (iii) by law.

- (b) The Company may require a Director, Secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Director or Secretary must do so if required by the Company.

24. DIRECTORS' REMUNERATION

24.1 Payments to Directors

- (a) The Company may pay fees to a Director for acting as a Director or carrying out duties as a Director.
- (b) If the Company pays fees of a type contemplated in rule 24.1(a) the Board must establish and maintain a written policy regarding how Director remuneration will be calculated and paid.
- (c) Subject to rule 24.1(a), with the approval of the Board the Company may pay to a Director:
- (i) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;
 - (ii) reasonable remuneration where the Director is an employee of the Company and the terms of employment have been approved by the Board;
 - (iii) interest on money lent by the Director to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
 - (iv) reasonable remuneration for goods supplied or services rendered by the Director to the Company in the ordinary course of business; and
 - (v) reasonable rent for premises leased by the Director to the Company.

25. OFFICERS' INDEMNITY AND INSURANCE

25.1 Officer's right of indemnity

Rules 25.2 and 25.3 apply:

- (a) to each person who is or has been a Director, Secretary or executive officer of the Company;
- (b) to any other officers or former officers of the Company; and
- (c) if the Board so determines, to any auditor or former auditor of the Company, each an **Officer** for the purposes of this rule.

25.2 Indemnity

- (a) The Company must indemnify every Officer on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses (**Liabilities**) incurred by the Officer as an officer of the Company.

- (b) The Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an Officer in defending an action for a Liability incurred as an Officer.
- (c) The indemnity in this rule:
 - (i) does not operate in respect of any Liability of the Officer to the extent that Liability is covered by insurance;
 - (ii) is enforceable without the Officer having to first incur any expense or make any payment; and
 - (iii) is a continuing obligation and is enforceable by the Officer even though the Officer may have ceased to be an officer or auditor of the Company.

25.3 Insurance

Subject to the Corporations Act and any other applicable law, the Company may enter into, and pay premiums on, a contract of insurance in respect of any Officer against any Liability as an officer or auditor of the Company including, but not limited to:

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

25.4 Contract

Subject to the Corporations Act and any other applicable law, the Company may, without limiting an Officer's rights under this rule 25, enter into an agreement with an Officer, to give effect to the rights of the Officer under this rule 25 on any terms and conditions that the Board thinks fit.

25.5 Directors' access to documents

If the Board agrees, the Company must give a Director or former Director access to:

- (a) certain documents, including documents provided for or available to the Board, and
- (b) any other documents referred to in those documents.

26. BOARD MEETINGS

26.1 Convening Board meetings

- (a) Subject to rule 26.1(b), a Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.
- (b) The Board must meet at least two (2) times per calendar year.

26.2 Notice of Board meeting

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director who is in Australia; and
 - (b) may give that notice orally (including by telephone) or in writing,
- but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

26.3 Use of technology

- (a) A Board meeting may be held using any technology consented to by all Directors or in any way permitted by section 248D of the Corporations Act. All Directors so participating in a meeting are taken for all purposes to be present while so participating.
- (b) A Director's consent referred to in rule 26.3(a) may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

26.4 Place and time of meeting

A Board meeting held by technology at more than one physical location is taken to be held at the place at which the greatest number of the Directors physically present at the meeting are located or, if an equal number of Directors are physically present in each of two or more locations, at the location where the chair of the meeting is physically present, or if the meeting is not held at any location, at the registered office of the Company. The time for a meeting held using technology is taken to be the time at the place for the meeting.

26.5 Chairing Board meetings

The Chairperson will chair Board meetings. If there is no Chairperson or the Chairperson is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

26.6 Quorum

Unless the Board decides otherwise, the quorum for a Board meeting is a majority of Directors and a quorum must be present for the whole meeting, except in the case of a meeting for the purposes of rule 18.4, in which case the quorum is the number of Directors.

26.7 Majority decisions

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. The chair of a Board meeting has a deliberative vote and a casting vote.

26.8 Procedural rules

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

26.9 **Written resolution**

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last of those Directors signs.

26.10 **Additional provisions concerning written resolutions**

For the purpose of rule 26.9:

- (a) two or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document; and
- (b) an electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

26.11 **Valid proceedings**

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

27. **SECRETARY**

27.1 **Appointment of Secretary**

The Board:

- (a) must appoint at least one individual; and
- (b) may appoint more than one individual,

(including a Director) to be a Secretary either for a specified term or without specifying a term.

