



Southern Gulf Catchments

Limited by guarantee Company Constitution
CORPORATIONS ACT 2001

A Public Company Limited by Guarantee

Constitution of Southern Gulf Catchments Limited

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COMPANY NAME AND TYPE

1 COMPANY NAME

- 1.1 The name of the Company is Southern Gulf Catchments Ltd (herein called “the Company”).

2 COMPANY TYPE

- 2.1 The Company is a public company limited by guarantee.
- 2.2 The liability of the Members is limited.

3 OBJECTS

- 3.1 The objects of the Company are:
1. *The protection and enhancement of the natural environment or of a significant aspect of the natural environment;*
 2. *Fill the role of a Regional Natural Resource Management Body for the Southern Gulf region;*
 3. *Implement and review the Southern Gulf Regional Strategy;*
 4. *Be accountable for relevant State, Federal and other project funds for the implementation of the Southern Gulf Regional Strategy; and*
 5. *Carry out any other activities associated with the management of natural resources and sustainability.*

Further the Company has established under its Constitution a public funds account, known as the **Southern Gulf Catchments Environment Fund**, for the acceptance of donations to the Fund. The objectives of the Fund are identical to those set out above in item 3.

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.

The organisation must inform the Department responsible for the environment as soon as possible if:

- It changes its name or the name of its public fund; or
- There is any change to the membership of the management committee of the public fund; or
- There has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

The organisation agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.

The income and property of the organisation shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the organisation.

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donor.

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

Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.

An audited financial statement for the organisation and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of the public fund assets.

The Fund will abide by the model rules as necessary for tax deductible gift status.

1. The objective of the fund is to support the organisation's environmental purpose.
2. Members of the public are to be invited to make gifts of money or property to the fund for the environmental purposes of the organisation.
3. Money from interest on donations, income derived from donated property, and money from the realization of such property is to be deposited into the fund.
4. A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the organisation.
5. Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
6. The fund will be operated on a not-for-profit basis.
7. A committee of management of no fewer than three persons will administer the fund.

The committee will be appointed by the organisation. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

3.2 In furtherance of the object of the Company, the Members may:

- a) Purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements, or property, real and personal, and 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 that 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.
- b) 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 any comply with any such arrangements, rights, privileges and concessions.
- c) Appoint, employ, remove or suspend, such managers, clerks, secretaries, servants, agents, workmen and other persons as may be necessary or convenient for the purposes of the Company and to remunerate other persons,

organisations, companies or entities in return for services rendered to the Company.

- d) Establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons; and to grant pensions, and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- e) Construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to, subsidies or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alternation or control thereof.
- f) Invest and deal with the money of the Company not immediately required in such manner as the Board of Directors may determine from time to time.
- g) 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 any such securities.
- h) Make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- i) In furtherance of the objects of the Company 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.
- j) Act solely or jointly as trustee or custodian of any property or fund.
- k) Take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, or 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.
- l) Take any gift of property whether subject to any special trust or not (bequests etc), for any one or more of the objects of the Company but subject as always to the proviso in paragraph 9) of this Clause 3.2.
- m) Take such steps by person 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.
- n) Print and publish any newspaper, papers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects, and to adopt such means of making known and advertising the Company as may seem expedient.
- o) In furtherance of the objects of the Company to amalgamate or affiliate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company.
- p) Make donations for charitable purposes.
- q) In furtherance of the objectives of the Company to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one of

- more of the companies, institutions, societies or associations with which this Company is authorised to amalgamate.
- r) Enter and undertake any appropriate form of business that furthers the objectives of The Company, including the entering of commercial contracts, arrangements and partnerships.
- 3.3 The Company can only exercise the powers in section 124(1) of the Act to:
- a) carry out the objects of the Company set out in Clauses 3.1 and 3.2; and
 - b) do all things incidental or convenient in relation to the exercise of power under Clause 3.3.
- 3.4 The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in Clauses 3.1 and 3.2.
- 3.5 No income or property of the Company will be paid; transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Company however, nothing in this Constitution will prevent payment in good faith to a Member:
- a) In return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - b) Of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Company; or
 - c) Of reasonable and proper rent for premises leased by any Member to the Company;
 - d) Payment of agreed and reasonable Chair and Director Fees and reimbursements.
- 3.6 The Constitution for the time being in force will not be altered without prior submission to the Australian Securities Investments Commission.

4 INTERPRETATION

- 4.1 In this Constitution, unless there is something in the subject or context which is inconsistent:
- “**Act**” means the Corporations Act 2001 and any future statutory modification thereof.
- “**Board**” means the Board of Directors.
- “**Chairperson**” means the persons elected to those offices pursuant to clause 29.
- “**Committee**” means a committee of Directors established in accordance with clause 42.
- “**Company**” means the company referred to in Clause 1.1.

“Director” means any person holding the position of a Director of a Company and **“Directors”** means the Directors for the time being of the Company or as the context permits such number of them as have authority to act for the Company.

