

CAPE YORK NATURAL RESOURCE MANAGEMENT LTD

CONSTITUTION

Adopted on 1 September, 2010

Rule 11.4 Amended on 10 October 2012

Mining added to Sector 'Tourism, Small Business and Other Industries' 29 October 2013

Section 2. (d) added on 29 October 2013

Section 8.1.1 amended on 4 November 2014

Section 8.1.2 amended on 4 November 2014

Section 9.2(d) added on 4 November 2014

Section 13.2 (a) amended on 4 November 2014

Section 13.2 (b) amended on 4 November 2014

Appendix 1 - Cape York Natural Resource Management Region Map updated with the
Indigenous Sector Representation Map on November 2014

**CONSTITUTION of
CAPE YORK NATURAL RESOURCE MANAGEMENT LTD**

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**A COMPANY LIMITED BY GUARANTEE
CONSTITUTION
OF
CAPE YORK Natural Resource Management Ltd**

1. DEFINITIONS AND INTERPRETATION

1.1 REPLACEABLE RULES

The Replaceable Rules contained in the *Corporations Act 2001* do not apply to this Company to the extent they are consistent with these Rules.

1.2 DEFINITIONS

In these Rules:

“Board” means the Board of Directors of the Company;

“Cape York Region” means that area defined as such in the attached map titled “Cape York Natural Resource Management Region (Appendix 1)”;

“Chairman” means the Chairman of Directors appointed pursuant to these Rules;

“Company” means Cape York Natural Resource Management Ltd;

“Corporation” means any entity incorporated under the Law;

“Director” means a Director of the Company;

“Governance Policies” means those governance policies and practices within the Company ratified by resolution of the Board;

“Law” means the *Corporations Act 2001 (Commonwealth)* or any legislation which supersedes or replaces that Act;

“Member” or “Members” means a Member (or Members as the case may be) of the Company;

“Members Present” means those Members who are present at a general meeting of the Company either in person or by duly appointed representative, proxy or attorney.

“Membership Sector” means a group having some common interest in the objects of the Company as determined from time to time in accordance with these Rules.

Unless and until resolved otherwise by the Company in general meeting, the Membership Sectors are:

- Indigenous;
- Local Government;
- Community;
- Conservation;
- Primary Industry; and
- Tourism, Small Business, Mining and Other Industries.

“Membership Sector Resolution” has the meaning given to that term in Rule 30.1;

“Not for Profit” means an entity organised for some charitable, civil or other social purpose which does not entitle the generation of profits for shareholders;

“Office” means the registered office of the Company;

“Person” includes a corporation and unincorporated association as well as an individual;

“Proxy” means the representation of a Member appointed in accordance with these Rules;

“Registered Address” means the last address recorded in the Register of Members as the address for a Member;

Register of Members” means the register required to be maintained under Rule 8.5;

“Regulations” means those protocols, policies and procedures within the Company ratified by resolution of the Board;

“Responsible Person” means an individual who fulfils one or more of the following criteria:

- (i) performs a significant public function;
- (ii) is a Member of a professional body having a code of ethics or Rules of conduct;
- (iii) is officially charged with spiritual functions by a religious institution;
- (iv) is a Director of a company whose shares are listed on the Australian Stock exchange;
- (v) has received formal recognition from government for services to the community; or
- (vi) is approved as a Responsible Person by the Department.

“Rules” means the rules contained in the Constitution of the Company;

“Seal” means the common seal of the Company and includes any official seal of the Company;

“Secretary” means any person appointed to the position of Secretary of the Company;

“Sector Director” means a director of the Company elected by the Members of a Membership Sector;

“Sector Selection Criteria” has the meaning given to that term in Rule 29;

“Special Resolution of the Board” means a resolution passed at a meeting of the Board of Directors of which not less than twenty-one (21) days notice of the prepared resolution has been given being a resolution passed by a majority of 75% of the Directors present and voting;

“State” means the State of Queensland;

“Technical Advisory Panels” has the meaning given to that term in Rule 21;

“Vice Chairman” means the Vice-Chairman of Directors appointed pursuant to these Rules;

“Zones” means those areas of the Cape York Region as set out in the attached map marked “Cape York Natural Resource Management Region (Appendix 1).”

