

Constitution

of

CRC for Developing Northern Australia Ltd

A Company Limited by Guarantee not having Share Capital

2/214 Charters Towers Road

Hermit Park Qld 4812

ACN: 618131150

Overview

This is the Constitution of CRC for Developing Northern Australia Ltd.

The Company is a company limited by guarantee. The liability of its members is limited to the amount they have agreed to pay in the guarantee. The Company must always have at least one member and three directors.

The Constitution sets out the basis on which the Company is to be managed. Nothing in the Constitution is intended to derogate from the *Corporations Act*. That Act:

- imposes many obligations on the Company which are not reproduced in this Constitution; and
- overrules anything in this Constitution to the extent that they are inconsistent.

This Constitution replaces the replaceable rules in the *Corporations Act*. Words used in the Constitution which have a meaning in the *Corporations Act* have the same meaning in this Constitution.

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Constitution of CRC for Developing Northern Australia Ltd

A Company's name, Objects and powers

Name of the Company

1 The name of the Company is CRC for Developing Northern Australia Ltd.

Objects

2 The Company's objects are all or any of the following:

- 2.1 Improve the competitiveness, productivity and sustainability of the northern Australian economy by building on the particular strengths of northern Australia including agriculture, food and tropical health;
- 2.2 Assist industry to solve the challenges of doing business in northern Australia and reduce the barriers to investment.
- 2.3 Bring together industry, research organisations and all northern jurisdictions and international partners to grow business opportunities in the northern Australia.
- 2.4 Develop new technologies, innovation, products, processes and services that bring benefit to northern Australian communities;
- 2.5 Promote a skilled and industry-ready local workforce.
- 2.6 The Company may only exercise the powers in section 124(1) of the Corporations Act to:
 - (a) carry out the objects in this rule 2; and
 - (b) do all things incidental or convenient in relation to the exercise of power under rule 2.2(a).

Powers

3 The Company has:

- 3.1 the legal capacity and powers of an individual; and
- 3.2 all the powers of a body corporate (other than the power to issue shares).

4 However, the Company has those capacities and powers only to the extent:

- 4.1 necessary, or convenient, to carry out the Company's objects; or
- 4.2 incidental to carrying out those objects.

B Members' liability and guarantee

Liability of Members

5 The liability of each Member is limited to the amount of the guarantee set in clause 6.

Guarantee by Members

6 If the Company is wound up while a person is a Member (or within one year after they stop being a Member) then that person must contribute up to \$100.00 to the Company for:

- 6.1 payment of the Company's debts and liabilities incurred before that person ceased to be a Member;
- 6.2 payment of the costs, charges and expenses of winding-up the Company; and
- 6.3 adjustment of the rights of the contributories among themselves.

C How the Company's income and property are to be applied

For the Company's objects

7 All of the Company's income and property must be applied solely towards the promotion of the Company's objects as set out in clause 2.

No dividends etc. to Members

8 The Company may not pay, or transfer, any of its income or property — directly or indirectly — by way of dividend, bonus or otherwise to any person who is or has been a Member.

Remuneration and expenses for Members allowed

9 Regardless of clause 8, the Company may pay remuneration in good faith to any Member, officer or employee of the Company in return for any good or services they provide to the Company in the ordinary and usual course of business.

10 The Board may authorise the repayment of any expenses a Member incurs for the Company, or in connection with performing their duties for the Company.

Payments to directors: restrictions, remuneration, expenses

11 If the Company is to pay any remuneration to a Director for services rendered in the capacity as a Director, then the remuneration must be on reasonable commercial terms and the Board must first have:

- 11.1 consented to the Director providing those services; and
- 11.2 resolved to approve the amount of the payment.

12 If the Company is to pay any remuneration to a Director for services rendered in the capacity as an employee of the Company, then the Board must first have resolved to approve the terms of that employment.

13 The Board may authorise the repayment of any expenses a Director incurs for the Company, or in connection with performing their duties for the Company.

Loans and leases from Members

- 14 The Company may pay:
- 14.1 interest on money borrowed from any Member; and
 - 14.2 reasonable and proper rent for premises a Member leases to the Company.
- 15 For the purposes of clause 14, if a Member pays the Company a deposit, bond or other security for the payment of fees and charges levied under the Constitution, then that payment is not a loan from the Member.

D Tax deductible Gift Fund

Maintaining a gift fund

- 16 If the Australian Taxation Office endorses the Company as a “deductible gift recipient” under subdivision 30-BA of the *Income Tax Assessment Act* 1997 (**Tax Act**), then the Company must maintain a gift fund:
- 16.1 called the “CRC for Developing Northern Australia Ltd Gift Fund” (**Gift Fund**); and
 - 16.2 that complies with section 30-130 of the Tax Act.