“Member” means a member of the Company pursuant to Clause 5.

“Member Present” means in connection with a meeting of Members, a member being present in person or by proxy or attorney, or in the case of a corporation, by a Representative.

“Office” means the registered office for the time being of the Company.

“Officer” has the same meaning as given to that term in Section 9 of the Act.

“Register” means the Register of Members to be kept pursuant to the Act.

“Representative” means a person authorised in accordance with section 250D of the Act to act as a representative of a body corporate holding shares in the Company.

“Secretary” means the person appointed as the secretary of the Company and includes any assistant or acting Secretary.

- 4.2 In this Constitution, unless there is something in the subject or context which is inconsistent:
- 1) The singular indicates the plural and vice versa;
 - 2) Each gender includes the other two genders;
 - 3) The work “person” means a natural person and any partnership, association, body or entity whether incorporated or not;
 - 4) The words “writing” and “written” include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
 - 5) Where any word or phrase is defined; any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
 - 6) A reference to any Clause or schedule is to a Clause of schedule of this Constitution.
 - 7) A reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.
- 4.3 An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any Clause that deals with a matter dealt by that Part or Division the same meaning as in that Part or Division.
- 4.4 The provisions of this Constitution displace the replaceable rules (but not replaceable rules which mandatorily apply to a public Company) contained in the Act.
- 4.5 Headings do not form part of or affect the construction or implementation of this Constitution.

MEMBERSHIP

5 ADMISSION

5.1 The number of Members of the Company is unlimited.

5.2 Every member:

- a) Must be a Member of a Membership Sector, and so recorded in the Register of Members; has a right to attend and vote at all meetings of Members of the Company;
- b) 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. Until otherwise resolved, the

Membership Sectors are:

- i. Indigenous; -Greater Mount Isa region
 - ii. Indigenous; -Lower Gulf region
 - iii. Mining;
 - iv. Local Government;
 - v. Pastoral;
 - vi. Community;
 - vii. Tourism and other Industry and
 - viii. Conservation.
- c) Has the right to attend, and subject to Rule 10, vote at all meetings of Members of the Company.
 - d) Has a right to stand and vote at an election for the Sector Director of the Membership Sector of which they are a Member.

5.3 Subject to Rule 5.5, any person who meets the Sector Selection Criteria for a Membership Sector may apply for Membership of the Company.

5.4 Applications for Membership must:

- a) Be made in writing to the Secretary in the manner in which the Board resolves from time to time that such application be made;
- b) Specify the Membership Sector applied for;
- c) Address the Sector Selection Criteria for that Membership Sector;
- d) And be accompanied by the Membership Fee.

5.5 All applications for Membership are accepted or rejected by the Board.

- 5.6 The Company may from time to time determine Membership application criteria specific to applications for Membership of every Membership Sector of the Company.
- a)
 - i. The Company may from time to time determine Membership application criteria specific to applications of each Membership Sector (“Sector Selection Criteria”).
 - ii. By these Rules, the Board may authorise members of the Indigenous Membership Sector (or a person authorised by them) to determine Sector Selection Criteria for that Membership Sector.
 - b) A person must not be admitted to Membership of the Company unless the person meets any common Membership criteria of the Sector Selection Criteria for the Membership Sector applied for.
- 5.7 A Member must not be a Member of more than one (1) Membership Sector.
- 5.8 A Register of Members of the Company must be kept in the office of the Company.
- a) The Register of Members must show:
 - Names in full
 - Telephone/Facsimile contact details
 - Email address where available
 - Addresses of all Members of the Company; and
 - The date of admission and date of cessation of Membership;
 - The Membership Sector of which the Member is a Member; and
 - Such other information as the Board may from time to time determine.
 - b) 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.
- 5.9 A Member must pay the annual subscription determined from time to time by the Company.

6 SUBSCRIPTIONS

- 6.1 The entrance fee and annual subscription payable by Members shall be such amount as the Company in general shall from time to time prescribe.

7 FORFEITURE

- 7.1 If a member does not pay an annual subscription within 2 months of its due date then:
- a) The Board will give the Member written notice of that fact; and
 - b) If the full amount due is not paid by the Member within 30 days of the date of the notice the Board may declare the Member’s Membership forfeited. However, the Board may reinstate the Member’s membership on payment of all arrears if the Board thinks fit to do so.

