

CONSTITUTION OF NQ NRM ALLIANCE LTD


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CONTENTS

1.	Definitions and interpretation	1	24.5. Definitions	18
	1.1. Replaceable Rules	1		
	1.2. Definitions	1		
	1.3. Interpretation	2		
2.	Objects	3		
3.	Company limited by guarantee	4		
4.	Members' liability	4		
5.	Distribution on winding up	4		
6.	Accounts	5		
7.	Members	5		
8.	Membership	5		
	8.1. Membership	5		
	8.2. Register of members	6		
9.	Cessation of membership	6		
10.	General meetings	7		
11.	Proceedings at general meetings	8		
12.	Delegates	9		
13.	Directors	10		
	13.1. Chairperson	10		
	13.2. Directors - general provisions	10		
14.	Power and duties of the directors	12		
15.	Proceedings of the directors	13		
16.	Teleconference meeting of directors	14		
17.	Committees	15		
18.	Advisory panels	15		
19.	Secretary	16		
20.	Execution with or without common seal	16		
	20.1. Execution without common seal	16		
	20.2. Execution with common seal	16		
21.	Accounts	16		
22.	Audit	16		
23.	Notices	17		
24.	Indemnity and insurance of officers	17		
	24.1. Indemnity	17		
	24.2. Indemnity for legal costs	17		
	24.3. Power to insure	18		
	24.4. Optional employee indemnity	18		

**A COMPANY LIMITED BY GUARANTEE
CONSTITUTION
OF
NQ NRM ALLIANCE LTD**

1. Definitions and interpretation

1.1. Replaceable Rules

The replaceable rules contained in the *Corporations Act* do not apply to this company to the extent they are inconsistent with these regulations.

1.2. Definitions

In these regulations:

- 1.2.1. **appointing member** means in respect of a director, the member who appoints that director in accordance with these regulations;
- 1.2.2. **board** means the board of directors of the company;
- 1.2.3. **chairperson** means the chairperson of directors appointed or elected pursuant to these regulations;
- 1.2.4. **company** means NQ NRM Alliance Ltd;
- 1.2.5. **delegate** means the representative of a member appointed in accordance with these regulations;
- 1.2.6. **governance standards** has the meaning given to that expression in section 45.10, *Australian Charities and Not-for-profits Commission Act 2012*;
- 1.2.7. **law** means the *Corporations Act 2001* (Cth);
- 1.2.8. **member** means each entity that is identified in the register of members;
- 1.2.9. **member objectives** means the objects of each member as recorded in their respective constitutions;
- 1.2.10. **person** includes unincorporated associations, incorporated associations and corporations;
- 1.2.11. **registered address** means the last address recorded in the register of members as the address for a member;
- 1.2.12. **register of members** means the register required to be maintained under regulation 8;
- 1.2.13. **regulations** means the regulations of the company;

- 1.2.14. **seal** means the common seal of the company and includes any official seal of the company;
- 1.2.15. **secretary** means any person appointed to perform the duties of a secretary of the company;
- 1.2.16. **services** means such administrative, technical and other services as may be required by a member or members from time to time or which may otherwise relate to the stated objectives of any one or more of the members;
- 1.2.17. **special resolution of the board** means a resolution passed at a meeting of the board of which not less than 21 days notice of the prepared resolution has been given being a resolution passed by a majority of 75% of the directors present and voting; and
- 1.2.18. **stated objectives** means the objects of each member, as recorded in the constitution (as amended or replaced from time to time) of the member in question.

1.3. Interpretation

Unless the context otherwise requires:

- 1.3.1. singular includes plural and vice versa;
- 1.3.2. an expression used in a particular chapter of the *Corporations Act* that is given by that chapter a special meaning for the purposes of that chapter has, in any of these regulations that deals with a matter dealt with by that chapter, the same meaning as in that chapter;
- 1.3.3. headings and the index are to be disregarded in the interpretation of these regulations;
- 1.3.4. expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- 1.3.5. references to statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders in council, rules, by-laws and ordinances made under those statutes;
- 1.3.6. if any authority, institute, association or body whether statutory or otherwise ("a body") referred to in these regulations:
- 1.3.6.1. ceases to exist or to carry out the functions for which it was formed;
- 1.3.6.2. is reconstituted or replaced; or
- 1.3.6.3. its powers or functions are transferred to another organisation,

then reference to the body is taken to include a reference to the organisation established or constituted in lieu of it or to which its

powers or functions are transferred, or, in the absence of either of the above, to the organisation which most closely serves the same purposes as the body.

