

Corporations Act 2001

A Company Limited by Guarantee

CONSTITUTION

of

10,000 FRIENDS OF GREATER SYDNEY LIMITED

TED McKEOWN
Solicitor
Level 12
111 Elizabeth Street
Sydney NSW 2000
DX 1091 Sydney

Tel: (02) 9232 0666
Fax: (02) 9221 5458

Ref: 55041

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10,000 FRIENDS OF GREATER SYDNEY LIMITED

NAME

1. The name of the company is 10,000 Friends of Greater Sydney Limited.

REPLACEABLE RULES DISPLACED

2. The provisions of the *Corporations Act* which operate as replaceable rules do not apply to the company.

INTERPRETATION

3. (a) In this constitution:
 - “**the board**” or “**the board of directors**” means the directors of the company holding office pursuant to this constitution;
 - “**the company**” means 10,000 Friends of Greater Sydney Limited;
 - “**general meeting**” means a meeting of the company’s members;
 - “**public fund**” means the fund referred to in paragraph 4(a)(ii);
 - “**regulation**” means a regulation made by the board in accordance with paragraph 53(b)(v);
 - “**the seal**” means the common seal (if any) of the company; and
 - “**secretary**” means any person appointed to perform the duties of a secretary of the company.
- (b) In this constitution, unless the contrary intention appears:
 - (i) the singular includes the plural and vice versa and words importing a gender include other genders;
 - (ii) words importing natural persons include corporations;

- (iii) headings are for ease of reference only and do not affect the construction of this Constitution; and
 - (iv) a reference to the *Corporations Act* is a reference to the *Corporations Act* 2001 as modified or amended from time to time.
- (c) Except so far as the contrary intention appears in this constitution, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the *Corporations Act*, the same meaning as in that provision of the *Corporations Act*.

OBJECTS

4. (a) The objects for which the company is established are:
- (i) as its principal purpose, to promote a vision for Greater Sydney through the provision of information and education and the carrying on of research on issues affecting the environment such as air and water quality, waste minimisation and biodiversity concerns, and the promotion of ecologically sustainable development and including aspects of environmental impact, social consequences and economic viability within the region of Greater Sydney;
 - (ii) to establish and maintain a public fund to be called “The 10,000 Friends of Greater Sydney Public Fund” for the specific purpose of supporting the environmental objects and purposes of the company; and
 - (iii) to do all such acts as are incidental and conducive to the furtherance of the above objects.
- (b) In fulfilling its objects, the company will ensure that:
- (i) all activities and communications are knowledge driven and evidence based;
 - (ii) public comment is made only where substantive intellectual property exists within or is available to the company;
 - (iii) whilst understanding and working with the political process, its activities are not political in nature;
 - (iv) its approach on all issues always leaves a unique footprint that only it can leave, focusing on the “leading edge” of significant issues where others have yet to understand or respond to the need for change;
 - (v) each initiative it undertakes adds materially to the company’s reputation and standing and is building on what it has achieved in the past, recognising that the company can only prosper through the merit and relevance of its work;

- (vi) it sustains a self-funding financial performance, after provisions to conserve in real terms the value of the capital funds invested;
- (vii) the company's constituency is and remains all residents of Greater Sydney and the Urban Development Industry (including Government) and those who support and foster this constituency, the strength of the company's relationships with the whole of this constituency being a clear measure of the merit and relevance of the company's work;
- (viii) it uses a strategic planning approach;
- (ix) it engages with all relevant and interested stakeholders;
- (x) it maintains academic integrity including robust debate, written fully referenced papers and case studies; and
- (xi) when substantial intellectual property has been created, it tells as many interested people as possible.

INCOME AND PROPERTY

- 5. (a) The income and property of the company whencesoever derived must be applied solely towards the promotion of the objects of the company as set forth in this constitution.
- (b) Subject to clause 6, no portion of the income and property of the company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to members or directors of the company.

