

CORPORATIONS LAW
COMPANY LIMITED BY GUARANTEE



CONSTITUTION
OF
WILDLIFE LAND FUND LTD

Amended version September 2007

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1 PRELIMINARY

1.1 In this Constitution unless the contrary intention appears:

'Alternate Director' means a person appointed as an alternate director under **clause 37**;

'Auditor' means the Company's auditor;

'Company' means WILDLIFE LAND FUND LTD;

'Constitution' means the constitution of the Company as amended from time to time;

'Director' includes any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director;

'Directors' means all or some of the Directors acting as a board;

'Member' means a member under **clause 5**;

'Office' means the Company's registered office;

'Register' means the register of Members of the Company;

'registered address' means the last known address of a Member as noted in the Register;

'Seal' means the Company's common seal (if any);

'Secretary' means any person appointed by the Directors to perform any of the duties of a secretary of the Company.

1.2 In this Constitution, unless the contrary intention appears:

(a) the singular includes the plural and vice versa and words importing a gender include other genders;

(b) words importing natural persons include corporations;

(c) words and expressions defined in the *Corporations Law* have the same meaning in this Constitution;

(d) headings are for ease of reference only and do not affect the construction of this Constitution; and

(e) a reference to the *Corporations Law* is a reference to the *Corporations Law* as modified, amended or re-enacted from time to time.

1.3 An expression in a provision of this Constitution has the same meaning as in a provision of the *Corporations Law* that deals with the same matter as the provision, unless the contrary intention appears in this Constitution.

1.4 To the extent permitted by law, the replaceable rules in the *Corporations Law* do not apply to the Company.

2 OBJECTS

2.1 The principal purpose of the Company is the protection and enhancement of the natural environment. Within this purpose, the Company has a number of objects as set out in Clause 2.2.

2.2 The objects for which the Company is established are:

(a) To act as the trustee or co-trustee of land described as Lot 1 on Registered Plan 897983, comprising 1813 hectares situated in the County of Murchison, Parish of Stoodleigh, at Marlborough, central Queensland and including Bukkulla Reserve, a near-pristine uncleared area of notable lowland forest.

- (b) To manage Bukkulla Reserve and any other land possessed by the Company which holds the status of a nature refuge in compliance with the management principles for nature refuges specified in the *Nature Conservation Act 1992*.
- (c) Establishment of the Public Fund
 - (i) To establish and maintain a Public Fund to be called the "Wildlife Nature Reserve Fund" for the specific purpose of supporting the environmental objects/purposes of Wildlife Land Fund Ltd. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the *Income Tax Assessment Act 1997*.
 - (ii) Requirements of the Public Fund. The Company must inform the Department responsible for the environment as soon as possible if:
 - It changes its name or the name of its public fund; or
 - There is any change to the membership of the management committee of the public fund; or
 - There has been any departure from the model rules of the public fund.
 - (iii) Ministerial Rules. The Company agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the Fund are only used for its principal purpose.
- (d) To adopt and comply with the following policy to be known as the "Conduit Policy":

"The allocation by the Company of any funds or property to other organisations, persons, or groups, will be made in accordance with the established objectives of the Company, and shall not be influenced by the expressed preference or interest of a particular donor to the Company".
- (e) To influence and encourage persons in conservation bodies, and persons having interests in conservation of native Australian fauna and flora, to commit to a policy of acquiring appropriate land to protect endangered vegetation communities.
- (f) To further contribute to the National Reserve System of the Natural Heritage Trust, to the Protected Area estate of the State of Queensland under the Nature Conservation Act 1992, to local and regional conservation reserves of the Queensland Government Parks and Wildlife Service and to regional Natural Heritage Trusts.
- (g) To acquire and/or manage any other lands in Queensland of high conservation value and to manage all lands acquired in accordance with the principles set out in this Constitution.
- (h) To solicit and to receive donations of land which have high conservation value or which can be used to generate funds to advance the Company's principal purpose and objects.
- (i) To solicit and to receive voluntary contributions and to use such funds and any income from them for the purposes and for the furtherance of the objects of the Company.
- (j) To give financial support to any charitable organisation in Australia concerned with the furtherance of the principal purpose and objects of the Company.
- (k) To participate in land or vegetation offset schemes or funds established by local government or the State government in Queensland provided that they are consistent with the principal purpose and objects of the Company.
- (l) To participate in carbon offset or trading schemes provided that they are consistent with the principal purpose and objects of the Company.
- (m) The abovementioned objects are not to be construed as any restriction on or prohibition of the exercise by the Company of any power or the doing of any act.