2. Objects

- 2.1. The objects of the company are the dominant objects and the subordinate objects.
- 2.2. The dominant objects are the principal or main objectives of the company.
- 2.3. The subordinate objects are secondary objectives of the company which are incidental or ancillary to the dominant objects and are adopted by the company to facilitate the attainment or to assist in the attainment of the dominant objects.
- 2.4. The company is established for charitable purposes and in attaining its dominant objects and/or its subordinate objects, it must conduct itself only for purposes which are charitable at law (or for purposes which are ancillary or incidental thereto).
- 2.5. The dominant objects of the company are to assist members to fulfil all or any of the member objectives.
- 2.6. The subordinate objects of the company are to provide administrative, technical and other services to members including but not limited to:
 - 2.6.1. the provision of staff;
 - 2.6.2. the provision of tools, plant and equipment;
 - 2.6.3. the provision of premises for members, on a temporary, short-term or long-term basis;
 - 2.6.4. the promotion of projects and other activities of members;
 - 2.6.5. assistance in application for grants or funding from federal, state or local government or alternatively, from the private sector;
 - 2.6.6. cooperation with entities that have similar objects to the member objectives;
 - 2.6.7. provision of stock and consumables required by members in connection with member objectives;
 - 2.6.8. to provide the same or similar services as are outlined in this clause to third parties provided that any profit derived in doing so will be allocated by way of gift to members (or any one or more of them) to assist in the attainment of member objectives.
- 2.7. The company may recover costs and expenses it incurs in connection with any act, matter or thing undertaken in relation to the fulfilment of the dominant objects and/or the subordinate objects. However, unless regulation 2.6.8 applies, the company is not permitted to render a fee for the service or profit from anything it does in connection with the dominant objects or subordinate objects.

3. Company limited by guarantee

- 3.1. The company is a company limited by guarantee.
- 3.2. Subject to regulations 3.3 and 3.4, all income and property of the company must be applied solely towards the promotion of the objects of the company and no part of it is to be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the company.
- 3.3. The company may recover costs and expenses it incurs in connection with any act, matter or thing undertaken in relation to the fulfilment of the object recorded in regulation 3.2. However, the company is not permitted to render a fee for service or profit from anything it does under or in connection with that object.
- 3.4. Nothing in this regulation prevents:
 - 3.4.1. 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;
 - 3.4.2. the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this regulation by the directors on money borrowed from any members of the company; or
 - 3.4.3. reasonable and proper rent for premises demised or let from any member of the company.
- 3.5. The liability of members of the company is limited.

4. Members' liability

- 4.1. This regulation applies if the company is wound up while a member is a member of the company or within one (1) year after the member ceases to be a member.
- 4.2. Each member of the company undertakes to contribute an amount to the property of the company for payment of:
 - 4.2.1. the debts and liabilities of the company contracted or incurred before the time at which the member ceased to be a member;
 - 4.2.2. the costs charges and expenses of winding up; and
 - 4.2.3. for an adjustment of the rights of contributories among themselves.
- 4.3. The amount of the contribution from each member under this regulation is limited to ten dollars (\$10.00).

5. Distribution on winding up

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

- 5.2. Remaining property must not be paid or distributed among the members.
- 5.3. Remaining property must be given or transferred to some other company, association and/or institution:
 - 5.3.1. that is registered as a charity with the Australian Charities and Not-for-Profits Commission;
 - 5.3.2. having objects similar to the objects of the company; and
 - 5.3.3. whose regulations prohibit 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 this regulation.
- 5.4. The company, association and/or institution for the purposes of this regulation is to be chosen by the members of the company at or before the time of the dissolution of the company and in default of them doing so by application to the Supreme Court for determination.

