



CONSTITUTION

Amended and Resolved 29 Nov 2016

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CONSTITUTION OF A COMPANY LIMITED BY GUARANTEE

NORTHERN GULF RESOURCE MANAGEMENT GROUP LIMITED

1 DEFINITIONS AND INTERPRETATIONS

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 rules.

1.2 Definitions

In these rules:

“Board” means the board of directors of the company.

“Category 1 Member” means a member of the company as provided for in rule 8.2.

“Category 2 Member” means a member of the company as provided for in rule 8.3.

“Category 3 Member” means a member of the company as provided for in rule 8.4.

“Chairman” means the Chairman of directors elected pursuant to these rules.

“Company” means Northern Gulf Resource Management Group Limited.

“Law” means the *Corporations Act*.

“Member” means a member of the company.

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

The Membership Sectors are:

- a) Indigenous
- b) Industry
- c) Local Government
- d) Community
- e) Conservation

“Membership Sector Resolution” has the meaning given to the term in rule 28.1.

“Northern Gulf Region” means that area defined as such in the Northern Gulf Regional Strategy.

“Northern Gulf Regional Strategy” means the guidelines provided for under the Natural Heritage Trust setting the direction and priorities of the activities of the company.

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

“Registered Address” means the last address recorded in the register of members as the address for a member.

“Register of members” means the register required to be maintained under rule 8.8;

“Rules” means the Constitution of the Company.

“Seal” means the common seal of the company and includes any official seal of the company.

“Secretary” means any person appointed to the position of secretary of the company.

“Sector Director” means a director of the company elected by the members of the membership sector.

1.3 Interpretation

Unless the context otherwise requires:

- a) Singular includes plural and vice versa;
- b) An expression used in particular Chapter of the Law that is given by that chapter a special meaning for the purpose of that Chapter has, in any of these rules that deals with a matter dealt with by that Chapter, the same meaning as in that Chapter;
- c) Headings and index are to be disregarded in the interpretation of this constitution;
- d) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form;
- e) References to statutes include statutes amending, consolidating or replacing the statutes referred to and all rules, orders in council, rules, by laws and ordinances made under those statutes.

2 OBJECTS

The objects for which the company is established are to:

- a) Fill the role of a regional Natural Resource Management body for the Northern Gulf region including
 - i The protection, management and enhancement of the regions natural environment and ecosystem services; and
 - ii To support and facilitate the ecological sustainability and viability of industry to improve quality of life for community; and
 - iii The provision of capacity and advocacy for local people to engage, participate and attain a position of strength for the regions sustainable future.
- b) Implement, review and negotiate the implementation of the Northern Gulf Resource Management Plan;
- c) Be accountable and ethical in the general and management of public or company funds;
- d) Carry out any other activities associated with the management of natural resources; and
- e) Establish and maintain a public fund to be called the Northern Gulf NRM Public Fund for the specific purpose of supporting the environmental objects/purposes 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 the *Income Tax Assessment Act 1997 Cth*).

3 COMPANY LIMITED BY GUARANTEE

- 3.1 The company is a company limited by guarantee
- 3.2 Subject to rule 3.3, all income and property of the company must be applied solely towards the promotion of the objects of the company and no part of it is to be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the company.
- 3.3 Nothing in this rule prevents:
- a) The payment in good faith of remuneration to any officers or servants of the company or to any member of the company in return for any services actually rendered to the company or for goods supplied in the ordinary and usual way of business; or
 - b) The payment of interest at a rate not exceeding the market rate at the time of borrowing on money borrowed from members of the company; or
 - c) Reasonable and proper rent for premises demised or let from any member of the company.
- 3.4 The liability of members of the company is limited.

