apunipima
CAPE YORK HEALTH COUNCIL

CONSTITUTION OF APUNIPIMA CAPE YORK HEALTH COUNCIL LIMITED

A public company limited by guarantee
not having a share capital

DRAFT FOR BOARD CONSIDERATION – OCTOBER 2026

Marked to show proposed amendments to Version 8 (effective 24 November 2022)

Apunipima Cape York Health Council Limited
186 McCoombe Street, Bungalow QLD 4870
Ph: (07) 4037 7100
www.apunipima.org.au

DRAFT

TABLE OF CONTENTS

PART 1 - INTRODUCTORY MATTERS 4

1. NAME 4
2. DEFINITIONS AND INTERPRETATION 4
3. REPLACEABLE RULES 7

PART 2 - OBJECTS AND POWERS 7

4. OBJECTS 7
5. POWERS 8

PART 3 - MEMBERSHIP 8

6. MEMBERSHIP 8
7. ELIGIBILITY FOR MEMBERSHIP 9
8. REGIONAL BASED MEMBERSHIP 9
9. ENTITLEMENTS AND OBLIGATIONS OF MEMBERSHIP 9
10. APPLICATIONS FOR MEMBERSHIP 10
11. REGISTER OF MEMBERS 10
12. FEES AND LEVIES 10
13. RESIGNATION, TERMINATION OR SUSPENSION OF MEMBERSHIP 11
14. [NOT USED] 12

PART 4 - BOARD 12

15. ROLE OF BOARD 12
16. DIRECTORS 12
17. ELIGIBILITY 13
18. NOMINATION AND ELECTION PROCESS FOR ELECTED DIRECTORS 14
19. HOW TO BECOME AN APPOINTED DIRECTOR 15
20. REMUNERATION OF DIRECTORS 16
21. OFFICE BEARERS 16
22. CHAIRPERSON 17
23. DEPUTY CHAIRPERSON 17
24. SECRETARY 17
25. FINANCES 18
26. APPLICATION OF PROPERTY 18
27. CASUAL VACANCIES 18
28. REMOVAL OF OFFICE BEARER OR DIRECTOR 19
29. MEETING AND QUORUM 19
30. CHAIR OF BOARD MEETINGS 20
31. DELEGATION BY THE BOARD TO CHIEF EXECUTIVE OFFICER AND/OR SUBCOMMITTEES 20
32. VOTING AND DECISIONS OF BOARD 21
33. MINUTES 21
34. REGISTER OF DIRECTORS 21
35. DIRECTORS AND CONFLICTS OF INTEREST 21

PART 5 - MEETINGS OF COMPANY 22

36. ANNUAL GENERAL AND SPECIAL GENERAL MEETINGS 22

DRAFT

37. GENERAL MEETING BUSINESS 24
38. MEMBERS' RESOLUTIONS 24
39. NOTICES FOR GENERAL MEETINGS 24
40. GENERAL CONDUCT OF MEETING 25
41. ADJOURNMENT 25
42. QUORUM 25
43. CHAIRING GENERAL MEETINGS 25
44. USING TECHNOLOGY 25
45. VOTING AT GENERAL MEETINGS 26

PART 6 - MISCELLANEOUS 26

46. COMMON SEAL 26
47. BANKING 26
48. APPLICATION OF FUNDS AND PROPERTY 27
49. ACCOUNTS 27
50. AUDIT 27
51. INDEMNITY AND INSURANCE 28
52. LIABILITY OF MEMBERS 29
53. NOTICES 29
54. ALTERATIONS OF OBJECTS AND CONSTITUTION 30
55. DISSOLUTION OF COMPANY 30
56. CHIEF EXECUTIVE OFFICER 30
57. BY-LAWS 31
58. DISPUTE RESOLUTION 31
59. HEALTH ACTION TEAMS 32

SCHEDULE 1 33

1. Regions 33

DRAFT

PART 1 - INTRODUCTORY MATTERS

1. NAME

The name of the company is Apunipima Cape York Health Council Limited.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution:

"Aboriginal and Torres Strait Islander" means a person of Aboriginal or Torres Strait Island descent who identifies as an Aboriginal or Torres Strait Islander person (as those terms are defined in the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth)) and who is accepted as such by the Community;

"ACNC Act" means the Australian Charities and Not-for-profits Commission Act 2012 (Cth);

"Act" means the Corporations Act 2001 (Cth);

"Annual General Meeting" means an annual general meeting of the Company in accordance with Rule 36;

"Appointed Director" means a person appointed by the Directors to hold the role of Appointed Director pursuant to Rule 19 of this Constitution;

"Apunipima Cape York Health Council Aboriginal Corporation" means the Apunipima Cape York Health Council Aboriginal Corporation registered under the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth) (which was converted and transferred to this Company now registered under the Act);

"ASIC" means the Australian Securities and Investments Commission and its successors;

"Blue Card" means Suitability for Working with Children and Young People's Card, following a criminal history check, for purposes of a licensed care service;

"Board" means the board of directors of the Company from time to time;

"Board Charter" means the board charter of the Company;

"Cape York Peninsula" has the meaning prescribed to the "Cape York Peninsula Region" in the Cape York Peninsula Heritage Act 2007 (Qld) and the waters in and surrounding that land and neighbouring islands and reefs within those waters;

"Chairperson" means the Chairperson of the Board;

"Chief Executive Officer" means a person employed by the Company in the position and fulfilling the duties of Chief Executive Officer;

"Code of Conduct" means the code of conduct for Directors contained in the Board Charter;

"Company" means Apunipima Cape York Health Council Limited;

"Community" means all Members of the Company who reside in or who are deemed by this Constitution to reside in any of the communities in a Region;

DRAFT

"Conflict of Interest Policy" means any conflict of interest policy adopted by the Board under Rule 35.4;

"Constitution" means this Constitution of the Company as amended, modified or supplemented from time to time;

"Deputy Chairperson" means the Deputy Chairperson of the Board;

"Director/s" means a Director of the Company as provided in Rule 18 and 19;

"Elected Directors" means a Director who is elected to office by the Members of the Company pursuant to this Constitution;

"First Past the Post" means the voting results determined by the person with highest number of votes in favour;

"General Meeting" means an Annual General Meeting or a Special General Meeting of the Company;

"Health Action Team" has the meaning provided in Rule 59;

"Mediator" means a mediator as provided for in Rule 58;

"Member/s" means any person whose name appears in the Register as a Member of the Company and any person thereafter accepted as a Member of the Company;

"Membership Resolution" means a resolution of the Board provided for in Rule 13.2;

"Nominations Assessment Panel" means the panel set out in Rule 18.2;

"Objects" means the objects of the Company contained in Rule 4;

"Region" means, individually Region One, Region Two, Region Three, Region Four or Region Five containing the communities set out in Schedule 1 to this Constitution;

"Register/Register of Members" means the register of the Company as provided in Rule 11;

"Register of Interests" means the register of interests maintained under Rule 35.1;

"Rule/s" means a provision or provisions of this Constitution as amended, modified or supplemented from time to time;

"Secretary" means the Secretary of the Company as provided by Rule 24;

"Special General Meeting" means a General Meeting of the Company other than an Annual General Meeting;

"Special Resolution" has the meaning assigned to that expression in the Act.