2.3 The Company may only exercise the powers in section 124(1) of the *Corporations Law* to:

- (a) carry out the objects in this **clause 2**; and
- (b) do all things incidental or convenient in relation to the exercise of power under **clause 2.3(a)**.

3 INCOME AND PROPERTY OF COMPANY

3.1 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in **clause 2**.

3.2 No income or property will be paid or transferred directly or indirectly to any Member of the Company except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company; or

- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

4 PAYMENTS TO DIRECTORS

No payment will be made to any Director of the Company other than the payment of:

- (a) out of pocket expenses incurred by the Director in the performance of any duty as Director of the Company where the amount payable does not exceed an amount previously approved by the Directors of the Company;
- (b) any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors of the Company and where the amount payable is approved by the Directors of the Company and is not more than an amount which commercially would be reasonable payment for the service;
- (c) any salary or wage due to the Director as an employee of the Company where the terms of employment have been approved by the Directors of the Company; and
- (d) an insurance premium in respect of a contract insuring a director to which subsection 212(1) of the *Corporations Law* refers or the provision of a financial benefit to a director to which subsection 212(2) of the *Corporations Law* refers.

5 MEMBERSHIP - Admission

5.1 The number of Members with which the Company proposes to be registered is unlimited.

5.2 The Members of the Company will be:

- (a) the natural persons who consented to become Members in the Company's application for registration; and
- (b) any other natural persons who the Directors admit to membership in accordance with this Constitution.

5.3 Applications for membership of the Company will be in writing, signed by the applicant, in a form approved by the Directors in their absolute discretion.

5.4 At the next meeting of Directors after the receipt of an application for membership, the application will be considered by the Directors. The Directors will:

- (a) determine the admission or rejection of the applicant; or
- (b) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.

5.5 If the Directors:

- (a) require further evidence under **clause 5.4**, determination of the application will be deferred until this evidence has been supplied;
- (b) reject an application for membership, they will not be required to give reasons for the rejection.

5.6

- (a) As soon as practicable following acceptance of an application, the Secretary will send the applicant written notice of the acceptance and request payment of the applicant's entrance fee and first annual subscription.
- (b) Subject to **clause 5.7**, an applicant will become a Member of the Company on payment of the amount due under **clause 5.6(a)**.

5.7 If an amount due under **clause 5.6** is not paid within 30 days after the date the applicant is notified of acceptance, the Directors may cancel their acceptance of the applicant for membership of the Company.

5.8 The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member's own act or by operation of law.

6 MEMBERSHIP - Subscriptions

6.1 The Directors may determine the entrance fee and annual subscription payable by each Member or each category of Member. Until otherwise determined by the Directors:

- (a) the entrance fee will be \$5.00; and
- (b) the annual subscription will be \$20.00.

6.2

- (a) The annual subscription period will commence on the first day of July each year, and the annual subscription will be due in advance within 30 days of this date.
- (b) The first subscription payable by persons who consented to become Members in the application for the Company's registration will be payable within 30 days of the date from which subscriptions are determined by the Directors.

6.3 The Directors may determine that any Member admitted to membership in the second half of any subsequent year will pay only one-half of the annual subscription until that Member's next annual subscription falls due.

6.4 If a Member does not pay a subscription within 30 days after it becomes due the Directors:

- (a) will give the Member notice of that fact; and
- (b) if the subscription remains unpaid 21 days from the date of that notice, may declare that Member's membership forfeited.

7 MEMBERSHIP - Ceasing to be a Member

7.1 A Member's membership of the Company will cease:

- (a) if the Member gives the Secretary written notice of resignation, from the date of receipt of that notice by the Secretary;
- (b) if a majority of three-quarters of the Directors present and voting at a meeting of Directors by resolution terminate the membership of a Member:
 - (i) whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Company;
 - (ii) only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
- (c) if membership is forfeited under **clause 6.4(b)**;
- (d) where the Member is an individual, if the Member:
 - (i) dies;
 - (ii) becomes of unsound mind 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.