6. Accounts

- 6.1. True accounts must be kept of:
 - 6.1.1. the sums of money received and expended by the company and the matter in respect of which such receipt or expenditure takes place; and
 - 6.1.2. the property, credits and liabilities of the company.
- 6.2. Subject to any reasonable restrictions as to the time and manner of inspection that may be imposed by the directors from time to time, the company's books of account must be open to the inspection of the members.
- 6.3. Once at least in every year, the accounts of the company must be examined by one or more properly qualified auditor or auditors who must report to the members in accordance with the provisions of the law.

7. Members

- 7.1. The members of the company shall comprise members.
- 7.2. The number of members of the company is unlimited.

8. Membership

8.1. Membership

- 8.1.1. All persons who are members of the company at the date of the adoption of these regulations are members of the company. Immediately following the adoption of these regulations the membership of any natural person of the company shall be terminated and thereafter membership of the company shall be confined to associations either incorporated or unincorporated who meet the criteria for membership.

- 8.1.2. Following the adoption of these regulations, the initial membership of the company shall comprise those organisations or entities whose names are set out in a register of members tabled at the time of adoption of these regulations.
- 8.1.3. The board may at its discretion admit other entities to membership of the company by special resolution of the board.
- 8.1.4. Applications for membership must be made in writing to the secretary.
- 8.1.5. In deciding whether or not to admit an entity as a member, the board shall have regard to the following criteria:
 - 8.1.5.1. the bona fide motives of the body applying for membership;
 - 8.1.5.2. the evidenced commitment to the principles of sustainable natural resource management in Queensland;
 - 8.1.5.3. the membership of the body applying for membership;
 - 8.1.5.4. the completion of an application for membership, accompanied by any membership subscription.
- 8.1.6. A member has all the rights conferred on a member by these regulations including the right to attend and to vote at annual general and other general meetings of the company.

8.2. Register of members

- 8.2.1. A register of members of the company must be kept in the office of the company.
- 8.2.2. The Register of members must show:
 - 8.2.2.1. the names in full and addresses of all members of the company; and
 - 8.2.2.2. the date of admission to and cessation of membership; and
 - 8.2.2.3. such other information as the board may from time to time determine.
- 8.2.3. Each member must notify the secretary in writing of any change in that member's address within a period of one (1) month after the change.
- 8.2.4. A member must pay the annual subscription (if any) determined from time to time by the board.

9. Cessation of membership

- 9.1. Every member of the company has the right at any time to resign from membership of the company by giving written notice to the secretary.
- 9.2. A member ceases to be a member:
 - 9.2.1. on the passing of a resolution in accordance with regulation 9.3;

- 9.2.2. upon the member resigning;
 - 9.2.3. on a liquidation or winding-up of the member except for the purposes of reconstruction or amalgamation;
 - 9.2.4. on the expiry of three months from the due date of unpaid annual subscriptions.
- 9.3. Subject to regulation 9.4, the board may by special resolution of the board terminate the membership of a member and/or terminate the right of a delegate of a member to participate in meetings of the company if either the member or the delegate:
- 9.3.1. has wilfully refused or neglected to comply with the provisions of these regulations and the law; or
 - 9.3.2. is guilty of any conduct which in the opinion of the board is unbecoming of a member or prejudicial to the interest of the company.
- 9.4. At least one (1) month before the meeting of the board at which a resolution under this regulation is considered, the member must be given notice:
- 9.4.1. of that meeting;
 - 9.4.2. of what is alleged against the member; and
 - 9.4.3. of the intended resolution,
- and that the member will at the meeting and before the voting on any such resolution have an opportunity of giving orally or in writing any explanation or response the member may think fit.

10. General meetings

- 10.1. Subject to the law and regulation 10.2, an annual general meeting of the company must be held at such time and place as may be determined by the board.
- 10.2. An annual general meeting must be held in each calendar year not more than fifteen (15) months after the holding of the last preceding annual general meeting.
- 10.3. All meetings of members pursuant to these regulations and the law other than the annual general meeting are called general meetings.
- 10.4. Subject to the provisions of the law relating to special resolutions, fourteen (14) days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given) of the date, hour and place of any general meeting and of any business deemed by these regulations to be special business, must be given by the secretary to all members of the company.
- 10.5. A copy of the audited financial statement to be presented to the annual general meeting must be forwarded with the notice of an annual general meeting.

