

Dear Member

Notice of ANNUAL GENERAL MEETING 2024

You are invited to attend Cape York Natural Resource Management Ltd Annual General Meeting (AGM) at 4pm on Thursday 14th November at Cape York NRM's Cairns office at Level 1, 258 Mulgrave Road, Westcourt.

Members are also invited to join Director Marilyn Morris for an online screening at the Country Universities Centre, Cooktown or [online via Zoom here](#).

Please find attached the 2024 AGM agenda, the draft minutes from the 2023 AGM, the draft proposed constitutional changes and the 2024 Director profiles.

If you are unable to attend the meeting, please complete and return the attached proxy voting form.

Cape York NRM's audited financial statements will be available from our website capeyorknrm.com.au/about/organisation in due course.

General Members - to ensure that the meeting has a quorum, it is important that you complete and return the attached proxy form if you are unable to attend in person.

Affiliate Members are welcome to attend but do not have the right to vote at meetings of members of the organisation.

Following the AGM, I will provide an update to members on the various projects and initiatives Cape York NRM is currently undertaking across the region.

We look forward to seeing you there.

Yours sincerely



Pip Schroor
Chief Executive Officer

PROXY VOTING FORM

I, (name)

of (address)

being a **General Member** of Cape York Natural Resource Management Ltd, hereby appoint the following person:

	Margaret Marty, Company Secretary, Cape York NRM
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OR

	(name of the proxy holder - must be a member of Cape York NRM)
	(address of the proxy holder)

as my proxy to vote on my behalf at the Annual General Meeting of Cape York Natural Resource Management to be held on Thursday 14th November 2024, and at any adjournment of that meeting.

I understand that I may direct how my proxy holder is to vote and I direct that my proxy holder will: (please indicate which of the following options is the direction to your proxy holder)

	A. Vote in accordance with his or her discretion on any matters specified in the notice, or which may properly come before the meeting; or
	B. Vote as follows in respect of each matter raised in the notice

		FOR	AGAINST
Agenda Item 5: Confirmation of previous minutes	Resolution: <i>"That Members adopt the minutes of the Annual General Meeting held on 21 October 2023 as a true and accurate record"</i>		
Agenda Item 6: Chair's report	Resolution: <i>"That the Chair's report to members be accepted as presented"</i>		
Agenda Item 8: Audited financial statements for year ending 30 June 2024	Resolution: <i>"That the Audited Financial Statements and Auditors Report for the year ended 30 June 2024 be accepted as received"</i>		

Agenda Item 9: Constitutional Change	Resolution: "That Cape York Natural Resource Management Ltd adopt the proposed changes as listed to the Constitution."		
Agenda Item 10: Appointment of the auditor 2024-2025	Resolution: "That Crowe Audit Australia, having consented in writing and been duly nominated in accordance with Section 328B(1) of the Corporations Act 2001, be appointed as Auditor of the Company."		

Signed:

Date:

Please complete and return this form to the Company Secretary by no later than 5pm on Tuesday 12 November 2024.

Forms may be returned by email to margaret.marty@capeyorknrm.com.au or posted to PO Box 6025, Cairns QLD 4870.

Agenda

2024 Annual General Meeting

Date and Time	Thursday 14 November 2024 at 4pm
Location	<ul style="list-style-type: none"> ● Cape York NRM's Cairns office at Level 1, 258 Mulgrave Road ● Join Director Marilyn Morris for an online screening at the Country Universities Centre, Cooktown ● Online via Zoom here

Item	Agenda Item	Responsibility
1	Welcome by the Chair of the meeting	Chair
2	Acknowledgement of the Traditional Custodians of the land on which we are meeting, and recognise their continuing connection to land, water and community. Cape York NRM pays respects to Elders past, present and emerging	Chair
3	Attendance and Apologies	Chair
4	Proxies	Company Secretary
5	<p>Confirmation of minutes from the last AGM</p> <p>To consider and if thought fit, to pass the following resolution:</p> <p><i>"That members adopt the minutes of the Annual General Meeting held on 21 October 2023 as a true and accurate record of the meeting."</i></p>	Chair
6	<p>Chair's Address</p> <p>To receive and consider and if thought fit, to pass the following resolution:</p> <p><i>"That the Chair's report to members be accepted as presented."</i></p>	Chair
7	<p>Audited financial statement and auditors report for the year ended 30 June 2024</p> <p>To receive and consider the auditor's financial report and if thought fit, to pass the following resolution:</p> <p><i>"That the Audited Financial Statements and Auditors Report for the year ended 30 June 2024 be accepted as received."</i></p>	Chair