4 MEMBERS LIABILITY

- 4.1 This rule applies if the company is wound up while a member is a member of the company or within one (1) year after the member ceases to be a member
- 4.2 Each member of the company undertakes to contribute an amount to the property of the company for payment of:
- a) The debts and liabilities of the company contracted or incurred before the time at which the member ceased to be a member; and
 - b) The costs, charges and expenses of winding up; and
 - c) For an adjustment of the rights of contributories among themselves.
- 4.3 The amount of the contribution from each member under this rule 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 to or distributed among the members of the company.
- 5.3 Provisions of asset distribution
- a) Remaining property must be given or transferred to some other company, association and/or institution having objects similar to the objects of the company and whose constitution prohibits the distribution of its or their income and property

among its or their members to an extent at least as great as is imposed on the company under or by virtue of this rule.

- b) The company, association and/or institution for the purpose of this rule is to be chosen by the members of the company at or before the time of dissolution of the company and in default of them doing so by application to the Supreme Court for determination.
- c) In the event of the organisation being wound up, any surplus assets remaining after the payment of the organisation's liabilities shall be transferred to another organisation with similar objects to which income tax deductible gifts can be made.

6 REVOCATION

6.1 If the endorsement of the organisation as a deductible gift recipient is revoked, the following shall be transferred to another organisation to which income tax deductible gifts can be made – any surplus:

- a) Gifts of money or property for the principal purpose of the organisation;
- b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
- c) Money received by the organisation because of such gifts and contributions.

7 NUMBER OF MEMBERS

7.1 The number of members of the company is unlimited.

7.2 The subscribers to the constitution and such other persons as the company admits to membership in accordance with its constitution are members of the company.

8 MEMBERSHIP

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

- a) Category 1 membership
- b) Category 2 membership
- c) Category 3 membership

8.2 A Category 1 member:

- a) Must be a member of a Membership Sector, and so recorded in the Register of Members;
- b) Has a right to attend and, subject to rule 12, vote at all meetings of Members of the Company;
- c) Has a right to stand and vote at an election for the Sector Director of the Membership Sector in which they are a member and for the positions of Chairman and Vice Chairman

8.3 A Category 2 member:

- a) Is not recorded in the Register of Members as a member of a Membership Sector;
- b) Has a right to attend and be heard (but not to vote) at all meetings of Members of the Company;
- c) Has no right to stand or vote at an election for Directors (including the Chairman and Vice Chairman).

8.4 A Category 3 member:

- a) Shall be known as a Life Member;
- b) Must have been a member of the Membership Sector, and so recorded in the Register of Members for a period of eight (8) years;
- c) Must be nominated by a Membership Sector to Category 3 Member and will remain a member of that Membership Sector in perpetuity;
- d) Has a right to attend and, subject to rule 12, vote at all meetings of Members of the Company;
- e) Has a right to stand and vote at an election for the Sector Director of the Membership Sector in which they are a member and for the positions of Chairman and Vice Chairman.

8.5 Application for membership must:

- a) Be made in writing to the Secretary in the manner in which the Board resolves from time to time;
- b) For category 1 membership, specify the Membership Sector specified;
- c) If sector selection criteria exists for that Membership Sector, address those selection criteria; and
- d) Be accompanied by the membership fee.

8.6 Membership provisions

- a) Subject to the provisions of clause 8.5(a), applications for membership are determined by the Board.
- b) For applications for Category 1 membership, the Board may delegate its power to the members of the Membership Sector for which application is made, to be determined by Membership Sector Resolution.

8.7 A Category 1 member must not be a member of more than one (1) Membership Sector.

8.8 Membership Register

- a) A register of members of the company must be kept in the office of the Company.
- b) The register of members must show:
 - i. The names in full and addresses of all members of the company; and
 - ii. The date of admission to and cessation of membership;
 - iii. The Category of membership held;
 - iv. In the case of Category 1 members, the relevant Membership Sector; and
 - v. Such other information as the Board may from time to time determine.

- c) Each member must notify the secretary in writing of any change in that members details within a period of one (1) month after the change.