1.3 INTERPRETATION

Unless the context otherwise requires:

- (a) singular includes plural and vice versa;
- (b) an expression used in a particular Chapter of the Law that is given by that Chapter a special meaning for the purposes of that Chapter has, in any of these Rules that deals with a matter dealt with by that Chapter, the same meaning as in that Chapter;
- (c) headings and the index are to be disregarded in the interpretation of this Constitution;
- (d) expressions referring to writing shall, unless the contrary intention appears, be construed as including references to

printing, lithography, photography and other modes of representing or reproducing words in a visible form;

- (e) references to statutes include statutes amending, consolidating or replacing the statutes referred to and all Rules, orders in council, Rules, by-laws and ordinances made under those statutes;
- (f) if any authority, institute, association or body whether statutory or otherwise (“a Body”) referred to in these Rules:
 - (i) ceases to exist or to carry out the functions for which it was formed;
 - (ii) is reconstituted or replaced; or
 - (iii) its powers or functions are transferred to another organisation

then unless resolved to the contrary by the Board from time to time, reference to the Body is taken to include a reference to the organisation established or constituted in lieu of it or to which its powers or functions are transferred, or, in the absence of either of the above, to the organisation which most closely serves the same purposes as the Body.

2. OBJECTS

The objects for which the Company is established are to carry out the role of a regional Natural Resource Management body for the Cape York Region by:

- (a) working with the people of the Cape York Region to develop and deliver natural resource management activities for the purpose of protecting, enhancing or improving the natural environment or a significant aspect of the natural environment of the Cape York Region; and
- (b) building the capacity of people and organisations within the Cape York Region to care for the natural environment and to practice sustainable use of natural resources.
- (c) promoting the recognition and protection of the unique cultural heritage of Cape York including its sites, structures and objects of cultural significance as well as the intellectual property inherent in the traditional knowledge and practices of its Indigenous people.

- (d) to support and facilitate the ecological sustainability and viability of industry to improve quality of life for the community.

3. COMPANY LIMITED BY GUARANTEE, APPLICATION OF INCOME AND PROPERTY TO PURPOSES

3.1 The Company is a company limited by guarantee and the liability of Members of the Company is limited.

3.2 Subject to Rule 3.3 all income and property of the Company must be applied solely towards the promotion of the objects of the Company and no part of it is to be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the Members of the Company.

3.3 Nothing in this Rule prevents:

- (a) 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;
- (b) the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this Rule by the directors on money borrowed from any Members of the Company; or
- (c) reasonable and proper rent for premises demised or let from any Member of the Company.

3.4 The liability of Members of the Company is limited.

4. MEMBERS LIABILITY

4.1 This Rule applies if the Company is wound up while a Member is a Member of the Company or within one (1) year after the Member ceases to be a Member.

4.2 Each Member of the Company undertakes to contribute an amount to the property of the Company for payment of:

- (a) the debts and liabilities of the Company contracted or incurred before the time at which the Member ceased to be a Member; and
- (b) the costs charges and expenses of winding up; and
- (c) for an adjustment of the rights of contributories among themselves.

- 4.3 The amount of the contribution from each Member under this Rule is limited to ten dollars (\$10.00).

5. DISTRIBUTION OF WINDING UP

- 5.1 This clause applies if any property remains upon the winding up or dissolution of the Company after satisfaction of all its debts and liabilities ("Remaining Property").

- 5.2 Remaining Property must not be paid to or distributed among the Members of the Company.

- 5.3
- (a) Remaining Property must be given or transferred to some other company, association and/or institution having objects similar to the objects of the Company and whose constitution prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Company under or by virtue of these Rules.

- (b) The company, association and/or institution for the purposes of this Rule is to be chosen by the Members of the Company at or before the time of the distribution of the Company and in default of them doing so by application to the Supreme Court for determination.

- 5.4 Rule 5.1 does not apply to the Cape York Natural Resource Management Public Fund established under Rule 31.

- 5.5 Rule 31.11 applies to the winding up of the Cape York Natural Resource Management Public Fund.

6. ACCOUNTS

- 6.1 True accounts must be kept of:

- (a) the sums of money received and expended by the Company and the matter in respect of which such receipt or expenditure takes place; and

- (b) the property, credits and liabilities of the Company.

- 6.2 Subject to any reasonable restrictions as to the time and manner of inspection that maybe imposed by the Directors from time to time the Company's books of account must be open to the inspection of the Members.

- 6.3 Once at least in every year, the accounts of the Company must be examined by one or more properly qualified Auditor or Auditors who

must report to the Members in accordance with the provisions of the Law.