8	<p>Special resolution to adopt revised Constitution</p> <p>To receive and consider the changes to the constitution recommended by the Board. The changes are designed to improve clarity and legislative compliance and to account of changes to the Deductible Gift Recipient Status requirements. If thought fit, to pass the following resolution:</p> <p><i>“That Cape York Natural Resource Management Ltd adopt the proposed changes as listed to the Constitution.”</i></p>	Chair
9	<p>Appointment of auditor for 2024/25 audit</p> <p>To consider and if thought fit, to pass the following resolution recommended by the Board:</p> <p><i>“That Crowe Audit Australia, having consented in writing and been duly nominated in accordance with Section 328B(1) of the Corporations Act 2001, be appointed as Auditor of the Company.”</i></p>	Chair
10	<p>Director Appointments</p> <p>The Selection Committee has completed a recruitment process in accordance with Clause 13 of the constitution and recommended 4 Directors for appointment to the 4 vacant positions.</p> <p>In accordance with clause 13.4 of the constitution, no vote, ballot or other approval is required.</p>	Deputy Chair
11	Meeting Closed	Deputy Chair



Minutes

2023 Annual General Meeting



Date and Time	Saturday 21 October - Registration from 9.30am for 10am start
Location	Gungarde Community Hall, Cooktown
Chaired By	Sally Gray, Chair

Item	Agenda Item	Responsibility
1	Welcome by the Chair of the meeting	Chair
2	Acknowledgement of the Traditional Custodians of the land on which we are meeting, and recognise their continuing connection to land, water and community. Cape York NRM pays respects to Elders past, present and emerging	Chair
3	<p>Attendance</p> <p>Members of Cape York NRM Sally Gray Hurriyet Babacan Marilyn Morris Jim Turnour Cliff Harrigan Polly Smith Michelle Friday Trevor Meldrum Darryn Higgins Melissa Bruton Wendy Seabrook Col Burns Annette Luthi Kathi Steffensen David Ainscough</p> <p>Non-members Brian Joiner - CEO Cook Shire Ellen Webber - Gulf Savannah NRM and NQ NRM Alliance Debbie Wallace Eric Rosendale</p> <p>Cape York NRM Staff Pip Schroor Esther Ward Marnie Basham</p>	Chair

	<p>Starrlia Colley Kathrina Southwell Katrina Shaw Sienna Thomason</p> <p>Apologies Cliff Harrigan - Director Jason Carroll - General Member Sandra Dibbs - General Member Warren Entsch - Member for Leichhardt Peter Scott - Mayor Cook Shire Chris Norman - NRM RQ Michael Rowland - Weipa Town Authority Dominic McGann - General Member Robyn May - General Member Mike Gregory - QPWS Jessie Price-Decle - General Member Thomas Kelly - General Member Tim Hughes - General Member Robyn Holmes - Deputy Mayor, Cook Shire Council</p>	
4	<p>Proxies</p> <ol style="list-style-type: none"> 1. Jason Carroll 2. Robyn May 3. Tim Hughes 4. Jessie Price-Decle 5. Thomas Kelly 6. Graham Woods 	
5	<p>Confirmation of minutes from the last AGM</p> <p>To consider and if thought fit, to pass the following resolution:</p> <p><i>"That the minutes of the Annual General Meeting held at JC Love Hall in Coen on Friday 25 November 2022 be accepted as an accurate record of the meeting".</i></p> <p><i>Moved: Hurriyet Babacan</i> <i>Seconded: Jim Turnour</i> <i>Carried</i></p>	
6	<p>Chair's Address</p>	