8.9 Membership Fees

- a) A member must pay the annual subscription determined from time to time by the company. The company may determine different annual subscriptions for Category 1, Category 2 and Category 3 Members.
- b) The Annual Membership fee to be set at \$11 (GST Inclusive) or \$50 for a five-year membership.
- c) All memberships are due on 31st March 2017 and commence on 1st April 2017
- d) Going forward, the Company Secretary will issue Annual Notices for dues collection on 1st February of each year
- e) Members who fail to pay their dues within 60 days of 1 April will be un-financial. After a further 60 days, Category 1 Members are defined as Category 2 Members. The member will lose voting entitlements.
- f) These rules apply to all categories of Membership excluding Life Members.

9 CESSATION OF MEMBERSHIP

9.1 Every member of the company has the right at any time to resign from membership of the company by giving written notice to the Secretary.

9.2 A member ceases to be a member:

- a) On the passing of a resolution in accordance with rule 9.3
- b) Upon the member resigning; or
- c) On a liquidation or winding-up of the member.

9.3 Subject to rule 9.4:

- a) The Board will terminate the membership of a member if the member:
 - i. Has wilfully refused or neglected to comply with the provisions of the rules; or
 - ii. Is guilty of any conduct which in the opinion of company is unbecoming of a member or prejudicial to interests of the company; and
- b) The members of a Membership Sector may by Membership Sector Resolution recommend to the Board to terminate the membership of that member of that Membership Sector, if the member does not or ceases to meet sector selection criteria.

9.4 At least (14) days before the meeting of the Board at which a resolution under rule 9.3 is considered the member must be given written notice:

- a) Of that meeting; and
- b) Of what is alleged to be the Member's failure to meet the sector selection criteria; and
- c) Of the intended resolution; and

- d) Be advised of their right to give either orally or in writing any explanation or response.

10 GENERAL MEETINGS

- 10.1 Subject to the Law and rule 11.1 an annual general meeting of the company must be held at such time and place as may be determined by the Board.
- 10.2 An annual general meeting must be held in each calendar year not more than five (5) months after the end of financial year.
- 10.3 All meetings of members pursuant to this constitution other than the annual general meeting are called general meetings.
- 10.4 At least two general meetings in addition to the annual general meeting are to be held in each calendar year.
- 10.5 Twenty One (21) days' notice at least must be given by the Secretary to all members of the company for the annual general meeting and all other general meetings.
- 10.6 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.
- 10.7 The accidental omission to give notice of a meeting to any member does not invalidate the proceedings at any general meeting.

11 PROCEEDINGS AT GENERAL MEETINGS

- 11.1 The business of the first general meeting held after an annual general meeting may include the adoption and confirmation of the minutes of the annual general meeting.
- 11.2 The business to be conducted at an annual general meeting is:
 - a) To receive the directors' report to members;
 - b) To receive and consider the audited financial statements in accordance with the Law;
 - c) To appoint an Auditor and/or receive the Auditors Report;
 - d) To deal with any other business properly notified.
- 11.3 No business is to be transacted at an annual general meeting or any general meeting of the company unless a quorum of members is present in person or by proxy.
- 11.4 Subject to any other provision of these rules, thirty per cent (30%) of the members present in person and entitled to vote is a quorum.
- 11.5 The Chairman 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 Meeting adjournment

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

12 VOTING AT GENERAL MEETINGS

12.1 Representative voting

- a) The Members of each Membership Sector at an annual general meeting or general meeting (in person or by Proxy) collectively have the same voting entitlements as the Members of each other Membership Sector.
- b) Given that the number of members in each Membership Sector present at an annual general meeting or general meeting (in person or Proxy) may be different this means that Members of one Membership Sector may not have the same voting entitlements as Members of another Membership Sector, and that the voting entitlements of individual Members may change from time to time.