PAYMENTS TO DIRECTORS AND MEMBERS

- 6. (a) The payment of directors' fees, in whatever form, is prohibited to directors for serving in that capacity.
- (b) Despite subclause (a), payments may be made to a director or a member:
 - (i) for out-of-pocket expenses incurred on behalf of the company including, in the case of a director, in carrying out the duties of a director, where the payments do not exceed an amount previously approved by the board;
 - (ii) for any service rendered to the company in a professional or technical capacity, where the provision of that service has the prior approval of the board and the amount payable is approved by a resolution of the board and is on reasonable commercial terms;
 - (iii) of any amount expended on or in connection with the promotion and setting up of the company;

- (iv) of consideration for goods supplied in the ordinary and usual way of business;
- (v) of interest on money lent to the company at a rate not exceeding the rate of interest charged by the company's principal bankers from time to time on its overdrawn account or, if the company's account with its principal bankers is not overdrawn at the relevant time, the rate of interest certified by the company's principal bankers as the rate which they would charge the company if its account were overdrawn at that time;
- (vi) of reasonable and proper rent for premises leased to the company; or
- (vii) as an employee of the company, where the terms of employment have been approved by a resolution of the board.

LIABILITY OF MEMBERS LIMITED

7. The liability of the members of the company is limited.

GUARANTEE BY MEMBERS

8. Every member of the company undertakes to contribute to the property of the company, in the event of it being wound up while the member is a member or within one year after the member ceases to be a member, for payment of the debts and liabilities of the company contracted before the member ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$100.00.

WINDING UP

9. If upon the winding up or dissolution of the company there remains after satisfaction of all its debts and liabilities any property whatsoever, that property may not be paid to or distributed amongst the members of the company but must be given or transferred to one or more other funds, authorities or institutions which or each of which:
- (a) has objects similar to the objects of the company;
 - (b) is on the Register of Environmental Organisations;
 - (c) is eligible to receive tax deductible gifts; and
 - (d) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the company under or by virtue of clause 5,

to be determined by the board at or before the time of dissolution and in default thereof by application to the Supreme Court for determination.

FINANCIAL RECORDS

10. Financial records must be kept by the company in accordance with Part 2M.2 of the *Corporations Act*.

MEMBERSHIP

11. The membership of the company comprises the following categories:
- (a) State and Federal Governments, including Government Departments;
 - (b) Local Government bodies, including Regional Organisations of Councils;
 - (c) urban development (including design and construction) companies;
 - (d) cultural, social and environmental organisations;
 - (e) government service providers (water, energy, health, transport and waste disposal);
 - (f) private industry service providers;
 - (g) educational institutions, including independent research organizations;
 - (h) bodies representing groups of professionals and sectors of industry and commerce in Australia;
 - (i) professional service firms of all types;
 - (j) individual members; and
 - (k) other members, being persons who do not fall into any of the other categories of membership.
12. A member other than an individual member which is not a body corporate within the meaning of section 9 of the *Corporations Act*, is taken to be a body corporate for the purposes of this constitution, to the intent that section 250D of the *Corporations Act* will apply to it as if it were a body corporate.
13. The persons named in the schedule are the first members of the company.
14. Thereafter, the members of the company are to be such persons as the board admits to membership pursuant to this constitution and the regulations.
15. Every applicant for membership must:

- (a) sign an application for membership in such form as may from time to time be prescribed by regulation, stating the category into which the member falls for the purposes of clause 11; and
 - (b) undertake, as a condition of admission, to pay to the company such annual subscription as may from time to time be payable to the company in accordance with this constitution.
16. (a) At the next meeting of the board after the receipt of any application for membership, that application must be considered by the board, which must thereupon determine upon the admission or rejection of the applicant. In no case is the board required to give any reason for the rejection of an applicant.
- (b) Despite any other provision of this constitution, no applicant for membership in a particular category may be admitted if, as a consequence of his, her or its admission, the number of members in that category would exceed ten.
17. (a) When an applicant has been accepted for membership, the secretary must forthwith send to the applicant written notice of his, her or its acceptance and a request for payment of his, her or its first annual subscription.
- (b) Upon payment of the first annual subscription, the applicant becomes a member of the company.
- (c) If the payment is not made within two calendar months after the date of the notice, the board may in its discretion cancel its acceptance of the application for membership of the company.
18. (a) The annual subscriptions payable by members are as prescribed from time to time by regulation.
- (b) All annual subscriptions become due and payable in advance on 30 June in every year. The regulations may prescribe that a reduced initial annual subscription is to be payable by members admitted to membership part way through a year.
- (c) The board may, if hardship or other sufficient cause is shown, reduce or remit any annual subscription payable by a member. Without limiting the generality of the foregoing, the board may determine that the contribution of a particular member or category of members to the company is such that no annual subscription, or a reduced annual subscription, should be paid by that member or by members within that category.