	<p>To receive and consider and if thought fit, to pass the following resolution:</p> <p><i>"That the Chair's report to members be accepted as presented"</i></p> <p>Moved: Jim Turnour Seconded: Marilyn Morris Carried</p>	
7	<p>Director Appointments</p> <p>The Chair confirmed the resignation of Pip Schroor as a Director and her subsequent appointment as CEO for Cape York NRM</p> <p>The Chair introduced Michelle Friday to the members as our newest Cape York NRM Director</p>	
8	<p>Audited financial statement and auditors report for the year ended 30 June 2023</p> <p>To receive and consider the auditor's financial report and if thought fit, to pass the following resolution:</p> <p><i>"That the Audited Financial Statement and Auditors Report for the year ended 30 June 2023 be accepted as received"</i></p> <p>Moved: Col Burns Seconded: Polly Smith Carried</p>	
9	<p>Appointment of auditor for 2023/24 Audit</p> <p>To consider and if thought fit, to pass the following resolution:</p> <p><i>"That Crowe Audit Australia having consented in writing and been duly nominated in accordance with Section 328B(1) of the Corporations Act 2001, be appointed as Auditor of the Company."</i></p> <p>Moved: Marilyn Morris Seconded: Hurriyet Babacan Carried</p>	
10	Meeting Closed 11.10am	Chair

Post AGM events:
Cape York NRM information and Q&A session
Morning Tea



Cape York

Natural Resource Management

Constitution

For approval by the membership at the 2024 AGM

ACN: 146 770 167

ABN: 89 146 770 167

Incorporation Date: 11 October 2010

Effective: TBC on approval

Contents

1.	PRELIMINARY	1
1.1	Type of Company	1
1.2	Objects	1
1.3	Application of income and property	1
1.4	Certain payments allowed	2
1.5	Replaceable rules	2
1.6	Definitions	2
1.7	Interpretation of this document	3
1.8	Reading this Constitution with the Corporations Act	3
2.	MEMBERSHIP	4
2.1	Membership	4
2.2	Classes of membership	4
2.3	Eligibility for membership	4
2.4	Rights and benefits of membership	4
2.5	Member Representative	5
2.6	Limited liability of members	5
2.7	Cessation of membership	5
3.	ADMISSION	6
3.1	Applications	6
3.2	Consideration of applications	6
3.3	Notice	6
3.4	Time and term of membership	6
3.5	Non transferable	6
4.	REGISTER OF MEMBERS	6
5.	MEETINGS OF MEMBERS	7
5.1	Annual general meeting	7
5.2	General meetings called by the Board	7
5.3	General meetings called by members	8
5.4	Notice of meeting	8
5.5	Short notice	9
5.6	Postponement or cancellation	9
5.7	Fresh notice	10
5.8	Technology	10
5.9	Accidental omission	10
6.	PROCEEDINGS AT GENERAL MEETINGS	10
6.1	Member present at meeting	10
6.2	Quorum	10
6.3	Quorum not present	10
6.4	Chairing meetings of members	10

6.5	Attendance at general meetings	11
6.6	Adjournment	11
6.7	Business at adjourned meetings	11
7.	MEMBERS' RESOLUTIONS	11
7.1	Members resolutions	11
7.2	Company must give notice of proposed resolution	11
8.	ENTITLEMENT TO VOTE	12
8.1	Number of votes	12
8.2	Casting vote of Chair	12
8.3	Decision on right to vote	12
9.	HOW VOTING IS CARRIED OUT AT GENERAL MEETINGS	12
9.1	Method of voting	12
9.2	Demand for a poll	13
9.3	When and how polls must be taken	13
10.	PROXIES	13
10.1	Appointment of proxies	13
10.2	Deposit of proxy appointment forms and proxy appointment authorities	14
10.3	Appointment for particular meeting, standing appointment and revocation	14
10.4	Position of proxy if Member present	14
10.5	More than one current proxy appointments	14
10.6	Continuing authority	14
11.	DIRECT VOTING	14
11.1	Board may decide direct voting to apply	14
11.2	Direct votes only counted on a poll	15
11.3	Withdrawal of direct vote	15
11.4	Vote not affected by incapacity of a Member	15
12.	DIRECTORS	16
12.1	Composition of Directors	16
12.2	Chair	17
13.	ELECTION AND APPOINTMENT OF DIRECTORS	17
13.1	Election	17
13.2	Eligibility	17
13.3	Call for Nominations	17
13.4	Automatic election	18
13.5	Election by ballot	18
14.	CASUAL DIRECTORS	18