7.2 Any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of a subscription; and
- (b) will remain liable for and will pay to the Company all subscriptions and moneys which were due at the date of ceasing to be a Member.

8 MEMBERSHIP - Powers of attorney

8.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects the Company or the Member's membership in the Company, that Member must deliver the instrument appointing the Attorney to the Company for notation.

8.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.

8.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

9 INTENTIONALLY DELETED

10 GENERAL MEETINGS - Convening general meeting

10.1 Any Director may, at any time, convene a general meeting.

10.2 A Member may:

- (a) only request the Directors to convene a general meeting in accordance with section 249D of the *Corporations Law*; and
- (b) not convene or join in convening a general meeting except under section 249E or 249F of the *Corporations Law*.

11 GENERAL MEETINGS - Notice of general meeting

11.1 Subject to the provisions of the *Corporations Law* allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.

11.2 A notice convening a general meeting:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
- (b) must state the general nature of the business to be transacted at the meeting; and
- (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.

11.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:

- (a) the consideration of the annual financial report, Directors' report and the Auditor's report;
- (b) the election of directors; or
- (c) the appointment and fixing of the remuneration of the Auditor.

11.4

- (a) The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting convened as the result of a request under **clause 10.2**).
- (b) The Directors must give notice of the postponement or cancellation to all persons entitled to receive notices from the Company.

11.5 The failure or accidental omission to send a notice of a general meeting to any Member or the non-receipt of a notice by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

12 PROCEEDINGS AT GENERAL MEETINGS - Member

In **clauses 13, 14, 16 and 20**, 'Member' includes a Member present in person or by proxy, attorney or Representative.

13 PROCEEDINGS AT GENERAL MEETINGS - Quorum

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

13.2 A quorum of Members is 15 Members of the Company.

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

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

14 PROCEEDINGS AT GENERAL MEETINGS - Chairperson

14.1 The chairperson, or in the chairperson's absence the deputy chairperson, of Directors' meetings will be the chairperson at every general meeting.

14.2 If:

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

14.3 If no election is made pursuant to **clause 14.2**, then:

- (a) the Members may elect one of the Directors present as chairperson; or

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

14.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

15 PROCEEDINGS AT GENERAL MEETINGS - Adjournment

15.1 The chairperson of a meeting at which a quorum is present:

- (a) in his or her discretion may adjourn a meeting with the meeting's consent; and
- (b) must adjourn a meeting if the meeting directs him or her to do so.

15.2 An adjourned meeting may take place at a different venue to the initial meeting.

15.3 The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.

15.4 Notice of an adjourned meeting must only be given in accordance with **clause 11.1** if a general meeting has been adjourned for more than 21 days.

16 PROCEEDINGS AT GENERAL MEETINGS - Decision of questions

16.1 Subject to the *Corporations Law* in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

16.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded, before or on the declaration of the result of the show of hands, by:

- (a) the chairperson; or
- (b) at least two Members entitled to vote on the resolution.

16.3 Unless a poll is demanded:

- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
- (b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

16.4 The demand for a poll may be withdrawn.

16.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the meeting was not entitled to do so.

17 PROCEEDINGS AT GENERAL MEETINGS - Taking a poll

17.1 A poll will be taken when and in the manner that the chairperson directs.

17.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.

17.3 The chairperson may determine any dispute about the admission or rejection of a vote.

17.4 The chairperson's determination, if made in good faith, will be final and conclusive.

17.5 A poll demanded on the election of the chairperson or the adjournment of a meeting must be taken immediately.

17.6 After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

18 PROCEEDINGS AT GENERAL MEETINGS - Casting vote of chairperson

The chairperson does not have a casting vote in addition to the chairperson's votes as a Member, proxy, attorney or Representative.

19 PROCEEDINGS AT GENERAL MEETINGS - Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;

- (ii) placard or banner; or
- (iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

20 VOTES OF MEMBERS - Entitlement to vote

20.1 A Member is not entitled to vote at a general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting.

20.2 A Member entitled to vote has one vote.

21 VOTES OF MEMBERS - Objections

21.1 An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered its vote.

21.2 An objection must be referred to the chairperson of the meeting, whose decision made in good faith is final.

21.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

22 VOTES OF MEMBERS - Votes by proxy

22.1 If a Member appoints a proxy, proxies or an attorney, the proxy, proxies or attorney may not vote on a show of hands.