7. NUMBER OF MEMBERS

7.1 The number of Members of the Company is unlimited.

7.2 The subscribers to the Constitution and such other persons as the Company admits to membership in accordance with its Constitution are Members of the Company.

8. MEMBERSHIP

8.1 Membership of the Company be divided into the following categories:

8.1.1 General Membership.

- a) Must be a resident of Cape York Region as defined by the map contained in the Membership Application Form as published from time to time
- b) Must be a Member of a Membership Sector, and so recorded in the Register of Members
- c) Has a right to attend and subject to Rule 11.8, vote at all meetings of Members of the Company
- d) Has the right to stand and vote at an election for the Sector Directors of the Membership sector in which they are a Member.

8.1.2 Supporting Membership.

- a) Supporting Membership of the Company is open to non-resident applicants (individuals or organisations) with an interest in supporting the objects of the Company;
- b) A Supporting Member of the Company has the right to attend meetings of the Company;
- c) A Supporting Member does not have the right to vote at meetings of Members of the Company, or to vote at an election for a Sector Director of the Company”

8.2 Application for membership must:

- (a) be made in writing to the Secretary in the manner in which the Board resolves from time to time
- (b) must specify the Membership Sector applied for

- (c) if Sector Selection Criteria exists for that Membership Sector, address those Sector Selection Criteria; and
- (d) be accompanied by the membership fee.

8.3

- (a) Subject to the provisions of clause 8.3(b) applications for membership are determined by the Board.
- (b)
 - (i) the Board may delegate power to recommend membership applications to the members of the Membership Sector for which application is made, in which case the determination to recommend (or not recommend membership is to be made by way of Membership Sector Resolution).
 - (ii) if a Membership Sector Resolution is passed, notice of that Resolution must be given to the Board promptly thereafter who will then determine whether to grant or refuse membership to the recommended Application(s).

8.4 A Member must not be a Member of more than one (1) Membership Sector.

8.5

- (a) A Register of Members of the Company must be kept in the office of the Company.
- (b) The Register of Members must show:
 - (i) the names in full and addresses of all Members of the Company; and
 - (ii) the date of admission to and cessation of membership;
 - (iii) the relevant Membership Sector; and
 - (iv) such other information as the Board may from time to time determine.
- (c) Each Member must notify the Secretary in writing of any change in that Member's detail within a period of one (1) month after the change.

8.6 Unless resolved by the Board from time to time to the contrary, there will be no annual membership fee payable by Members and there will instead be a once-only joining fee which is payable.

9. CESSATION OF MEMBERSHIP

- 9.1 Every Member of the Company has the right at any time to resign from membership of the Company by giving written notice to the Secretary.
- 9.2 A Member ceases to be a Member:
- (a) on the passing of a resolution in accordance with Rule 9.3;
 - (b) upon the Member resigning; or
 - (c) on a liquidation or winding-up of the Member
 - (d) on failure to renew membership within one month of 30 June.
- 9.3 Subject to Rule 9.4 the Board may terminate the membership of a Member if the Member:
- (a) has wilfully refused or neglected to comply with the provisions of the Rules; or
 - (b) is guilty of any conduct which in the opinion of Company is unbecoming of a Member or prejudicial to interests of the Company; or
 - (c) the Members of a Membership Sector may by Membership Sector Resolution recommend to the Board to terminate the membership of a Member of that Membership Sector, if the Member does not or ceases to meet Sector Selection Criteria.
- 9.4 At least seven (7) days before the meeting of the Board at which a resolution under Rule 9.3 is considered the Member must be given written notice:
- (a) of that meeting;
 - (b) of what is alleged to be the Member's failure to meet the Sector Selection Criteria;
 - (c) of the intended resolution; and
 - (d) be advised of their right to give either orally or in writing an explanation or response.

10. GENERAL MEETINGS

- 10.1 Subject to the Law and Rule 10.2, an annual general meeting of the Company must be held at such time and place as may be determined by the Board.
- 10.2 An annual general meeting must be held in each calendar year not more than five (5) months after the end of the financial year.
- 10.3 All meetings of Members pursuant to this Constitution other than the annual general meeting are called general meetings.
- 10.4 Twenty One (21) days' notice at least must be given by the Secretary to all Members of the Company.
- 10.5 A copy of the Audited Financial Statement to be presented to the annual general meeting must be forwarded with the notice of an annual general meeting.
- 10.6 The accidental omission to give notice of a meeting to any Member does not invalidate the proceedings at any general meeting.