- 7.2 A Member's membership in the Company will cease if the Member gives the Secretary written notice of resignation and the Membership will cease from the date of receipt of that notice by the Secretary.
- 7.3 If any Member shall willfully refuse or neglect to comply with the provisions of the Constitution or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a Member or a prejudicial to the interests of the Company the Board shall have power by resolution to censure, fine, suspend or expel the Member from the Company. However, at least one week before the meeting of the Board at which such a resolution is passed the Member must be given notice of such meeting, of the allegations made against him and of the intended resolution. The Member shall, at such meeting and before the passing of such resolution, be given the opportunity of giving orally, or in writing, any explanation or defence he may think fit. Despite the above, any such Member may, by written notice lodged with the Secretary at least twenty-four (24) hours before the appointed time for the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Company in general meeting. In that event, a general meeting of the Company shall be called for the purpose and if at the meeting such a resolution is passed by a majority of two-thirds of those present and voting (such a vote to be taken by ballot) the Member concerned shall be dealt with accordingly and in the case of a resolution for his expulsion the Member shall be expelled.
- 7.4 Any Member ceasing to be a Member:
- a) Will not be entitled to any refund (or part refund) of any annual subscription paid;
 - b) Will continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation or ceasing to be a Member and for all other monies due by him to the Company and in addition for any sum not exceeding \$50.00 for which he is liable as a Member of the Company.

8 GENERAL MEETINGS

- 8.1 This rule applies to meetings of the members of a Membership Sector.
- a) Subject to Rule 8.1 b), all meetings of a Membership Sector must be chaired by the Sector Director.
 - b) The Board may appoint some other person to chair meetings of a Membership Sector or may direct that any such meeting be chaired by a person chosen by the members of that Membership Sector.
- 8.2 An annual meeting of members of a Membership Sector ("Membership Sector Annual Meeting") must be held immediately prior to the holding of the Annual General Meeting. Other meetings of members of a Membership Sector may be held in accordance with Rule 8.7.

- 8.3 The notice of the Annual General Meeting of the Company given to members must include notice of the Membership Sector Annual General Meeting for each Membership Sector and the business to be conducted at each Membership Sector Annual Meeting.
- 8.4 The business to be conducted at the Membership Sector Annual Meeting for each Membership Sector is:
- a) The election of the Sector Director for the Membership Sector, if an election is due;
 - b) Any business which the Board, or the Sector Director or not less than twenty five percent (25%) of the members of the Membership Sector require (by notice in writing to the Secretary at least seven (7) days before the giving of the notice for the Annual General Meeting) to be dealt with at that meeting.
- 8.5 The election of Sector Director takes place in accordance with this Rule.
- 8.6 If the Chairman of the meeting of members of a Membership Sector is standing for election or re-election as Sector Director, the Chairman must stand down and appoint a replacement Chairman. The person elected as Sector Director may take over as Chairman on completion of this election.
- a) Each member of the Membership Sector may cast one vote only for the candidate of their choice.
 - b) The candidate with the highest number of votes is deemed to be elected.
 - c) In the event of votes being tied the Chairman must call for a fresh vote in the first instance. If the vote is again tied the successful candidate must be chosen from candidate must be chosen from candidates with tied votes by drawing lots.
 - d) A Sector Director takes office from the commencement of the next general meeting of the Company or meeting of the Board (whichever comes first) immediately following his or her election.
 - e) The Board may from time to time determine the other conditions (including as to time and procedure for the nomination of candidates for election of Sector Directors) to apply to the election of Sector Directors as the Board thinks fit.
- 8.7 This Rule applies to meeting of members of a Membership Sector (“Membership Sector Ordinary Meeting”), other than the Membership Sector Annual Meeting. A Membership Sector Ordinary Meeting:
- a) May be called by the Sector Director at any time; and
 - b) Must be called by the Sector Director if requested in writing to do so by at least twenty five percent (25%) of the members of that Membership Sector.
 - c) Subject to Rule 8.7, at least seven (7) days notice of a Membership Sector Ordinary Meeting must be given.
 - d) The Sector Director of a Membership Sector may, from time to time, determine the manner in which such notice is given.
 - e) Notice given in accordance with a determination under Rule 8.7 f) is valid notice of the meeting.
 - f) 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.
 - g) The provisions of Rule 21 apply to the appointment of proxies and body corporate representatives at all meetings of members of a Membership Sector.

- h) Each Member of a Membership Sector is entitled to one (1) vote at any meetings of members of the Membership Sector. The Chairman does not have a casting vote in addition to his or her deliberative vote.
- i) Twenty five percent (25%) of the members of a Membership Sector present in person or by proxy or Company Representative is a quorum for the purposes of these Rules.
- j) 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 or Company Representative vote in favour of the motion.
- k) A resolution of a meeting of the members of a Membership Sector held in accordance with this Rule 8.7 is a valid resolution of the Membership Sector (“a Membership Sector Resolution”) for the purposes of these Rules.

9 PROCEEDINGS AT GENERAL MEETINGS OF THE COMPANY

- 9.1 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.
- 9.2 The business to be conducted at an Annual General Meeting is:
 - a) to elect the Chairperson
 - b) to introduce any new Sector Director elected since the last annual general meeting;
 - c) to consider the annual financial report, directors’ report and auditor’s report;
 - d) to appoint an auditor; and
 - e) to deal with any other business which can properly be dealt with at that meeting.
- 9.3 The Chairman of an annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions or make comments on the management of the Company, and, if the auditor is present, to ask questions relevant to the conduct of the audit and the preparation and content of the auditor’s report.
- 9.4 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 or Company Representative at the time when the meeting proceeds to business
- 9.5 Twenty Five per cent (25%) of the members of the Company present in person or by proxy or by Company Representative is a quorum for the purposes of these Rules.
- 9.6 The Chairman of an annual general meeting 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.
- 9.7 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.