CESSATION OF MEMBERSHIP

19. If the subscription of a member remains unpaid for a period of two calendar months after it becomes due then the member may after notice of the default has been sent to him, her or it by the secretary be debarred by resolution of the board from all privileges of membership, but the board may reinstate the member on payment of all arrears if the board thinks fit to do so.

20. A member may at any time by giving notice in writing to the secretary resign his, her or its membership of the company, but continues to be liable for any annual subscription and all arrears due and unpaid at the date of his, her or its resignation and for all other moneys due by him, her or it to the company and in addition for any sum not exceeding \$100.00 for which he, she or it is liable as a member of the company under clause 8.
21. Subject to clause 22, if any member wilfully refuses or neglects to comply with the provisions of the constitution of the company or is guilty of any conduct which in the opinion of the board is unbecoming of a member or prejudicial to the interests of the company, the board may by resolution censure, fine, suspend or expel the member from the company.
22. (a) At least one week before the meeting of the board at which a resolution of the kind mentioned in clause 21 is to be considered, the member concerned must be given written notice of the meeting and of what is alleged against him, her or it and of the intended resolution, and the member must at that meeting and before the passing of that resolution be given an opportunity to give orally or in writing any explanation which the member may think fit. In the case of a member other than an individual member, any oral explanation may be given on its behalf by any person appointed by it for the purpose.
- (b) Any such member may by notice in writing lodged with the secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the board, elect to have the question dealt with by the company in general meeting.
- (c) If any such member elects to have the matter dealt with by the company in general meeting, a general meeting of the company must be called for the purpose and, if at the general meeting such a resolution is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned will be punished accordingly, and in the case of a resolution for his, her or its expulsion, the member will be expelled.

WARREN CENTRE FOR ADVANCED ENGINEERING

23. Despite any other provision of this constitution, so long as it exists the Warren Centre for Advanced Engineering within the University of Sydney is entitled to be and remain a member of the company without the payment of any annual subscription.

GENERAL MEETINGS

24. (a) An annual general meeting of the company must be held in accordance with the provisions of the *Corporations Act*.
- (b) The first annual general meeting must be held not more than six months after the date of registration of the company.

25. Any two directors may whenever they think fit convene a general meeting. General meetings may also be convened on such requisition or in default may be convened by such requisitionists as provided by sections 249D or 249E of the *Corporations Act*.
26. Subject to the provisions of the *Corporations Act* relating to special resolutions and agreements for shorter notice, 21 days notice at least (exclusive of the day on which the notice is served or taken to be served, and exclusive of the day for which notice is given) must be given to such persons as are entitled to receive such notices from the company.
27. A notice of general meeting must:
- (a) set out the place (within Greater Sydney), date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) state the general nature of the business to be transacted at the meeting;
 - (c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
 - (d) contain a statement that a member has the right to appoint a proxy who need not be a member of the company.

PROCEEDINGS AT GENERAL MEETINGS

28. (a) No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (b) No resolution may be passed at any general meeting unless a quorum of members is present at the time when the resolution is put to the vote of the meeting.
- (c) Save as herein otherwise provided, ten members, or 10% of the whole number of members for the time being, whichever is the less, constitute a quorum.
- (d) An individual member is taken to be present if he or she is present in person or by proxy. A member other than an individual member is taken to be present in person if its representative is present. A member other than an individual member is also taken to be present if its proxy is present.
- (e) If an individual member attending a general meeting is also a proxy for a member, he or she is to be counted only once in determining whether a quorum is present. If a person attending a general meeting is a proxy or representative of more than one member, he or she is to be counted only once in determining whether a quorum is present.
29. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, is dissolved; in any other case it stands adjourned to the same day in the next week at the same time

and place, or to such other day and at such other time and place as the board may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than five constitute a quorum.

30. The Chairman must preside as chairman at every general meeting of the company, or if there is no Chairman, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present may elect one of the other directors (or if no other directors are present or willing to act, one of their number) to be chairman of the meeting.
31. The chairman may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Save as aforesaid it is not necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
32. At any general meeting a resolution put to the vote of the meeting is to be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairman; or
 - (b) by at least five members present in person or by proxy.

Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
33. If a poll is duly demanded it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll is the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment must be taken forthwith.
34. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded is entitled to a second or casting vote.
35. On a show of hands every member present in person or by proxy has one vote, and on a poll every member present in person or by proxy has one vote.
36. A member may vote in person or by proxy.
37. An individual member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on

a show of hands or on a poll, by his or her committee or trustee or by such other person as properly has the management of his or her estate, and any such committee, trustee or other person may vote by proxy.

- 38. No member may vote at any general meeting if his, her or its annual subscription (if any) is more than two months in arrears at the date of the meeting.
- 39. (a) An instrument appointing a proxy must be in writing under the hand of the appointor or of his, her or its attorney duly authorised in writing.
- (b) A proxy need not be a member of the company.
- (c) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- (d) An instrument appointing a proxy may specify that the proxy is to abstain from voting in respect of a particular resolution and, where an instrument of proxy so provides, the proxy may not vote in respect of the resolution.
- (e) Unless otherwise instructed, a proxy may vote or abstain from voting as he or she thinks fit.
- (f) An instrument appointing a proxy is taken to confer authority to demand or join in demanding a poll.
- 40. An instrument appointing a proxy must be in the following form or in a form that is as similar to the following form as the circumstances allow:

10,000 FRIENDS OF GREATER SYDNEY LIMITED

I, _____ of _____,
 being a member of the company, hereby appoint
 of _____ or, failing him/her,
 _____ of _____
 as my proxy to vote for me and on my behalf at the *annual general/*general meeting
 of the company to be held on the _____ day of _____ 20____ and at any adjournment
 of that meeting.

This form is to be used in accordance with the directions below. Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.

	For	Against	Abstain
[Description of resolution]			

*Strike out whichever is not desired.

INSTRUCTIONS

- (i) *A proxy need not be a member of the company.*

- (ii) *To direct the appointee to cast your vote in respect of an item of business in a particular manner either on a show of hands or on a poll, place a sufficient indication (including, without limitation, a tick or a cross) in the relevant box in respect of that item of business.*

41. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the registered office of the company, or at such other place as is specified for that purpose in the notice convening the meeting, not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll. In default the instrument of proxy is not treated as valid.
42. A vote given in accordance with the terms of an instrument of proxy or attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the company at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
43. Notwithstanding clauses 28 to 42 inclusive, the company may hold a meeting of its members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

THE BOARD OF DIRECTORS

44. As far as possible, the directors should represent a broad section of society with an appropriate mix of skills and access to networks.
45. The following named persons constitute the first board of directors:

Robert Alfred Henry Mitchell

Michael Bruce Dureau

Kenneth Wesley Dobinson

Hugh Henry Ralston

Richard David Walker

They must all retire at the first annual general meeting, but are eligible for re-election.

46. (a) Thereafter the board is to consist of nine persons, all of whom must be elected or appointed as herein provided.
- (b) Despite any other provision of this constitution, no person may be elected or appointed as a director without the prior consent in writing of the Warren

Centre for Advanced Engineering within the University of Sydney. This paragraph will cease to have any effect at the conclusion of the fourth annual general meeting of the company or upon the Warren Centre for Advanced Engineering within the University of Sydney ceasing to exist, whichever occurs first.

47. (a) At the first annual general meeting the members must elect three directors to hold office until the conclusion of the second annual general meeting, three directors to hold office until the conclusion of the third annual general meeting and three directors to hold office until the conclusion of the fourth annual general meeting. Each director retiring in accordance with this subclause is eligible for re-election.
- (b) At the second and third annual general meetings, the members must elect three directors to replace the directors retiring in accordance with subclause (a) to hold office until the conclusion of the third annual general meeting thereafter. Each director retiring in accordance with this subclause is eligible for re-election.
- (c) At the fourth and each subsequent annual general meeting the three directors who have then been longest in office must retire, but are eligible for re-election.
- (d) The period between a director's election or re-election and retirement in accordance with subclause (a), (b) or (c) is referred to as a "**term**".
- (e) If for the purposes of subclause (c) there is any doubt as to which three directors have been longest in office because more than three directors were elected on the same date, and if those directors cannot agree between themselves, the names of the directors to retire must be determined by lot.
- (f) Despite any other provision of this constitution, no director may hold office for more than three successive terms.
48. The election of directors must take place in the following manner:
- (a) Any member of the company may nominate any person to serve as a director.
- (b) The nomination, which must be in writing and signed by the candidate and his or her proposer, must be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place.
- (c) Balloting lists must be prepared (if necessary) containing the names of the candidates only in alphabetical order. Each member present at the annual general meeting is entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (d) If there is not a sufficient number of candidates nominated, the board may fill up the remaining vacancy or vacancies.

