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CONSTITUTION
OF
LOCK THE GATE ALLIANCE LIMITED
ACN

A Company Limited By Guarantee

1. DATE SUBSCRIBED: This Constitution is adopted on the date of registration.
2. SCHEDULES: The Schedules hereto are and shall be deemed to be part of this Constitution.
3. NAME: The name of the company is LOCK THE GATE ALLIANCE LIMITED
4. OBJECTS: The Company is established to pursue the objects as set out in Schedule 2 hereto.
5. POWERS:

Solely for the purpose of carrying out the aforesaid objects and not otherwise the company shall have the following powers:

- (a) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith.

PROVIDED that no member of the company shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the company.

- (b) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the company.

PROVIDED that the company shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the company under or by virtue of clause 6 of this Constitution.

- (c) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the company or persons frequenting the company's premises.
- (d) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the company.

PROVIDED that in case the Company shall take or hold any property which may be

subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (e) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (f) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company.
- (g) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit present or past employees of the Company or the dependants or connections of such persons; to grant pensions and allowances; to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (i) To invest and deal with money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds if the Company relies on public support for funds, or otherwise as the Board thinks fit if the Company does not rely on public support for funds.
- (j) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off such securities.
- (k) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (l) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (m) To take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.

- (n) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to the proviso in paragraph (d) of this clause 5.
- (o) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise.
- (p) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (q) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorized to amalgamate.
- (r) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- (s) To make donations for patriotic or charitable purposes.

PROVIDED that the Company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if an object of the Company would make it a trade union within the meaning of the Trades Unions Act 1958.

The powers set forth in section 124(1) of the Corporations Act shall not apply to the Company except insofar as they are included in this clause 5.

6. APPLICATION OF INCOME & PROPERTY:

The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise, to the members of the Company.

PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Regulation 43 of this Constitution on money borrowed from any member of the Company or reasonable and proper rent for premises demised or let by any member to the Company, however directors who receive remuneration from the Company must not constitute a majority of the Board.

LIMITED LIABILITY:

The liability of the members is limited.

7. GUARANTEE BY MEMBERS:

Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company (contracted before he ceases to be a member) and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding the amount set out in Schedule 1 hereto.

8. DISSOLUTION OF THE COMPANY:

If upon the winding-up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other company, fund, institution or authority approved under the provisions of the Income Tax Assessment Act, 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 clause 6 hereof. Such institution or institutions shall be determined by the members of the Company at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

9. ACCOUNTS:

True accounts shall be kept of the sums of money received and expended by the Company and the manner in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations to this Constitution for the time being in force, shall be open to the inspection of the members.

REGULATIONS
OF
LOCK THE GATE ALLIANCE
LIMITED

A Company Limited by Guarantee

1. DATE: These Regulations are part of the Constitution adopted on the date of registration.
2. SCHEDULES: The Schedules to the Regulations are part of these Regulations.
3. DEFINITIONS: In this constitution:
 - (a). "the Corporations Act" means the Corporations Act 2001;
 - (b) "the Board" or "the Board of Directors" means the Directors of the Company elected or appointed pursuant to these Regulations;
 - (c) "Community Group Member" means a body, incorporated or unincorporated that:
 - (i) carries on its activities within the Commonwealth of Australia; and
 - (ii) those activities have, in the opinion of the Board, a relation, bearing, connection or association with the objects of the Company.
 - (d) "ITAA97" means the Income Tax Assessment Act 1997;
 - (e) "members" means persons giving a guarantee pursuant to the Constitution, and may be referred to as "full members" or "guarantee members" or the like, particularly if the Company has associate members who are not required to give a guarantee;
 - (f) "the previous Association" means the body, if any, referred to in Schedule 3 to the Constitution and whose funds and other assets and liabilities the Company is authorized to take over;
 - (g) "Relevant Law" means :
 - (i) an Act of which the Commissioner of Taxation (the Commissioner) has the general administration (including a part of an Act to the extent to which the Commissioner has the general administration of the part);
 - (ii) regulations under such an Act or part thereof;
 - (iii) any other statute regulation or law applicable to Public Funds.
 - (h) "Secretary" means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;
 - (i) expressions referred to in 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;

- (j) words or expressions contained in these articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1897 and of the Corporations Act as in force at the date at which these Articles become binding on the Company.