11. PROCEEDINGS AT GENERAL MEETINGS

- 11.1 The business of the first general meeting held after an annual general meeting may include the adoption and confirmation of the minutes of the annual general meeting.
- 11.2 The business to be conducted at an annual general meeting is:
- (a) to receive the directors' report to Members;
 - (b) to receive and consider the Audited Financial Statement in accordance with the Law;
 - (c) to appoint an Auditor and/or receive the Auditor's Report; and
 - (d) to deal with any other business properly notified.
- 11.3 No business is to be transacted at an annual general meeting or any general meeting of the Company unless a quorum of Members is present in person or by Proxy.
- 11.4 Subject to any other provision of these rules, twice the number of Board Members as detailed in rule 13.1 of the Constitution plus one of the members present in person or by proxy is a quorum.
- 11.5 The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting) adjourn the

meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.6

- (a) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (b) Subject to Rule 11.6(a), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

11.7

- (a) At any general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (i) by the Chairman; or
 - (ii) by at least three (3) Members present in person.
- (b) Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company is conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour or against the resolution.
- (c) The demand for a poll may be withdrawn.
- (d) Subject to Rule 11.7(e), a poll must be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (e) A poll demanded on the election of a Chairman or on a question of adjournment must be taken immediately.
- (f) In a case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded in addition to his or her deliberative vote is entitled to a second or casting vote.
- (g) A Member entitled to vote at a general meeting of the Company whether on show of hands or a poll has one (1) vote only.

11.8

- (a) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- (b) Any such objection must be referred to the Chairman of the meeting, whose decision is final.
- (c) A vote not disallowed pursuant to such an objection is valid for all purposes.

12. PROXIES

12.1 A Member may appoint a proxy to attend and vote at annual general meeting and general meetings.

12.2 An instrument appointing a proxy must be in writing signed by the Member or Member's attorney duly authorised in writing.

12.3 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

12.4 An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.

12.5

- (a) Every instrument appointing a Proxy must be substantially in the following form or as otherwise determined by the Directors from time to time.

"Appointment of Proxy:

[Name of member] hereby appoints [name of Proxy] as its Proxy *to attend the meeting of the Company of [insert date]/*until further notice. (*Delete one)

Signed by [the member] on [date]"

- (b) The chairman of the Board may in his or her discretion admit an instrument of appointment of a Proxy notwithstanding that it fails to comply strictly with the form set out in this regulation.
- (c) A Proxy may be appointed only for a single meeting in which case the instrument must specify the day upon which the meeting at which it is intended to be used is to be held and must only entitle the Proxy to attend (and vote at the meeting in

the case of the Proxy of a member so specified and any postponement or adjournment thereof.

- 12.6 The proxy form is not valid unless received by the Company Secretary at least forty-eight (48) hours before the meeting.

13. DIRECTORS

- 13.1 The Board of directors shall consist of the following directors:

- (a) Director (Indigenous Sector Zone 1) x 2 (ie 2 directors)
- (b) Director (Indigenous Sector Zone 2)
- (c) Director (Indigenous Sector Zone 3)
- (d) Director (Indigenous Sector Zone 4)
- (e) Director (Local Government Sector)
- (f) Director (Community Sector);
- (g) Director (Conservation Sector);
- (h) Director (Primary Industry Sector); and
- (i) Director (Tourism, Small Business, Mining and Other Industries Sector).

13.2

- (a) Directors must be a natural persons ordinarily residing within the Cape York Region as defined in the Map at Appendix 1 to this Constitution
- (b) Directors must be General Members for the Sector or Zone to which their Directorship is related
- (c) The directors are to be paid such remuneration as is from time to time determined by the Company and set out in a remuneration and expenses policy adopted at a general or annual general meeting.

- 13.3 The office of a director becomes vacant if the director:

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) becomes prohibited from being, or ceases to be, a director of a company for any reason;
- (c) resigns their office by notice in writing to the Company Secretary.

- 13.4 If the office of the Chairperson or vice Chairperson becomes vacant the Board of Directors may appoint one of its Members to fill the vacancy.

- 13.5 The office of director becomes vacant immediately the director's membership ceases.

14. APPOINTMENT OF CHAIRPERSON AND VICE CHAIRPERSON

The Directors must appoint a Chairperson and Vice Chairperson from their number to the respective positions in accordance with procedures established by resolution of the Board.