Accounting procedures for the Gift Fund

- 17 The Company must manage the Gift Fund as follows:
- 17.1 All gifts of money or property and contributions in relation to fundraising events for the Company's objects must be paid into the Gift Fund.
 - 17.2 The Gift Fund must be credited with any money received because of such gifts or contributions, including interest and the proceeds from the sale of such property.
 - 17.3 The Gift Fund must not receive any other money or property.
 - 17.4 The Gift Fund must be used only for the Company's objects.
 - 17.5 Receipts for amounts paid into the Gift Fund must be issued in the name of the Gift Fund.
 - 17.6 Proper accounting records and procedures must be kept and used for the Gift Fund.

Winding up of Gift Fund

- 18 If the Gift Fund is wound up or if the endorsement of the Company as a “deductible gift recipient” is revoked, then any surplus assets of the Gift Fund remaining after any liabilities attributed to it are satisfied must be transferred to a fund, authority or institution to which income tax deductible gifts may be made.

E Fees imposed by the Company

Setting fees

- 19 The Board may prescribe:
- 19.1 a cost payable by Members by way of Membership fees and any other fees the Board thinks fit; and
 - 19.2 when and in what circumstances these fees are payable.
- 20 The Board must give Members at least one month's notice of any increase in the fees, or of a change in the due date for fees payable under clause 19.

F Membership

Members

- 21 The Company's Members are as follows (unless the Member has resigned under clause 38 or clause 40, or been expelled under clause 41):
- 21.1 the persons who are specified in the application to register the Company lodged under section 117 of the Act and who have consented to be Members; and
 - 21.2 any other person the Board admits to Membership in accordance with this Constitution.

Register of Members

- 22 The Company must keep and maintain the Register in accordance with the Act and otherwise as the Board determines.
- 23 Any dispute that arises in relation to the Register must be referred to the Board. The Board's decision is final and binding on all Members (in the absence of manifest error).

Eligibility for membership

- 24 The following are eligible to be Members:
- 24.1 any person who has a demonstrated interest in the Company;
 - 24.2 any person that the Board considers would benefit the Company by becoming a member; and
 - 24.3 any person in a category of persons that the Company has determined to be eligible to be Members.
- 24B Notwithstanding rule 24, the Board may, in its absolute discretion, resolve that any person, whether or not that person is eligible to be a Member pursuant to rule 24, is an Associate Member.
- An Associate Member:
- 24B.1 shall be entitled to notice of, and to attend, but shall not be entitled to vote whether as a proxy or otherwise at meetings of the Company; and
 - 24B.2 shall otherwise enjoy the rights and benefits and shall be subject to the obligations of a Member.

Types of membership

- 25 At any time, the Board may (subject to the Act) create different types of membership with different rights, obligations and restrictions.

Membership is not transferable

- 26 A Member may not transfer their Membership to another person.

Voting rights

- 27 A Member is entitled to one vote at a General Meeting of the Company (or any other meeting of the Company's Members).
- 28 However, the Board may suspend a member's entitlement to vote at a General Meeting (or any other meeting of the Company's Members) if the Member owes the Company any amount.

A Member's representative

- 29 If a Member or an Applicant is not a natural person, then it must appoint (in writing) a natural person as its Representative. The Member may remove and replace its Representative by giving written notice to the Board in a form the Board approves.
- 30 The Representative may, on the Member's behalf, exercise all the powers that the Member could exercise at a meeting or in voting on a resolution — unless those powers are restricted in a way set out in clause 31.
- 31 The document appointing the Representative must be provided to the Company and may set out either or both of:
- 31.1 what the Representative is appointed to do; and
 - 31.2 any restrictions on what the Representative may do.
- 32 The appointment pursuant to rule 29 may be a standing appointment.
- 33 The Company must arrange for:
- 33.1 the name and address of the Representative to be entered in the Register; and
 - 33.2 all correspondence and notices from the Company to the Member to be served on that Representative.

Applying and being admitted to Membership

- 34 A person's Application to be a Member must be made in the form, and accompanied by any fee, the Board has set.
- 35 The Board will consider and, in its absolute discretion, accept or reject an Application. If the Board rejects an Application, then:
- 35.1 it must arrange for any money the Applicant tendered with the Application to be repaid to the Applicant, without interest; and
 - 35.2 the Board does not have to give any reasons for the rejection.

- 36 An Applicant does not become a Member until the Company has:
- 36.1 received any fee that applies; and
 - 36.2 the name and address of the Applicant (and its Representative if relevant) are entered in the Register.
- 37 Each Member is liable for all taxes, duty and charges payable in respect of their Application, their Membership and any related transaction or document. Each Member indemnifies the Company and will keep it indemnified in respect of any liability for all those amounts.