15.	TERM OF OFFICE	19
15.1	Term	19
15.2	Retirement	19
15.3	Cessation of Director's appointment	19
15.4	Removal from office	19
15.5	Too few Directors	19
16.	POWERS OF THE BOARD	20
16.1	Powers generally	20
16.2	Exercise of powers	20
17.	DELEGATION OF BOARD POWERS	20
17.1	Power to delegate	20
17.2	Power to revoke delegation	21
17.3	Terms of delegation	21
17.4	Proceedings of committees	21
17.5	Deemed limitations	21
18.	SELECTION COMMITTEE	21
18.1	Composition of Selection Committee	21
18.2	Independent Chair	22
18.3	Role of Selection Committee	22
19.	DIRECTORS' DUTIES AND INTERESTS	22
19.1	Compliance with duties under the ACNC Act and general law	22
19.2	Director can hold other offices etc	22
19.3	Disclosure of interests	23
19.4	Director interested in a matter	23
19.5	Agreements with third parties	23
20.	DIRECTORS' REMUNERATION	23
20.1	Payments to Directors	23
21.	OFFICERS' INDEMNITY AND INSURANCE	24
21.1	Officer's right of indemnity	24
21.2	Indemnity	24
21.3	Insurance	24
21.4	Directors' access to documents	25
22.	BOARD MEETINGS	25
22.1	Convening Board meetings	25
22.2	Notice of Board meeting	25
22.3	Use of technology	25
22.4	Chairing Board meetings	25
22.5	Quorum	26

22.6	Majority decisions	26
22.7	Procedural rules	26
22.8	Board Circular resolutions	26
22.9	Valid proceedings	26
23.	SECRETARY	27
23.1	Appointment of Secretary	27
23.2	Terms and conditions of office	27
23.3	Cessation of Secretary's appointment	27
23.4	Removal from office	27
24.	MINUTES	27
24.1	Minutes must be kept	27
24.2	Minutes as evidence	28
24.3	Inspection of minute books	28
25.	FINANCIAL REPORTS AND AUDIT	28
25.1	Company must keep financial records	28
25.2	Appointment of auditor or reviewer	28
26.	FINANCIAL YEAR	28
26.1	Company's financial year	28
27.	CAPE YORK NATURAL RESOURCE MANAGEMENT PUBLIC FUND	28
27.1	Gift Fund	28
27.2	Informing the Department	29
27.3	Management of the Cape York natural Resource Management Public Fund	29
27.4	Winding up of fund	30
28.	WINDING UP OF COMPANY	30
28.1	Surplus assets not to be distributed to Members	30
28.2	Distribution of surplus assets	30
29.	AMENDING THE CONSTITUTION	30
30.	DISPUTE RESOLUTION	30
31.	NOTICES	31
31.1	Notices by Company	31
31.2	When notice is given	32
31.3	Business days	32
31.4	Counting days	32
31.5	Notices to "lost" Members	32

Constitution of Cape York Natural Resource Management Ltd.

1. PRELIMINARY

1.1 Type of Company

The Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as a charity .

1.2 Objects

- (a) The objects for which the Company is established are to carry out the role of a regional Natural Resource Management body for the Cape York Region by:
 - (i) working with the people of the Cape York Region to develop and deliver natural resource management activities for the purpose of protecting, enhancing or improving the natural environment or a significant aspect of the natural environment of the Cape York Region;
 - (ii) building the capacity of people and organisations within the Cape York Region to care for the natural environment and to practice sustainable use of natural resources;
 - (iii) promoting the recognition and protection of the unique cultural heritage of Cape York including its sites, structures and objects of cultural significance as well as the intellectual property inherent in the traditional knowledge and practices of its Indigenous people; and
 - (iv) supporting and facilitating the ecological, economic and community sustainability to improve the quality of life in the Cape York Peninsula.
- (b) The Company can only exercise the powers in section 124(1) of the Corporations Act to:
 - (i) promote the objects of the Company set out in rule 1.2(a);
 - (ii) act as trustee of any trust and manage any public fund of which the purpose relates to the objects in rule 1.2(a); and
 - (iii) do all things incidental or convenient in relation to the exercise of the power under rule 1.2(b)(i) and (ii)

1.3 Application of income and property

- (a) Subject to rules 1.4 and 20.1, the Company must apply its income and assets solely towards promoting the objects of the Company as stated in rule 1.2.
- (b) No part of the Company's income or assets may be paid or transferred directly or indirectly to any Member except to the extent permitted by this document.