- 10.6. The accidental omission to give notice of a meeting to any member does not invalidate the proceedings at any general meeting.

11. Proceedings at general meetings

- 11.1. All business transacted at a general meeting is special business.
- 11.2. The business to be conducted at an annual general meeting is:
- 11.2.1. to adopt and confirm the minutes of the previous annual general meeting;
 - 11.2.2. to receive the directors' report to members;
 - 11.2.3. to receive and consider the audited financial statement in accordance with the law;
 - 11.2.4. to appoint an auditor and/or receive the auditor's report; and
 - 11.2.5. to deal with any other business which is deemed to be special business.
- 11.3. No business is to be transacted at an annual general meeting or any general meeting of the company unless a quorum of members is present by a delegate at the time when the meeting proceeds to business.
- 11.4. Subject to any other provision of these regulations, not less than fifty percent (50%) of the members of the company present in person or delegate is a quorum for the purposes of these regulations.
- 11.5. The chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 11.6. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 11.7. Subject to regulation 11.6, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 11.8. At any general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- 11.8.1. by the chairperson; or
 - 11.8.2. by at least two (2) members present in person.
- 11.9. Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried unanimously or by a majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

- 11.10. The demand for a poll may be withdrawn.
- 11.11. Subject to regulation 11.12, a poll must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 11.12. A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.
- 11.13. In a case of an equality of votes whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded will not have a casting vote which shall be in addition to any vote he may be able to exercise as of right.
- 11.14. A member entitled to vote at a general meeting of the company whether on show of hands or a poll has one (1) vote only. A delegate of a member who is also a delegate for another or other members shall be entitled to a separate vote in respect of each member for which he is a delegate.
- 11.15. An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 11.16. Any such objection must be referred to the chairperson of the meeting, whose decision is final.
- 11.17. A vote not disallowed pursuant to such an objection is valid for all purposes.

12. Delegates

- 12.1. A member must appoint one (1) person to be its delegate to attend and vote on its behalf at general meetings.
- 12.2. A member may at any time:
- 12.2.1. appoint any person to be a substitute delegate for any particular or other general meeting; and
- 12.2.2. revoke the appointment of any delegate or substitute delegate and appoint some other person in his or her place.
- 12.3. An instrument appointing or revoking the appointment of a delegate must be in writing by the member.
- 12.4. Every instrument appointing a delegate must be substantially in the following form or as otherwise determined by the directors from time to time.

"Appointment of delegate:

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

.....
Signed by [the member] on [date]"

- 12.5. The chairperson may in his or her discretion admit an instrument of appointment of a delegate notwithstanding that it fails to comply strictly with the form set out in this regulation.
- 12.6. A delegate may be appointed only for a single meeting in which case the instrument must specify the day upon which the meeting at which it is intended to be used is to be held and must only entitle the delegate to attend and vote at the meeting in the case of the delegate of a member so specified and any postponement or adjournment thereof.
- 12.7. Regulations 12.1, 12.2 and 12.3 are subject to regulations 12.8 and 12.9.
- 12.8. The directors may from time to time determine:
- 12.8.1. that the appointment of a delegate under this regulation must be registered; and
- 12.8.2. a date ("cut off date") by which that appointment must be registered.
- 12.9. Registration under this regulation takes place by the member appointing a delegate delivering the original signed instrument appointing the delegate to the company's registered office before 5pm on the cut off date.
- 12.10. If the directors make a determination under this regulation, the appointment of a delegate is not effective unless it is registered in accordance with this regulation.

13. Directors

13.1. Chairperson

- 13.1.1. The members will by majority appoint a chairperson who must at all times be a director.
- 13.1.2. When the office of chairperson becomes vacant, the directors must, by majority, appoint one of their number to act as chairperson for the balance term of (former) chairperson's tenure under clause 13.2.4.

13.2. Directors - general provisions

- 13.2.1. Directors must be natural persons ordinarily residing in Australia.
- 13.2.2. The number of directors must not exceed the number of members.
- 13.2.3. Subject to the succeeding provisions of this clause and the law, each member will be entitled to nominate and appoint one director (and where a director should cease to hold office for any reason, the appointing member (of that director) may nominate and appoint another director in his or her place).
- 13.2.4. Directors (and for the purpose of this subclause 13.2.4, the chairperson shall be regarded as a director) shall be appointed for three year terms. A retiring director shall be eligible for re-appointment.
- 13.2.5. The directors will not be paid remuneration.