Resigning from Membership: and ongoing liability

- 38 A Member may resign from Membership by giving written notice to the Company. When the notice period expires, the Member stops being a Member but:
- 38.1 they remain liable for any money they owe the Company; and
 - 38.2 under clause 6, they remain liable for another 12 months.
- 39 A Member also resigns if they owe the Company any amount that is more than 6 months overdue (the Board may change the length of that period). If a Member resigns under this clause, then the Board may reinstate their membership if they pay the outstanding amount.

Expelling and disciplining a Member

- 40 The Board may — in the way described in clause 41 — expel a Member or implement appropriate disciplinary action if the Member:
- 40.1 has committed a breach of any obligation or duty under this Constitution; or
 - 40.2 has engaged in conduct detrimental to the interests of the Company.
- 41 For any expulsion or discipline to be valid:
- 41.1 at least 21 days before the Board meeting at which the resolution is considered, the Member must be given written notice of:
 - the meeting;
 - the intended resolution; and
 - the particulars of the alleged act, omission or conduct complained of;
 - 41.2 at the meeting (and before the resolution is passed), the Member must be given the opportunity to explain themselves in writing or orally (or both if they request it);
 - 41.3 if the Member does give an explanation, then the Board must take it into account;
 - 41.4 the relevant resolution must be passed by 75% of the Directors present and voting;
 - 41.5 the Board must arrange for the Member to be given written notice of any Board resolution on the matter; and
 - 41.6 if the Board resolves to expel the Member, then the Member ceases to be a Member when the Board serves them with the notice. Also, the Member's name will be removed from the Register as set out in clause 42.

Removing an expelled Member's name from the Register

- 42 If a Member is expelled from the Company, then their name (and that of any Representative they have appointed) must be removed from the Register. The Company has no liability to the Member in respect of their removal from the Register.
- 43 When a Member's name is removed from the Register, the Member no longer has:
- 43.1 any rights or privileges attaching to Membership; or
 - 43.2 any rights which they had against the Company that arose out of their Membership.

G General Meetings: frequency and notice

Annual General Meeting required

- 44 The Company must hold an Annual General Meeting:
- 44.1 in every calendar year;
 - 44.2 within five months after the end of its financial year; and
 - 44.3 at the time and place the Board determines.

Convening Extraordinary Meetings

- 45 An Extraordinary Meeting may be convened:
- 45.1 by the Board at such time and place as the Board thinks fit, (as long as it complies with the Act); and
 - 45.2 by Members as allowed under the Act.

Notice of General Meetings

- 46 The Board must give at least 21 days' written notice of a General Meeting to the Members, the Directors and the Auditor (unless a change to that arrangement is made under clause 48). The notice must specify:
- 46.1 the place, the day and the hour of meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - 46.2 the general nature of the meeting's business;
 - 46.3 the details of any Special Resolutions to be proposed at the meeting; and
 - 46.4 that Members are entitled to appoint a proxy who must be a Member.
- 47 A Member that is a company is responsible for notifying its Representative of any General Meeting.

Changing the notice procedure for General Meetings

- 48 A meeting maybe convened in a way other than, and on shorter notice than, clause 46 requires as long as:
- 48.1 all the Members entitled to vote at the meeting consent to the change beforehand; and
 - 48.2 the notice and the shorter notice period comply with the Act.

Failure to receive Notice

49 A meeting and its proceedings and resolutions are valid even if any one or more of the following is the case:

49.1 the Company accidentally omitted to give notice of a meeting to any Member; or

49.2 any Member did not receive notice of the meeting.

H General Meetings: proceedings

Use of technology in conferencing

50 The Chair may (with the approval of the meeting) confer with Members and others by radio, telephone, facsimile, computer, Internet, closed circuit television or other electronic means of audio or audio-visual communication. Any resolution passed using such a system is to be treated as having been passed at a meeting of the Members held on the day and at the time the conference was held — even if the Members were not present together in one place at the time. This clause does not limit the discretion of the Members to regulate their meetings.

51 The provisions of this Constitution regulating the proceedings of the Members apply so far as they are capable to such conferences.

Business at the meeting

52 The ordinary business of an Annual General Meeting may include:

52.1 considering any annual financial report, directors' report and Auditor's report;

52.2 electing and appointing Directors; and

52.3 appointing the Auditors and fixing the Auditor's remuneration (if the Company is required to have an auditor).

53 All other business at an Annual General Meeting, and all business at an Extraordinary Meeting, is regarded as special business.

Quorum required

54 For any business to be transacted at any General Meeting — except the adjournment of the meeting — a quorum must be present. The quorum for a General Meeting is 15 members, present in person or by Representative, proxy or attorney.

If no Quorum present

55 If a quorum is not present within half an hour after the time appointed for a General Meeting, then:

55.1 if the meeting was convened on the requisition of Members, then it will be dissolved; or

55.2 in any other case, the meeting will be adjourned to the same day in the next week at the same time and place (or at such other place as the Chair decides). If at that adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, then the Members present are a valid quorum.

