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THE THIN GREEN LINE FOUNDATION LTD

(ACN 126 573 779)

CONSTITUTION

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**CONSTITUTION OF
THE THIN GREEN LINE FOUNDATION LTD
(ACN 126 573 779)**

1. PRELIMINARY

1.1 Company limited by guarantee

The Company is limited by guarantee and the liability of members is limited as provided in this document.

1.2 Objects of the Company

The Company is formed with the principal object of protecting and conserving the natural environment by encouraging and assisting individuals to work as Rangers. In support of this aim, the secondary objects of the Company are:

- (a) to provide incentives for and reduce disincentives faced by individuals who are currently working as Rangers or who are considering taking up work as a Ranger, by:
 - (i) providing assistance to Rangers who are unable to financially or materially support themselves or their families because they have been injured in the course of their work as Rangers;
 - (ii) providing assistance to the families of Rangers who are unable to financially or materially support themselves due to the death of the Ranger in the course of their work as a Ranger;
 - (iii) supporting conservation programs that prevent or minimise the risk of Rangers being injured or killed in the course of their work as Rangers; and
 - (iv) establishing or supporting other projects, social or environmental, that achieve this object.
- (b) to establish and maintain the Public Fund for the specific purpose of supporting the Company's principal object; and
- (c) to engage in any other activities that the Company deems necessary to further its principal object.

1.3 Application of income and property

- (a) Subject to rules 1.4 and 15.2, the Company must use and apply its income solely in promoting the objects of the Company as stated in rule 1.2. No part of the Company's income may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to members.
- (b) Subject to this document, the Company is prohibited from making distributions to its members and paying fees to its Directors.

1.4 Certain payments allowed

Rule 1.3 does not prevent the Company paying to a member:

- (a) interest on money lent by the member to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- (b) reasonable remuneration for goods or services supplied by the member to the Company in the ordinary course of business;
- (c) reasonable remuneration to any officer or employee of the Company or other person for services rendered to the Company (provided the Directors approve all payments made to Directors); and
- (d) reasonable rent for premises lent by the member to the Company,

provided such expenditure promotes the objects set out in rule 1.2.

1.5 Replaceable rules

- (a) The replaceable rules under the Act do not apply to the Company and are replaced by the rules set out in this document.
- (b) In the event of any inconsistency between these rules as set out in this document and the rules required to be adopted by charities under the ITAA, the rules required by the ITAA shall prevail.

1.6 Definitions

The following definitions apply in this document.

“**Act**” means the *Corporations Act 2001* (Cth).

“**Board**” means the Directors acting collectively under this document.

“**Committee Member**” means a person who is, for the time being, a member of the committee of management of the Public Fund of the Company.

“**Company**” means the company named at the beginning of this document whatever its name is for the time being.

“**Department**” means the federal government department which administers the Register of Environmental Organisations for the time being known as the Department of Environment, Water, Heritage and the Arts.

“**Director**” means a person who is, for the time being, a director of the Company.

“**Guidelines**” means The Register of Environmental Organisations Guidelines.

“**ITAA**” means the *Income Tax Assessment Act 1997* (Cth).

“**member**” means a member for the time being of the Company.

“**Minister**” means the Minister for Environment, Water, Heritage and the Arts.

“**ordinary resolution**” means a resolution passed at a meeting of members by a majority of the members present and voting at the meeting.

“**Public Fund**” means The Thin Green Line Foundation Fund.

“Ranger” means any person who is employed, contracted, or otherwise provides services to organisations, governments or entities who are in any way involved in the maintenance, protection, conservation or improvement of conservation parks, wildlife reserves, flora, fauna or any natural area of land either in Australia or internationally.

“Register” means the register of members kept as required by the Act.

“Secretary” means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this document.

“special resolution” has the same meaning as in the Act.

“Treasurer” means the Australian Commonwealth Treasurer.

1.7 Interpretation of this document

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, reenacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
- (c) A word which suggests one gender includes the other genders.
- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word “agreement” includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (h) A reference to a power is also a reference to authority or discretion.
- (i) A reference to something being “written” or “in writing” includes that thing being represented or reproduced in any mode in a visible form.

- (j) A word (other than a word defined in rule 1.6) which is defined by the Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Act.
- (k) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

2. MEMBERSHIP

2.1 Categories of Members

Subject to rules 2.3 and 2.5, the members of the Company are:

- (a) the initial members named in the application for the Company's registration; and
- (b) any other person the Board admits to membership.