- 13.2.6. The directors may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or otherwise in connection with the business of the company.
- 13.2.7. The office of a director becomes vacant if the director:
- 13.2.7.1. becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - 13.2.7.2. becomes prohibited from being a director of a company by reason of any order made under the law;
 - 13.2.7.3. ceases to be a director by operation of section 206A of the law;
 - 13.2.7.4. 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;
 - 13.2.7.5. resigns his office by notice in writing to the company;
 - 13.2.7.6. is directly or indirectly interested in any contract or proposed contract with the company which interest has not been disclosed by the director in accordance with section 191 of the law.
- 13.2.8. A director automatically ceases to hold office if:
- 13.2.8.1. the director is absent from three (3) consecutive meetings of the board; and
 - 13.2.8.2. the directors have not, prior to the conclusion of the third meeting, resolved to grant a leave of absence to the absent director.
- 13.2.9. In the event of a vacancy in the office of a director, the directors may appoint a person to fill the vacancy pro tempore pending a permanent appointment of a substitute director by the appointing member.
- 13.2.10. The company may:
- 13.2.10.1. by ordinary resolution, of which special notice pursuant to section 203D of the law, has been given, remove any director or other office-bearer before the expiration of his or her period of office; and
 - 13.2.10.2. by an ordinary resolution appoint another person in his or her stead pro tempore pending a permanent appointment of a director by the appointing member.
- 13.2.11. A person appointed under this regulation holds office:
- 13.2.11.1. in the case of a director, until the former director would have been due to retire or the appointing member appoints a new permanent director whichever is the earlier;

- 13.2.11.2. in the case of any other office bearer until the next annual general meeting.

14. Power and duties of the directors

- 14.1. Subject to the law and to any other provisions of these regulations, the business and general affairs of the company is under the management of the directors who may pay all expenses incurred in promoting the company and may exercise all such powers of the company as are not by the law or by these regulations required to be exercised by the company in general meeting.
- 14.2. The directors must at all times when acting as an officer of the company discharge their duties and perform their functions in a way that is consistent with governance standards.
- 14.3. Without derogating from clause 14.2, the directors must prepare, adopt and amend governance policies for the efficient operation and management of the business of the company provided that any Rule of the Company prepared, adopted or amended by the Directors in a way that is consistent with governance standards may be disallowed by the Company in general meeting.
- 14.4. Without limiting the generality of the provisions of regulation 14.1, the board may exercise all the powers of the company to borrow or raise money to mortgage, charge, lease, licence or sell any property or business of the company, or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the company or of any other person.
- 14.5. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the company must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two directors or in such other manner as the board from time to time determines.
- 14.6. For the purposes of these regulations the rate of interest payable in respect of money lent by members to the company must not exceed the rate paid for the time being by the company's bankers in respect of term deposits of the amount lent for the term lent.
- 14.7. The board may by power of attorney, appoint any person or persons to be the attorney or attorneys of the company for such purposes with such powers and authorities and discretions (being powers, authorities and discretions vested in or exercisable by the board), for such period and subject to such conditions as the board thinks fit.
- 14.8. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.
- 14.9. The board must cause minutes to be made:
- 14.9.1. of all appointments of officers and servants;
- 14.9.2. of names of members of the board present at all meetings of the company and of the board; and

14.9.3. of all proceedings at all meetings of the company and of the board.

14.10. Such minutes must be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

15. Proceedings of the directors

15.1. The directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit provided that at least two meetings of directors are held per year.

15.2. A director may at any time convene a meeting of directors by ten (10) days notice to each other director. The notice must give details of the matters proposed to be raised and the time and place of the meeting.

15.3. The secretary must on the requisition of a director convene a meeting of directors by ten (10) days notice to each director. The notice must give details of the matters proposed to be raised and the time and place of the meeting.

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

15.5. Subject to these regulations, questions arising at any meeting of the board shall be decided by a majority of votes of directors present and voting and any such decision shall for all purposes be deemed a decision of the board and each director is entitled to cast a single vote.