12.2 Subject to rule 14, all voting at every general meeting and annual general meeting is conducted in accordance with the following:

- a) The total number of votes that may be cast at a general meeting and annual general meeting is determined by multiplying the number of Members (present in person or by Proxy) in each Membership by the number of Members (present in person or by Proxy) in each other Membership Sector.

Example: If there are five (5) Membership Sectors with the following Members (present in person or by Proxy):

Sector	Members
Indigenous	10
Industry	8
Local Government	5
Community	6
Conservation	6

Then the total number of votes which may be cast is $10 \times 8 \times 5 \times 6 \times 6 = 14400$

- b) The total number of votes which may be cast by each Member of each Membership Sector is determined in accordance with the following formula:

TV (Total Votes) divided by NMS (Number of Membership Sectors) divided by SMN (Sector Member Number)

Where:

TV (Total Votes) = the total number of votes that may be cast calculated in accordance with rule 12.2 (a) for the meeting in respect of which the calculation is made;

NMS (Number of Membership Sectors) = the number of Membership Sectors;

And

SMN (Sector Member Numbers) = the number of Members present (in person or by Proxy) in the Membership Sector for the meeting in respect of which the calculation is made.

Example: If the Members present (in person or by Proxy) of the Company is as set out in the example to rule 11.2 (a), the number of votes which may be cast by each Member of the Conservation Membership Sector is calculated as follows:

14400 (Total Votes) ÷ 5 (Number of Sectors) ÷ 6 (Number of Members in Sector) = 480 votes per member

- 12.3 Unless a Member abstains all votes to which a Member is entitled must be cast together in favour of or against a proposed resolution.
- 12.4 If a Member abstains from voting their vote is not counted as a vote for or against a proposed resolution. Abstaining votes are not counted when determining whether the required majority of votes have been recorded to accept the proposed resolution.
- 12.5 If the result is a tied vote the Chairman has the right to a deciding vote.
- 12.6 Except as allowed for in Rule 12.5, the Chairman has no voting rights at a general or annual general meeting.
- 12.7 Nothing in the rule affects the right for every Member to attend and be heard at every general meeting.
- 12.8 This rule does not apply to voting for the election of Sector Directors.
- 12.9 This rule applies to voting by way of show of hands or by way of poll.

13 PROXIES

- 13.1 A Member may appoint a proxy to attend and vote at an annual general meeting and general meetings.
- 13.2 An instrument appointing a proxy must be signed by the Member or include the Members' Power of Attorney.
- 13.3 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 13.4 An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- 13.5 An instrument appointing a proxy shall be in the form provided with the notice of the meeting.
- 13.6 The proxy forms are to be held in confidence by the Secretary until the close of proxies.

13.7 The proxy form is not valid unless received or accessible by the Company Secretary by 9.00am (0900 hours) local time on the date of the scheduled meeting.

14 DIRECTORS

14.1 The Board of Directors shall consist of the following directors:

- a) Chair of Directors
- b) Vice Chair
- c) Director (Indigenous Sector)
- d) Director (Local Government Sector)
- e) Director (Community Sector)
- f) Director (Conservation Sector)
- g) Director (Industry Sector)

14.2 Provisions of Directors

- a) Directors must be natural persons ordinarily residing in Australia.
- b) Subject to these Rules retiring directors are eligible for re-election.
- c) Each Sector Director may appoint an alternate from a Category 1 Member of their Membership Sector to attend meetings of the Board at which the Sector Director is not present.
- d) The directors are to be paid such remuneration as is from time to time determined by the Company and set out in a remuneration and expenses policy adopted at a general or annual general meeting.
- e) The office of a director becomes vacant if the director:
 - i. becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - ii. becomes prohibited from being, or ceases to be, a director of a company for any reason;
 - iii. resigns their office by notice in writing to the Company Secretary.
- f) If the office of the chairman or vice chairman or a sector director becomes vacant the Board may appoint a Category 1 Member to fill the vacancy until the next annual general meeting.