- 9.8 Subject to Rule 9.7, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 9.9 Other interested parties may be invited to attend the General Meeting as observers without having the right to vote or be counted from a quorum.

10 VOTING AT GENERAL MEETINGS

- 10.1 All voting at every General Meeting and Annual General Meeting must take place, and Members have no right to vote at these meetings other than, in accordance with this Rule.
- 10.2 At any General Meeting a resolution to be considered at the meeting shall be decided on a show of hands unless a poll is demanded by;
- a) The chairperson of the Meeting;
 - b) At least 5 Members Present and entitled to vote on the resolution; or
 - c) By a Member Present or Members Present who represent at least 10% of the votes that may be cast on the resolution of a poll.
- 10.3 Before a vote on a resolution is taken, the chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- 10.4 A declaration by the Chairperson of the result of a vote on a resolution by a show of hands and an entry to that effect contained in the minutes of the proceedings of the Company which has been signed by the chairperson of the meeting or the next succeeding meeting 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.
- 10.5 The Chairman is not a Member of the Company so does not have a vote, except for a casting vote.

11 POLLS

A poll may be demanded:

- a) Before a vote on a resolution is taken;
- b) Before the voting results on a show of hands are declared; or
- c) Immediately after the voting results on a show of hands are declared.
- d) If a poll is demanded it must be taken in such a manner and at such time and place as the Chairman of the meeting directs subject to Clause 11a),
- e) The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.
- f) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- g) A poll demanded on the election of a Chairperson or any question of adjournment of the meeting must be taken immediately.
- h) The demand for a poll may be withdrawn.

12 RIGHT TO VOTE

A Member entitled to vote, has one vote, both on a show of hands and on a poll.

13 NO RIGHTS TO VOTE

A Member is not entitled to be present or to vote at any general meeting if any amount payable by that Member in respect of his Membership is more than two months in arrears at the date of the meeting.

14 CHALLENGES TO VOTING RIGHT

Any challenge as to the qualification of a person to vote at a general meeting or the validity of any vote tendered may only be raised at the meeting and must be detained by the Chairperson whose decision shall be final and conclusive and a vote allowed by the Chairperson shall be valid for all purposes.

15 PERSONS OF UNSOUND MIND AND MINORS

- a) A Member of unsound mind or whose person or estate is liable to be dealt with in a way under the law relating to mental health or who is a minor may vote whether on a show of hands or on a poll by his committee or by such other person as properly has the management or guardianship of his estate or by the public trustee (as the case may be) and the committee or other person or trustee may vote by proxy or representative.
- b) Any person having the right of management or guardianship of the person or estate in respect of a Member as referred to in Clause 15 a) must not exercise any of the rights conferred under that Clause unless and until the person has provided to the Directors satisfactory evidence of the appointment of the person accordingly.

16 CASTING VOTE ON EQUALITY

In the 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 is taken or at which the poll is demanded is entitled to a casting vote.

17 NON-MEMBER INVITATION

- a) The Chairperson of a general meeting may invite any person who is not a Member to attend and address a meeting.
- b) Any auditor of the Company/or their nominees shall be entitled to attend and address a general meeting.

18 NOTICE

18.1 Subject to consent to shorter notice being given in accordance with the Act, at least 21 days notice of any general meeting must be given specifying:

- a) The place, day and hour of the meeting;
- b) The general nature of any business to be transacted at the meeting;
- c) If a special resolution is to be proposed, the details of and intention to propose it;
- d) If the meeting is to be held in two or more places the technology that will be used to facilitate this;
- e) And any other information required by the Act.

18.2 The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.

19 CANCELLATION/POSTPONEMENT

- 19.1 Subject to the provisions of the Act and this Constitution the Directors may cancel a general meeting of the Company:
- a) Convened by the Directors;
 - b) That has been convened by a Member or Members pursuant to the Act upon receipt by the Company of a written notice withdrawing the requisition signed by the Member or those Members.
- 19.2 The Directors may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original Meeting.
- 19.3 Where any general meeting is cancelled or postponed or the venue for the same is changed:
- a) The Directors must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of postponement of a meeting, the new place, date and time for the meeting; and
 - b) Any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive written notice shall not affect the validity of the resolution of the cancellation, the change of venue or the postponement of the meeting.

20 ADJOURNMENTS

- 20.1 The Chairperson of a general meeting at which a quorum is present:
- a) May adjourn the meeting with the consent of the meeting; and
 - b) Must adjourn the meeting if the meeting so directs to a time and place as determined.
- 20.2 No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 20.3 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- 20.4 It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting except if the meeting is adjourned for 30 days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.