2.2 Subscription and fees

The membership subscription (if any) and fees payable by members to the Company, the time for and manner of payment shall be as determined by the Board from time to time.

2.3 Application for Membership

An application for membership by a person ("applicant") must be:

- (a) in writing on the form prescribed from time to time by the Company, from the applicant or its nominated representative and lodged with the Company;
- (b) accompanied by the appropriate fee, if any.

2.4 Discretion to Accept or Reject Application

- (a) The Company may accept or reject an application whether the applicant has complied with the requirements in clause 2.3 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Company accepts an application the applicant shall become a member.
- (c) Membership of the Company shall be deemed to commence upon acceptance of the application by the Company. The Register shall be updated accordingly as soon as practicable.
- (d) If the Company rejects an application, it shall refund any fees forwarded with the application, and the application shall be deemed rejected by the Company. No reasons for rejection need be given and there is no right of appeal.

2.5 Re-Application

- (a) Members must re-apply for membership of the Company in accordance with the procedures set down by the Company from time to time.

- (b) Upon re-application, a member must provide details of any change in their personal details, and any other information reasonably required by the Company.

2.6 Limited liability of members

If the Company is wound up each member undertakes to contribute to the assets of the Company up to an amount not exceeding \$5.00 for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for 1 year after a person ceases to be a member.

3. DISCONTINUANCE OF MEMBERSHIP

3.1 Resigning as a member

A member may resign from the Company by giving written notice to the Board.

3.2 Failure to Re-Apply

If a member has not re-applied for membership with the Company within one month of re-application falling due, that member's membership will be deemed to have lapsed from that time. The Register shall be amended to reflect any lapse of membership under this rule 3.2 as soon as practicable.

3.3 Member to Re-Apply

A member whose membership has been discontinued or has lapsed under rule 3.2:

- (a) must seek renewal or re-apply for membership in accordance with this document; and
- (b) may be re-admitted at the discretion of the Board.

3.4 Expelling a member

- (a) The Board may, by resolution, expel from the Company any member:
 - (i) who does not comply with this document or any bylaws, rules or regulations of the Company; or
 - (ii) whose conduct in the opinion of the Board is prejudicial to the interests of the Company,and remove that member's name from the Register.
- (b) At least 21 days before the Board holds a meeting to expel a member, the Board must give a written notice to the member which states:
 - (i) the allegations against the member;
 - (ii) the proposed resolution for the member's expulsion;
 - (iii) that the member has an opportunity at the meeting to address the allegations either orally or in writing; and
 - (iv) that if the member notifies the Secretary in writing at least 48 hours before the meeting, the member may elect to have the question of that member's expulsion dealt with by the Company in general meeting.

- (c) The Company must expel a member and remove the member's name from the Register where:
- (i) a Board meeting or general meeting is held to expel a member; and
 - (ii) a resolution is passed at the meeting by a majority of twothirds of those present and voting for the member to be expelled. The vote must be taken by ballot.

3.5 Forfeiture of Rights

A member who ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the Company and its property. Any Company documents, records or other property in the possession, custody or control of that member shall be returned to the Company immediately.

3.6 Membership may be reinstated

Membership which has been discontinued under this rule 3 may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate.

3.7 Membership fees

Membership fees or subscriptions paid by the discontinued member will not be refunded to the member upon discontinuance.

4. REGISTER OF MEMBERS

The Company must set up and maintain a Register.

The Register must contain the following information:

- (a) the name and address of each member;
- (b) the date on which the entry of the member's name in the Register is made;
- (c) the name and details of each person who stopped being a member within the last 7 years; and
- (d) the date on which the person stopped being a member.

5. MEETINGS OF MEMBERS

5.1 Annual general meeting

The Company must hold an annual general meeting as required by the Act.

5.2 Calling meetings of members

A meeting of members:

- (a) may be convened at any time by the Board or a Director; and
- (b) must be convened by the Board when required by the Act.

5.3 Notice of meeting

Subject to rule 5.4, at least 21 days' written notice of a meeting of members must be given individually to:

- (a) each member; and
- (b) each Director.

5.4 Short notice

Subject to the Act:

- (a) if the Company has elected to convene a meeting of members as the annual general meeting, if all the members entitled to attend and vote agree; or
- (b) otherwise, if members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

5.5 Postponement or cancellation

Subject to the Act, the Board may:

- (a) postpone a meeting of members;
- (b) cancel a meeting of members; or
- (c) change the place for a general meeting,

by written notice given individually to each person entitled to be given notice of the meeting.