1.4 **Certain payments allowed**

Rule 1.3 does not prevent the payment of reasonable remuneration to any employee of the Company or to any Member or other person in return for services rendered to the Company. In addition, rule 1.3 does not prevent the Company paying to a Member:

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

1.5 **Replaceable rules**

The replaceable rules referred to in section 141 of the Corporations Act do not apply to the Company and are replaced by the rules set out in this document.

1.6 **Definitions**

The following definitions apply in this document:

ACNC Act means the *Australian Charities and Not for profits Commission Act 2012* (Cth).

Board means the Directors acting collectively under this document.

Cape York Region means the area specified in Annexure A to this document.

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

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

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

Director Eligibility Criteria means the selection criteria, developed by the Selection Committee in consultation with the Board, used in the assessment of director nominations.

Member means a person whose name is entered in the Register as a member of the Company.

Members Register means the register of members kept as required by sections 168 and 169 of the Corporations Act.

Representative means a person appointed as such under rule 2.5.

Publicly Responsible Person means a person who meets the criteria for having a degree of responsibility to the community as prescribed by the Commissioner of Taxation.

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

special resolution means a resolution:

- (a) of which notice has been given under rule 5.4; and
- (b) that has been passed by at least 75% of the votes cast by members present (that is, in person or by proxy at the venue or venues for the general meeting) and entitled to vote on the resolution.

1.7 Interpretation of this document

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

- (a) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
- (b) A singular word includes the plural, and vice versa.
- (c) If a word is defined, another part of speech has a corresponding meaning.
- (d) The word **agreement** includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (e) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (f) A reference to a power is also a reference to authority or discretion.
- (g) A reference to something being **written** or **in writing** includes that thing being represented or reproduced in any mode in a visible form.
- (h) A word (other than a word defined in rule 1.6) which is defined by the Corporations Act or the ACNC Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Corporations Act or the ACNC Act.

1.8 Reading this Constitution with the Corporations Act

- (a) While the Company is a registered charity, the ACNC Act and the Corporations Act override any rules in this document which are inconsistent with those Acts.
- (b) If the Company is not a registered charity (even if it remains a charity), the Corporations Act overrides any rule in this Constitution which is inconsistent with that Act.

2. MEMBERSHIP

2.1 Membership

Subject to rule 2.7, the members are:

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

2.2 Classes of membership

- (a) The membership of the Company consists of General Members and Affiliate Members.
- (b) The number of members is unlimited.

2.3 Eligibility for membership

- (a) Any individual is eligible to be a General Member if they:
 - (i) demonstrate a commitment to the Objects set out in rule 1.2(a);
 - (ii) have a connection to Cape York;
 - (iii) have a connection to natural resource and/or cultural heritage management; and
 - (iv) are at least 18 years of age.
- (b) Any individual or organisation is eligible to be an Affiliate Member if they:
 - (i) support the Objects set out in rule 1.2(a);
 - (ii) have a connection to Cape York;
 - (iii) have a connection to natural resource and/or cultural heritage management; and
 - (iv) in the case of an individual, are at least 18 years of age.
- (c) An employee of the Company (excluding Directors) is only eligible to be an Affiliate Member.

2.4 Rights and benefits of membership

- (a) A General Member has the following rights:
 - (i) to receive notice, attend, ask questions and vote at a general meeting in accordance with rule 5;
 - (ii) to vote on the election of Directors in accordance with rule 13;
 - (iii) to access minutes of general meetings and the Members Register as permitted by rules 4(c) and 24.3;

- (iv) to be given information about the Company's finances and activities at or before each annual general meeting (rule 5.1(c)); and
 - (v) request the Directors to call a general meeting and propose resolutions at that general meeting in accordance with rule 5.2(b).
 - (vi) to nominate for election to the office of Director.
- (b) An Affiliate Member has the following rights:
- (i) to receive notice and attend general meeting but does not have the right to ask questions or vote at a general meeting or on the election of Directors;
 - (ii) to access minutes of general meetings and the Members Register as permitted by rules 4(c) and 24.3; and
 - (iii) to be given information about the Company's finances and activities at or before each annual general meeting (rule 5.1(c)).