21 PROXIES

- 21.1 An instrument appointing a proxy shall be determined by the Board from time to time.
- 21.2 A member may appoint a proxy to attend and vote at general meetings of the Company but only in accordance with this Rule.
- 21.3 An instrument appointing a proxy must be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 21.4 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.
- 21.5 An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- 21.6 The appointment of a proxy is not valid unless the Nomination of Proxy for General Meeting form is completed and received by the Company, as required by s.250B of the Law, at least forty-eight (48) hours before the meeting.

22 DIRECTORS

- 22.1 The Board of Directors consists of such of the following directors as are from time to time filled in accordance with these Rules.
 - a) Chairperson;
 - b) Director (Indigenous Sector –Greater Mount Isa region);
 - c) Director (Indigenous Sector –Lower Gulf region);
 - d) Director (Local Government Sector);
 - e) Director (Community Sector);
 - f) Director (Conservation Sector);
 - g) Director (Mining Sector);
 - h) Director (Tourism & Other Industry Sector); and
 - i) Director (Pastoral Sector).
- 22.2 Chairman
 - a) The Chairman must not be a Member of the Company;
 - b)
 - i. Where the office of Chairman is vacant, the Board may later appoint some person to that office.
 - ii. The Board may determine to convene a meeting of the Members before making an appointment under this Rule.
 - iii. A Chairman so appointed holds office for the balance of the term of the Chairman's office as determined under Rule 22.2 d).

- c)
 - i. Every Chairman (after the first Chairman) is to be elected by the Members in accordance with this Rule.
 - ii. The Board may determine a closing date for nominations for the position of Chairman. Any Member may nominate in writing a person (who has given their consent in writing) for the position before the closing date.
 - iii. Each Member may vote only for one (1) candidate of his or her choice.
 - iv. The candidate with the highest number of votes is elected as Chairman.
 - v. In the event of votes being tied, a fresh vote is taken in the first instance. If the vote is again tied the successful candidate must be chosen from candidates with tied votes by drawing lots.
- d) The Chairman holds office until the end of the next Annual General Meeting after his or her appointment or election. A person whose office comes to an end may be re-elected.
- e) The Chairman is not entitled to vote at any meeting of the Board or of the Company excluding his vote in the case of a tied ballot.

22.3 Sector Directors

- a)
 - i. Where the office of any Sector Director is vacant, the Board may later appoint some member of that Membership Sector to that office.
 - ii. The Board may determine to convene a meeting of the members of the Membership Sector before making an appointment under this Rule.
 - iii. A Sector Director so appointed holds office for the balance of the term of the director's office as determined under Rule 22.3 b).
- b) Sector Directors hold office for a term of three years expiring at the end of the third Membership Sector Annual Meeting following the Membership Sector Annual Meeting at which he or she is elected.
- c) Upon completion of a Sector Director's term in office, the members of the relevant Membership Sector must elect a new Sector Director in accordance with Rule 8.6.
- d) A retiring Sector Director is eligible for re-election but may not serve as a director for more than two (2) consecutive terms. Service as a Director by way of an appointment to fill a casual vacancy is not counted for the purpose of this Rule.
- e) If the office of a Sector Director becomes vacant before the completion of the Sector Director's term in office, the Board may fill the vacancy by appointing a member of the relevant Membership Sector to the office of Sector Director. A Sector Director so appointed holds office for the balance of the term of the director whose term was not completed.

22.4 Directors – General provisions

- a) Directors must be natural persons ordinarily residing in Australia.
- b) Each Sector Director may appoint an alternate from their Membership Sector to attend and vote on his or her behalf at meeting of the Board at which the Sector Director is not present. A Sector Director may not appoint an alternative member (proxy) to attend on their behalf for more than 2 concurrent meetings without prior permission from the Board.

- c)
 - i. 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 meeting.
 - ii. Except as provided for in Rule 22.4 c) i., no other remuneration (including traveling or other expenses) must be paid to directors.
 - iii. ceases to be a director by operation of s.206A of the Law;
 - iv. becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
 - v. resigns his or her office by notice in writing to the Company;
 - vi. 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 s.191 of the Law.
- d) A director automatically ceases to hold office if:
 - i. the director is absent from three (3) meetings of the Board in a year; and
 - ii. the Board has not, prior to the conclusion of the third meeting, resolved to grant a leave of absence to the absent director.
- e) The Company may by ordinary resolution, of which special notice pursuant to s.203D of the Law, has been given, remove any director or other office-bearer before the expiration of his or her period of office.

If a Director is a Member of the Company, the office of that director becomes vacant if the director's membership of the Company comes to an end under Rule 7.

POWER OF DIRECTORS

23 GENERAL POWERS

- 23.1 Subject to the Act and this Constitution, the management and control of the business and affairs of the Company shall be vested in the Directors who may exercise all powers of the Company which are not by the Act or this Constitution required to be exercised by the Company in general meeting.
- 23.2 No resolution passed by the Company in general meeting shall have the affect of invalidating and prior act of the Directors which would have been valid if the resolution had not been passed.