Chair of the meeting

56 The Chair or in the Chair's absence, the Deputy Chair is to preside as chair at every General Meeting.

- 57 If at any General Meeting neither the Chair nor the Deputy Chair is present within fifteen minutes after the time appointed for holding the meeting (or if neither is willing to preside), then the Members present are to choose a Director to preside. If no Director is present (or if all Directors present decline to preside), then those persons present will choose a Member who is present to preside as Chair.

Adjourning (and resuming) a meeting

- 58 The Chair of a General Meeting:
- 58.1 may, with the consent of the Members present and entitled to vote at any meeting, and at which a quorum is present, adjourn a meeting; and
 - 58.2 must adjourn a meeting if the meeting directs them to do so.
- 59 If the Chair adjourns a General Meeting, then they may do so to another time or place (or both).
- 60 If a General Meeting is adjourned for one month or more, then the Company must arrange for a new notice of the adjourned meeting to be given.
- 61 After an adjourned meeting is resumed, the only business that may be transacted at the meeting is business that was unfinished before the adjournment.

Auditor attending etc. meeting

- 62 The Auditor is entitled:
- 62.1 to attend any General Meeting of the Company;
 - 62.2 to receive the same notices of, and other communications relating to, any General Meeting that a Member is entitled to receive; and
 - 62.3 to be heard at any General Meeting which the Auditor attends on any part of the business of the meeting which concerns the Auditor in that capacity. The Auditor's right to be heard exists even if the Auditor retires at that meeting or if a resolution to remove the Auditor from office is passed at that meeting.

I General Meetings: voting

Show of hands vote

- 63 Every item of business submitted to a General Meeting is to be decided in the first instance by a show of hands of the Members, or their Representatives, who are personally present and entitled to vote. The Chair will not have a casting vote.

Evidence of resolution

- 64 It is conclusive evidence that a resolution has been passed (regardless of whether there is any proof of the number or proportion of the votes recorded in favour of or against the resolution) if:
- 64.1 the Chair declares that a resolution has been passed or lost (having regard to the majority required); and
 - 64.2 an entry to that effect has been made in the Company's books and signed by the Chair of that, or the next meeting.

Poll vote

- 65 The Chair or any Member present (personally or by Representative, proxy or attorney) may demand a poll before, or on the declaration of the result of, a show of hands. Any person who has demanded a poll may withdraw their demand.

- 66 A poll demanded on any question of adjournment must be taken before any adjournment.
- 67 The poll is to be taken:
- 67.1 in the manner and at the time and place as the Chair of the meeting directs; and
- 67.2 either at once or after an interval or adjournment or otherwise.
- 68 The result of the poll is to be the resolution of the meeting at which the poll was demanded.
- 69 If there is a dispute as to the admission or rejection of a vote, then the Chair will finally determine that dispute.
- 70 At a poll, the Chair will not have a casting vote.

Continuing with other business before a Poll

- 71 After a poll has been demanded, the meeting may continue with any business other than the issue on which poll has been demanded.

J General Meetings: appointing a proxy

Eligibility to be proxy

- 72 A Member who is entitled to attend and cast a vote at a General Meeting (or any other meeting of the Company's Members) may appoint a natural person as the Member's proxy to attend and vote for the Member at the meeting. The proxy need not be a Member.

Company receiving notice of proxy

- 73 For an appointment of a proxy to be valid, the Company must receive the document appointing the proxy (and an original, or certified copy, of the power of attorney, if any, under which it is signed):
- 73.1 at least 48 hours before the time for holding the relevant meeting or adjourned meeting or poll; and
- 73.2 at one of:
- (a) the Registered Office;
 - (b) a fax number at the Registered Office; or
 - (c) a place, fax number or electronic address specified for such purpose in the notice of meeting.
- 74 An instrument appointing a proxy is valid for any adjournment of the meeting to which it relates — unless it states something to the contrary.

Form of proxy

- 75 An instrument appointing a proxy must be signed by the appointor, or his or her attorney, and must contain the following information:
- 75.1 the Company name;
- 75.2 the Member's name and address;
- 75.3 the Member's type of Membership;
- 75.4 the proxy's name or the name of the office held by the proxy; and
- 75.5 the meetings at which the appointment may be used.
- 75B An appointment of a proxy may be a standing appointment.

- 75C An undated appointment is taken to have been dated on the day it is given to the Company.
- 75D A form of proxy sent out by the Company may be in a form determined by the Directors but must:
- 75D.1 enable the Member to specify the manner in which the proxy must vote in respect of a particular transaction; and
- 75D.2 leave a blank for the Member to fill in the name of the person primarily appointed as proxy.
- 75E The form may provide that if the Member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the Chair of the meeting is appointed proxy.
- 75F An appointment does not have to be witnessed.
- 75G A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

Proxy's voting instructions

- 76 A document appointing a proxy may specify the way in which the proxy is to vote for a particular resolution. If it does so, then the proxy must vote on the resolution as specified.