MEMBERSHIP

4. (a) The subscribers to the Constitution and such persons, including Community Group Members, as the Board shall admit to membership in accordance with these Regulations and who give a guarantee pursuant to the Constitution shall be members of the Company.
5. If the whole of the funds and other assets of any previous Association become the absolute property of the Company forthwith after its incorporation, then every person who at the date of incorporation of the Company is a member of the previous Association and who within the six months next following the date of incorporation agrees in writing to become a member of the Company shall be admitted by the Board to membership of the Company.
6. (a) All applications for membership shall be in writing, signed by the applicant and in such form as the Board may from time to time prescribe.
- (b) The provisions of this Regulation shall not apply to the subscribers to the Constitution or to the members of the previous Association at the date of adoption of the Constitution.
7. At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board, which shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for rejection of an applicant.
8. When the Board has accepted the membership of an Applicant and the Applicant has paid the entrance fee and the first annual subscription, they are admitted to membership.
9. The entrance fees and annual subscriptions payable by members of the Company shall be such as the Board shall from time to time prescribe.
- PROVIDED that until the Board otherwise resolves, the entrance fees and the annual subscriptions shall be the amounts set out in Schedule 4 hereto.
10. Unless otherwise resolved by the Board, all annual subscriptions shall become due and payable in advance on the date set out in Schedule 1 hereto.

CESSATION OF MEMBERSHIP

11. If the subscription of a member remains unpaid for a period of two calendar months after

it becomes due then the member may, after notice of the default has been sent to him by the Secretary or Honorary Treasurer, be debarred by resolution of the Board from all privileges of membership PROVIDED that the Board may reinstate the member on payment of all arrears if the Board thinks fit to do so.

12. A member may at any time, by giving notice in writing to the Secretary, resign his membership of the Company but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Company and in addition for any sum not exceeding the sum of the guarantee for which he is liable as a member of the Company under the Constitution of the Company.
13. If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution and Regulations of the Company or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Company, or shall in the opinion of the Board, fail to agree with the objects of the Company, the Board shall have power by resolution to censure fine suspend or expel the member from the Company.

PROVIDED that at least fourteen days before the meeting of the Board at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall, at such meeting and before the passing of such resolution, have had an opportunity of giving orally or in writing any explanation or defence he may think fit. The decision of the Board shall be final and the Board shall not be required to publish any reasons for its decision.

GENERAL MEETINGS

14. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Corporations Act.
15. The Board may, whenever it thinks fit, convene a general meeting.
16. The Board shall, on the requisition in writing of not less than fifty (50) members, convene a general meeting.
17. A requisition of members for a general meeting shall –
 - (a) state the purpose of the meeting;
 - (b) be signed by the members making the requisition;
 - (c) be lodged with the Secretary
18. General meetings shall also be convened on such requisition, or in default may be convened by such requisitionist as provided by the Corporations Act.
19. Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice, fourteen days notice at the least (exclusive of the day on

which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting, and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.

20. For the purpose of Regulation 16 all business shall be special that is transacted at a general meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance-sheets, and the report of the Directors and Auditors, the election of Office-Bearers and other Directors in the place of those retiring, and the appointment of the Auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

21. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided the number of members with voting rights, expressed as a number or a percentage of the total, set out in Schedule 2 hereto present in person shall be a quorum. For the purpose of this Regulation "member" includes a person attending as a proxy or a nominated delegate of a Community Group Member.
22. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
23. The Chairman shall preside as Chairman at every general meeting of the Company, or if there is no Chairman or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chairman shall be the Chairman, or if the Vice-Chairman is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
24. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
25. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
 - (a) by the Chairman; or
 - (b) by at least three members present in person or by proxy.

Unless a poll is duly demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

26. If a poll is duly demanded it shall 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 shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
27. In the 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 shall be entitled to a second or casting vote.
28. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorized representative shall have one vote.
29. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.
30. No member shall be entitled to vote at any general meeting if his annual subscription shall be in arrears at the date of the meeting.
31. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
32. The instrument appointing a proxy may be in the following form or in a common or usual form.