24 BORROWING POWERS

- 24.1 The Directors may exercise all the powers of the Company to:
 - a) raise or borrow any sum or sums of money for the purposes of the Company; and
 - b) secure the payment or repayment of any amount payable by the Company and any other obligation or liability in such manner and on such terms and conditions as the think fit whether upon the security of any mortgage or charged upon all or any of the property, undertaking and assets of the Company both present and future.

25 NEGOTIABLE INSTRUMENTS

- 25.1 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 the persons and in the manner determined from time to time by the Directors and failing such determination by any two Directors.

26 CONFERMENT OF POWERS

- 26.1 The Directors may from time to time confer upon any Director for the time being or any other person as they may select such of the powers exercisable under this Constitution by the Directors as they may think fit for such time and to be exercised for such purposes and on such terms and conditions and with such restrictions as they think expedient.
- 26.2 Powers conferred under this clause may be exercised concurrently with the powers of Directors in that regard and the Directors may from time to time withdraw, revoke or vary any of such powers.

DIRECTORS DISCLOSURE OF INTEREST

27 CONTRACTS WITH DIRECTORS

- 27.1 A Director and any firm, body or entity in which a Director has a direct or indirect material interest may in any capacity:
- a) enter into any contract or arrangement with the Company; and
 - b) act in a professional capacity, other than as auditor, for the Company and any Director or firm, body or entity so contracting or being so interested is not liable to account to the Company for any profit realized by any such contract or arrangement by reason only of the Director holding that office or of the fiduciary relationship established by the Director holding that office.
- 27.2 A Director must disclose his interest in accordance with the Act and the Secretary must record all declarations in the minutes of the relevant meeting.
- 27.3 The Board shall, at its absolute discretion, determine whether the interest of a Director is material.
- 27.4 Where such interest is material no payment or benefit shall be paid by the Company for such services other than the recovery of fair and reasonable out of pocket expenses, unless the Board gives specific approval for such additional payments and benefits.
- 27.5 A Director's failure to make disclosure under this clause does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.

- 27.6 No Director shall vote as a Director in respect of any contract or arrangement in which he has a material interest and if does purport to vote his vote shall not be counted.
- 27.7 A Director may not attest the affixing of the common seal to any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has an interest.
- 27.8 A general notice given to the Board by a Director that the Director is an officer, a member of or otherwise interested in any specific corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Company and that corporation or firm after the giving of notice, be a sufficient disclosure of the Director's interest, proved that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Directors that was stated in the notice.

PROCEEDINGS OF DIRECTORS

28 MEETINGS OF DIRECTORS

- 28.1 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.
- 28.2 A Sector Director may at any given time and the Secretary upon the request of a Director shall convene a meeting of Directors by giving at least 24 hours notice of the meeting to all Directors except a Director who the person convening the meeting reasonably believes to be outside Australia.
- 28.3 Notice of a meeting of Directors need not be in writing.
- 28.4 Without limiting the discretion of the Directors to regulate their meetings under this clause, a meeting of the Directors may with the consent of all Directors consist of a conference between Directors some or all of whom are in difference places if each Director who participates is able:
- a) To hear each of the other participating Directors addressing the meeting; and
 - b) If he so wishes, to address each of the other participating Directors simultaneously whether directly, by conference telephone, video conferencing facility or any other form of the communications equipment or by a combination of such methods. A meeting held in this way will be taken for the purposes of the Constitution to be held at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place where the Chairperson of the meeting participates. Any Director may, by prior notice to the Secretary, indicate that he wishes to participate in a meeting in such manner. In this event, the Directors, if that all consent to the meeting being held in the manner referred to in this clause shall procure that an appropriate conference facility is arranged at the expense of the Company. A Director who has consented to a meeting being held in this manner referred to in this clause may only withdraw his consent within a reasonable period before the meeting.

- 28.5 No Director may leave a conference held in accordance with clause 28.4 by disconnecting his means of communication unless he has previously obtained the express consent of the chairperson of the meeting. A Director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he has previously obtained the express consent of the chairperson to leave the conference.
- 28.6 All resolutions of the Directors passed at the meeting of Directors where a quorum is present by where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall provide each Director to whom notice was not given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Directors.

29 QUORUM

The quorum necessary for the transaction of business of the Board is fifty percent (50%) of the Directors holding office from time to time and entitled to vote.

30 CHAIRPERSON

- 30.1 The Chairperson shall, if present, preside as chair of every meeting of the Directors.
- 30.2 If a meeting of Directors is held and the Chairperson is not present within 20 minutes after the time appointed for holding the meeting, or, if present, does not wish to chair the meeting, then the other Directors present must elect one of their number to be chair of the meeting.

31 VOTING

- 31.1 A resolution of the Directors must be passed by a majority of votes of the Directors present at the meeting who vote on the resolution.
A resolution passed by a majority of the votes cast by the Directors will for all purposes be taken to be a determination of the Directors.
- 31.2 Each Director shall have one vote.