5.6 Fresh notice

If a meeting of members is postponed or adjourned for 1 month or more, the Company must give new notice of the resumed meeting.

5.7 Technology

The Company may hold a meeting of members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

5.8 Accidental omission

The accidental omission to give notice to, or the nonreceipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of members.

6. PROCEEDINGS AT MEETINGS OF MEMBERS

6.1 Member present at meeting

If a member has appointed a proxy or (in the case of a member which is a body corporate) a representative to act at a meeting of members, that member is taken to be present at a meeting at which the proxy or representative is present.

6.2 Quorum

The quorum for a meeting of members is 10% of members. Each individual present may only be counted once toward a quorum. If a member has appointed more than 1 proxy or representative only 1 of them may be counted towards a quorum.

6.3 Quorum not present

If a quorum is not present within 30 minutes after the time for which a meeting of members is called:

- (a) if called as a result of a request of members the meeting is dissolved; and
- (b) in any other case:
 - (i) the meeting is adjourned to the day, time and place that the Board decides and notifies to members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

6.4 Chairing meetings of members

If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of members. If:

- (a) there is no Director who the Board has appointed to chair Board meetings for the time being; or
- (b) the Director appointed to chair Board meetings is not present at the time for which a meeting of members is called or is not willing to chair the meeting,

the members present must elect a member or Director present to chair the meeting.

6.5 Attendance at general meetings

Every member and Director has the right to attend and speak at all meetings of members.

6.6 Adjournment

The chairman of a meeting of members at which a quorum is present:

- (a) may; and
- (b) must, if directed by ordinary resolution of the meeting, adjourn it to another time and place.

6.7 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

7. PROXIES

7.1 Appointment of proxies

A member may appoint a proxy to attend and act for the member at a meeting of members. An appointment of proxy must be made by written notice to the Company:

- (a) that complies with the Act; or
- (b) in any other form and mode that is, and is signed or acknowledged by the member in a manner, satisfactory to the Board.

7.2 Deposit of proxy forms

An appointment of a proxy is not effective for a particular meeting of members unless the proxy form is received by the Company at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the meeting is resumed.

7.3 Standing appointments

A member may appoint a proxy to act at a particular meeting of members or make a standing appointment and may revoke any appointment. A proxy may, but need not, be a member.

7.4 Suspension of proxy's powers if member present

A proxy has no power to act for a member at a meeting at which the member is present:

- (a) in the case of an individual, in person; or
- (b) in the case of a body corporate, by representative.

7.5 More than one current proxy appointments

An appointment of proxy by a member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that member which would result in there being more than 1 proxy of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

7.6 Continuing authority

An act done at a meeting of members by a proxy is valid even if, before the act is done, the appointing member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up; or
- (c) revokes the appointment or the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

8. ENTITLEMENT TO VOTE

8.1 Number of votes

- (a) Each member has one vote on a show of hands or a poll.
- (b) A member who is present and entitled to vote and is also a proxy of another member has one vote on a show of hands.

8.2 Casting vote of chairman

The chairman of a meeting of members has a casting vote.

8.3 Decision on right to vote

A member or Director may challenge a person's right to vote at a meeting of members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairman, whose decision is final.

9. HOW VOTING IS CARRIED OUT

9.1 Method of voting

A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded under rule 9.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is final.

9.2 Demand for a poll

A poll may be demanded on any resolution (except a resolution concerning the election of the chairman of a meeting) by:

- (a) at least three members entitled to vote on the resolution; or
- (b) the chairman.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

9.3 When and how polls must be taken

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 9.3(c), in the manner that the chairman of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to rule 9.3(c), in the manner that the chairman of the meeting directs;
- (c) votes which the Act requires to be cast in a given way must be treated as cast in that way;
- (d) a person voting who has the right to cast 2 or more votes need not cast all those votes and may cast those votes in different ways; and
- (e) the result of the poll is the resolution of the meeting at which the poll was demanded.

10. DIRECTORS

10.1 Number of Directors

The Company must have at least three Directors and, until otherwise decided by ordinary resolution, not more than twelve Directors.

10.2 Membership qualification

A Director must be a member. Neither the auditor of the Company nor any partner or employee of the auditor is eligible to act as a Director.

10.3 Cessation of Director's appointment

A person automatically ceases to be a Director if the person:

- (a) is not permitted by the Act (or an order made under the Act) to be a director;
- (b) becomes disqualified from managing corporations and is not given permission or leave to manage the Company under the Act;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) fails to attend Board meetings for a continuous period of 3 months without leave of absence from the Board;
- (e) resigns by notice in writing to the Company;
- (f) is removed from office by special resolution of the members;
- (g) ceases to qualify as a Director under rule 10.2; or
- (h) dies.