Proxy's authority

- 77 A document appointing a proxy will be treated as giving the proxy:
- 77.1 authority to demand, or join in demanding, a poll; and
- 77.2 the power to act generally at the meeting for the person giving the proxy (except to the extent to which the proxy is specifically directed to vote for or against any proposal).

K General Meeting: appointing an attorney

Member appointing an attorney

- 78 Any Member may, by duly executed power of attorney, appoint an attorney to act on the Member's behalf at all, or certain specified, meetings of the Company. If the attorney wishes to appoint a proxy for the Member granting the power of attorney, then the attorney must at the Registered Office (or any other place the Board determines) produce:
- 78.1 the power of attorney for inspection; and
- 78.2 any evidence the Board requires that it has been properly executed.

Directors appointing an attorney of the Company

- 79 The Directors may, by power of attorney, appoint any person whether nominated directly or indirectly by the Directors to be an attorney or attorneys of the Company. The appointment:
- 79.1 may be for any purposes and with powers, authorities and discretions (not exceeding those vested in, or exercisable by, the Directors under this Constitution);

- 79.2 may authorise any attorney to sub-delegate all or any of the powers, authorities and discretions vested in them;
- 79.3 may be for periods and on conditions as the Directors think fit; and
- 79.4 may contain provisions for the protection and convenience of persons dealing with any attorney as the Directors think fit.

L General Meeting: voting by attorney or proxy

Validity of vote after death or revocation

- 80 Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy or attorney votes, a vote cast by the proxy or attorney will be valid even if, before the proxy or attorney votes:
 - 80.1 the appointing Member dies;
 - 80.2 the Member is mentally incapacitated;
 - 80.3 the Member revokes the proxy's or attorney's appointment; or
 - 80.4 the Member revokes the authority under which the proxy or attorney was appointed by the third party.

Person who has appointed proxy or attorney may attend meetings

- 81 A person who has appointed a proxy or attorney may attend and take part in a meeting. Doing so does not revoke the appointment — unless the person votes on the resolution to which the appointment applies.

M Directors

Number and qualifications of Directors

- 82 Except as provided in clauses 85.5 and 87:
 - 82.1 The number of Directors comprising the Board will be at least three (3) and no more than ten (10) elected by the Members in accordance with this Constitution;
 - 82.2 At least one (1) Director must permanently reside in Queensland;
 - 82.3 At least one (1) Director must permanently reside in Western Australia; and
 - 82.4 At least one (1) Director must permanently reside in the Northern Territory.
- 83 Each Director must be a financial Member or a Representative of a financial Member.

Length of appointment

- 84 Subject to clause 89:
 - 84.1 each elected Director; including
 - 84.2 the Chair,will hold office for a period of 3 years from the end of the Annual General Meeting at which they are elected. At that time, they must retire (but will be eligible for re-election).
- 85 Directors will be elected in the following way:
 - 85.1 The Board will nominate a Selection Committee.
 - 85.2 The Selection Committee will by written notice call for nominations for available positions as Directors no later than 60 days before the date set (by the Board) for the annual general meeting.

- 85.3 Any person whether a Member or not may nominate, in writing for election as a Director (“the Board Candidate”).
- 85.4 A nomination to the Board must be endorsed in writing by one Member.
- 85.5 The Board Candidate must provide requested information to the Company Secretary for distribution to the Selection Committee by post, fax, email or hand to be delivered no later than 35 days before the date set by the Board for the Annual General Meeting.
- 85.6 Based on the skills matrix adopted by Board from time to time, the Selection Committee will determine which Board Candidate should be put forward as Approved Nominated Candidates to Members at the next Annual General Meeting.
- The Selection Committee shall aim to provide a minimum of two (2) nominations for each upcoming vacancy, however, is not obliged to.
- 85.7 The Secretary must provide to Members no later than 21 days before the date set (by the Board) for the Annual General Meeting:
- (a) the Approved Nominated Candidate’s names (in alphabetical order);
 - (b) relevant information to the election process as provided by the Approved Nominated Candidate;
 - (c) ballot and mailing envelope (if applicable); and
 - (d) voting instructions and confirmation of the closing date for voting (if applicable).
- 85.8 Only votes submitted:
- (a) in the form of ballot issued by the Secretary; or
 - (b) in accordance with the resolution voting at the meeting, will be accepted.
- 85.9 The Board will present the Approved Nominated Candidates to the Members for election by a majority vote at the next Annual General Meeting. Subject to clause 85.10, if an Approved Nominated Candidate does not receive a majority of votes from the Members for the category they have been nominated for, they will not be appointed to the Board.
- 85.10 If the number of Approved Nominated Candidates per category
- (a) is no more than the number of category vacancies, the approved Nominated Candidate will be taken as elected unopposed as a Director(s) with no formal requirement for a vote from the Members;
 - (b) is more than the number of vacancies per category, then the Company Secretary will arrange for balloting lists to be prepared containing the names of the candidates in alphabetical order. The Board may determine the method of the ballot. Each Member is entitled to vote for each category of director vacancy; and
 - (c) is not enough to meet the required minimum number of Directors, then the Board must appoint a person, who does not have to be a Member or Representative as Director (as long as they consent) until there is at least the minimum number of Directors.