15. ELECTIONS OF SECTOR DIRECTORS

- 15.1 All Directors of the Company must be Sector Directors and Sector Directors are elected by Members of each Membership Sector in accordance with procedures established by resolution of the Board.

15.2

- (a) Subject to Rule 15.1 and this Rule 15.2, Sector Director appointments are for a term of three (3) years.
- (b) The appointment of the first Directors of the Company is for a term of 3 years;
- (c) It is acknowledged that as a consequence of Rule 15.2(b) the entire Board will retire on the third anniversary of their appointment. So as to avoid that retirement en masse recurring and to provide for a proportion of the Board to retire and be elected annually thereafter, the following shall apply:
 - (i) Those Directors elected or appointed to the Board immediately subsequent to the en masse retirement of the first Board referred to in Rule 15.2(b) will determine amongst themselves (by lottery unless otherwise agreed) which amongst them will hold office for:
 - A. 1 year – the number of Directors in this category to be 1/3 of the total number of Directors comprising the Board (rounded to the nearest whole number);
 - B. 2 years - the number of Directors in this category to be 1/3 of the total number of Directors comprising the Board (rounded to the nearest whole number); and
 - C. 3 years – the number of Directors in this category to be the balance of the Directors comprising the Board.
 - (ii) Persons elected as Directors at any time subsequent to the retirement of any Director referred to in Rules

15.2(c)(i) A-C inclusive will, unless determined by the Company to the contrary in general meeting, be appointed as Directors for a term of 3 years.

15.3 In the event of a vacancy in the office of a Director a person appointed to fill the vacancy holds office for the remainder of the term of the former Director.

16. POWER AND DUTIES OF THE DIRECTORS

16.1

- (a) Subject to the Law and to any other provisions of these Rules the business and general affairs of the Company is under the management of the Directors who may pay all expenses incurred in promoting the Company and may exercise all such powers of the Company as are not by the Law or by these Rules required to be exercised by the Company in general meeting.
- (b) The Directors must prepare adopt and amend the governance policies for the efficient operation and management of the business of the company provided that any Rule of the Company prepared, adopted or amended by the Directors may be disallowed by the Company in general meeting.
- (c) Without limiting the generality of the provisions of Rule 16.1(a), the Board may exercise all the powers of the Company to borrow or raise money to mortgage, charge, lease, license or sell any property or business of the Company, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any other person.
- (d) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Board from time to time determines.
- (e) Despite Rules 16.1 and 16.2, the Company may in general meeting set financial limits in relation to the exercise of all or any of the powers of the Directors set out in those Rules in which case the Directors must not exercise the powers in a manner which exceeds those financial limits without the prior approval of the Company in general meeting.

16.2

- (a) The Directors may by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes with such powers and authorities and discretions

(being powers, authorities and discretions vested in or exercisable by the Board), for such period and subject to such conditions as the Directors think fit.

- (b) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

16.3

- (a) The Board must cause minutes to be made:
 - (i) of all appointments of officers and servants; and
 - (ii) of names of Members of the Board present at all meetings of the Company and of the Board; and
 - (iii) of all resolutions at all meetings of the Company and of the Board.
- (b) Such minutes must be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

17. MATERIAL PERSONAL INTERESTS

Nothing in these Rules affects the duty of a Director;

- (a) who holds any office or possess any property whereby, directly or indirectly, duties or interests might be created in conflict with the Director's duties or interests as a Director, to declare at a meeting of Directors, the fact and the nature, character and extent of the conflict; or
- (b) to comply with the law.

18. PROCEEDINGS OF THE DIRECTORS

18.1

- (a) The directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit provided that at least two meetings of directors are held per year.
- (b) The Secretary must on the requisition of a director convene a meeting of directors by ten (10) days notice to each director. The notice must give details of the matters proposed to be raised and the time and place of the meeting.

- (c) Any notice of a meeting of directors may be given in writing or by facsimile, telex, telegram or cable or by telephone or any other means of electronic communication.

18.2

- (a) Subject to these Rules, questions arising at any meeting of the Board shall be decided by a majority of votes of directors present and voting and any such decision shall for all purposes be deemed a decision of the board.
- (b) In case of an equality of votes, the Chairperson of the meeting has a casting vote in addition to his or her deliberative vote.

18.3 The quorum necessary for the transaction of the business of the Board is fifty per cent (50%) of the directors.

18.4 Where a meeting of the Board is held and the Chairperson is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unable or unwilling to act the directors present may elect one of their number to be Chairperson of the meeting.