10.4 Removal from office

Whether or not a Director's appointment was expressed to be for a specified period, the Company by special resolution may, subject to the Act, remove a Director from office.

10.5 Too few Directors

If the number of Directors is reduced below the minimum required by rule 10.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a meeting of members; and
- (c) in emergencies.

11. ELECTION AND TERM OF DIRECTORS

11.1 Election of Directors

- (a) The Secretary shall call for nominations 60 days before the date of the annual general meeting. All members shall be notified of the call for nominations.

- (b) Nominations for Directors must be:
- (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose; and
 - (iii) certified by the nominee (who must be a member) expressing her or his willingness to accept the position nominated for.
- (c) Nominations must be received by the Secretary at least 45 days prior to the annual general meeting.
- (d) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be deemed elected.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the chair directs. The voting method shall be determined by the Board.

11.2 Term of Appointment

- (a) Directors shall be elected for a term of two years, which shall commence from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following.
- (b) Half of the Directors shall be elected in each odd year and the other half of the Directors shall be elected in each even year.
- (c) Should any adjustment to the term of Directors elected be necessary to ensure rotational terms in accordance with this document, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this document.

11.3 Casual Vacancies

Any Director casual vacancy shall be filled by the Board until the next annual general meeting of the Company. If the term of the Director has not expired, the members may fill the vacancy by election for the remainder of the Directors' term.

12. POWERS OF THE BOARD

12.1 Powers generally

Except as otherwise required by the Act, any other applicable law or this document, the Board:

- (a) has power to manage the business of the Company; and
- (b) may exercise every right, power or capacity of the Company to the exclusion of the Company in general meeting and the members.

12.2 Exercise of powers

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 17; or
- (b) in accordance with a delegation of the power under rule 13.

13. DELEGATION OF BOARD POWERS

13.1 Power to delegate

The Board may delegate any of its powers to:

- (a) a committee of Directors, members or other individuals;
- (b) a Director;
- (c) an employee or adviser of the Company; or
- (d) an attorney.

13.2 Power to revoke delegation

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

13.3 Terms of delegation

A delegation of powers under rule 13.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms (including power to further delegate) and subject to any restrictions the Board decides.

A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

13.4 Proceedings of committees

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.

13.5 Managing Director

A document of delegation may specify that a Director to whom one or more of the Board's powers have been delegated shall be referred to as a "Managing Director".

14. DIRECTORS' DUTIES AND INTERESTS

14.1 Compliance with duties under the Act

Each Director must comply with the Act.

14.2 Director not disqualified from holding other offices

A Director is not disqualified by reason only of being a Director from:

- (a) holding any office or place of profit or employment other than that of the Company's auditor;

- (b) being a member or creditor of any corporation (including the Company) or partnership other than the auditor; or
- (c) entering into any agreement with the Company.

14.3 Director interested in a matter

Each Director must comply with the Act in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to the Act:

- (a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in which that Director has an interest;
- (b) the Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company;
- (c) the Director may retain benefits under the transaction even though the Director has the interest; and
- (d) the Company cannot avoid the transaction merely because of the existence of the interest.

If the interest is required to be disclosed, paragraph (c) applies only if it is disclosed before the transaction is entered into.

14.4 Obligation of secrecy

Every Director and Secretary must keep the transactions and affairs of the Company and the state of its financial reports confidential unless required to disclose them:

- (a) in the course of duties as an officer of the Company;
- (b) by the Board or the Company in general meeting; or
- (c) by law.

The Company may require a Director, Secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Director or Secretary must do so if required by the Company.

15. DIRECTORS' REMUNERATION

15.1 Restrictions on payments to Directors

Subject to rule 15.2 the Company must not pay fees or other remuneration to a Director.

15.2 Payments to Directors with Board approval

With the approval of the Board the Company may pay to a Director:

- (a) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;
- (b) reasonable remuneration where the Director is an employee of the Company and the terms of employment have been approved by the Board;

- (c) interest on money lent by the Director to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- (d) reasonable remuneration for goods supplied by the Director to the Company in the ordinary course of business; and
- (e) reasonable rent for premises leased by the Director to the Company.