22.2 A proxy may demand or join in demanding a poll.

22.3 A proxy or attorney may vote on a poll.

23 VOTES OF MEMBERS - Instrument appointing proxy

23.1 A Member who is a natural person may appoint a proxy by a written appointment signed by the appointer or the appointer's attorney duly authorised in writing.

23.2 A proxy need not be a Member.

23.3

(a) An appointment of a proxy must comply with the requirements of the *Corporations Law* or be in a form approved by the Directors.

(b) **Schedule 1** sets out a form which will be taken to be approved by the Directors unless they resolve to use a different form.

23.4 A proxy may vote or abstain as he or she chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll in accordance with any instructions on the appointment.

23.5 A proxy's appointment is valid at an adjourned meeting.

24 VOTES OF MEMBERS - Lodgement of proxy

24.1 The written appointment of a proxy or attorney must be received by the Company, at least 48 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:

(a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or

(b) the taking of a poll on which the appointee proposes to vote.

24.2 The Company receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:

(a) the Office;

(b) a facsimile number at the Office; or

(c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

25 VOTES OF MEMBERS - Validity

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

- (a) died;
- (b) became of unsound mind; or
- (c) revoked the proxy or power,

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

26 APPOINTMENT AND REMOVAL OF DIRECTORS - Number of Directors

26.1 There will not be less than 3 nor more than 10 Directors unless the Company in general meeting by resolution changes the maximum number.

26.2 The first Directors will be

DESMOND ERNEST BOYLAND - Chairperson of the Board of Directors

EDWARD CHRISTIE

MARTIN JOHN WARDROP - who shall be the first Secretary

PETER NICHOLAS HALLAHAN - who shall be the first Treasurer

JOHN BRIAN LOWRY

KRISTINE PAMELA PLOWMAN

JANET STUART OLIVER

ADRIAN HAROLD CANERIS

All of whom have consented to become Members and agree in writing to the terms of this Constitution before the application for the Company's registration is lodged.

26.3 The First Directors are authorised to appoint two (2) more persons to be First Directors of the Company provided that such persons are all eligible to be appointed as Directors within the meaning of the provisions of **clause 27.1** of this Constitution.

27 APPOINTMENT AND REMOVAL OF DIRECTORS - Appointment and removal of Directors

27.1 Persons eligible for appointment as Directors are natural persons who are:

- (a) residents in Queensland; and
- (b) are persons of good repute and have either extensive knowledge and experience of conservation issues or have other skills and experience of benefit to the Company.

27.2 Any person seeking to be appointed as a Director of the Company must be a member of the Company.

27.3 The Company may by resolution passed in general meeting:

- (a) appoint new Directors, being persons whose eligibility for election has been determined by the Directors under the provisions of **clause 31** hereof;
- (b) subject to **clause 26.1** increase or reduce the number of Directors;
- (c) remove any Director before the end of the Director's term of office; and
- (d) appoint another person in the Director's place.

27.4 A person appointed under **clause 27.3(d)** will hold office for the term for which the Director replaced would have held office if the Director had not been removed.

28 APPOINTMENT AND REMOVAL OF DIRECTORS - Additional and casual Directors

28.1 Subject to **clause 26.1**, the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors.

28.2 A Director appointed under **clause 28.1** will hold office until the next general meeting of the Company when the Director may be re-elected.

29 APPOINTMENT AND REMOVAL OF DIRECTORS - Retirement

29.1 A Director must retire from office at the conclusion of the first annual general meeting after the Director was last elected.

29.2 A retiring Director will be eligible for re-election.

30 APPOINTMENT AND REMOVAL OF DIRECTORS - Filling vacated office

30.1 When a Director retires at a general meeting, the Company may by ordinary resolution elect a person to fill the vacated office.

30.2 If the vacated office is not filled and the retiring Director has offered himself or herself for re-election, the retiring Director will be deemed to have been re-elected unless, at the meeting at which he or she retires:

- (a) it is resolved not to fill the vacated office; or
- (b) the resolution for the re-election of the Director is put and lost.