18.5 The Board may act notwithstanding any vacancy on the Board but if and so long as their number is reduced below 50% of the number provided for in these Rules, the continuing director or directors may act for the purpose of increasing the number of directors to that number or of convening a general meeting of the Company, but for no other purpose.

18.6

- (a) This Rule applies if it is discovered that there was some defect in the appointment of any Director or person acting as a Director, or that the Directors or any of them were disqualified.
- (b) All acts done by any meeting of the Board or a sub-committee of the Board or by any person acting as Director is as valid as if every such person had been duly appointed and was qualified to be a Director.

18.7 A resolution in writing signed by a quorum is a valid resolution of the Board. The resolution may consist of several documents in the same form each signed by one or more of the Directors. A facsimile transmission, e-mail or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered to be a document in writing signed by the Director when received by the Secretary of the Company.

19. TELECONFERENCE MEETING OF DIRECTORS

- (a) Subject to the conditions in Rule 19.1(c) the contemporaneous linking together by telephone, radio or other form of instantaneous audio and visual communication of a number of directors constituting not less than the quorum required for the purpose of these Rules is deemed to constitute a meeting of the directors and all the provisions of these Rules as to the meetings of the directors apply to such meeting.
- (b) This Rule applies whether or not one or more of the directors is outside the Commonwealth of Australia so long as the requirements of the Law are met.
- (c) The conditions referred to in Rule 19.1(a) are:
 - (i) that all the directors for the time being entitled to receive notice of a meeting of the directors (including any Alternate Director for any director for the time being unable to act as director) are given notice (in accordance with these Rules) of the meeting to be conducted by telephone, radio or other form of instantaneous audio or audio and visual communication;
 - (ii) that each of the directors taking part in the meeting is linked by telephone, radio or other form of instantaneous audio or visual communication and is throughout the meeting able to hear each of the other directors so taking part;
 - (iii) that at the commencement of the meeting each director acknowledges his or her presence to all the other directors taking part.
 - (iv) that if the Secretary is not part of the meeting one of the directors so present takes minutes of the meeting.
- (d) A director may not cease to take part in a meeting conducted pursuant to this Rule by disconnecting his or her telephone, radio or other form of communication unless he or she has previously obtained the express consent of their Chairperson of the meeting.
- (e) A director is conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone, radio or other form of instantaneous audio or audio visual communication unless he or she has previously obtained the express consent of the Chairperson of the meeting to cease taking part in the meeting.

- (f) A minute of the proceedings of a meeting held by telephone, radio or instantaneous audio or audio visual communication is sufficient evidence of such proceedings and of the observance of all necessary formalities if certified on as correct minute by the chairman of the meeting or by the secretary if present at the meeting.

20. SUB-COMMITTEES

20.1 The Board may from time to time establish sub committees for any purpose whatever not being for the purpose of a duty imposed on the Board as the Directors of the Company by the Law or the general law.

20.2

- (a) Each sub-committee appointed in accordance with these Rules must have at least one (1) Director as a Member of that sub-committee.
- (b) Unless otherwise specified in the minute of the Directors appointing the sub-committee the quorum of all sub-committees consists of a majority of the Members of such sub-committee.
- (c) Any sub-committee so formed must in the exercise of the powers so delegated conform to any Rules that may be imposed on it by the Board.

20.3 The Board and any sub-committee may also co-opt advisers however such advisers have no vote.

20.4 A sub-committee may elect a chairman of its meetings and if no such chairman is elected or if at any meeting the chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be chairman of the meeting.

20.5 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting must be determined by a majority of votes of the Members of the sub-committee who are present, and in the case of an equality of votes, the chairman in addition to his or her deliberative vote has a casting vote.

21. TECHNICAL ADVISORY PANELS

21.1 The Directors may from time to time resolve to appoint one or more groups of persons ("Technical Advisory Panels") on an ad hoc or standing basis to assist the Board in any area or in relation to any issues determined by the Board.

21.2 The Directors may:

- (a) establish guidelines for the meetings and processes of the Technical Advisory Panels;
- (b) appoint persons to the Technical Advisory Panels;
- (c) terminate the appointment of persons to the Technical Advisory Panels;
- (d) resolve to disestablish any Technical Advisory Panel.

21.3 A Technical Advisory Panel may make recommendations to the Board, but no recommendation or decision of a Technical Advisory Panel is binding on the Board.