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

15 ELECTIONS OF CHAIR AND VICE CHAIR

15.1 The election of a Chairman and/or Vice Chairman must be carried out at an annual general meeting.

15.2 Members must be forwarded the relevant documentation and notice of election of the Chair and Vice-Chair at least 35 days prior to the election date.

15.3 The Chairman and Vice Chairman are elected from and by Category 1 Members for a period of 2 years.

- 15.4 Voting in every election to fill the positions of Chairman and Vice Chairman takes place in accordance with rule 12.
- 15.5 In every election of a Chairman and Vice Chairman, the person with the highest number of votes is deemed to be elected. In the event of votes being tied the Chairman of the meeting must call for a fresh vote. If the vote is again tied the successful candidate must be chosen by drawing lots.
- 15.6 The Chairman and Vice Chairman do not represent the interests of a Membership Sector and must consider the interests of all Sectors.

16 ELECTIONS OF SECTOR DIRECTORS

- 16.1 Sector Directors are from and elected by Members of each Membership Sector according to Membership Sector Resolution.
- 16.2 Members must be forwarded the relevant documentation and notice of election of the Sector Directors at least 35 days prior to the election date.
- 16.3 In every election of Sector Directors, each Category 1 Member of that Membership Sector may cast one vote only for the candidate of his or her choice. The person with the highest number of votes is deemed to be elected. In the event of votes being tied the chairman of the meeting must call for a fresh votes. If the vote is again tied the successful candidate must be chosen by drawing lots.
- 16.4 Subject to rules 16.1 and 16.2, elections of Sector Directors take place at an annual general meeting on alternate years to the election of the Chairman and Vice Chairman and for a period of two (2) years.

17 POWER AND DUTIES OF THE DIRECTORS

- 17.1 The Board may exercise all powers that are not otherwise reserved by the Company in a general meeting.
- 17.2 Powers of Attorney
- a) The directors may be power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes with such powers and authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Board), for such period and subject to such conditions as the directors think fit.
 - b) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.
- 17.3 The Board must maintain proper records of all proceedings as required by law.

18 PROCEEDINGS OF THE DIRECTORS

18.1 Provisions of meetings and notice

- a) The directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit provided that a least two meetings of directors are held per year.
- b) The Secretary must, on the request of a director, convene a meeting of directors by giving ten (10) days notice to each director. The notice must give details of the matters proposed to be raised and the time and place of the meeting.
- c) Any notice of a meeting of directors may be given in writing or by facsimile, telex, telegram or cable or by telephone or any other means of electronics communication.

18.2 Provisions of decisions

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

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

18.4 Where a meeting of the Board is held and the Chairman 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 chairman of the meeting.

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

18.6 All acts done by any meeting of the Board or a 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.

18.7 Provisions for out of session decisions

- a) 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 to the day on which and at the time at which the document was last signed by a director.
- b) For the purposes of this rule 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.

19 TELECONFERENCE MEETING OF DIRECTORS

- 19.1 The contemporaneous linking together by telephone, or other electronic mean of a number of the directors sufficient to constitute a quorum, constitutes a meeting of the Board and all the provisions in this constitution relating to meetings of the Board apply, so far as they can and with such changes as are necessary, to meetings of the Board by telephone or other electronic means.
- 19.2 A director participating in a meeting by telephone or other electronic means is to be taken to be present at person in the meeting.
- 19.3 A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairperson of the meeting provided that at least one of the directors involved was at the place for the duration of the meeting.

20 COMMITTEES

- 20.1 The Board may from time to time appoint a committee for any purpose. Appointees need not be members of the company. Committees may be appointed as standing or ad hoc committees.
- 20.2 Directors may only be appointed to a committee, and remunerated in that capacity, in accordance with an ordinary resolution of the Company.
- 20.3 Members of a committee, other than directors, are to be paid such fees or expenses or both as the Board determines from time to time.
- 20.4 Unless otherwise specified in the resolution establishing the committee the quorum of all committees consists of a majority of the members of such committee.
- 20.5 Any committee must in the performance of its function conform to any requirements that may be imposed on it by the Board at any time and from time to time.
- 20.6 Members of a committee who are not also members of the Company are entitled to vote at meetings of the committee.