15.6. In case of an equality of votes, the chairperson of the meeting does not have a casting vote in addition to his or her deliberative vote.

15.7. The quorum necessary for the transaction of the business of the board is not less than fifty percent (50%) of the directors as appointed from time to time.

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

15.9. The board may act notwithstanding any vacancy on the board but if and so long as their number is reduced below the minimum number fixed by these regulations, the continuing director or directors may act for the purpose of increasing the number of directors to that number or of convening a general meeting of the company, but for no other purpose.

15.10. This regulation applies if it is discovered that there was some defect in the appointment of any director or person acting as a director, or that the directors or any of them were disqualified.

15.11. All acts done by any meeting of the board or a sub-committee of the board or by any person acting as a director is as valid as if every such person had been duly appointed and was qualified to be a director.

15.12. If all directors have signed a document containing a statement that they are in favour of a resolution of the board in terms set out in the document, a resolution in those terms is deemed to have been passed at a meeting of the directors held on the day on which the document was signed and at the time at which the

document was last signed by a director or if the directors signed the document on different days on the day on which and at the time at which the document was last signed by a director.

- 15.13. For the purposes of this regulation, two (2) or more separate documents containing statements in identical terms each of which is signed by one or more directors shall together be deemed to constitute one document containing a statement in those terms signed by those directors on the respective days on which they signed the separate documents.

16. Teleconference meeting of directors

- 16.1. Subject to the conditions in regulation 16.3, the contemporaneous linking together by telephone, radio or other form of instantaneous audio and visual communication of a number of directors constituting not less than the quorum required for the purpose of these regulations is deemed to constitute a meeting of the directors and all the provisions of these regulations as to the meetings of the directors apply to such meeting.
- 16.2. This regulation applies whether or not one or more of the directors is outside the Commonwealth of Australia so long as the conditions set out in Article 52(2) are met.
- 16.3. The conditions referred to in regulation 16.1 are:
- 16.3.1. that all the directors for the time being entitled to receive notice of a meeting of the directors are given notice (in accordance with these regulations) of the meeting to be conducted by telephone, radio or other form of instantaneous audio or audio and visual communication;
- 16.3.2. that each of the directors taking part in the meeting is linked by telephone, radio or other form of instantaneous audio or visual communication and is throughout the meeting able to hear each of the other directors so taking part;
- 16.3.3. that at the commencement of the meeting each director acknowledges his or her presence to all the other directors taking part;
- 16.3.4. that if the secretary is not part of the meeting, one of the directors so present takes minutes of the meeting.
- 16.4. A director may not cease to take part in a meeting conducted pursuant to this regulation by disconnecting his or her telephone, radio or other form of communication unless he or she has previously obtained the express consent of the chairperson of the meeting.
- 16.5. A director is conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone, radio or other form of instantaneous audio or audio and visual communication unless he or she has previously obtained the express consent of the chairperson of the meeting to cease taking part in the meeting.
- 16.6. A minute of the proceedings of a meeting held by telephone, radio or instantaneous audio or audio and visual communication is sufficient evidence of such proceedings and of the observance of all necessary formalities if certified on

as correct minute by the chairperson of the meeting or by the secretary if present at the meeting.

17. Committees

- 17.1. The board may from time to time form committees for any purpose whatsoever not being for the purpose of a duty imposed on the board as the directors of the company by the law or the general law.
- 17.2. Each committee appointed in accordance with these regulations must have at least one (1) director as a member of that committee.
- 17.3. Unless otherwise specified in the minute of the directors appointing the committee, the quorum of all committees consists of a majority of the members of such committee.
- 17.4. Any committee so formed must in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the board.
- 17.5. The board and any committee may also co-opt advisers who are not members of the company but such advisers have no vote.
- 17.6. A committee may elect a chairperson of its meetings and if no such chairperson is elected or if at any meeting the chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.
- 17.7. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting must be determined by a majority of votes of the members of the committee entitled to vote at general meetings of the company who are present, and in the case of an equality of votes, the chairperson in addition to his or her deliberative both has a casting vote.