I, (insert name of member) of (address) being a member of (insert name of Company) hereby appoint (insert name of proxy) of (insert address of proxy) as my proxy to vote for me on my behalf at the *annual general / *general (strike out whichever not desired) meeting of the Company to be held on the (insert date) and at any adjournment thereof.

With regard to the resolution(s) to be voted on at the meeting, my proxy is hereby authorised to vote *in favour of / *against / *as he thinks fit (strike out whichever not desired).

Signed this (insert date)

33. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
34. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE BOARD OF DIRECTORS

35. The number of Directors may be specified in Schedule 3 hereto, and if so the number of Directors shall not exceed the number specified.
36. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors or Office-Bearers.
37. The Board of Directors shall elect an executive Committee consisting of a Chairman, Vice Chairman, Secretary and Treasurer.
38. All Directors and Office-Bearers shall be members of the Company, or persons nominated by Community Group Members. Each member shall be entitled to nominate one person to act as a Director of the Company.
39. All Directors and Office-Bearers shall retire at the conclusion of the first Annual General Meeting, but shall be eligible for re-election.

At the first Annual General Meeting of the Company and at the Annual General Meeting of the Company in each year thereafter the Directors and Office-Bearers shall be elected from among the members and shall hold office until the conclusion of the next Annual General Meeting when they shall retire, but they shall be eligible for re-election.

40. The election of Office-Bearers and other Directors shall take place in the following manner:
 - (a) Any two members of the Company shall be at liberty to nominate any other member to serve as an Office-Bearer or other Director.
 - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place.

- (c) A list of the candidates' names in alphabetical order shall be sent to the members at least seven days immediately preceding the Annual General Meeting.
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order. Each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - (e) In case there shall not be a sufficient number of candidates nominated, the Board may fill up the remaining vacancy or vacancies.
41. The Board shall have power at any time, and from time to time, to appoint any member of the Company as a Director, either to fill a casual vacancy or as an addition to the existing Office-Bearers or other Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with Schedule 3 hereto. Any Office-Bearer or other Director so appointed shall hold office only until the next following Annual General Meeting.
42. The Company may, by ordinary resolution of which special notice pursuant to the Corporations Act has been given, remove any Office-Bearer or other Director before the expiration of his period of office, and may, by an ordinary resolution, appoint another person in his stead; the person so appointed shall hold office only until the next following Annual General Meeting.
43. The office of an Office-Bearer or other Director shall become vacant if the Director:
- (a) becomes insolvent under administration or makes any arrangement or composition with his creditors generally;
 - (b) becomes prohibited from being a director of a company by reason of any order made under the Corporations Act;
 - (c) ceases to be a director by operation of the Corporations Act;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his office by notice in writing to the Company;
 - (f) for more than six months is absent without permission of the Board from meetings of the Board held during that period;
 - (g) holds any office of profit under the Company;
 - (h) ceases to be a member of the Company or; the member by whom he/she is nominated ceases to be a member;
 - (i) is directly or indirectly interested, within the meaning of the provisions of the Corporations Act, in any contract or proposed contract with the Company.

PROVIDED always that nothing in this sub-Regulation shall affect the operation of clause 6 of the Constitution of the Company.

POWERS AND DUTIES OF THE BOARD

44. The business of the Company shall be managed by the Board which may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Corporations Act or by these Regulations, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Regulations, the provisions of the Corporations Act, and such directions, not inconsistent with the aforesaid Regulations or provisions, as may be prescribed by the Company in general meeting; PROVIDED that any rule regulation or by-law of the Company issued or made by the Board may be disallowed by the Company in general meeting; and PROVIDED FURTHER that no resolution passed by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been passed.
45. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its property, 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.
46. For the purposes of clause 6 of the Constitution the rate of interest payable in respect of money lent by members to the Company shall not exceed the lowest rate paid for the time being by the Commonwealth Bank in respect of term deposits.
47. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Board from time to time determines.
48. The Board shall cause minutes to be made -
 - (a) of all appointments of officers and servants;
 - (b) of names of the Directors present at all meetings of the Company and of the Board; and
 - (c) of all proceedings at all meetings of the Company and of the Board.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

PROCEEDINGS OF THE BOARD OF DIRECTORS

49. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time, and the Secretary shall on the requisition of a Director, summon a meeting of the Board.
50. Subject to these Regulations, questions arising at any meeting of the Board shall be

decided by a majority of votes and a determination by a majority of the Directors present shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chairman shall have a second or casting vote.