49. A director elected in accordance with this constitution takes office at the conclusion of the annual general meeting at which he or she is elected and, subject to this constitution, holds office until the conclusion of his or her term.
50. The company may by resolution of which notice pursuant to section 203D of the *Corporations Act* has been given remove any director before the expiration of his or her term, and may by a resolution appoint another person in his or her stead; the person so appointed holds office only until the next following annual general meeting.
51. The office of a director becomes vacant if the director:
- (a) becomes an insolvent under administration or makes any arrangement or composition with his or her creditors generally;
 - (b) becomes prohibited from being a director of a company by reason of any order made under the *Corporations Act*;
 - (c) ceases to be a director by operation of section 201C of the *Corporations Act*;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his or her office by notice in writing to the company;
 - (f) for more than six months is absent without permission of the board from meetings of the board held during that period;
 - (g) holds any office of profit under the company otherwise than as provided by clause 6;
 - (h) if the director is also an individual member, ceases to be a member of the company; or
 - (i) if the director is also an individual member, is suspended from membership of the company by virtue of clause 21 or clause 22.
52. If a casual vacancy occurs on the board, the board may appoint any person to fill the vacancy for the balance of the term which the former director would otherwise have served. For the purposes of subclause 47(d), the period of appointment of a director pursuant to this clause is not to be counted as part of his or her term.

POWERS AND DUTIES OF THE BOARD

53. (a) Subject to the *Corporations Act* and to any other provision of this constitution, the business and affairs of the company are to be managed by the board, which may exercise all such powers of the company as are not, by the *Corporations Act* or by this constitution, required to be exercised by the company in general meeting; subject, nevertheless, to such directions, not being inconsistent with the *Corporations Act* or this constitution, as may be given by the company in general meeting, but no such direction invalidates

any prior act of the board which would have been valid if that direction had not been given.

- (b) Without limiting the generality of subclause (a), the board may exercise all the powers of the company:
 - (i) to borrow and raise money;
 - (ii) to charge any property or business of the company and to issue debentures or give any other security for a debt, liability or obligation of the company or of any other person;
 - (iii) to determine who is entitled on behalf of the company to sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, receipts, acceptances, endorsements, releases, contracts and documents;
 - (iv) to pay the costs, charges and expenses incidental to the promotion, management and regulation of the company; and
 - (v) to make, amend and repeal regulations, not being inconsistent with the *Corporations Act* or this constitution, in relation to the affairs of the company.
- (c) The board may appoint one of its number to be Chairman. Any Chairman appointed by the board may be removed by it, and any Chairman may by notice in writing to the board retire as Chairman. Any Chairman who is removed or retires may be replaced by the board.

54. Any regulation for the time being in force is binding on the members of the company as if it were included in this constitution.

55. The board must cause minutes to be made:

- (a) of all appointments of officers and servants;
- (b) of the names of the directors present at all meetings of the company and of the board; and
- (c) of all proceedings at all meetings of the company and of the board.

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

PROCEEDINGS OF THE BOARD OF DIRECTORS

56. The board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A director may at any time and the secretary must on the requisition of a director convene a meeting of the board.

57. Subject to this constitution questions arising at any meeting of the board are to be decided by a majority of votes and a determination by a majority of the directors present is for all purposes taken to be a determination of the directors. In case of an equality of votes the chairman of the meeting has a second or casting vote.
58. The quorum necessary for the transaction of the business of the board is:
- (a) if the number of the directors for the time being is an even number, the number which is one in excess of one-half of the number of directors; and
 - (b) if the number of the directors for the time being is an odd number, the number which represents a simple majority of the directors.
59. The continuing directors may act notwithstanding any vacancy in the board, but if and so long as their number is reduced below five, the continuing director or directors may act for the purpose of increasing the number of directors to that number or of convening a general meeting of the company, but for no other purpose.
60. The Chairman must preside as chairman at every meeting of the board, or if there is no Chairman, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting or if being present he or she is unwilling to preside, the directors may choose one of their number to be chairman of the meeting.
61. A director may not vote in respect of any contract or proposed contract with the company in which he or she is interested, and if the director does so vote his or her vote is not to be counted.
62. The board may delegate any of its powers and/or functions (not being duties imposed on the board as the directors of the company by the *Corporations Act* or the general law) to one or more committees consisting of such individual member or members of the company (or person or persons being a representative or representatives of members other than individual members) as the board thinks fit. Any committee so formed must conform to any regulations that may be given by the board and subject thereto has power to co-opt any member or members of the company and all members of such committees have one vote.
63. The board may appoint one or more advisory committees consisting of such member or members of the board as the board thinks fit. Such advisory committees act in an advisory capacity only. They must conform to any regulations that may be given by the board and subject thereto have power to co-opt any person or persons, and all members of such advisory committees have one vote.
64. Every committee or advisory committee may meet and adjourn as it thinks proper. Questions arising at any meeting are to be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman has a second or casting vote.
65. All acts done by any meeting of the board or of a committee or by any director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such board, committee or director, or that the directors or any of them were disqualified, as valid as if every such person had been duly appointed and was qualified to be a director or committee member.