16. OFFICERS' INDEMNITY AND INSURANCE

16.1 Indemnity

Subject to and so far as permitted by the Act:

- (a) the Company must, to the extent the person is not otherwise indemnified, indemnify every officer of the Company against a Liability incurred as such an officer to a person (other than the Company) including a Liability incurred as a result of appointment or nomination by the Company as a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and
- (b) the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer in defending an action for a Liability incurred as such an officer or in resisting or responding to actions taken by a government agency or a liquidator.

In this rule, "Liability" means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

16.2 Insurance

Subject to the Act, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

16.3 Former officers

The indemnity in favour of officers under rule 16.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company even though the person is not an officer at the time the claim is made.

16.4 Deeds

Subject to the Act, without limiting a person's rights under this rule 16, the Company may enter into an agreement with a person who is or has been an officer of the Company to give effect to the rights of the person under this rule 16 on any terms and conditions that the Board thinks fit.

17. BOARD MEETINGS

17.1 Convening Board meetings

A Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.

17.2 Notice of Board meeting

The convenor of each Board meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director who is in Australia; and
- (b) may give that notice orally (including by telephone) or in writing,

but failure to give notice to, or nonreceipt of notice by, a Director does not result in a Board meeting being invalid.

17.3 Use of technology

A Board meeting may be held using any means of audio or audiovisual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by the Act. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of two or more places, at the place where the chairman of the meeting is located.

17.4 Chairing Board meetings

The Board may elect a Director to chair its meetings and decide the period for which that Director holds that office. If there is no chairman of Directors or the chairman is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

17.5 Quorum

Unless the Board decides otherwise, the quorum for a Board meeting is two Directors and a quorum must be present for the whole meeting. A Director is treated as present at a meeting held by audio or audiovisual communication if the Director is able to hear and be heard by all others attending.

17.6 Majority decisions

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. In the case of an equality of votes where the number of Directors of the Company is not less than two, the chairman has a second or casting vote.

17.7 Procedural rules

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

17.8 Written resolution

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

17.9 Additional provisions concerning written resolutions

For the purpose of rule 17.8:

- (a) two or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document; and

- (b) a facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

17.10 Valid proceedings

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

18. SECRETARY

18.1 Appointment of Secretary

The Board:

- (a) must appoint at least one individual; and
- (b) may appoint more than one individual,

to be a Secretary either for a specified term or without specifying a term.

18.2 Terms and conditions of office

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

18.3 Cessation of Secretary's appointment

The person automatically ceases to be a Secretary if the person:

- (a) is not permitted by Act (or an order made under the Act) to be a secretary of a company;
- (b) becomes disqualified from managing corporations under the Act;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under rule 18.4.

18.4 Removal from office

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

19. PUBLIC FUND

19.1 Establishment of Public Fund

The Company must establish and maintain a public fund, called The Thin Green Line Foundation Fund, for the specific purpose of supporting the principal object of

the Company. The Public Fund is established to receive all gifts of money or property for the Company's principal object and any money received because of such gifts must be credited to its bank account. The Public Fund:

- (a) must not receive any other money or property into its account; and
- (b) must comply with subdivision 30-E of the ITAA.

19.2 Requirements of the Public Fund

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

- (e) the Company changes its principal object;
- (f) the Company changes its name or the name of the Public Fund;
- (g) there is any change to the membership of the management committee of the Public Fund;
- (h) there has been any departure from the model rules for public funds located in the Guidelines; or
- (i) the Company or the Public Fund suffers any financial difficulties.

19.3 Ministerial Rules

The Company agrees to comply with any rules that the Minister and the Treasurer may make to ensure that gifts made to the Public Fund are only used for its principal object.

19.4 Conduit Policy

The Company must not act as a mere conduit of the gifts of money or property to other organisations, bodies or persons.

19.5 Winding-up

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

19.6 Statistical information

Within four months of the end of each financial year, the Company must provide to the Department:

- (a) an annual statistical return, in the form required by the Department from time to time, including information on the expenditure of Public Fund money, the management of Public Fund assets and any other information requested by the Department; and
- (b) audited financial statements for the Company and the Public Fund (which must be provided with the annual statistical return information).

19.7 Operation of the Public Fund

The Public Fund must comply with the following rules:

- (j) the objective of the Public Fund is to support the principal object of the Company;

- (k) members of the public must be invited to make gifts of money or property to the Public Fund for the Company's principal object;
- (l) money from interest on donations, income derived from donated property and money from the realisation of such property must be deposited into the Public Fund;
- (m) a separate bank account must be opened to deposit money donated to the Public Fund, including interest accruing thereon, and gifts to it must be kept separate from other funds of the Company;
- (n) receipts must be issued in the name of the Public Fund and proper accounting records and procedures are to be kept and used for the Public Fund;
- (o) the Public Fund must be operated on a not-for profit basis; and
- (p) a committee of management of no fewer than three people must administer the Public Fund. The committee of management will be appointed by the Company in accordance with rule 20. A majority of the members of the committee of management must be "responsible persons" as defined in the Guidelines.