21 COMPANY SECRETARY

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

22 MINUTES

- 22.1 The Secretary must ensure minutes of all Board and Members meetings are duly recorded and a record kept in accordance with Law.

22.2 The Secretary may appoint any person to take the minutes.

22.3 The minutes of each meeting must be signed by the Chairperson of the meeting as an official record of the meeting.

23 EXECUTION WITH OR WITHOUT COMMON SEAL

23.1 Execution without Common Seal

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

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

23.2 Execution with Common Seal

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

24 ACCOUNTS

24.1 The Board must:

- a) cause proper accounting and other records to be kept; and
- b) 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
- c) 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.

24.2 The Board must from time to time determine in accordance with these rules 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.

25 AUDIT

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

26 NOTICES

26.1 Provisions of Notices

- a) 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.

- b) Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.

26.2 Notice of every general meeting must be given in any manner authorised by these Rules or the Law to every Member.

26.3 No other person is entitled to receive notices of general meetings.

27 INDEMNITY AND INSURANCE OF OFFICERS

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

- a) a liability of that person; and
- b) legal costs of that person.

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

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

- a) a liability of that person; and
- b) legal costs of that person.

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

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

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

- c) keep books of the Company and allow the officer, and his or her advisers, access to the books on the terms agreed;
- d) indemnify that officer against any liability of that officer;
- e) make a payment (whether by way of advance, loan or otherwise) to that officer in respect of legal costs of that officer; and
- f) keep that officer insured in respect of any act or omission by that officer, while a relevant officer or an officer of the company or a relevant body corporate of the company, on the terms agreed (including as to payment of all or part of the premium for a contract of insurance).

28 MEMBERSHIP SECTORS

28.1 The Company may from time to time determine the number and description of Membership Sectors.

28.2 Provisions

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

29 MEMBERSHIP SECTOR MEETINGS

29.1 A resolution of a meeting of a Membership Sector held in accordance with this rule (“a Membership Sector Resolution”) is a valid resolution of the Membership Sector for the purpose of these rules.

29.2 Provisions of meetings

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

29.3 Provisions of notice

- a) Subject to rule 29.3 (c), at least seven (7) days notice of a meeting of the members of a Membership Sector must be given.
- b) The Sector Director of a Membership Sector may, from time to time determine how such notice is to be given.
- c) All of the members of a Membership Sector may agree to the holding of a meeting even though less than seven (7) days notice is given.

29.4 The provision of rule 13 applies to the appointment of proxies at meetings of Members of a Membership Sector.

29.5 Each Member of a Membership Sector is entitled to one (1) vote at a meeting of Members of the Membership Sector.

29.6 A motion put to Members of a Membership Sector is passed only if at least fifty percent (50%) of the members present in person or by proxy vote in favour of the motion.

30 PUBLIC FUND

30.1 Definitions

In this rule:

“Environmental Objectives” means:

- a) the protection and enhancement of the natural environment or of a significant aspect of the natural environment; or
- b) the provision of information or education, of the carrying on of research, about the natural environment or a significant aspect of the natural environment.

“Department” means the Commonwealth Department of Environment and Heritage or other government department or agency administering the Register of Environmental Organisations from time to time.

“Guidelines” means the guidelines to the Register of Environment Organisations issued by the Department from time to time.

“Management Committee” means the management committee appointed from time to time under rule 30.4;

“Northern Gulf NRM Public Fund” means the Public Fund established under rule 30.2;

“Public Fund Account” means the bank account opened under rule 30.3; and

“Register of Environmental Organisation” means the register of organisations from time to time maintained by the Department that are entitled to seek tax-deductible donations.