2.2 Interpretation

In this Constitution unless the context requires otherwise:

(a) references to notices include formal notices of meeting and all documents and other communications from the Company to its Members;

(b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;

DRAFT

(c) a reference to a Member present at a General Meeting is a reference to a Member present in person or by proxy, attorney or representative, including a Member participating by means of virtual meeting technology;

(d) a reference to writing and written includes printing, lithography, email, electronic communication and other ways of representing or reproducing words in a visible form;

(e) the singular (including defined terms) includes the plural and the plural includes the singular;

(f) headings and the table of contents are used for convenience only and are to be disregarded in the interpretation of this Constitution;

(g) where any word or phrase is given a defined meaning, another grammatical form of that word or phrase has a corresponding meaning.

(h) a reference to a person includes any other legal entity;

(i) a reference to a legal entity includes a person;

(j) the masculine gender must be read as also importing the feminine or neuter gender;

(k) where any word or phrase is given a defined meaning any other part of speech or other grammatical form concerning the word or phrase has a corresponding meaning;

(l) an obligation of two or more parties binds them jointly and each of them severally;

(m) an obligation incurred in favour of two or more parties is enforceable by them severally;

(n) references to time are to local time in Queensland;

(o) where time is to be reckoned from a day or event, the day or the day of the event must be excluded;

(p) a reference to a business day means any day on which trading banks are open for business in Queensland;

(q) if any time period specified in this Constitution expires on a day which is not a business day, the period shall expire at the end of the next business day;

(r) a reference to a month means a calendar month.

3. REPLACEABLE RULES

3.1 The replaceable rules contained in the Act do not apply to the Company.

DRAFT

PART 2 - OBJECTS AND POWERS

4. OBJECTS

4.1 The principal object of the Company is the relief of poverty, sickness, destitution, distress, suffering and misfortune of Aboriginal and Torres Strait Islander people within Cape York Peninsula.

4.2 Without limiting Rule 4.1, and in recognition of the severe problems encountered by Aboriginal and Torres Strait Islander people and the disadvantaged circumstances in which they find themselves, the Company shall advance its principal object by assisting Aboriginal and Torres Strait Islander people within Cape York Peninsula to:

(a) provide quality health services, including and not limited to primary health care to improve the health outcomes of Aboriginal and Torres Strait Islander people in Cape York Peninsula;

(b) ensure that a sustainable and appropriate workforce is available to provide culturally appropriate health services in each community in Cape York Peninsula;

(c) ensure that health services are adequately funded and deliver health services to the communities;

(d) ensure that communities have control of their health service and are able to oversee the design, delivery and monitoring of all health services in their community and hold all service providers accountable for agreed health outcomes;

(e) advocate on behalf of Aboriginal and Torres Strait Islander people in Cape York Peninsula in all matters relating to the social determinants of health and the provision of health services in Cape York that improve health outcomes;

(f) ensure community development principles of empowerment are in place to assist Aboriginal and Torres Strait Islanders to address their health needs;

(g) to promote cultural knowledge and understanding of Cape York Peninsula's peoples' health and well-being;

(h) to carry out such other activities that the Company decides from time to time are necessary to further the objectives set out in this provision;

(i) design research programs aimed at improving the standard of Aboriginal and Torres Strait Islander health, including programs in conjunction with other research bodies, and to screen medical, biological, sociobiological and other research proposals concerning residents of Cape York Peninsula;

(j) develop and implement strategic plans for phasing in Aboriginal and Torres Strait Islander control of the delivery of health services; and

(k) ensure that healthy environments are achieved in all communities within Cape York Peninsula by addressing and remedying problems associated with inadequate essential services or for other reasons, including but not limited to housing, water supply, sewerage, power supply, rubbish collection and removal, roads, communications and animal control.

DRAFT

4.3 Without limiting the generality of Rule 4.1 and 4.2, the Company shall further advance its principal object by:

(a) representing Aboriginal and Torres Strait Islander persons in all matters relating to the provision of health services in Cape York Peninsula; and

(b) providing for the general social welfare of Aboriginal and Torres Strait Islander persons within Cape York Peninsula.

4.4 Cultural Governance

The Company recognises that Aboriginal and Torres Strait Islander peoples of Cape York Peninsula possess unique cultural authority, knowledge and responsibilities.

In pursuing its Objects, the Company shall:

(a) uphold the principles of self-determination and community control;

(b) promote cultural safety in all services and activities;

(c) recognise the knowledge and contribution of Traditional Owners and cultural leaders;

(d) ensure decision-making processes respect local cultural protocols; and

(e) support the protection and transmission of cultural knowledge relevant to health and wellbeing.

5. POWERS

5.1 The Company shall, subject to the provisions of the Act, have all the powers of a natural person and of a company registered under the Act, and the power to do all such lawful things necessary or convenient to carry out the Objects of the Company.

5.2 Without limiting the generality of Rule 5.1, the Company shall at all times employ suitably qualified staff. Those staff may, subject to the direction of the Board, be responsible for the day-to-day operations of the Company including:-

(a) the day-to-day control of finances of the Company; and

(b) representing the Company in all matters affecting the Company.

PART 3 - MEMBERSHIP

6. MEMBERSHIP

6.1 The Members of the Company shall be those persons who are members of Apunipima Cape York Health Council Aboriginal Corporation at the date of adoption of this Constitution and such other persons as the Board admits to membership in accordance with this Constitution from time to time.

6.2 A person who was an Associate Member of the Company immediately before the date on which the special resolution removing the class of Associate Membership takes effect ceases to be a Member on that date. The Secretary must update the Register of Members and notify each such person in writing as soon as practicable.

DRAFT

7. ELIGIBILITY FOR MEMBERSHIP

7.1 The Company shall have one (1) class of Member.

7.2 Membership will be open to Aboriginal or Torres Strait Islander persons over the age of 18 years with traditional or historical interests in Cape York Peninsula.

8. REGIONAL BASED MEMBERSHIP

8.1 For administrative and election purposes, Members will be allocated to one of the Regions detailed in Schedule 1 to this Constitution according to their normal or usual place of residence. The allocation determined by the Board or its delegate will be final and binding and no appeal rights will exist.

9. ENTITLEMENTS AND OBLIGATIONS OF MEMBERSHIP

9.1 All Members shall have the right to receive notices of and attend General Meetings of the Company.

9.2 In addition to those rights contained in Rule 9.1, each Member shall also have the right to:

(a) nominate to be a Director;

(b) vote for the election of one or more Directors from their Region as provided for by this Constitution; and

(c) attend and vote at General Meetings of the Company.