22. DELEGATED POWERS

Technical Advisory Panels and any sub-committee may exercise only the powers and authority expressly delegated to them in writing by the Board, and, in doing so, must comply with any conditions imposed by the Board.

23. COMPANY SECRETARY

The Secretary must be appointed by the directors in accordance with the Law for such term and upon such conditions as they think fit, and any Secretary so appointed may be removed by them.

24. EXECUTION WITH OR WITHOUT COMMON SEAL

24.1 Execution without Common Seal.

The Company may execute a document without using the common seal if the document is signed by:

- (a) Two directors of the Company; or
- (b) a director and the secretary of the Company.

24.2 Execution with Common Seal.

- (a) If the Company has a common seal, the Company may execute a document if the seal is affixed to the document and the affixing of the seal is witnessed by:-
 - (i) two directors of the Company; or
 - (ii) a director and the secretary of the Company.
- (c) The Company Secretary must provide for the safe custody of the common seal.

25. MAKING OF PUBLIC STATEMENT

No person may make any public statement on behalf of the Company unless authorised by:

- (a) the chairman of the Board; or
- (b) some other person appointed by the Board from time to time.

26. AUDIT

A properly qualified Auditor or Auditors must be appointed and his or their duties regulated in accordance with the Law.

27. NOTICES

27.1

- (a) A notice may be given by the Company to any Member either by serving on the Member personally or by sending it by:
 - (i) post to the Member at his or her Registered Address; or
 - (ii) facsimile, telex, telegram, cable, email or any other means of communication to the Member at his or her facsimile, telex, telegram, cable, email or other address / number last known to the Company.
- (b) Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile, telex, telegram, cable, email or any other means of communication, the notice is deemed to be effected upon the day and at the time that the Secretary of the Company receives a receipt confirmation or equivalent thereof that the communication has been successfully transmitted to the Member.

27.2

- (a) Notice of every general meeting must be given in any manner authorised by these Rules or the Law to:
 - (i) every Member, except those Members who have not supplied to the Company an address for the giving of notices to them; and

(ii) the Auditor or Auditors for the time being of the Company.

(b) No other person is entitled to receive notices of general meetings.

28. INDEMNITY AND INSURANCE OF OFFICERS

28.1 To the extent permitted by law, the Company must indemnify each relevant officer against:

(a) a liability of that person; and

(b) legal costs of that person.

28.2 To the extent permitted by the law, the Company may make a payment (whether by way of advance, loan or otherwise) to a relevant officer in respect of legal costs of that person.

28.3 To the extent permitted by the law, the Company may pay, or agree to pay, a premium for a contract insuring a relevant officer against:

(a) a liability of that person; and

(b) legal costs of that person.

28.4 To the extent permitted by law, the Company may enter into an agreement or deed with:

(a) a relevant officer, or a person who is, or has been, an officer of the Company or a related body corporate of the Company;

under which the Company must do all or any of the following:

(b) keep books of the Company and allow that officer, and his or her advisers, access to the books on the terms agreed;

(c) indemnify that officer against any liability of that officer;

(d) make a payment (whether by way of advance, loan or otherwise) to that officer in respect of legal costs of that officer; and

(d) keep that officer insured in respect of any act or omission by that officer, while a relevant officer or an officer of the company or a related body corporate of the company, on the terms agreed (including as to payment of all or part of the premium for a contract of insurance).

29. MEMBERSHIP SECTORS

29.1 The Company may from time to time determine the number and description of Membership Sectors. Members of the Company must also be Members of a Membership Sector.

29.2

- (a) The Members of a Membership Sector may from time to time, by Membership Sector Resolution, recommend to the Company selection criteria to apply to membership of their Membership Sectors (“Sector Selection Criteria”).
- (b) The Company must consider such recommendation and may make a determination on Sector Selection Criteria.
- (c) A determination made by the Company under this Rule must not be inconsistent with the description of that Membership Sector.
- (d) If Sector Selection Criteria exist for a Membership Sector, a person must not be admitted to membership of that Membership Sector unless that person meets the Sector Selection Criteria.

30. MEMBERSHIP SECTOR MEETINGS

30.1 A resolution of a meeting of a Membership Sector held in accordance with this Rule (“a Membership Sector Resolution”) is a valid resolution of the Membership Sector for the purposes of these Rules.