30.2 Establishment of Public Fund

- a) The Northern Gulf NRM Public Fund is established to receive all gifts of money and property for the Environmental Objectives of the Company.
- b) The Northern Gulf NRM Public Fund must comply with subdivision 30-E of the *Income Tax Assessment Act 1997* (Cth).

30.3 Operation of Public Fund

- a) The Company must:
 - i open a separate bank account for the Northern Gulf NRM Public Fund (“the Public Fund Account”); and
 - ii keep the money in the Public Fund Account separate from the Company’s other accounts.
- b) The Company will invite members of the public to make gifts of money and property to the Northern Gulf NRM Public Fund to fund the Environmental Purposes.
- c) When a donation is received under rule 30.3(b), the Company must issue a receipt for the donation in the name of the Northern Gulf NRM Public Fund.
- d) The Company must deposit into the Public Fund Account any:
 - i donations of money made to the Northern Gulf NRM Public Fund;
 - ii interest earned on money in the Public Fund Account;

- iii income derived from property donated to the Northern Gulf NRM Public Fund; and
- iv money from the realisation of property donated to the Northern Gulf NRM Public Fund.

30.4 Management Committee

- a) The Company must appoint a Management Committee consisting of at least three (3) persons to administer the Northern Gulf NRM Public Fund;
- b) The majority of members of the Management Committee must be responsible persons within the meaning of the Guidelines to the Register of Environment Organisations;
- c) The Members of the Management Committee do not need to be members of the Company;
- d) The Board may:
 - I. by ordinary resolution, remove any member of the Management Committee from office; and
 - II. by ordinary resolution, appoint another persons in his or her stead.

30.5 Operation of the Public Fund

The Public Fund will be operated on a not-for-profit basis.

30.6 Requirement to notify Department on happening of certain events

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

- a) the Company changes its name or the name of the Northern Gulf NRM Public Fund; or
- b) there is any change to the membership of the Management Committee of the Northern Gulf NRM Public Fund; or
- c) there has been any departure from the model rules for public funds located in the Guidelines.

30.7 Ministerial Guidelines

The Company agrees to comply with any rules that the Treasurer and Minister with responsibility for the environment may make to ensure the gifts made to the Northern Gulf NRM Public Fund are used only for the Environmental Purposes.

30.8 Conduit Policy

Any allocation of funds or property to other persons or organisation will be made in accordance with the established purposes of the Company and not be influenced by the preferences of the donor. This clause applies only in respect of money and/or property for which the donor has claimed a deduction for taxation purposes.

30.9 Winding up

In the case of the winding-up of the Northern Gulf NRM Public Fund, any surplus assets must be transferred to another fund:

- a) with similar objectives to the Northern Gulf NRM Public Fund; and
- b) that is listed on the Register of Environmental Organisations.

30.10 Statistical Information

- a) The Company must provide to the Department within four (4) months of the end of the Northern Gulf NRM Public Fund's financial year;
 - i any statistical information on donations made to the Northern Gulf NRM Public Fund requested by the Department in that financial year; and
 - ii an audited financial statement for the Company and the Northern Gulf NRM Public Fund ("the Audited Financial Statement").

31 CONFIDENTIALITY

31.1 Every Director, any Manager, Secretary, Auditor, Trustee, Committee Person, Officer, Servant, Agent, Accountant or other person employed in the business of the Company may be required, before entering upon his or her duties, or at any time if so required by the Board, to sign a declaration pledging himself or herself to observe a strict secrecy respecting all transactions of the Company and in matters relating thereto, and shall by declaration pledge himself or herself not to reveal any of the matters which may come to his or her knowledge in the discharge of his or her duties except when required so to do by the Board or a Court of Law and except, so far as may be necessary, in order to comply with any of the provisions of these Rules.

32 ALTERATIONS TO CONSTITUTION

32.1 This Constitution may be altered, rescinded or repealed and any changes may be made by the Company by special resolutions and subject to such approval as is required by law.