85.11 The Board may alter the above dates by up to 7 days to accommodate calendar years and public holidays.

Officers on the Board

86 Subject to clause 89, at the first meeting of the Board after the Annual General Meeting, the Directors will elect the Chair, a Deputy Chair and board Committee Chairs as appropriate (one Director may fill more than one position). Each of them will hold office until the end of their term as a Director as provided for in clause 89.

Casual Vacancies and additional Directors

87 If there is a casual vacancy in the office of Director, then the Board may appoint a replacement Director. That replacement Director holds office until the end of the next Annual General Meeting.

87A The Board may at any time appoint a person qualified to be a Director, as an addition to the existing Directors in accordance with the Director's skills matrix adopted by the Board from time-to-time, but so that the total number of Directors does not at any time exceed the number fixed in accordance with this Constitution.

87B Any Director appointed under clause 87 holds office until the termination of the next annual general meeting of the Company and is then eligible for re-election.

Disqualification of Directors

88 The office of a Director will be vacated if the Director:

88.1 is a Member, or a Representative of a Member, and they become bankrupt or make any arrangement or composition with their creditors;

88.2 is a Representative of a Member and that Member resigns or is expelled as a Member;

88.3 is a Representative of a Member which is not a natural person, and a winding up order is made in respect of that Member;

88.4 becomes of unsound mind;

88.5 is absent for three consecutive Board Meetings without leave of the Board (unless the Board resolves to the contrary);

88.6 resigns from their Directorship by giving written notice to the Company; or

88.7 ceases to hold office by reason of any order made under the Act.

First directors

89 The First Directors will hold office until the end of the Annual General Meeting as provided for in the below table, at which point they will cease being directors but will be eligible for re-election:

Position	Name	Term
Chair	Sheriden Morris	5 Years (i.e. expiring at end of 5 th Annual General Meeting)
Directors	John Wharton Melisa George	4 Years (i.e. expiring at end of 4 th Annual General Meeting)
Directors	Peter Long Tracey Hayes	3 Years (i.e. expiring at end of 3 rd Annual General Meeting)
Directors	John Bearne Don McDonald	2 Years (i.e. expiring at end of 2 nd Annual General Meeting)

N Powers of the Board

The board controls and directs the company

- 90 The control and direction of the Company and the management of its property and affairs are vested in the Board.
- 91 The Board may exercise all powers of the Company that are not required to be exercised or done by the Company in General Meeting.

Borrowing

- 92 The Board may raise money in any manner it thinks fit including by borrowing money (whether on the security of the Company's assets or not) and the issuing of a security for any other purpose — so long as this is done to further the Company's objects set out in clause 2.

Investment

- 93 The Board may invest the Company's money in any manner, and for any period, it thinks fit.

Negotiable instruments

- 94 Two Directors, or one Director and some other officer authorised by the Board for the purpose, may sign, draw, accept, endorse or otherwise execute (as the case may be) the following documents for and on behalf of the Company: all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company.

O Proceedings of the Board

General

- 95 The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 96 The Board must meet at least 4 times a year.

Use of technology in Board conferencing

- 97 The Board may, if it thinks fit, confer by radio, telephone, facsimile, computer, Internet, closed circuit television or other electronic means of audio or audio-visual communication. Any resolution passed using such a system is to be treated as having been passed at a meeting of the Board held on the day and at the time the conference was held — even if the Directors were not present together in one place at the time. This clause does not limit the discretion of the Board to regulate its meetings.
- 98 The provisions of this Constitution regulating the proceedings of the Board apply so far as they are capable to such conferences.

Notice of meeting

- 99 At any time, the Board may convene a Board meeting by notice served on each Director. The Secretary is to arrange that notice at the request of the Chair or Deputy Chair.
- 100 The proceedings of a Board meeting are valid even if:
- 100.1 the Company accidentally omitted to give notice of a meeting to any Director; or
 - 100.2 any Director did not receive notice of the meeting.

Quorum

101 A quorum for Board meetings is (unless the Board determines otherwise) if the number of Directors:

101.1 is an even number, half of the Board plus one other director; or

101.2 is an odd number, the odd number nearest to, and greater than, half of the number of Directors.

102 Subject to clause 89, the Board may elect a Chair and a Deputy Chair of its meetings and determine the period for which each is to hold office.

103 Where no Chair or Deputy Chair of the Board is elected or if at any meeting the Chair and the Deputy Chair of the Board are not present at the time specified for holding the meeting, the Directors present may choose one (1) of their number to be Chair of the meeting.