32 CIRCULAR RESOLUTIONS BY DIRECTORS

- 32.1 A resolution in writing signed by a majority of the Directors for the time being entitled to vote in relation to the resolution (not being less than a quorum) and stating that the signatories are in favour of the resolution will be as valid and effectual from the time it is signed by the last Director as if it had been passed at a duly convened meeting of Directors provided each Director has received 24 hours notice of the resolution.
- 32.2 A resolution in writing may consist of several documents in like form each signed by one or more Directors.

- 32.3 Every such resolution shall be deemed to have been passed on the day and at the time at which the documents was last signed by a Director.
- 32.4 A facsimile transmission which is received by the Company and which purports to have been signed by a Director shall for the purposes of this clause be taken to be in writing and signed by that Director at the time of the receipt of the facsimile transmission by the Company in legible form.

33 COMMITTEES

- 33.1 The Board may from time to time appoint a working committee for any purpose. Appointees need not be directors nor members of the Company. Committees may be appointed as standing or ad hoc committees.
- 33.2 The Chairman (or some other director appointed by the Board) are ex-officio members of every committee appointed by the Board.
- 33.3 Directors appointed to a committee must not be remunerated other than in accordance with Rule 33.5 unless approved by an ordinary resolution of the Company.
- 33.4 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 provided that the quantum of such fees or expenses do not exceed the level of remuneration set for Directors in the remuneration and expenses policy set by the Company.
- 33.5 The Board may appoint a director as a member of a committee if no additional fees or expenses (other than the remuneration and expenses set out in the remuneration and expenses policy set for Directors) are paid to that director.
- 33.6 The authority of committees is limited to the making of recommendations to the Board.
- 33.7 Unless otherwise specified in the resolution establishing the committee the quorum of all committees consists of a majority of the members of such committee.
- 33.8 Any committee must in the performance of its functions conform with any requirements that may be imposed on it by the Board at any time and from time to time.
- 33.9 Members of a committee who are not also members of the Company are entitled to vote at meetings of the committee.
- 33.10 Committees regulate their meetings in such manner as the Board directs from time to time, and in the absence of any such direction, in such manner as they see fit.
- 33.11 Meetings of committees are chaired by the person appointed by the Board, or in the absence of an appointment, or of that person, by a person appointed by the members of the committee for that purpose.

33.12 Despite anything to the contrary, the Board may, terminate the appointment of any person to a committee, or disestablish a committee at any time.

34 ADVISORY PANELS

- 34.1 The Board may from time to time appoint an advisory panel for any purpose. Appointees need not be directors nor members of the Company. Advisory panels may be appointed as standing or ad hoc advisory panels.
- 34.2 The Chairman (or some other director appointed by the Board) are ex-officio members of every advisory panel appointed by the Board.
- 34.3 Directors appointed to an advisory panel must not be remunerated other than in accordance with Rule 35.6 unless approved by an ordinary resolution of the Company.
- 34.4 Members of an advisory panel, other than directors, are to be paid such fees or expenses or both as the Board determines from time to time provided that the quantum of such fees or expenses do not exceed the level of remuneration set for Directors in the remuneration and expenses policy set by the Company.
- 34.6 The Board may appoint a director as a member of an advisory panel if no additional fees or expenses (other than the remuneration and expenses set out in the remuneration and expenses policy set for Directors) are paid to that director.
- 34.7 The authority of advisory panels is limited to the making of recommendations to the Board.
- 34.8 Unless otherwise specified in the resolution establishing the advisory panel the quorum of all advisory panels consists of a majority of the members of such advisory panel.
- 34.9 Any advisory panel must in the performance of its functions conform with any requirements that may be imposed on it by the Board at any time and from time to time.
- 34.10 Members of an advisory panel who are not also members of the Company are entitled to vote at meetings of the advisory panel.
- 34.11 Advisory panels regulate their meetings in such manner as the Board directs from time to time, and in the absence of any such direction, in such manner as they see fit.
- 34.12 Despite anything to the contrary, the Board may, terminate the appointment of any person to an advisory panel, or disestablish an advisory panel at any time.

35 VALIDATION OF ACTS OF DIRECTORS

35.1 All acts done:

- a) At any meeting of the Directors; or
- b) By a Committee; or
- c) By any person acting as a Director, shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Director or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Director and had been entitled to vote.

36 MINUTES

36.1 The Directors must cause minutes to be kept in accordance with the Act for the purposes of recording:

- a) The names of the Directors present at each meeting of the Directors and of Directors present at each meeting of any Committee;
- b) All orders, resolutions and proceedings of general meetings and of meetings of Directors and of Committees;
- c) Such matters as are required by the Act to be recorded in the record books of the Company including without limitation all declarations made or notices given by any Director of his interest in any contract or proposed contract or the holding of any office or property whereby any conflict of duty or interest may arise.