9.3 Each Member shall be:

(a) bound by this Constitution and any by-laws and laws that apply to the Company and/or its Members;

(b) required to declare any conflict of interest which may exist between the business of the Member and the affairs of the Company;

(c) responsible for the payment of such fees, levies and subscriptions as may be fixed by the Board;

(d) required to conduct themselves towards other Members and the Directors with due courtesy and respect and in accordance with any charter of membership adopted by the Company; and

(e) required to notify the Secretary of any change in their address or contact details (including any email address or mobile telephone number) within twenty (20) business days of the change.

10. APPLICATIONS FOR MEMBERSHIP

10.1 Every applicant for membership of the Company (other than the persons who are members of Apunipima Cape York Health Council Aboriginal Corporation) shall complete, sign and deliver an application to the Company at its registered office in such form as the Board may require from time to time. The application may be lodged in electronic form in the manner required by the Board from time to time and the applicant will be deemed to have signed the application form and therefore consented to membership of the Company in the event the application is received

DRAFT

electronically in the manner permitted by the Board. The applicant bears the onus of providing evidence to satisfy the eligibility requirements for membership.

10.2 An applicant for membership must be an individual and shall provide, in writing or such other form as decided by the Board, such other information as may be required by the Board to consider their application.

10.3 Applications for membership shall be considered at the first convenient Board meeting after receipt of the application.

10.4 The Board shall determine whether an application for membership should be accepted or rejected in its absolute discretion and the Board will not be required to give any reason for the rejection of an application.

10.5 If the Board decides to approve an application for membership, the Secretary shall notify the applicant of that approval and request the applicant to pay, within twenty eight (28) days, the annual membership fee.

10.6 If an application for membership is rejected, the Secretary shall, as soon as practicable, send to the applicant written notice of the decision of the Board.

11. REGISTER OF MEMBERS

11.1 The Secretary will establish and maintain a Register of Members specifying the name and address of each Member together with the date on which the person became a Member.

11.2 The Register of Members will be kept at the registered office of administration of the Company and will be open for inspection, free of charge, by any Member at a time agreed to by the Secretary.

12. FEES AND LEVIES

12.1 Members shall pay annual membership fees and such other fees in such amounts and at such times as the Board may from time to time determine.

12.2 In order to provide additional funds required for the operation of the Company the Board may determine that levies are to be paid by Members and may fix the amount and the dates for payment thereof but until so determined no levies shall be payable by Members.

13. RESIGNATION, TERMINATION OR SUSPENSION OF MEMBERSHIP

13.1 A Member may by notice in writing to the Secretary withdraw from membership of the Company. A Member may not transfer their membership to any other person.

13.2 A Member's membership may be terminated or suspended by the Board in its absolute discretion if a Member:

(a) fails to pay fees or levies within a period of two (2) calendar months after they fall due, and notice of default is given to the Member during that 2 month period;

(b) has ceased, in the Board's opinion, to take part in the activities of the Company as expected of a Member and does not within three (3) months of receiving written notice from the Company enquiring as to whether the

DRAFT

Member wishes to remain a Member, inform the Company that they wish to remain a Member;

(c) the Member fails to comply with Rule 9.3(e) and does not respond to written, email or other forms of communication from the Company requesting details of the Member's new address for three (3) months;

(d) is found by resolution of the Board to have not acted in accordance with the Objects, or has failed to abide by this Constitution or has failed to abide by any charter of membership or similar document;

(e) ceases to be eligible for membership for a period of six (6) months;

(f) is convicted of an indictable offence;

(g) dies; or

(h) the Member's membership is cancelled in accordance with the Act.

13.3 The Board's decision to terminate or suspend the membership of a Member is final and will not be subject to mediation or rights of appeal under this Constitution.

13.4 Prior to making a resolution under Rule 13.2(d), the Board must:

(a) cause notice to be served on the Member containing details of the allegations against the Member and a summary of any supporting evidence;

(b) allow the Member at least twenty-eight (28) days from the date of service of the notice referred to in Rule 13.4(a) to make submissions to the Board in relation to the allegations; and

(c) take into consideration any submissions made by the Member in making a resolution under Rule 13.2(d).

13.5 The Board may obtain independent advice and/or recommendations before making a decision under Rule 13.2(d) but is not bound to follow or take into consideration such advice and/or recommendations and is not obliged to provide a copy of any such advice and/or recommendations to the Member concerned.

13.6 The Secretary shall notify ASIC of any changes to the membership of the Company on the required form and within the required time frame and shall update the Register of Members in respect of the change.

14. [NOT USED]

PART 4 - BOARD

15. ROLE OF BOARD

15.1 It is the role of the Board to manage the affairs and business of the Company.

15.2 In undertaking its role, the Board may exercise all the powers of the Company other than those powers and functions which are required under the Act and/or by this Constitution to be exercised by the Members in General Meeting.

DRAFT

16. DIRECTORS

16.1 The management of the Company shall be undertaken by the Board which shall consist of no more than eight (8) Elected Directors and three (3) Appointed Directors.

16.2 The Board consists of:

(a) a maximum of eight (8) Elected Directors, who shall be elected in accordance with this Constitution; including the Chairperson and Deputy Chairperson and

(b) a maximum of three (3) Appointed Directors who shall be appointed in accordance with this Constitution.

17. ELIGIBILITY

17.1 An Elected Director must:

(a) be at least 18 years old;

(b) be a Member of the Company;

(c) be of Aboriginal or Torres Strait Islander descent;

(d) be permanently resident in Cape York Peninsula;

(e) not be an employee of the Company;

(f) not be an undischarged bankrupt or have entered into a personal insolvency agreement under Part X of the Bankruptcy Act 1966 (Cth) and the terms have not been fully complied with;

(g) not have a conviction for an offence which involves dishonesty and is punishable by imprisonment for at least three (3) months;

(h) commit to be bound by and observe any code of conduct adopted by the Directors;

(i) undergo a police check to confirm there is no criminal history for the Director which the Board consider would be sufficiently serious to prevent the Director from holding office as Director;

(j) hold a current and valid Blue Card or be eligible to hold a Blue Card post election as a Director;

(k) meet any other requirements for election approved by at least 75% of Board from time to time; and

(l) not otherwise be disqualified from managing a company.

17.2 Each Director who is on the Board:

(a) has a duty to act in that position in an honest manner;

(b) shall not make improper use of information or opportunity received through that position;

(c) shall declare any conflict of interest in accordance with Rule 35;

(d) shall be required to sign a confidentiality agreement;

DRAFT

(e) shall observe all other requirements and duties imposed on them by the Act; and

(f) shall comply with the Board Charter including the Code of Conduct.