20. PUBLIC FUND'S COMMITTEE OF MANAGEMENT

20.1 Appointment of committee of management

The Directors must appoint a committee of management to administer the Public Fund. The committee of management may be made up, either partially or entirely, of:

- (a) some or all of the Directors;
- (b) members of the Company; or
- (c) members of the community who are not members of the Company.

20.2 Number of Committee Members

The committee of management must have at least three Committee Members and, unless otherwise decided by the Directors, not more than seven Committee Members. The majority of Committee Members must be "responsible persons" as defined in the Guidelines.

20.3 Membership qualification

A Committee Member must be an Australian permanent resident and may be:

- (a) a Director;
- (b) a member; or
- (c) any other person appointed by the Directors.

20.4 Cessation of Committee Member's appointment

A person automatically ceases to be a Committee Member if the person:

- (a) resigns by notice in writing to the Company;

- (b) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (c) is removed from office by special resolution of the members;
- (d) is a Director and ceases to qualify as a Director under rule 10.3; or
- (e) dies.

20.5 Removal from office

Whether or not a Committee Member's appointment was expressed to be for a specified period, the Directors may by resolution remove a Committee Member from office.

21. MINUTES

21.1 Minutes must be kept

The Board must cause minutes of:

- (a) proceedings and resolutions of meetings of the Company's members;
- (b) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated) including the name of Directors present at each Board meeting or committee meeting;
- (c) resolutions passed by Directors without a meeting; and
- (d) disclosures and notices of Directors' interests,

to be kept in accordance with the Act.

21.2 Minutes as evidence

A minute recorded and signed in accordance with rule 21.1 is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

21.3 Inspection of minute books

The Company must allow members to inspect, and provide copies of, the minute books for the meetings of members in accordance with the Act.

22. COMPANY SEALS

22.1 Common seal

The Board:

- (a) may decide whether or not the Company has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt.

22.2 Use of seals

The common seal and duplicate seal (if any) may only be used with the authority of the Board.

22.3 Fixing seals to documents

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) by two Directors;
- (b) by one Director and one Secretary; or
- (c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

23. EXECUTING NEGOTIABLE INSTRUMENTS

The Board must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company. The Company may execute, accept, or endorse negotiable instruments only in the manner decided by the Board.

24. FINANCIAL REPORTS AND AUDIT**24.1 Company must keep financial records**

The Board must cause the Company to keep written financial records in accordance with the Act that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
 - (b) would enable true and fair financial statements to be prepared and audited,
- and must allow a Director to inspect those records at all reasonable times.

25. WINDING UP

If upon winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the members of the Company, but shall be distributed to such a body, having objects similar to the objects of the Company and which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company by this document. Such body will be determined by the members of the Company at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

26. NOTICES**26.1 Notices by Company**

A notice is properly given by the Company to a person if it is:

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
 - (i) delivered personally; or

- (ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address; or
- (iii) sent by fax to the fax number (if any) nominated by that person; or
- (iv) sent by electronic message to the electronic address (if any) nominated by that person.

26.2 Overseas members

A member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

26.3 When notice is given

A notice to a person by the Company is regarded as given and received:

- (a) if it is delivered personally or sent by fax or electronic message:
 - (i) by 5 pm (local time in the place of receipt) on a business day on that day; or
 - (ii) after 5 pm (local time in the place of receipt) on a business day, or on a day that is not a business day on the next business day; and
- (b) if it is sent by mail:
 - (i) within Australia 1 business day after posting; or
 - (ii) to a place outside Australia 3 business days after posting.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

26.4 Business days

For the purposes of rule 26.3, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

26.5 Counting days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

26.6 Notices to "lost" members

If:

- (a) on 2 or more consecutive occasions a notice served on a member in accordance with this rule is returned unclaimed or with an indication that the member is not known at the address to which it was sent; or
- (b) the Board believes on other reasonable grounds that a member is not at the address shown in the Register or notified to the Company under rule 26.2,

the Company may give effective notice to that member by exhibiting the notice at the Company's registered office for at least 48 hours.

This rule ceases to apply if the member gives the Company notice of a new address.