18. Advisory panels

- 18.1. The directors may from time to time resolve to appoint one or more groups of persons ("advisory panels") on an ad hoc or standing basis to assist the board in any area or in relation to any issues determined by the board.
- 18.2. The directors may:
 - 18.2.1. establish guidelines for the meetings and processes of the advisory panels;
 - 18.2.2. appoint persons to the advisory panels;
 - 18.2.3. terminate the appointment of persons to the advisory panels; and
 - 18.2.4. resolve to disband any advisory panel.
- 18.3. An advisory panel may make recommendations to the board, but no recommendation or decision of an advisory panel is binding on the board.

19. Secretary

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

20. Execution with or without common seal

20.1. Execution without common seal

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

- 20.1.1. two directors of the company; or
- 20.1.2. a director and the secretary of the company.

20.2. Execution with common seal

20.1.1. If the company has a common seal, the company may execute a document if the seal is affixed to the document and the affixing of the seal is witnessed by:

- 20.1.1.1. two directors of the company; or
- 20.1.1.2. a director and the secretary of the company.

20.1.2. The directors must provide for the safe custody of the common seal.

21. Accounts

21.1. The board must:

- 21.1.1. cause proper accounting and other records to be kept;
- 21.1.2. distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the law; and
- 21.1.3. cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than five (5) months before the date of the meeting.

21.2. The board must from time to time determine in accordance with these regulations at what times and places and under what conditions or directions the accounting and other records of the company is open to the inspection of members.

22. Audit

A properly qualified auditor or auditors must be appointed and his/her or their duties regulated in accordance with the law.

23. Notices

- 23.1. A notice may be given by the company to any member either by serving on the member personally or by sending it by post to the member at his or her registered address.
- 23.2. Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 23.3. Notice of every general meeting must be given in any manner authorised by these regulations or the law to:
- 23.3.1. every member except those members who have not supplied to the company an address for the giving of notices to them; and
- 23.3.2. the auditor or auditors for the time being of the company.
- 23.4. No other person is entitled to receive notices of general meetings.

24. Indemnity and insurance of officers

24.1. Indemnity

- 24.1.1. Subject to regulation 24.2 and 24.4, the company indemnifies every person who is or has been an officer of the company against all liabilities of every kind incurred as an officer of the company except to the extent that any liability is:
- 24.1.1.1. owed to the company or a related body corporate;
- 24.1.1.2. for a pecuniary penalty order under section 1317G or a compensation order under section 1317H of the *Corporations Act*;
- 24.1.1.3. owed to someone other than the company or a related body corporate and did not arise out of conduct in good faith; or
- 24.1.1.4. otherwise a liability against which, under the *Corporations Act*, the company must not indemnify a person.
- 24.1.2. This regulation does not apply to a liability for legal costs.

24.2. Indemnity for legal costs

- 24.2.1. The company indemnifies every person who is or has been an officer of the company against all legal costs incurred as an officer of the company except to the extent that they are legal costs incurred:
- 24.2.1.1. in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under section 199A(2) of the *Corporations Act*;

- 24.2.1.2. in defending or resisting criminal proceedings in which the person is found guilty;
 - 24.2.1.3. in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established;
 - 24.2.1.4. in connection with proceedings for relief to the person under the *Corporations Act* in which the court denies the relief; or
 - 24.2.1.5. otherwise in circumstances under which, under the *Corporations Act*, the company must not indemnify a person.
- 24.2.2. Regulation 24.2.1.3 does not apply to costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order.
- 24.1.2. For the purposes of regulation 24.2.1, the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

24.3. Power to insure

To the extent permitted by law 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 of the company or of a subsidiary of the company against a liability incurred by that person except against a liability (other than one for legal costs) arising out of:

- 24.3.1. conduct involving a wilful breach of duty in relation to the company;
- 24.3.2. a contravention of section 182 or section 183 of the *Corporations Act*; or
- 24.3.3. other circumstances under which, under the *Corporations Act*, the company must not pay or agree to pay a premium.

24.4. Optional employee indemnity

No indemnity is given by the company pursuant to regulation 24.1 or 24.2 to any person who is or has been engaged in the full time employment of the company against any liability incurred by that person in that person's capacity as a full time employee of the company in any case where the board determines that such indemnity should not be given.

24.5. Definitions

- 24.2. In this regulation 24, "proceedings" has the same meaning as that term when it is used in the *Corporations Act*.