17.3 An Appointed Director must meet the requirements in Rule 17.1, other than Rules 17.1(b), (c) and (d). In appointing Appointed Directors, the Board must give preference to Aboriginal and Torres Strait Islander persons with a connection to Cape York Peninsula, but being an Aboriginal or Torres Strait Islander person, a Member or a resident of Cape York Peninsula is not a requirement for appointment.

18. NOMINATION AND ELECTION PROCESS FOR ELECTED DIRECTORS

18.1 The eight (8) Elected Directors will be elected from within the Regions as follows:

(a) Region One – 2 Elected Directors (who must be from different communities);

(b) Region Two – 1 Elected Director;

(c) Region Three – 2 Elected Directors (who must be from different communities);

(d) Region Four – 1 Elected Director;

(e) Region Five – 2 Elected Directors (who must be from different communities).

Each Elected Director must be usually resident in the Region in respect of which they are elected.

18.2 The Board shall, at least six (6) weeks before the due date for an election, appoint a sub-committee to be called the Nominations Assessment Panel. The Nominations Assessment Panel shall comprise of:

(a) one (1) or more Appointed Directors;

(b) the Chairpersons of two (2) Health Action Team committees as decided by the Directors;

(c) an independent person, not being a Member of the Company, with qualifications in mediation and/or facilitation of community decision making;

and

(d) an independent person, not being a Member of the Company, who resides in the Cape York Peninsula area and holds a prominent position in local industry.

18.3 The Company will send a notice to each Member calling for nominations for the position of Director for the appointment of a Director in the Region at least eight (8) weeks before an election is due.

18.4 The Nominations must be in writing and must:

(a) address the extent to which the nominee meets the eligibility criteria contained in Rule 17.1;

(b) evidence that the nominee is usually resident in the Region for which he/she seeks election; and

(c) contain a statement addressing the nominee's attributes and suitability for the position of Director.

DRAFT

18.5 The Directors may appoint such persons as they see fit to assist and administer the Regions, communities and Members with the nomination process.

18.6 The Company should receive nominations at least four (4) weeks before the due date for an election.

18.7 Nominations will be assessed by the Nominations Assessment Panel which will produce and provide to the Directors a nominee's report. The report will detail their consideration of each nomination and a rating of each nomination in the format the Board may determine from time to time.

18.8 Nominations not meeting the criteria will be excluded from further participation in the election process.

18.9 The Board may endorse a nominations policy to guide the Nominations Assessment Panel from time to time.

18.10 Voting for Directors will take place at a Community level and the Company will ensure that sufficient resources are provided to the Members in each Community so that each Member has a reasonable opportunity to cast their vote.

18.11 If a Member is unable to vote on the election of Directors in person themselves, they may appoint another Member as a proxy. No Member may hold more than one (1) proxy. Proxies must be on the form authorised by the Secretary and must be received by the Secretary at least two (2) business days prior to voting finishing at a Community level.

18.12 In the event that the number of nominations received for a Region is equal to the number of vacant Director positions available for that Region and a nomination is received from each Community in the Region, then the nominees who satisfy the nomination and eligibility requirements will be declared elected for that Region at the immediately following Annual General Meeting of the Company.

18.13 If there are more nominees for election than vacant Director positions for a Region, Members will cast votes on a First Past the Post and the nominees for that Region with the highest number of votes will be declared elected at the following Annual General Meeting of the Company.

18.14 In the event the nominees who are First Past the Post to fill the vacant Director positions are from the same Community:

(a) The nominee who is First Past the Post in that Community will be declared elected at the following Annual General Meeting of the Company ("First Director");

(b) The remaining vacant Director position(s) for that Region will then be filled with nominees from Communities other than the Community which the First Director is from on a First Past the Post basis and they will be declared elected at the following Annual General Meeting of the Company.

19. HOW TO BECOME AN APPOINTED DIRECTOR

19.1 The Directors may appoint Appointed Directors. Appointed Directors may be selected for their independence or skills in financial management, and/or corporate

governance, and/or accounting, and/or law and/or health service and systems delivery and/or a field relating to the Company's activities.

19.2 Appointed Directors must give the Company their consent in writing to be an Appointed Director before being appointed. Appointed Directors are appointed for the term specified in writing by the Directors in their appointment. The term of appointment cannot exceed two years, but they can be reappointed.

19.3 Appointed Directors may be appointed by ordinary resolution of the Directors. Appointed Directors may speak on resolutions and otherwise participate in such business of the Company and will have the power to vote on and move resolutions.

19.4 Appointed Directors shall not be counted in calculating the quorum for meetings of Directors.

19.5 Any insufficiency in the number of Directors from time to time shall not affect the powers of the Company or the Board in carrying out its functions unless such insufficiency affects the required quorum for conducting business.

19.6 If all Directors (excluding the subject Director) are satisfied that an Appointed Director is in serious breach of their duties as a Director, including breach of the Code of Conduct, the Board may, after following the process in Rule 28.2, invite the Appointed Director to resign. The invitation does not require the Appointed Director to vacate office. If the Appointed Director does not resign within fourteen (14) days of the invitation, the Board may refer the matter to a General Meeting for the Members to consider a resolution to remove the Appointed Director under Rule 28.4.

19.7 An Appointed Director's office ends automatically at the end of their term of appointment unless they are reappointed under Rule 19.2, and the Directors are not obliged to reappoint an Appointed Director.

20. REMUNERATION OF DIRECTORS

20.1 Subject to Rule 26, the Company in General Meeting may determine to pay the Directors such amounts as reasonably and properly constitute remuneration for their services as a Director of the Company.

20.2 If the Company resolves to pay Directors remuneration, then the Board may determine amongst themselves the amount to be allocated to each Director.

20.3 The Board shall ensure that information detailing the recipient/s of any such payments and the amount and frequency of the payment are included in the report of the Board presented to the Annual General Meeting.

20.4 The Chairperson and Directors shall be entitled to be paid out of the funds of the Company for all reasonable and appropriate travelling, accommodation, food and incidental expenses incurred in attending meetings of the Board or any committee thereof or while engaged on authorised business of the Company which are authorised in advance or ratified by the Chief Executive Officer and/or the Board, the details of which must be itemised and included in the quarterly financial reports to the Board and in the financial statements submitted at each Annual General Meeting.

21. OFFICE BEARERS

21.1 The Elected Directors will hold office for 3 years but will be eligible for re-election.

21.2 The Directors will meet as soon as practicable after each Annual General Meeting where Directors have been elected under Rule 18 and elect the Chairperson and Deputy Chairperson from amongst the Elected Directors. The term of Chairperson and Deputy Chairperson will be the shorter of:

(a) a maximum of three (3) years;

(b) the next date Directors are elected under Rule 18; or

(c) the date the Chairperson or Deputy Chairperson (as the case may be) is removed under Rule 21.3.

The Secretary will notify the Members of the persons elected as soon as practicable after their election.