31 APPOINTMENT AND REMOVAL OF DIRECTORS - Nomination of Director

31.1 A person other than a retiring Director is not eligible for election as a Director at a general meeting unless a Member who intends to propose the person as a candidate for the office of Director, has left at the office a written application signed by the member:

- (a) attaching the proposed candidate's written consent to the nomination; and
- (b) setting out that the proposed candidate is a Member of the Company; and
- (c) setting out that the proposed candidate is a person of good repute, and either has extensive knowledge and experience of conservation issues or has other skills and experience of benefit to the Company; and
- (d) the Board of Directors, after considering the application and making such inquiries as it deems fit of the proposed candidate, or of the applicant, determines that the proposed candidate is eligible for election to the office of Director, and the Board of Directors includes the name and particulars of the candidate's eligibility criteria, in the written notice given to the members of all Director vacancies and each candidate for election as set out in **clause 31.3** of this Constitution.

31.2 A notice given in accordance with **clause 31.1** must be left at the office at least 30 days before the relevant general meeting.

31.3 A written notice referring to all Director vacancies and each candidate for election (approved by the Board of Directors) as a candidate eligible for election must be sent to all members at least seven days before every general meeting at which election of a Director will take place.

32 APPOINTMENT AND REMOVAL OF DIRECTORS - Vacation of office

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

- (a) is prohibited by the *Corporations Law* from holding office or continuing as a Director;
- (b) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- (c) cannot manage the Company because of his or her mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- (d) resigns by notice in writing to the Company;
- (e) is removed by a resolution of the Company;
- (f) is absent from two consecutive Directors' meetings without leave of absence from the Directors;
- (g) holds any office of profit under the Company; 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 Law*.

33 POWERS AND DUTIES OF DIRECTORS

33.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that this Constitution and the *Corporations Law* do not require to be exercised by the Company in general meeting.

33.2 Without limiting the generality of **clause 33.1**, the Directors may exercise all the powers of the Company to:

- (a) borrow money;
- (b) charge any property or business of the Company; and
- (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

34 PROCEEDINGS OF DIRECTORS - Directors' meetings

34.1

- (a) A Director may at any time, and the Secretary must on the request of a Director, convene a Directors' meeting.
- (b) Notice of a meeting of Directors may be given in writing, or the meeting may be otherwise called using any technology consented to by all the directors.

34.2 It is not necessary to give notice of a meeting of the Directors to a Director whom the Secretary, when giving notice to the other Directors, reasonably believes to be outside Australia.

34.3

- (a) Subject to the *Corporations Law*, a Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (b) The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- (c) Subject to **clause 36**, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

34.4 Clause 34.3 applies to meetings of Directors' committees as if all committee members were Directors.

34.5 The Directors may meet together, adjourn and regulate their meetings as they think fit.

34.6 A quorum is a majority of Directors for the time being.

35 PROCEEDINGS OF DIRECTORS - Decision of questions

35.1 Subject to this Constitution, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting and, subject to **clause 36**, each Director has one vote.

35.2 The chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

35.3

- (a) An Alternate Director has one vote for each Director for whom he or she is an alternate.
- (b) If the Alternate Director is a Director, he or she also has a vote as a Director.

36 PROCEEDINGS OF DIRECTORS - Directors' interests

36.1 Every Director who has a material personal interest in a matter that is to be considered at a Directors' meeting:

- (a) must not vote on the matter or be present while the matter is being considered at the Directors' meeting; and
- (b) will not be counted in a quorum in relation to that matter,

if to do so would be contrary to the *Corporations Law*.

36.2 Each Director must disclose his or her material personal interests to the Company in accordance with the *Corporations Law* and the Secretary must record all declarations in the minutes of the relevant Directors' meeting.

36.3 Voting by a Director contrary to this **clause 36**, or failure by a Director to make disclosure under this **clause 36**, does not render void or voidable a contract or arrangement in which the Director has a material personal interest.

36.4 A Director may join in executing in accordance with section 127 of the *Corporations Law* any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has an interest.

37 PROCEEDINGS OF DIRECTORS - Alternate Directors

37.1 A Director may, with the approval of the Directors, appoint any person as his or her alternate for a period determined by that Director.

37.2 An Alternate Director is entitled to notice of Directors' meetings and, if the appointer is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Director.