103B Notwithstanding clauses 102 and 103, the Chair must at all times be independent and have no financial interest in a Participant.

For the purpose of this clause:

103B.1 "Participant" means a person, body or organisation, other than the Company who have agreed to support and provide Participant Contributions to the Company; and

103B.2 "Participant Contributions" means cash, personnel, facilities and services to be provided by Participants to the Company, from their own resources for the purpose of the Company's activities.

Voting

104 Questions arising at any meeting will be decided by a majority of votes. Each Director present is entitled to one vote. The Chair does not have a casting vote.

105 However, the Board may suspend a Director's entitlement to vote if the Director (or the Member for whom the Director is a Representative) owes the Company any amount that is more than 3 months overdue (or such other period as the Board determines).

Delegation by the Board

106 Subject to clause 107, the Board may, as it thinks fit, delegate any of its powers to individual Directors, Members or to committees. A committee may consist of the Directors, Members and/or independent persons that the Board thinks fit. Any individual or committee must comply with any Board direction about how to execute the delegated powers.

107 The Board may not delegate its power to delegate.

108 The meetings and proceedings of any committee will be governed by the provisions of this Constitution that regulate the meetings and proceedings of the Board so far as they apply and so far as the Board has not replaced them.

Defects in appointment

109 An act done in good faith by any meeting of the Board, any meeting of any committee formed by the Board or by any person acting as a Director will not be invalidated merely because of:

109.1 any defect in the election, appointment or tenure of a Director or person acting on any such committee; or

109.2 the disqualification of any of them.

P Board minutes and circulated resolutions

Making Board resolutions

110 The Board may make resolutions either:

110.1 in a meeting, of which minutes must be kept as set out in clause 111; or

110.2 by circulated resolution which must be made and kept as set out in clause 112.

Minutes to be kept

111 The Board must arrange for:

111.1 proper minutes to be made of the proceedings and resolutions of all meetings of the Company, the Board and committees formed by the Board;

111.2 the minutes to be entered in books kept for that purpose; and

111.3 the minutes to be signed by the Chair of the meeting or by the Chair of the next meeting.

Circulated Resolution General

112 If a written resolution is circulated to all Directors and:

112.1 a quorum of the Directors entitled to receive notice of a Board meeting and to vote on that resolution sign a document to the effect that they support that resolution, the resolution is taken to be a decision of the Board, without the need for a Board meeting. The resolution is deemed to have been passed by the Board at the time the last Director of the required majority signs that document; and

112.2 a Director fails to indicate his or her agreement or disagreement with the resolution within seven (7) days of the date of circulation of the resolution, the vote of that Director will be deemed to be a vote against the resolution.

113 Any Circulated Resolution may consist of several documents in identical terms, each signed by one or more Directors and must be entered in the relevant book of minutes of the Company. Separate documents in identical terms are treated as the one document.

Evidence of proceedings and resolutions

114 A minute or Circulated Resolution that is recorded and signed in accordance with clause 111 or 112 to 113 (as the case may be) is evidence of the proceeding or resolution to which it relates (unless the contrary is proved).

Q Accounts

Accounts to be kept

- 115 The Board must arrange for the Company to keep proper books of account that:
- 115.1 record true and complete accounts of the affairs and transactions of the Company; and
 - 115.2 give a true and fair view of the state of the Company's affairs and explain its transactions.

Location and inspection of accounts

- 116 The Board must arrange for the books of account:
- 116.1 to be kept at the Registered Office, or in a place or places it thinks fit; and
 - 116.2 to be open to the inspection of the Directors during usual business hours.

Auditor

- 117 The Company will comply with the Act in relation to the appointment, removal and resignation of an Auditor.

R Indemnity

Definition of Liability and Officer

- 118 In clauses 119 to 121:
- 118.1 **Liability** means costs, losses, liabilities and expenses.
 - 118.2 **Officer** means a Director, secretary or other officer of the Company and includes a former Officer, but does not include an auditor or agent of the Company.

Indemnity of Officers

- 119 The Company must indemnify every Officer out of the assets of the Company against any Liability incurred by that Officer in their capacity as an Officer by reason of any act or thing done or omitted to be done by that person:
- 119.1 in that capacity; or
 - 119.2 in any way in the discharge of that person's duties; or
 - 119.3 by reason of or relating to the person's status as an Officer.
- 120 However, the indemnity in clause 119 does not extend to any Liability from, or against, which the Company is not permitted by the Corporations Act to exempt or indemnify the Officer.

Indemnity for Proceedings

- 121 Without limiting clause 119, the Company must indemnify every Officer out of the assets of the Company against any Liability incurred by that person in defending proceedings, whether civil or criminal, in respect of any act or thing done by the Officer in that person's capacity as such Officer.
- 122 However, the indemnity in clause 121 does not extend to any Liability from, or against, which the Company is not permitted by the Corporations Act to exempt or indemnify the Officer.