21.3 Notwithstanding any other provision of this Constitution, the Directors may by Special Resolution remove the current Chairperson and /or Deputy Chairperson. A meeting of directors will then be held as soon as practicable to elect a Chairperson and / or Deputy Chairperson (as the case may be) from amongst the Elected Directors. The Secretary will notify the Members of the persons elected as soon as practicable after their election.

21.4 A person is not eligible to simultaneously hold more than one office of the Company.

22. CHAIRPERSON

22.1 The Chairperson shall:

(a) preside as chairperson at each General Meeting and Board meeting at which the Chairperson is present subject to the discretionary judgment of the Chairperson to delegate responsibility for chairing a given meeting to another Director;

(b) be the public spokesperson of the Company and the Board; and

(c) carry out the duties of Chairperson of the Company.

23. DEPUTY CHAIRPERSON

23.1 The Deputy Chairperson shall, during any absence of the Chairperson, act as Chairperson and undertake the duties of the Chairperson provided for in this Constitution.

24. SECRETARY

24.1 The Board will, from time to time, appoint the Secretary.

24.2 It is the duty of the Secretary to ensure the keeping of the minutes of meetings and records of:

(a) all appointments of Chairperson, Deputy Chairperson and Secretary and members of the Board of Directors;

DRAFT

(b) the names of Directors present at meetings of the Board and General Meetings; and

(c) all proceedings at meetings of the Board and General Meetings.

24.3 The Secretary will keep ASIC informed of all notifiable information within the times specified in the Act.

24.4 The Secretary may, with the approval of the Board, delegate any of their duties to the Chief Executive Officer, or another employee of the Company but shall at all times remain responsible for those delegated duties and shall routinely report to the Board in relation to the fulfilment of those duties.

24.5 The Secretary must not also be a Director.

25. FINANCES

25.1 The execution of cheques, banking of funds of the Company, withdrawals from the Company's bank account and payment of invoices shall be in accordance with the delegation issued by the Board in respect of those matters from time to time.

26. APPLICATION OF PROPERTY

26.1 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company as set out in this Constitution.

26.2 No portion of the income and property shall be paid or transferred directly or indirectly by way of dividends, bonuses or otherwise by way of profits to Members.

26.3 Despite Rule 26.2, the Company may pay in good faith:-

(a) reasonable and proper remuneration to any officer or servant of the Company;

(b) the costs or fees of any Member in return for any services actually rendered to the Company;

(c) for goods supplied by any officer or servant or Member in the ordinary or usual way of business.

27. CASUAL VACANCIES

27.1 A casual vacancy in the office of Chairperson or Director occurs automatically where the Chairperson or Director:

(a) being an Elected Director, ceases to be a Member of the Company or ceases to meet the eligibility criteria in Rule 17.1; or

(b) resigns office by notice in writing given to the Secretary; or

(c) is removed from office by resolution of the Members under Rule 28.4; or

(d) being an Appointed Director, reaches the end of their term of appointment and is not reappointed under Rule 19.2; or

(e) becomes of unsound mind; or

(f) is absent without the consent of the Board from all meetings of the Board held during a period of six (6) months; or

(g) dies; or

(h) becomes bankrupt or enters into an arrangement with his/her creditors in accordance with bankruptcy legislation.

27.2 Casual vacancies for Director positions may be filled by the Board with a Member eligible to be elected to that office until the next election is held.

27.3 The continuing members of the Board may act notwithstanding any casual vacancy in the Board. However, if and so long as the number of Directors is reduced below the number fixed by this Constitution as the necessary quorum, the continuing Directors may act only for the purpose of:

(a) increasing the number of Directors to the number required for a quorum; or

(b) increasing the number of Directors to the number necessary for the purpose of summoning a General Meeting.

28. REMOVAL OF OFFICE BEARER OR DIRECTOR

28.1 If all Directors (excluding the subject Director) are satisfied that a Director is in serious breach of their duties as a Director, without limitation including breach of any Code of Conduct for the Company's Directors that may exist from time to time, the Board may refer the matter to a General Meeting for the Members to consider a resolution to remove the Director under Rule 28.4.

28.2 Prior to making a referral under Rule 28.1 or an invitation under Rule 19.6, the Board must:

(a) cause notice to be served on the Director containing details of the allegations against the Director and a summary of any supporting evidence; and

(b) allow the Director at least fourteen (14) days from the date of service of the notice to make submissions to the Board in relation to the allegations; and

(c) take into consideration any submissions made by the Director in deciding whether to make the referral or invitation.

28.3 Any Director removed from the Board in accordance with Rule 28.4 will have no right of mediation nor any right of appeal.

28.4 In addition, the Members may in a General Meeting by resolution, in accordance with section 203D of the Act, remove any Director from office.

28.5 In the event that the respective office of the Office Bearer so removed under this Rule is not filled, the provisions for casual vacancy replacement apply.

29. MEETING AND QUORUM

29.1 The Board must meet at least four (4) times in each calendar year and may meet more frequently as required to properly discharge its governance responsibilities, at such place, time and manner as the Board may determine.

29.2 A Director may convene additional meetings of the Board.

29.3 Written notice of a meeting of the Board must be given by the Secretary or a Director requesting a meeting to each Board Member at least seven (7) days (or such other

period as may be unanimously agreed on by the Board) before the time appointed for the holding of the meeting.

29.4 Notice of a meeting of the Board must specify the general nature of the business to be transacted at the meeting and no business other than that specified in the notice is to be transacted at the meeting, except business which Directors present at the meeting unanimously agree to treat as special business.

29.5 The quorum for any meeting of the Board shall be one-half (or where one-half is not a whole number, the next whole number higher than one-half) of the number of Elected Directors in office.

29.6 Where a quorum is not present within a half hour of the time appointed for the meeting, the Directors present may continue with the meeting and make such decisions as the Directors present deem appropriate, but such decisions will not have effect unless and until ratified by a subsequent quorate meeting of the Board.

29.7 The Board may choose to meet, whenever it considers it necessary in light of geographical restraints, by means of a telephone conference link-up or television conference link-up or by means of any other similar audio-visual or means of electronic communications, or by a combination of some Directors meeting in person at one place with other Directors participating in the meeting by the aforesaid means. Participation in this manner shall be deemed to constitute presence in person at such meetings including for the purpose of constituting a quorum.

29.8 Where an urgent decision is required, the Board may make decisions by means of email or other electronic means whereby Directors can indicate agreement or disagreement with a resolution and the resolution will be effective when signed or assented to (including electronically) by the last Director.

30. CHAIR OF BOARD MEETINGS

30.1 If the Chairperson and Deputy Chairperson are absent from a meeting, or unwilling to act, the Directors present shall elect one of their number to act as chairperson of the meeting.