30.2 A meeting of Members of a Membership Sector:

- (a) may be called by the Sector Director at any time; and
- (b) must be called by the Sector Director if requested in writing to do so by at least twenty-five percent (25%) of the Members of that Membership Sector.

30.3

- (a) Subject to Rule 30.3(b) and (c), at least seven (7) days notice of a meeting of the Members of a Membership Sector must be given.
- (b) The Sector Director of a Membership Sector may, from time to time determine how such notice is to be given.
- (c) All of the Members of a Membership Sector may agree to the holding of a meeting even though less than seven (7) days notice is given.

- 30.4 The provisions of Rule 12 apply to the appointment of proxies at meetings of Members of a Membership Sector.
- 30.5 Each Member of a Membership Sector is entitled to one (1) vote at a meeting of Members of the Membership Sector.
- 30.6 A motion put to Members of a Membership Sector is passed only if more than fifty per cent (50%) of the Members present in person or by proxy vote in favour of the motion.

31. PUBLIC FUND

31.1 Establishment of Public Fund

The Company will establish and maintain a public fund to be called the Cape York Natural Resource Management Public Fund (“the Cape York Natural Resource Management Public Fund”) for the specific purpose of supporting those environmental objects of the Company in Rule 2 which satisfy the requirement in section 30-265 of the *Income Tax Assessment Act 1997* (“the Environmental Purposes”):

- (a) to which gifts, money or property for the Environmental Purpose are to be made;
- (b) to which any money received because of those gifts is to be credited; and
- (c) that does not receive any other money or property.

31.2 Bank Account

A Separate bank account is to be opened to deposit gifts to the Cape York Natural Resource Management Public Fund including interest accruing thereon and gifts to it are to be kept separate from any other funds of the Company.

31.3 Invitation to Make Gifts

Members of the public will be invited to make gifts or money or property to the Cape York Natural Resource Management Public Fund for the Environmental Purposes.

31.4 Receipts

Receipts issued for gifts must state:

- (a) the name of the fund;
- (b) the Australian Business Number;

- (c) the fact the receipt is for a gift; and
- (d) if deductible by the Donor, must be issued in accordance with the requirements of the *Income Tax Assessment Act 1937* and *Income Tax Assessment Act 1997*.

31.5 Committee

A committee will be formed to manage the Cape York Natural Resource Management Public Fund. The committee will comprise not less than three (3) persons who are to be appointed by the Directors of the Company. A majority of the Members of the committee must be Responsible Persons. Nothing in this Rule will prohibit a Director of the Company from standing for or being a Member of the committee of the Cape York Natural Resource Management Public Fund.

31.6 Oversight

The Company must inform the Department as soon as possible if:

- (a) the Company changes its name or the name of the Cape York Natural Resource Management Public Fund;
- (b) there is any change to the membership of the management committee of the Cape York Natural Resource Management 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.

31.7 Compliance

The Company agrees to comply with any Rules that the Treasurer and the Minister with responsibility for the environment may make to ensure gifts made to the Cape York Natural Resource Management Public Fund are only used for its principal purpose.

31.8 Conduit Policy

Any allocation of funds or property from the Cape York Natural Resource Management Public Fund to other persons or organisations will be made in accordance with the established purposes of the Company and will not be influenced by the preference of the donor.

31.9 Statistical Information

- (a) The Company must, within four months of the end of the relevant year, provide to the Department the statistical

information on donations made to the Cape York Natural Resource Management Public Fund.

- (b) The Company must provide to the Department an audited financial statement for the Company and for the Cape York Natural Resource Management Public Fund and the statement must provide information in the expenditure of the monies from the Cape York Natural Resource Management Public Fund and the management of its assets.

31.10 Not for Profit

The Cape York Natural Resource Management Public Fund must be operated on a not-for-profit basis.

31.11 Winding Up

At the first occurrence of:

- (a) the winding up of the Cape York Natural Resource Management Public Fund; or
- (b) the revocation of deductible gift recipient endorsement under Division 30 of the *Income Tax Assessment Act 1997*.

any surplus assets of the Cape York Natural Resource Management Public Fund must be transferred to another fund with similar objectives that is listed on the Register of Environmental Organisations.

32. ALTERATIONS TO CONSTITUTION

This Constitution may be altered, rescinded or repealed and any changes may be made by the Company by special resolution of Members and subject to such approval as is required by the Law.

CAPE YORK NATURAL RESOURCE MANAGEMENT REGION (APPENDIX 1)