27.2 **Terms and conditions of office**

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

27.3 **Cessation of Secretary's appointment**

The person automatically ceases to be a Secretary if the person:

- (a) is not permitted by Corporations Act to be a secretary of a company;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G of the Corporations Act;

- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under rule 27.4.

27.4 Removal from office

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

28. MINUTES

28.1 Minutes must be kept

The Board must keep minute books in which it records within one month:

- (a) proceedings and resolutions of meetings of the Company's members;
- (b) resolutions passed by members without a meeting;
- (c) the names of Directors present at each Board meeting or committee meeting;
- (d) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 21);
- (e) resolutions passed by Directors without a meeting; and
- (f) disclosures and notices of Directors' interests.

28.2 Signing of minutes

The Company must ensure that minutes of a general meeting or a Board meeting are signed (either in physical form or electronic form) within a reasonable time after the meeting by:

- (a) the chair of the meeting; or
- (b) the chair of the next meeting.

28.3 Signing of resolutions

The Company must ensure that minutes of the passing of a resolution of members or the Board without a meeting are signed by a Director within a reasonable time after the resolution is passed.

28.4 Minutes as evidence

A minute recorded and signed as set out in rules 28.2 and 28.3 is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

28.5 Electronic recording and keeping of minute books

The information in minute books may be recorded in electronic form if, at the time of recording that information, it was reasonable to expect that the information would be

readily accessible so as to be useable for subsequent reference.

28.6 Inspection of minute books

The Company must allow members to inspect, and provide copies to members if requested, the minute books for the meetings of members and for resolutions of members passed without a meeting.

29. FINANCIAL REPORTS AND AUDIT

29.1 Company must keep financial records

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited, and must allow a Director and the auditor to inspect those records at all reasonable times.

29.2 Appointment of auditor or reviewer

If required by the Corporations Act or ACNC Act (as applicable), the Company must appoint a qualified auditor or reviewer. No member may act as auditor or reviewer of the Company.

30. FINANCIAL YEAR

30.1 Company's financial year

The Company's financial year is from 1 July to 30 June, unless the Board passes a resolution to change the financial year.

31. WINDING UP

31.1 Surplus assets not to be distributed to members

If the Company is wound up, any surplus assets (including the Gift Fund) must not be distributed to a member or a former member of the Company, unless that member or former member is a charity described in rule 31.2(a).

31.2 Distribution of surplus assets

- (a) Subject to the Corporations Act and any other applicable law, and any court order, any surplus assets (including the Gift Fund) that remain after the Company is wound up must be distributed to one or more charities:
 - (i) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in rule 1.2;

- (ii) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company;
 - (iii) if the Company is a registered charitable institution, that is or may be registered as a charitable institution within the meaning of the *Taxation Administration Act 2001* (Qld); and
 - (iv) if the Company is endorsed as a deductible gift recipient, that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth).
- (b) The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Company or any member may apply to the Supreme Court to make this decision.
- (c) If the Company's deductible gift recipient endorsement is revoked (but the Company is not wound up), any surplus Gift Fund must be transferred to one or more charities that meet the requirements of rule 31.2(a)(i), (ii), (iii) and (iv) as decided by the Board.
- (d) For the purpose of this rule:
- (i) the 'Gift Fund' means the Southern Queensland NRM Gift Fund under rule 32.
 - (ii) 'surplus assets' means any assets remaining after all debts and liabilities of the Company (including the costs of winding up) have been paid.

32. SOUTHERN QUEENSLAND NRM GIFT FUND

32.1 Gift Fund

- (a) If the Company is endorsed as a deductible gift recipient, the Company must establish and maintain a gift fund to be called Southern Queensland NRM Gift Fund (the **Gift Fund**) and this rule 32 applies.
- (b) The objective of the Gift Fund is to support the principal purpose of the Company set out in rule 1.2.
- (c) Gifts of money or property for the purpose described in subrule (a) must be made to the Gift Fund.
- (d) Contributions which are described in Items 7 or 8 of the table in section 30-15 of the *Income Tax Assessment Act 1997* (Cth) in relation to a fund-raising event held for the purpose described in subrule (a) must be made to the Gift Fund.
- (e) Any money received by the Company because of such gifts must be credited to the Gift Fund.
- (f) The income and property of the Gift Fund may only be applied towards the Company's environmental objects and purposes set out in rule 1.2.

- (g) No other money or property may be credited to the Gift Fund.

32.2 Transfer of property of the Gift Fund

If the Company is endorsed as a deductible gift recipient, then upon:

- (a) revocation of its endorsement as a deductible gift recipient; or
- (b) its winding up,

rule 31 applies to any surplus assets of the Gift Fund.