31. DELEGATION BY THE BOARD TO CHIEF EXECUTIVE OFFICER AND/OR SUBCOMMITTEES

31.1 The Board may, by written resolution, delegate all or any of its powers to any Director, the Chief Executive Officer and/or one or more sub-committees (consisting of such Directors or other natural persons, as the Board thinks fit), other than:

(a) this power of delegation; or

(b) a function imposed on the Board by the Act or by any other law which is specifically prohibited from being delegated.

31.2 The Board may make by-laws or protocols regulating the exercise of any delegated powers by the Chief Executive Officer and/or sub-committees.

32. VOTING AND DECISIONS OF BOARD

32.1 Each Director present at a Board meeting or any committee member present at a sub-committee appointed by the Board (including the person presiding at the meeting) is

entitled to one vote. In the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.

32.2 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of Directors at meetings of the Board or of committee members present at sub-committee meetings.

32.3 Directors unable to attend a Board meeting will not be able to appoint a proxy in their place.

32.4 Any act or thing done, or purported to have been done, by the Board or by a committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director or committee members.

33. MINUTES

33.1 The Board shall cause minutes to be made of:

(a) the names of Directors present at each meeting of the Board; and

(b) all proceedings of each meeting of the Board and sub-committees appointed by the Board to the standard determined by the Board and referred to in any charter of corporate governance.

33.2 The confirmation of minutes shall be taken as the first item of business at each successive meeting of the Board, or sub-committee, to which the minutes relate. Where it is impracticable for the minutes to be confirmed at that meeting, then the minutes shall be confirmed at the next meeting.

33.3 Minutes shall be signed by the Chairperson of the meeting of the Board or sub-committee at the next meeting.

34. REGISTER OF DIRECTORS

34.1 The Company shall keep and maintain a register of the Directors which shall contain the names and residential addresses of each Director and the date on which the person became a Director and shall be kept at the registered office of the Company and be open for inspection, free of charge, at any reasonable hour. A copy of this register may also be kept at the Company's principal place of business.

35. DIRECTORS AND CONFLICTS OF INTEREST

35.1 The Company shall maintain a Register of Interests recording all disclosed conflicts of interest and related party interests.

35.2 Directors must make a written declaration of interests annually and immediately upon becoming aware of any material conflict.

35.3 A Director who has a material personal interest in a matter:

(a) must disclose the nature and extent of the interest to the Board, and the disclosure must be recorded in the minutes of the meeting and in the Register of Interests;

(b) must leave the meeting during consideration of the matter;

(c) must not vote on the matter; and

(d) must not attempt to influence the decision.

35.4 The Board may adopt a Conflict of Interest Policy consistent with this Constitution.

35.5 If, because of Rule 35.3, there are not enough Directors entitled to be present and vote to form a quorum, the remaining Directors who do not have a material personal interest in the matter may deal with it provided there are at least two (2) of them, or the Board may refer the matter to a General Meeting.

35.6 Subject to this Rule 35 and the Act, a Director or a body or entity in which a Director has a direct or indirect interest may enter into any agreement or arrangement with, hold any office or place of profit (other than as auditor) in, or act in a professional capacity (other than as auditor) for, the Company, and may receive and keep any remuneration, profits or benefits under it.

PART 5 - MEETINGS OF COMPANY

36. ANNUAL GENERAL AND SPECIAL GENERAL MEETINGS

36.1 There shall be two (2) types of General Meeting of the Company:

(a) Annual General Meetings; and

(b) Special General Meetings.

36.2 The Annual General Meetings shall be held within five (5) months of 30 June in each year.

36.3 The ordinary business of the Annual General Meeting shall be:

(a) to confirm the minutes of the last General Meeting, whether it be an Annual General Meeting or a Special General Meeting;

(b) to receive from the Chairperson and Chief Executive Officer of the Company, reports and financial statements concerning the activities and business of the Company during the preceding financial year ending 30 June;

(c) to receive from the Board reports and financial statements relating to the preceding financial year ending 30 June including the Board's report;

(d) notification of the election of Directors;

(e) appointment of an auditor (where required under the Act); and

(f) such other business as the meeting shall determine.

36.4 A General Meeting may be called by a Director or Member in accordance with the Act.

36.5 The Chairperson shall, on the written request of not less than ten percent (10%) of Members, call a Special General Meeting to be held as soon as practicable but no later than one (1) month after he or she receives the request.

36.6 Subject to this Constitution, the place, date and hour of a General Meeting shall be determined by the Board and notice of the General Meeting, including the purpose of the meeting, shall be given to the Members at least twenty-one (21) days prior to the date of the meeting, by any means the Board considers appropriate.

DRAFT

36.7 The Chairperson shall appoint a person who shall keep proper minutes of the proceedings of all General Meetings.

36.8 The Board may at its discretion pay or reimburse the reasonable costs of Members attending General Meetings.

36.9 The Chairperson of a General Meeting may refuse admission to, or require to leave and remain out of, the meeting any person:

(a) in possession of a pictorial-recording or sound-recording device;

(b) in possession of a placard or banner;

(c) in possession of an object considered by the Chairperson to be dangerous, offensive or liable to cause disruption;

(d) who refuses to produce or to permit examination of any object, or the contents of any object or container, in the person's possession;

(e) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or

(f) who is not:

i) a Member;

ii) a member of the Board; or

iii) the auditor of the Company.

37. GENERAL MEETING BUSINESS

37.1 General Meetings are for:

(a) confirming the minutes of the previous General Meeting; and

(b) everything in the notice of the meeting.

38. MEMBERS' RESOLUTIONS

38.1 Members can propose a notice of a resolution and then give it to the Company. The required number of Members to propose a resolution is the greater of:

(a) five (5) members of the Company; or

(b) ten percent (10%) of the members of the Company.

38.2 The notice must set out the resolution in writing and must be signed by the Members proposing it.

38.3 The Company must give notice of the resolution to all people entitled to it.

38.4 The Company must consider the resolution at the next meeting, which is being held at least twenty-one (21) days after the notice from the Members proposing the resolution, has been sent out.

39. NOTICES FOR GENERAL MEETINGS

39.1 Not less than twenty-one (21) days' notice of a General Meeting must be given by the Board in the form and in the manner the Board thinks fit. The non-receipt of a notice

DRAFT

of any General Meeting by, or the accidental omission to give notice to, any person entitled to notice does not invalidate any resolution passed at that meeting.

39.2 If the meeting is to be held at two (2) or more places or using virtual meeting technology the notice may set out details of the technology that will be used to facilitate such a meeting and any other matters required to be stated by the Act in relation to the use of such technology.

39.3 Notice must be given to Members, Directors, officers, the Company Secretary and the Auditor, if the Company has one.

39.4 The notice must be sent:

(a) with the place, date and time for the meeting;

(b) with the business of the meeting;

(c) if a special resolution is being proposed, what it is;

(d) to Members personally (or in a manner which accords with Aboriginal or Torres Strait Islander custom), sent to their address or sent by email, SMS or other electronic means permitted by Rule 53.