66. (a) If all of the directors have signed a document containing a statement that they are in favour of a resolution of the board in terms set out in the document, a resolution in those terms is taken to have been passed at a meeting of the board held on the day on which the document was signed and at the time at which the document was last signed by a director or, if the directors signed the document on different days, on the day on which, and at time at which, the document was last signed by a director.
- (b) For the purpose of subclause (a), two or more separate documents containing statements in identical terms each of which is signed by one or more directors are together taken to constitute one document containing a statement in those terms signed by those directors on the respective days on which they signed the separate documents.
- (c) A reference in subclause (a) to all of the directors does not include a reference to a director who, at a meeting of the board, would not be entitled to vote on the resolution.
67. (a) If all of the directors consent, the directors may participate in a meeting of the board by means of any technology allowing all persons participating in the meeting to hear each other at the same time. Any director participating in such a meeting is for the purposes of this constitution taken to be personally present at the meeting.
- (b) The consent of a director to the use of technology may be a standing one.
- (c) Any consent of a director to the use of technology may be withdrawn only within a reasonable period prior to a meeting at which the technology is to be used.

SECRETARY

68. The board may in accordance with section 204D of the *Corporations Act* appoint a secretary for such term, and upon such conditions as it thinks fit, and any secretary so appointed may be removed by it.

SEAL

69. (a) If the company has a seal, the board must provide for its safe custody.
- (b) The seal may be used only by the authority of the board or of a committee of the board authorised by the board to authorise the use of the seal, and every instrument to which the seal is affixed must be signed by a director and be countersigned by another director or by a secretary.

INSPECTION OF BOOKS

70. The directors may determine whether and to what extent, and at what time and places and under what conditions, the books of the company or any of them will be open to the inspection of members other than directors, and a member other than a director has no right to inspect any document of the company except as provided by law or authorised by the directors or by the company in general meeting.

FINANCIAL REPORT

71. The board must distribute copies of every:
- (a) annual financial report;
 - (b) report of the directors for the year; and
 - (c) report of the auditor or auditors on the financial report
- as required by the *Corporations Act*.

72. The board must lay before each annual general meeting:
- (a) the financial report;
 - (b) the report of the directors; and
 - (c) the report of the auditor or auditors
- for the last financial year ended before the annual general meeting.

AUDIT

73. A properly qualified auditor or auditors must be appointed and his or their duties regulated in accordance with section 327 of the *Corporations Act*.

NOTICE

74. (a) A notice may be given by the company to any member either by serving it on the member personally, or by sending it by post to the member at his, her or its registered address or the address if any supplied by the member to the company for the giving of notices to the member, or by sending it by e-mail to the member if the member has supplied to the company an e-mail address for the giving of notices to the member.
- (b) Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the second working day after the date of its posting, and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