32.3 Conduit policy

If the Company is endorsed as a deductible gift recipient, the Company must not act as a mere conduit for the donation of money or property to other organisations, bodies or persons.

33. NOTICES

33.1 Notices by Company

A notice or other document given by the Company or the Secretary under this document is properly given to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
 - (b) addressed to the person to whom it is to be given; and
- either:
- (c) delivered personally;
 - (d) sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address; or
 - (e) sent by electronic message to the electronic address (if any) nominated by that person.

33.2 Notices by electronic message

Subject to rule 33.3 and the Corporations Act, a member who nominates to the Company an electronic address as well as a physical address for delivery or sending of notices and documents is taken to have elected to be sent all notices and other documents that may be given by the Company or the Secretary under this document or which the Company is required to send to the member, to that electronic address.

33.3 Opt-out of electronic messages

A member who nominates to the Company an electronic address as well as a physical address for delivery or sending of notices and documents may elect to be sent in physical form (instead of to the member's electronic address) all notices and documents referred to in rule 33.2, or a particular document or a class or classes of such documents, by notifying the Company in writing. The election will be in force for the time period notified by the member to the Company (if any) or until the member revokes the election by notifying the

Company in writing. This right is in addition to any right of the member to make an election under the Corporations Act.

33.4 Validity of notice

A failure by the Company to comply with an election made by a member under rule 33.3 does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

33.5 Overseas members

A member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

33.6 When notice is given

- (a) A notice to a person by the Company is regarded as given and received:
 - (i) if it is delivered personally:
 - (A) by 5.00 pm (local time in the place of receipt) on a business day - on that day; or
 - (B) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day;
 - (ii) if it is sent by electronic message:
 - (A) by 5.00 pm (local time in the place from which it is sent or given) on a business day – on that day; or
 - (B) after 5.00 pm (local time in the place from which it is sent or given) on a business day, or on a day that is not a business day – on the next business day; and
 - (iii) if it is sent by mail:
 - (A) within Australia - five business days after posting; or
 - (B) to a place outside Australia - seven business days after posting.
- (b) A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

33.7 Business days

For the purposes of rule 33.6, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

33.8 Counting days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

33.9 Notices to "lost" members

- (a) If:
 - (i) on two or more consecutive occasions a notice served on a member in accordance with this rule is returned unclaimed or with an indication that the member is not known at the address to which it was sent, and the member has not subsequently given notice of a new address; or
 - (ii) the Board believes on other reasonable grounds that a member is not at the address shown in the Register or notified to the Company under rule 33.2, the Company may give effective notice to that member by exhibiting the notice at the Company's registered office for at least 48 hours.
- (b) This rule ceases to apply if the member gives the Company notice of a new address.

34. AMENDING THIS CONSTITUTION

- (a) Subject to rule 34(b), the members may amend this document by passing a special resolution.
- (b) The members must not pass a special resolution that amends this document if passing it causes the Company to no longer be a charity.

35. DISPUTE RESOLUTION

- (a) The dispute resolution procedure in this rule applies to disputes under this document between a member or Director and:
 - (i) one or more members;
 - (ii) one or more Directors; or
 - (iii) the Company.
- (b) To avoid any doubt, this dispute resolution procedure cannot be used by a former member including a person whose membership has been terminated under rule 2.5(d).
- (c) A member must not start a dispute resolution procedure in relation to the proposed termination of the member's membership under rule 2.5(d) if notice of a general meeting for the purpose of rule 2.5(d) has already been sent to the members, until the meeting has considered and voted on the resolution or the meeting has been cancelled.
- (d) A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under rule 2.6 until the disciplinary procedure is completed.
- (e) Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

- (f) If those involved in the dispute do not resolve it under rule 35(e), they must within 10 days:
 - (i) tell the Board about the dispute in writing;
 - (ii) agree or request that a mediator be appointed; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (g) The mediator must:
 - (i) be chosen by agreement of those involved, or
 - (ii) where those involved do not agree:
 - (A) for disputes between members, a person chosen by the Board, or
 - (B) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the Queensland Law Society.
- (h) A mediator chosen by the Board under rule 35(g)(ii)(A):
 - (i) may be a member or former member of the Company;
 - (ii) must not have a personal interest in the dispute; and
 - (iii) must not be biased towards or against anyone involved in the dispute.
- (i) When conducting the mediation, the mediator must:
 - (i) allow those involved a reasonable chance to be heard;
 - (ii) allow those involved a reasonable chance to review any written statements;
 - (iii) ensure that those involved are given natural justice; and
 - (iv) not make a decision on the dispute.