39.5 A notice of meeting is taken to be given at the time provided in Rule 53 and the Act.

40. GENERAL CONDUCT OF MEETING

40.1 Except as provided by the Act, the general conduct of each General Meeting of the Company and the procedures to be adopted at the meeting are as determined by the Chairperson. The Chairperson may at any time the Chairperson considers it necessary or desirable for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members present.

The Chairperson may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for the proper and orderly casting or recording of votes at any General Meeting of the Company, whether on a show of hands or on a poll.

41. ADJOURNMENT

41.1 The Chairperson may at any time during the course of the meeting adjourn from time to time and place to place the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion and may adjourn any business, motion, question, resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting.

If the Chairperson exercises a right of adjournment of a meeting pursuant to this rule, the Chairperson has the sole discretion to decide whether to seek the approval of the Members present to the adjournment and, unless the Chairperson exercises that discretion, no vote may be taken by the Members present in respect of the adjournment. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

42. QUORUM

42.1 A quorum shall be fifteen (15) Members of the Company with a minimum of one (1) representative from each of the Regions in attendance.

42.2 The quorum must be present during the whole meeting. If there is no quorum after one (1) hour, the meeting is adjourned until the next week at the same time. If there is still no quorum, the meeting is cancelled.

43. CHAIRING GENERAL MEETINGS

43.1 The Chairperson will chair General Meetings. If they are not available the Deputy Chairperson will chair General Meetings. If they are not available then the Directors can elect someone to chair the meeting. If they do not, the Members must elect someone.

44. USING TECHNOLOGY

44.1 General Meetings may be held at one or more physical venues, at one or more physical venues and using virtual meeting technology, or using virtual meeting technology only, provided that the Members entitled to attend, as a whole, are given a reasonable opportunity to participate in the meeting.

45. VOTING AT GENERAL MEETINGS

45.1 Any resolution to be considered at a General Meeting is to be decided on a show of hands or, where the meeting is held wholly or partly using virtual meeting technology or the Chairperson so determines, on a poll (which may be conducted by electronic means in accordance with any procedures determined by the Board under Rule 53.3).

45.2 Each Member present at a General Meeting shall be entitled to one (1) vote.

45.3 The Chairperson of the General Meeting shall have one (1) casting vote. The Chairperson's casting vote shall only be used in the event of a tied vote at any General Meeting of the Company.

45.4 If a Member is unable to attend a General Meeting, they may appoint another Member as a proxy. No Member may hold more than one proxy. Proxies must be on the form authorised by the Secretary and must be received by the Secretary at least five (5) business days prior to the General Meeting.

45.5 The Chairperson shall chair all meetings at which he or she is present. If the Chairperson is not present, the Deputy Chairperson shall chair the meeting, and if neither the Chairperson nor Deputy Chairperson are present then the Members present shall elect a Director to chair the meeting.

PART 6 - MISCELLANEOUS

46. COMMON SEAL

46.1 The Company may have a common seal which shall be kept in the custody of the Secretary. Subject to Rule 46.2, the common seal shall not be used or placed on any document unless authorised by the Board or a General Meeting of the Company. If

DRAFT

the common seal is placed on any document, two (2) members of the Board shall sign the document.

46.2 The Board may delegate to the Chairperson the power to affix the common seal from time to time which delegation shall provide that the common seal can only be used on documents which are signed by the Chairperson and one (1) other member of the Board and such delegations may be specific or general and may be limited in time and by purpose.

46.3 All such documents that have the common seal affixed pursuant to this Rule 46 shall be tabled at the next meeting of the Board.

47. BANKING

47.1 The Company shall open a bank account as soon as practicable after incorporation of the Company. Official receipts shall be issued for all moneys received by the Company.

47.2 All funds of the Company shall be deposited in a bank account of the Company no later than the first working day following the day of receipt or as soon as possible thereafter.

47.3 All cheques and withdrawal forms shall be signed jointly by two (2) members of the Board or any two (2) duly authorised delegates of the Board. The Company's bank must be informed in writing by the Board when and if there is any change to the names of those people who are authorised to sign cheques and withdrawal forms.

48. APPLICATION OF FUNDS AND PROPERTY

48.1 All funds of the Company not subject to any special trust shall be available at the discretion of the Board for the purpose of carrying out the Objects of the Company, provided that no portion thereof shall be paid or applied directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member. Nothing contained in this Rule 48 shall prevent the payment in good faith of reasonable and proper remuneration to any Member, officer, employee, servant or agent of the Company for any services actually rendered to the Company or reasonable and proper rental for any premises leased to the Company.

49. ACCOUNTS

49.1 Proper accounts shall be kept by the Chief Executive Officer or such person as the Board appoints, of the transactions and affairs of the Company. The Board shall do all the things necessary to ensure all payments out of the moneys of the Company are correctly made and properly authorised and that adequate control is maintained over the assets of the Company and over the incurring of liabilities by the Company.

49.2 Accounts shall be passed for payment by the Board or under the authority of a delegation approved by the Board for this purpose.

49.3 The Board shall as soon as practicable after each 30 June cause to be prepared a Board Report consisting of:

(a) a balance sheet setting out the assets and liabilities of the Company as at that 30 June;

DRAFT

(b) an income and expenditure statement, giving a true and fair view of the income and expenditure of the Company for the financial year ending on that 30 June, and

(c) a copy of the latest list of Members of the Company.

50. AUDIT

50.1 The Company must appoint an Auditor in accordance with the Act. The Auditor holds office until the Auditor dies, resigns or is removed, or otherwise ceases to hold office, in accordance with the Act.

50.2 The Auditor must be eligible to act as auditor of the Company under the Act.

50.3 The Board must cause the Company's financial report for each financial year to be audited or reviewed by the Auditor as required by the ACNC Act and the Act.

50.4 The Auditor may be removed, and may resign, only in accordance with the Act.

51. INDEMNITY AND INSURANCE

51.1 The indemnity and insurance referred to in this Rule apply to the following individuals (referred to as 'indemnified officers' in this Rule):

(a) each person who is or has been a Director or Secretary; and

(b) any other former officers of the Company as the Directors in each case decide.

51.2 The Company must indemnify, on a full indemnity basis and to the full extent permitted by law, each indemnified officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the Company.

51.3 This indemnity:

(a) is a continuing obligation and is enforceable by an indemnified officer even though that person has ceased to be an officer of the Company; and

(b) operates only to the extent that the loss or liability in question is not covered by insurance.

51.4 The Company may, to the extent permitted by law:

(a) purchase and maintain insurance; or

(b) pay or agree to pay a premium for insurance, for any indemnified officer against any liability incurred by the person as an officer of the Company where the Directors consider it appropriate to do so.