- (c) Notwithstanding the foregoing, if a member has supplied to the company a facsimile number or an e-mail address for the service of notices on the member, then any notice may be served by the company on that member by facsimile or e-mail.
 - (d) A notice sent by facsimile (provided a status report is received by the sender which shows the notice has been transmitted) is taken to be served immediately upon completion of sending if such completion is within business hours in the place where the addressee's facsimile machine is located, but if not, then at 9:00 am next occurring during business hours in that place.
 - (e) A notice sent by e-mail (provided no message is received from the addressee's service provider within 24 hours after sending to the effect that the e-mail could not be delivered to the addressee) is taken to be served 24 hours after the time of sending if that time is within business hours in the place where the addressee's registered address is located, but if not, then at 9.00 am next occurring during business hours in that place.
 - (f) For the purposes of subclause (d), "**business hours**" means from 9:00 am to 5:00 pm on a day on which the major trading banks are open for business at the place or in the postal district where the addressee's facsimile machine is located.
 - (g) For the purposes of subclause (e), "business hours" means from 9.00 am to 5.00 pm on a day on which the major trading banks are open for business at the place or in the postal district where the addressee's registered address is located.
75. (a) Notice of every general meeting must be given in the manner authorised by clause 74 to:
- (i) every member except those members for whom the company has no registered address or other address for the giving of notices to him, her or it; and
 - (ii) the auditor or auditors for the time being of the company.
- (b) No other person is entitled to receive notices of general meetings.

INDEMNITY

76. Except to the extent that it is prohibited from doing so by the *Corporations Act*, the company:
- (a) indemnifies every person who is or has been a director or secretary of the company or of any related body corporate of the company against:
 - (i) any liability (other than a liability for legal costs) incurred in that capacity; and

- (ii) any liability for legal costs incurred in connection with proceedings relating to, or in defending an action for a liability incurred in, that capacity; and
- (b) may pay or agree to pay a premium in respect of a contract insuring any such person against any such liability.

REGISTER OF ENVIRONMENTAL ORGANISATIONS

77. If and so long as the company is included on the Register of Environmental Organisations established under Subdivision 30-E of the *Income Tax Assessment Act 1997*, this clause and the following clauses of this constitution will apply.

ESTABLISHMENT OF PUBLIC FUND

78. The public fund is established to receive all gifts of money or property given to the company for the specific purpose of supporting the environmental objects and purposes of the company, and any money received because of such gifts must be credited to its bank account. The public fund must not receive any other money or property into its account, and it must comply with Subdivision 30-E of the *Income Tax Assessment Act 1997*.

REQUIREMENTS OF PUBLIC FUND

79. The company must inform the Commonwealth Department responsible for the environment as soon as possible if:
- (a) it changes its name or the name of the public fund;
 - (b) there is any change to the membership of the management committee of the public fund; or
 - (c) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

MINISTERIAL RULES

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

CONDUIT POLICY

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

STATISTICAL INFORMATION

82. (a) Statistical information requested by the Department responsible for the environment on donations to the public fund must be provided within four months of the end of each financial year.
- (b) An audited financial statement for the company and the public fund must be supplied with the annual statistical return. The statement must provide information on the expenditure of public fund moneys and the management of public fund assets.

PUBLIC FUND RULES

83. (a) The objective of the public fund is to support the company's environmental purposes.
- (b) Members of the public are to be invited to make gifts of money or property to the public fund for the environmental purposes of the company.
- (c) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the public fund.
- (d) A separate bank account is to be opened to deposit money donated to the public fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the company.
- (e) Receipts are to 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.
- (f) The public fund will be operated on a not-for-profit basis.
- (g) A committee of management of no fewer than three persons will administer the public fund. The committee will be appointed by the company. A majority of the members of the committee are required to be "responsible persons" as defined by the Guidelines to the Register of Environmental Organisations.

SCHEDULE

Boral Limited
 Bovis Lend Lease Pty Ltd
 Caltex Australia Petroleum Pty Ltd
 Cardno (NSW) Pty Ltd
 Central Coast Regional Organisation of Councils
 City of Sydney Council
 The Committee for Sydney Inc
 Connex Management Pty Ltd

Department of Planning NSW
Designinc Sydney Pty Ltd
Downer EDI Limited
Federation of Parents' and Citizens' Associations of NSW
Gavin Anderson & Company (Australia) Limited
GHD Pty Ltd
Insurance Australia Group Limited
Integral Energy
John Holland Pty Ltd
Landcom Australia Pty Ltd
Leighton Contractors Pty Limited
Macquarie Infrastructure Group
Metro Transport Sydney Pty Ltd
Museum of Contemporary Art Limited
North Sydney City Council
NRMA Limited
Parramatta City Council
Property Council of Australia
Rotary Club of Sydney Inc
Sinclair Knight Merz Pty Ltd
Sydney Harbour Foreshore Authority
Transfield Holdings Pty Limited
TTF Australia Limited
Unions NSW
The University of Sydney
The Warren Centre for Advanced Engineering within the University of Sydney
Willoughby City Council