2.5 Member Representative

- (a) Any organisation which is an affiliate Member shall, by written notice to the Secretary, appoint a natural person to act as its representative in all matters connected with the Company as permitted by the Corporations Act (**Member Representative**).
- (b) A Member Representative is entitled to:
- (i) exercise at a general meeting all the powers which the organisation which appointed him or her could exercise if it were a natural person; and
 - (ii) be counted towards a quorum on the basis that the Member organisation is to be considered personally present at a general meeting by its Member Representative.

2.6 Limited liability of members

If the Company is wound up, each Member must contribute to the assets of the Company up to an amount not exceeding \$10.00 for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for one year after a person ceases to be a Member.

2.7 Cessation of membership

A Member's membership will cease, on the date:

- (a) the Secretary receives written notice of resignation from that Member;
- (b) the Member ceases to satisfy eligibility for membership;
- (c) the Member fails to renew membership within 30 days of notice by the Directors;
- (d) if Directors by resolution terminate the membership of a Member:
 - (i) willfully refusing or neglecting to comply with these rules;

- (ii) whose conduct in their opinion renders it undesirable that that Member continue to be a Member; and
- (iii) only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed.

3. ADMISSION

3.1 Applications

Applications for membership of the Company must be in writing, signed by the applicant and in a form approved by the Directors in their absolute discretion.

3.2 Consideration of applications

- (a) The Directors will consider each application for membership at the next meeting of Directors after the application is received. In considering an application for membership, the Directors may:
 - (i) accept or reject the application; or
 - (ii) ask the applicant to give more evidence of eligibility for membership.
- (b) If the Directors ask for more evidence under rule 3.2, their determination of the application for membership is deferred until the evidence is given.
- (c) The Directors do not have to give any reason for rejecting an application for membership.

3.3 Notice

As soon as practicable following acceptance of an application for membership, the Secretary will send the applicant written notice of the acceptance.

3.4 Time and term of membership

- (a) An applicant for membership becomes a Member when the applicant's name is entered onto the Members Register.
- (b) Subject to rule 2.7, a Member's membership is due for renewal on 30 June every third year from 30 June 2021.

3.5 Non transferable

The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.

4. REGISTER OF MEMBERS

- (a) The Company must set up and maintain a register of members.

- (b) In accordance with the Corporations Act, the Members Register must contain the following information:
 - (i) the name and address of each Member;
 - (ii) the class of membership;
 - (iii) the date on which the entry of the Member's name in the Members Register is made;
 - (iv) the name and details of each person who stopped being a Member within the last seven years;
 - (v) the date on which the person stopped being a Member; and
 - (vi) an index of members' names if the Company has more than 50 members and the Register itself is not kept in a form that operates effectively as an index.
- (c) The Company must provide members access to the Members Register subject to policies guiding this matter
- (d) Information obtained from the Members Register must only be used in a manner relevant to exercising the rights of members.

5. MEETINGS OF MEMBERS

5.1 Annual general meeting

- (a) The Company must hold an annual general meeting at least once in every calendar year.
- (b) Even if these items are not set out in the notice of meeting, the business of an annual general meeting must include:
 - (i) a review of the Company's activities;
 - (ii) a review of the Company's finances;
 - (iii) any auditor's report; and
 - (iv) the appointment and payment of auditors, if any.
- (c) Before or at the annual general meeting, the Board must give information to the members, entitled to attend and vote at the meeting, on the Company's activities and finances during the period since the last annual general meeting.
- (d) The Chair of the annual general meeting must give general members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

5.2 General meetings called by the Board

- (a) A general meeting may be convened at any time by the Board.
- (b) If members with at least 25% of the votes that may be cast at a general meeting, make a written request to the Company for a general meeting to be held, the Board must:
 - (i) within 21 days of the members' request, give all members notice of a general meeting; and
 - (ii) hold the general meeting within 2 months of the members' request.
- (c) The percentage of votes that members have is to be worked out as at midnight before the members request the meeting.
- (d) The members who make the request for a general meeting must:
 - (i) state in the request any resolution to be proposed at the meeting;
 - (ii) sign the request; and
 - (iii) give the request to the Company **Secretary**
- (e) Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

5.3 **General meetings called by members**

- (a) If the Board does not call the meeting within 21 days of being requested under rule 5.2(b), 25% or more of the members who made the request may call and arrange to hold a general meeting.
- (b) To call and hold a meeting under rule 5.3(a) the members must:
 - (i) as far as possible, follow the procedures for general meetings set out in this document;
 - (ii) call the meeting using the list of members on the Members Register, which the Company must provide to the members making the request at no cost; and
 - (iii) hold the general meeting within 3 months after the request was given to the Company.
- (c) The Company must pay the members who request the general meeting any reasonable expenses they incur because the Directors did not call and hold the meeting.