51.5 Nothing in this Rule:

(a) affects any other right or remedy that an indemnified officer may have in respect of any loss or liability referred to in this indemnity or insurance; or

(b) limits the capacity of the Company to indemnify or provide or pay for insurance for any person to whom this Rule does not apply.

DRAFT

52. LIABILITY OF MEMBERS

52.1 Every Member undertakes to contribute to the property of the Company if the Company is wound up while still a Member, or within one (1) year after ceasing to be a Member, for payment of:

(a) the Company's debts and liabilities contracted before the Member ceases to be a Member; and

(b) the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributors among themselves;

in such amount as may be required, not exceeding ONE DOLLAR ($1.00).

52.2 Other than as provided under Rule 52.1, Members of the Company shall not, by reason of only being Members, be liable to contribute towards the payment of debts and liabilities of the Company or the costs, charges and expenses of the winding up of the Company.

53. NOTICES

53.1 Notices may be given personally, by post, email, SMS, electronic portal, website publication or other electronic means approved by the Board, using the postal address, email address or mobile telephone number last notified by the Member to the Company.

53.2 A notice sent electronically is taken to be received on the day it is transmitted, except that a notice of a General Meeting is taken to be given at the time provided by section 249J(4) of the Act.

53.3 The Board may determine procedures for electronic voting and attendance at meetings using technology.

53.4 A notice sent by post is taken to be received three (3) days after it is posted.

53.5 If a Member has not supplied a postal address, email address or mobile telephone number to the Company, a notice published on the Company's website or in a newspaper circulating in the Cape York Peninsula area is taken to be given to the Member on the date it is first published.

54. ALTERATIONS OF OBJECTS AND CONSTITUTION

54.1 The Objects and Rules of the Company may only be altered by a Special Resolution of the Members passed at a General Meeting. The proposed alterations must be specified in the notice of the General Meeting.

55. DISSOLUTION OF COMPANY

55.1 The Company may be dissolved or wound up by a Special Resolution at a General Meeting called for such purpose where a Special Resolution of the Members present at the relevant meeting vote in favour of dissolution or otherwise in accordance with the Act.

55.2 If upon the dissolution or winding up of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the Members.

DRAFT

55.3 Subject to Rule 55.4, the surplus property must be given or transferred to another corporation or entity which has similar Objects, which is charitable at law, to which income tax deductible gifts can be made and which is not carried out for the purpose of profit or gain to its individual Members, and which corporation or entity shall be determined by ordinary resolution of the Members or, if the Members do not make that determination, by the Supreme Court of Queensland.

55.4 If the Company is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets must be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

(a) gifts of money or property for the principal purpose of the Company;

(b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and

(c) money received by the Company because of such gifts and contributions.

55.5 In the event of dissolution of the Company, the Australian Taxation Office shall be notified of the date of dissolution.

55.6 It is the responsibility of the Board to ensure the Company ceases to trade and if necessary is wound up before it does begin to trade whilst insolvent.

56. CHIEF EXECUTIVE OFFICER

56.1 The operational unit of the Company shall be administered by the Chief Executive Officer who shall at all times be responsible to the Board.

56.2 The specific duties of the Chief Executive Officer shall be outlined in a duty statement as determined and reviewed by the Board, with reference to any charter of corporate governance that the Board may adopt and amend from time to time.

56.3 The Chief Executive Officer shall not be a Director nor count towards a quorum of the Board.

57. BY-LAWS

57.1 In its discretion the Board may make by-laws for the management of the Company's affairs, including a charter of membership.

57.2 All by-laws:

(a) are subject to the Constitution;

(b) bind Members as if they were part of the Constitution; and

(c) may be amended or repealed by:

i) the Board; or

ii) the Company in General Meeting.

58. DISPUTE RESOLUTION

58.1 Any dispute between Members or between a Member and the Company which does not fall within the scope of Rule 13 shall be subject to the following process which

DRAFT

must be completed before any other action is taken by one of the parties to the dispute.

58.2 An individual nominated by each party to the dispute shall meet and endeavour to resolve the dispute.

58.3 If any dispute is not resolved within ten (10) business days in the manner provided for in Rule 58.2, either party may by notice in writing to the other party (with a copy being sent to the Secretary) require the dispute to be referred to mediation under this Rule 58.

58.4 The parties must use their reasonable endeavours to agree on the appointment of a suitably qualified person to act as mediator. If the parties cannot agree on the person to be appointed as mediator within fourteen (14) days of a notice being lodged under Rule 58.3, then either of the parties may request the President of the Resolution Institute (or its successor) to appoint a suitably qualified person, preferably having experience in working with indigenous organisations.

58.5 The parties must co-operate with all reasonable requests by the mediator and seek to resolve their dispute in good faith.

58.6 A mediation conference must be held within two (2) months of a notice being lodged under Rule 58.3 or within such further time as may be agreed by the parties.

58.7 The costs and expenses of the mediator will be borne by the Company.

58.8 The parties may appoint representatives (excluding legal representatives) but shall ensure that notice of such appointment is given to the other party and the mediator.

58.9 The mediator must:

(a) consult with the parties to seek to clarify the issues for mediation and to prepare for the mediation conference;

(b) give the parties all reasonable opportunity to be heard;

(c) allow due consideration by each party of any statements made by the other party;

(d) observe, so far as is practicable, the concept of procedural fairness in the conduct of the mediation;

(e) not determine the dispute, but may make non-binding recommendations to the parties; and

(f) record and notify the parties and the Secretary in writing of the result of the mediation within seven (7) days of the conclusion of the mediation conference or such further time for mediation and/or negotiation as the mediator may allow.

59. HEALTH ACTION TEAMS

59.1 The Board may approve the formation of one (1) or more Health Action Teams in each Region. Health Action Teams shall be comprised of Members in a Region.

59.2 Health Action Teams shall have the purpose of:-

(a) increasing community control of health outcomes;

DRAFT

(b) monitoring health outcomes; and

(c) advocating on behalf of communities on health issues.

59.3 The Board may establish particular roles and responsibilities for Health Action Teams.

DRAFT

SCHEDULE 1

1. Regions

(a) Members will be allocated to one (1) of the Regions set out below according to their normal and usual place of residence.

(b) Region One containing the outstations and communities of:

i) Horn Island;
ii) New Mapoon;
iii) Injinoo;
iv) Umagico;
v) Bamaga; and
vi) Seisia.

(c) Region Two containing the communities of:

i) Mapoon;
ii) Napranum;
iii) and Weipa.

(d) Region Three containing the communities of:

i) Aurukun;
ii) Pormpuraaw; and
iii) Kowanyama.

(e) Region Four containing the communities of:

i) Coen; and
ii) Lockhart River.

(f) Region Five containing the communities of:

i) Cooktown;
ii) Laura;
iii) Hopevale;
iv) Wujal Wujal; and
v) Mossman Gorge.

DRAFT