51. The quorum necessary for the transaction of the business of the Board shall be a majority of the total number of Directors (including Office-Bearers) from time to time, or such greater number as may be fixed by the Board.
- 51A. A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period (being at least one week) before the meeting.
52. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Regulations as the quorum of the Board, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
53. The Chairman shall preside as Chairman at every meeting of the Board, or if there is no Chairman, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-Chairman shall be Chairman, or if the Vice-Chairman is not present at the meeting then the Directors may choose one of their number to be Chairman of the meeting.
54. The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the directors of the Company by the Corporations Act or the general law) to one or more committees consisting of such member or members of the Company as the Board thinks fit. Any committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Company and all members of such committees shall have one vote.
55. The Board may appoint one or more advisory committees consisting of such members of the Board and such other members of the Company as the Board thinks fit. Such advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be given by the Board and, subject thereto, shall have power to co-opt other members of the Company and all members of such advisory boards shall have one vote.
56. Every committee or advisory committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
57. All acts done by any meeting of the Board, of a committee or by any Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board, committee or Director, or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or committee member.
58. A resolution in writing signed and agreed to by a majority of Directors shall be as valid

and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors.

SECRETARY

59. The Secretary shall in accordance with the Corporations Act be appointed by the Board for such term and upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Board from appointing a member of the Company as Honorary Secretary and any member so appointed shall forthwith become an Office-Bearer of the Company and, if not already a member of the Board, ex officio a member of the Board and any member so appointed shall be subject to the provisions of clause 6 of the Constitution.

COMMON SEAL

60. If the Company adopts a Common Seal, the Board shall provide for the safe custody of the Common Seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Directors in that behalf. Every instrument to which the Common Seal is affixed shall be signed by a Director and countersigned by the Secretary or a second Director or some other person appointed by the Board for that purpose.

ACCOUNTS, AUDIT AND NOTICE OF MEETINGS

61. The Board shall cause proper accounting and other records to be kept and in accordance with the provisions of the Corporations Act.
62. The Board shall from time to time determine in accordance with clause 9 of the Constitution at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.
63. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated if required by the Corporations Act.
64. Any notice required by law or by or under these Regulations to be given to any member may be given by sending it by facsimile or by post to him at his registered address (including an email address), or to the address, if any, supplied by him for the giving of notices. Where a notice is sent by post, service of the notice shall be 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.
65. Notice of every general meeting shall be given in any manner hereinbefore authorised to the Auditor or Auditors for the time being of the Company (if any), and to every member entitled to cast a vote except those members for whom the Company has no registered address or an address for the giving of notices to them.

No other person shall be entitled to receive notices of general meetings.

WINDING UP

66. The provisions of clause 8 of the Constitution relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Regulations.

INDEMNITY

67. Every officer or auditor of the Company shall be indemnified against any liability to third parties incurred by him in good faith in his capacity as officer or auditor. Such indemnity includes a liability for costs and expenses incurred by the officer or auditor in defending proceedings, civil or criminal, in which judgement is given in favour of the officer or auditor or in connection with an application in relation to such proceedings in which the Court grants relief to the officer or auditor under the Corporations Act.

SPECIAL CONDITIONS RE CLASSES OF MEMBERS

68. Special conditions, if any, governing any classes of Guarantee and members created on incorporation of the Company are set out in Schedule 5 hereto.

ADDITIONAL PROVISIONS TO REGULATIONS

69. Additional provisions, if any, to these Regulations are set out in Schedule 6 hereto.

PUBLIC FUND

70. The Company shall establish and maintain a Public Fund to be known by the name set out in Schedule 6 for the specific purpose of supporting the environmental objectives of the Company. 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 ITAA97.