37.3 An Alternate Director is an officer of the Company and is not an agent of the appointer.

37.4 The provisions of this Constitution which apply to Directors also apply to Alternate Directors.

37.5

- (a) The appointment of an Alternate Director may be revoked at any time by the appointer or by the other Directors.
- (b) an Alternate Director's appointment ends automatically when his or her appointer ceases to be a Director.

37.6 Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

38 PROCEEDINGS OF DIRECTORS - Remaining Directors

38.1 The Directors may act even if there are vacancies on the board.

38.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) appoint a Director; or
- (b) convene a general meeting.

39 PROCEEDINGS OF DIRECTORS - Chairperson

39.1 The Directors may elect a Director as chairperson of Directors' meetings and may determine the period for which the chairperson will hold office.

39.2 If no chairperson is elected or if the chairperson is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.

39.3 The Directors may elect a Director as deputy chairperson to act as chairperson in the chairperson's absence.

40 PROCEEDINGS OF DIRECTORS - Directors' committees

40.1 The Directors may delegate any of their powers to:

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

40.2 A committee or person to which any powers have been delegated must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is taken to have been exercised by the Directors.

40.3 A committee or person to which any powers have been delegated may be authorised to sub-delegate all or any of the powers for the time being vested in it.

40.4 Meetings of any committee will be governed by the provisions of this Constitution which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors.

40.5 The Directors shall appoint a Management Committee comprising Directors and such other persons as the Directors deem fit to be members of that Committee for the purposes of providing advice and recommendations for the management of Bukkulla Reserve and of any other lands that the Company may acquire. The primary purpose of all management actions shall be the maintenance and where possible the enhancement of biodiversity values.

40.6 The Directors shall appoint a Scientific Committee of such persons as the Directors deem fit to be members of that Committee for the purposes of obtaining scientific advice and recommendations for the management of Bukkulla Reserve, and of any other lands that the Company may acquire.

41 PROCEEDINGS OF DIRECTORS - Written resolutions

41.1 The Directors may pass a resolution without a Director's meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.

41.2 For the purposes of **clause 41.1** separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

41.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

41.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this **clause 41**.

41.5 This clause applies to meetings of Directors' committees as if all members of the committee were Directors.

42 PROCEEDINGS OF DIRECTORS - Validity of acts of Directors

If it is discovered that:

- (a) there was a defect in the appointment, or in the continuance of the appointment, of a person as a Director, Alternate Director or member of a Directors' committee: or
- (b) a person appointed to one of those positions was disqualified,

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

43 PROCEEDINGS OF DIRECTORS - Minutes and registers

43.1 The Directors must cause minutes to be made of:

- (a) the names of the Directors present at all general meetings, Directors' meetings and meetings of Directors' committees;
- (b) all proceedings and resolutions of general meetings, Directors' meetings and meetings of Directors' committees;
- (c) all resolutions passed by Directors in accordance with **clause 41**;
- (d) all appointments of officers;
- (e) all orders made by the Directors and Directors' committees; and
- (f) all disclosures of interests made pursuant to **clause 36**.

43.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

43.3 The Company must keep all registers required by this Constitution and the *Corporations Law*.

44 LOCAL MANAGEMENT - Local management

44.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

44.2 Without limiting **clause 44.1** the Directors may:

- (a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
- (b) delegate to any person appointed under **clause 44.2 (a)** any of the powers, authorities and discretions which may be exercised by the Directors under this Constitution,

on any terms and subject to any conditions determined by the Directors.

44.3 The Directors may at any time revoke or vary any delegation under this **clause 44**.

45 LOCAL MANAGEMENT - Appointment of attorneys and agents

45.1 The Directors may from time to time by resolution or power of attorney executed in accordance with section 127 of the *Corporations Law* appoint any person to be the attorney or agent of the Company:

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

determined by the Directors.

45.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:

- (a) any member of any local board established under this Constitution;
- (b) any company;
- (c) the members, directors, nominees or managers of any company or firm; or

(d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.

45.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

45.4 The Directors may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Company.

45.5 An attorney or agent appointed under this **clause 45** may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

46 SECRETARY

46.1 If required by the *Corporations Law*, there must be at least one secretary of the Company appointed by the Directors for a term and at remuneration and on conditions determined by them.