S Notices

- 123 The Company may serve notice on any Member in the ways shown in the left hand column of the table below. A notice will be taken to be served at the time shown in the right-hand column of that table on the relevant row. Any notice to be served on a Representative is served by serving it on the relevant Member.

Way of serving notice	Timing of notice taken to be
Personally	When served
By sending it through the ordinary post to the Member's Registered Address	3 days after the day it is posted. In proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and deposited as a prepaid letter at the post office or in some postal receptacle.
By leaving it at their Registered Address in an envelope addressed to the Member.	Business Day: The same day it is left at the Registered Address. Non-Business Day: The Business Day after it is left at the Registered Address.
By sending it to the fax number or electronic address (if any) nominated by the Member.	On the Business Day after it is sent.

- 124 A certificate in writing signed by the Secretary or any officer of the Company that the envelope containing the notice was properly stamped, addressed and posted or delivered will be conclusive evidence of the service of such notice.

T Distribution of property on winding-up

- 125 If on the winding-up or dissolution of the Company after all its debts and liabilities have been satisfied there remains any property, then that property must not be paid to or distributed among the Members.
- 126 Instead, this property must be given or transferred to some other institution or institutions that have:
- 126.1 objects similar to the objects of the Company (if there is one); and
 - 126.2 a Constitution which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under clause 7 of this Constitution.
- 127 Choosing which institution or institutions the Company will transfer this property to must be done by:
- 127.1 a Special Resolution of the Members at or before the time of the Company's dissolution; or
 - 127.2 if no such Special Resolution is passed, then by a Judge or Registrar of the Supreme Court or such other court of competent jurisdiction.

U Replaceable Rules displaced

- 128 Each of the provisions of the Act that would, but for this clause, apply to the Company as a replaceable rule is expressly displaced and does not apply to the Company.

V Definitions and Interpretation

129 In this Constitution:

Act means the *Corporations Act 2001* (Commonwealth).

Annual General Meeting means the annual general meeting of Members.

Applicant means a person who lodges an Application under this Constitution.

Application means an application for Membership.

Approved Nominated Candidates means Nominated Candidates that are approved by the Selection Committee.

Auditor means the auditor or auditors of the Company, if the Company is required to have one. If the Company is not required to have an auditor, but has one, then it includes any such auditor.

Board means the board of directors of the Company.

Business Day means Monday to Friday excluding public holidays in the State or Territory the Company is registered in.

Chair means the Director who is elected to this office in accordance with clause 102.

Company means CRC for Developing Northern Australia Ltd.

Constitution means this Constitution, as amended.

Deputy Chair means the Director who is elected to this office in accordance with clause 86.

Directors means the members individually or collectively of the Board.

Extraordinary Meeting means a General Meeting of Members other than an Annual General Meeting.

First Directors means the persons set out as Directors in the application to register the Company lodged under section 117 of the Act.

General Meeting means an Annual General Meeting or an Extraordinary Meeting of the Company.

Member means a person admitted to Membership in accordance with this Constitution.

Membership means membership of the Company.

Nominated Candidate means a person nominated to be elected as a Director of the Company pursuant to clauses 85.1 and 85.2 of this Constitution.

Register means the register of Members kept in accordance with the Act.

Registered Address means the address of a Member shown in the Register.

Registered Office means the registered office of the Company.

Representative means a person as described in clause 29.

Secretary means the Director who is elected to this office in accordance with clause 86.

Selection Committee means a committee of at least 2 Directors whose terms as directors do not expire at the upcoming Annual General Meeting and up to 2 non-directors selected by the Board from time-to-time to consider the suitability of Nominated Candidates.

Special Resolution means a resolution passed at a meeting:

- i) being a meeting of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- ii) by a majority of at least seventy-five percent (75%) of those persons/entities as, being entitled to do so, vote in person, or where proxies are allowed, by proxy, at that meeting.

Treasurer means the Director who is elected to this office in accordance with clause 86.

130 In this Constitution, unless the context requires otherwise:

130.1 a person includes a corporate body, association, firm, partnership, or other unincorporated body;

130.2 a statute includes regulations under it and consolidations, amendments, re-enactments or replacements of any of them;

130.3 this or any other document includes the document as varied or replaced regardless of any change in the identity of the parties;

130.4 a clause, schedule or appendix is a reference to a clause, schedule or appendix in or to this Constitution;

130.5 a word or phrase that is defined has the corresponding meaning in its other grammatical forms

130.6 writing includes all modes of representing or reproducing words in a legible, permanent and visible form;

130.7 the singular includes the plural and vice versa;

130.8 a gender includes all other genders; and

130.9 headings and sub-headings are inserted for ease of reference only and do not affect the interpretation of this Constitution.