REGISTER OF ENVIRONMENTAL ORGANISATIONS SPECIFIC REQUIREMENTS

71. The Company shall inform the Department responsible for the environment ('the Department') as soon as possible if:
- (a) it changes its name or the name of the Fund;
 - (b) there is any change to the membership of the Fund Board, or
 - (c) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations ("the REO Guidelines").
72. The Company agrees to comply with any rules that the Federal Treasurer and/or the Minister with responsibility for the environment may make to ensure that gifts made to

the Fund are only used for its principal purpose.

73. Any allocation of funds or property to other persons or organisation shall be made in accordance with the established purposes of the company and not be influenced by the preference of the donor.
74. Statistical information requested by the Department on donations to the Fund will be provided within 4 months of the end of the Financial year. An audited Financial statement for the company and the Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Fund monies and the management of Fund assets.

7. The release of monies from the Fund account and the management of, and sale of fund assets must be authorised by the Fund Board. Members of the Fund Board permanently resident in Australia shall be the only signatories to the Fund account.
8. The Fund will be operated on a not-for-profit basis.
9. A committee of management of no fewer than three persons will administer the Fund (“the Fund Board”). The Fund Board will be appointed by the company in accordance with the provisions for appointment of committees set out in the Constitution. A majority of the Members of this Committee shall be “responsible persons” as defined by the REO Guidelines.
10. Members of the Fund Board may be officeholders or members of the Company or members of the public provided that if comprised entirely of members of the public, then the committee shall be comprised entirely of “responsible persons”.
11. Apart from monies reimbursed for out of pocket expenses incurred on behalf of the Fund or proper remuneration for administrative expenses, or a payment or application approved by the Commissioner, no part of the Fund may be paid or applied directly or indirectly to or for the benefit of a company officeholder, member, employee or agent, a Donor to the Fund or an associate of any of the above.
12. The Fund Board must invest the assets of the Fund only in a way in which trustees are permitted to invest under the laws of Australia and the powers set out in clause 5 of the Constitution shall apply to the extent possible.
13. The Fund Board may to the extent consistent with the Relevant Law:
 - (a) change an investment for any others or vary the terms and conditions on which an investment is held;
 - (b) sell or otherwise dispose of the whole or any part of the investments or property of the Trust Fund;
 - (c) borrow or raise or secure the payment of money and secure the repayment of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge, lien, encumbrance, debenture or other security, fixed or floating, over any present or future asset of any kind and wherever situated;
 - (d) take and act on the opinion of a barrister practising in Australia in relation to the interpretation or effect of this Schedule 6 or any of the trusts or powers of this deed without responsibility for any loss or error resulting from doing so, but this provision does not stop the Trustee from applying to a court of competent jurisdiction;
 - (e) take any action for the adequate protection or insurance of any part of the Fund;
 - (f) purchase, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments of any kind;
 - (g) subject to the terms hereof, generally:
 - (i) perform any administrative act; and
 - (ii) pay or deduct all costs, charges, commissions, stamp duties, imposts, outgoings and expenses of or incidental to the Fund or its management (whether or not the

Fund Board is under any legal obligation to make the payment) or in connection with the preparation, execution and stamping of this deed, as though the Fund Board were the absolute owner of the Fund;

- (h) employ and pay or provide any benefit for any employee without being responsible for the default of the employee or for any loss occasioned by the employment;
 - (i) engage and pay any agent, contractor or professional person without being responsible for the default of the agent, contractor or employee or for any loss occasioned by the engagement;
 - (j) decline or otherwise refuse to accept as part of the Fund any gift (by will or otherwise), donation, settlement or other disposition in money, moneys worth or property;
 - (k) manage any real property it holds with all the powers of an absolute owner; and
 - (l) do all other things incidental to the exercise of the Committee's powers under this Schedule 6.
14. The Fund Board may decide whether any money is to be considered capital or income, whether any expense, outgoing or other payment ought to be paid out of capital or income and all question and matters of doubt arising in the management of the Fund.
15. Upon the earlier of the winding up of the company or the Fund, or of the Fund ceasing to be a Deductible Gift Recipient, any surplus assets will be transferred to another fund with similar objectives that it on the Register of Environmental Organisations.