36.2 Such minutes shall be signed by the Chairperson of the meeting, or the chairperson of the next succeeding meeting and minutes which purport to be signed accordingly shall be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things that the same took place at a meeting and duly convened and held.

37 SECRETARY

37.1 The Board will appoint a Company Secretary to perform the necessary duties required of that position. This position may be filled by a designated employee of the Company, usually the Chief Executive Officer.

37.2 Any Secretary so appointed may be removed by the Directors.

38 EXECUTION OF DOCUMENTS

- 38.1 Without limiting the manner in which the Company may execute any contract, including as permitted under Section 126 of the Act, the Company may execute any agreement, deed or other document by:
- a) Two Directors signing the same; or
 - b) One Director and one Secretary signing the same.
 - c) As determined by the Board, Chief Executive Officer or his designate.
- 38.2 Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Company.

39.1 ACCOUNTS AND INSPECTION OF RECORDS

- 39.1 The Directors shall cause proper financial records to be kept and must distribute copies of the financial reports to the Company and a Director's report in accordance with the requirements of the Act and also from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them will be open to the inspection of Members not being Directors.
- 39.2 The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act 2001.

40 SERVICE OF NOTICES

- 40.1 A notice may be given to the Company to any Member by:
- a) Serving it on the Member personally;
 - b) Sending it by post to the Member or leaving it at the Member's address shown in the Register or otherwise the address supplied by the Member to the Company for the giving of notices; or
 - c) Facsimile to the facsimile number supplied by the Member to the Company for the giving of notices; or
 - d) Sending it to the electronic address supplied by the Member to the Company for the giving of notices.
- 40.2 Any Member who has not left at or sent to the Office his place of address for inclusion in the Register as the place at which notices may be given to the Member shall not be entitled to receive any notice.
- 40.3 Where a notice is sent by post, service of the notice shall be taken to be effected properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected on Australia shall be deemed to have been made in the ordinary course of the post.

- 40.4 Where a notice is sent by facsimile or other electronic means, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the business day after it is sent.
- 40.5 A notice may be given by the Company to the persons entitled to a share in the consequence of the death, lunacy or bankruptcy of a Member by:
- a) Service on the Member personally;
 - b) Sending it by post addressed to the person by name or by the title of the representative of the deceased or lunatic or the assignee of the bankrupt or by any like description at the address, if any, within Australia supplied for the purpose by the person claiming to be entitled;
 - c) By giving the notice in any manner in which the same might have been given if the death, lunacy or bankruptcy had not occurred.
- 40.6 Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any Officer of the Company to that effect shall be conclusive evidence of service.

41 NOTICES OF GENERAL MEETING

- 41.1 Subject to clause 38, notice of every general meeting must be given in any manner authorised by this Constitution to:
- a) Every Member; and
 - b) The Auditor (if any) for the time being of the Company.

42 WINDING UP

- 42.1 If the Company is wound up;
- a) Each Member; and
 - b) Each person who ceases to be a Member in the preceding year, undertakes to contribute to the property of the Company for the:
 - i. Payment of the debts and liabilities of the Company (but in relation to those persons referred to in paragraph b above, only those contracted before the person ceased to be a Member) any payment of the cost, charges and expenses of winding up; and
 - ii. Adjustment of the rights of the contributories amongst themselves, such amount as may be required but not exceeding \$50.00.
- 42.2 If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another institution or corporation which has:
- a) Objects which are similar to the objects of the Company as set out in clauses 3.1;
 - b) A Constitution which requires its income and property to be applied in promoting its objects; and

- c) A Constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great imposed on the Company by clause 3.5. The identity of the corporation or institution is to be determined by the Members at or before the time of the dissolution and failing such determination being made, by application to the Supreme Court for determination.

43 INDEMNITY

- 43.1 To the extent permitted by law every Officer (and former Officer) of the Company shall be indemnified out of the funds of the Company against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or Employee). However, no such Officer (or former Officer) shall be indemnified out of the funds of the Company under this Clause unless:
 - a) It is in respect of liability to another person (other than the Company or a related body corporate to the Company) where the liability to the other person does not arise out of conduct involving lack of good faith; or
 - b) It is in respect of a liability for costs and expenses incurred;
 - i. in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
 - ii. in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Act.

44 PAYMENT OF INDEMNITY POLICY PREMIUM

- 44.1 To the extent permitted by law the Company may at the discretion of the Directors enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Company against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:
 - a) A liability arising out of conduct involving a willful breach of duty in relation to the Company; or
 - b) A contravention of Part 2B.1 of the Act.The Directors shall have the discretion to approve the terms and conditions of and such policy of insurance.
- 44.2 Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Company shall not be required to indemnify the Officer under clause 42 except to the extent that the indemnity affected by the insurance policy does not fully cover the persons liability.

45 INDEMNITY TO CONTINUE

- 45.1 The indemnity granted by the Company contained in Clause 44 shall continue in full force and effect notwithstanding the deletion or modification of that Clause 44 shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of deletion or modification.