46.2 The Secretary is entitled to attend and be heard on any matter at all Directors' and general meetings.

46.3 The Directors may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary.

47 SEALS - Common seal

47.1 If the Company has a Seal:

- (a) the Directors must provide for the safe custody of the Seal;
- (b) the Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal;
- (c) every document to which the Seal is affixed must be signed by a Director and be counter-signed by another Director, the Secretary or another person appointed by the Directors to counter-sign the document.

48 SEALS - Duplicate Seal

48.1 If the Company has a Seal, the Company may have one or more duplicate Seals of the Seal each of which:

- (a) must be a facsimile of the Seal with the addition on its face of the words 'Duplicate Seal';
- (b) must not be used except with the authority of the Directors.

49 INSPECTION OF RECORDS

49.1 Except as otherwise required by the *Corporations Law*, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Members other than Directors.

49.2 A Member other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Member is authorised to do so by a court order or a resolution of the Directors.

50 NOTICES - Service of notices

50.1 Notice may be given by the Company to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to the Company for sending notices to the person.

50.2 A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
- (b) on the day after the day on which it was posted.

50.3 A notice sent by facsimile transmission or electronic notification is taken to be served:

- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
- (b) on the day after its despatch.

50.4 If a Member has no registered address a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the Office.

50.5 A Member whose registered address is not in Australia may specify in writing an address in Australia to be taken to be the Member's registered address within the meaning of this clause.

50.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

50.7 Subject to the *Corporations Law* the signature to a written notice given by the Company may be written or printed.

50.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

51 NOTICES - Persons entitled to notice

51.1 Notice of every general meeting must be given to:

- (a) every Member;
- (b) every Director and Alternate Director; and
- (c) any Auditor.

51.2 No other person is entitled to receive notice of a general meeting.

52 AUDIT AND ACCOUNTS

52.1 The Directors must cause the Company to keep written financial records in relation to the business of the Company in accordance with the requirements of the *Corporations Law*.

52.2 The Directors must cause the financial records of the Company to be audited in accordance with the requirements of the *Corporations Law*.

52.3 Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year. An audited financial statement for the Company and its Public Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Public Fund monies and the management of Public Fund assets.

53 WINDING UP

53.1 If the Company is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,

undertakes to contribute to the property of the Company for the:

- (c) payment of debts and liabilities of the Company (in relation to **clause 53.1(b)**, contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding \$20.00.

53.2 If any surplus remains following the winding up of the company, the surplus will not be paid to or distributed amongst members, but will be given or transferred to some other institution or company on the Register of Environmental organizations established and kept pursuant to the provisions of the *Income Tax Assessment Act 1997*;

- (a) having objects similar to the objects of the Company; and
- (b) 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 **clause 3**,

such institutions and/or companies to be determined by the Members by majority vote at or before the winding up or dissolution, or in default of such determination, by a member of a Court of competent jurisdiction.

54 INDEMNITY AND INSURANCE

54.1 To the extent permitted by law and to the extent that the officer is not indemnified by directors' and officers' liability insurance maintained by the Company, the Company indemnifies every person who is or has been an officer of the Company against any liability:

- (a) incurred by that person as such an officer to another person other than the Company or a related body corporate of the Company unless the liability arises out of conduct involving a lack of good faith; and
- (b) for costs and expenses incurred by the person as such an officer:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the *Corporations Law*.

54.2 The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer or auditor of the Company against a liability:

- (a) incurred by the person as such an officer or auditor unless the liability arises out of conduct involving:
 - (i) a wilful breach of duty in relation to the Company; or
 - (ii) without limiting subparagraph (i), a contravention of section 182 or 183 of the *Corporations Law*; or
- (b) for costs and expenses incurred by the person as such an officer or auditor in defending proceedings, whether civil or criminal and whatever their outcome.

54.3 In this **clause 54** 'officer' means a Director, Secretary or executive officer of the Company.

55 RULES FOR ADMINISTRATION OF the WILDLIFE LAND GIFT FUND ("the Fund")

55.1 The objective of the Fund is to support the Company's environmental purposes.

55.2 Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the Company.

55.3 Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Fund.

55.4 A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Company.

55.5 Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the fund.

55.6 The Fund will be operated on a non-profit basis.

55.7 A committee of management of no fewer than three persons will administer the Fund. The committee will be appointed by the Company. A majority of the members of the committee are required to be "responsible persons" as defined by the Guidelines to the Register of Environmental Organisations.

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