5.4 **Notice of meeting**

Subject to rule 5.5, at least 21 days' notice of a general meeting must be given in any manner authorised by these Rules or the Law individually to:

- (a) each Member (whether or not the Member is entitled to vote at the meeting);
- (b) each Director; and

- (c) the auditor (if the Company is required to appoint an auditor).

5.5 **Short notice**

- (a) Subject to rule 5.5(b), notice of a meeting may be provided less than 21 days before the meeting if:
 - (i) for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand; or
 - (ii)** for any other general meeting, members with at least 75% of the votes that may be cast at the meeting agree beforehand.
- (b) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (i) remove a director;
 - (ii) appoint a director in order to replace a director who was removed; or
 - (iii) remove an auditor (if the Company has appointed an auditor).
- (c) Notice of a general meeting must include:
 - (i) the place, 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);
 - (ii) the general nature of the meeting's business;
 - (iii) if applicable, that a special resolution is to be proposed and the words of the proposed resolution;
 - (iv) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:
 - (A) the proxy must be another Member;
 - (B) the proxy form must be delivered to the Company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
 - (C) the proxy form must be delivered to the Company before the meeting.

5.6 **Postponement or cancellation**

The Board may:

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

by notice given in any manner authorised by these Rules or the Law individually to each person entitled to be given notice of the meeting.

5.7 **Fresh notice**

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

5.8 **Technology**

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

(b) Anyone using this technology is taken to be present in person at the meeting.

5.9 **Accidental omission**

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

6. **PROCEEDINGS AT GENERAL MEETINGS**

6.1 **Member present at meeting**

If a Member has appointed a proxy to act at a general meeting, that Member is taken to be present at a meeting at which the proxy is present.

6.2 **Quorum**

The quorum for a general meeting is twice the number of Directors holding office at the time of the general meeting plus one of the members present in person or by proxy. Each individual Member present may only be counted once toward a quorum. If a Member has appointed more than one proxy only one of them may be counted towards a quorum.

6.3 **Quorum not present**

If a quorum is not present within 15 minutes after the time for which a general meeting is called:

(a) the meeting is adjourned to the day, time and place that the Board decides and notifies to members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and

(b) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

(c) if a general meeting is adjourned, you may call another meeting with quorum with Board plus 1

6.4 **Chairing meetings of members**

The Chair or the Vice Chair of the Board are entitled to chair general meetings. If the Chair or Vice Chair are not present within 15 minutes after the time for which a meeting is called

or is unwilling to act the members present must elect a Member or Director present to chair the meeting.

6.5 **Attendance at general meetings**

- (a) Every Member has the right to attend all general meetings.
- (b) Every Director has the right to attend and speak at all general meetings.
- (c) The auditor has the right to attend any general meeting and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

6.6 **Adjournment**

Subject to rule 5.7, the Chair of a general meeting at which a quorum is present:

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

6.7 **Business at adjourned meetings**

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

7. MEMBERS' RESOLUTIONS

7.1 **Members resolutions**

- (a) Members with at least 25% of the votes that may be cast on a resolution may give written notice to the Company of a resolution they propose to move at a general meeting (**members' resolution**).
- (b) A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- (c) Separate copies of a document setting out the notice may be signed by members if the wording is the same in each copy.
- (d) The percentage of votes that members have is to be worked out as at midnight before the request or notice is given to the company.
- (e) If the Company has been given notice of a members' resolution, the resolution must be considered at the next general meeting held more than 2 months after the notice is given.
- (f) This rule does not limit any other right that a Member has to propose a resolution at a general meeting.

7.2 **Company must give notice of proposed resolution**

- (a) If the Company has been given a notice under rule 7.1:

- (i) in time to send the notice of proposed members' resolution to members with a notice of meeting, it must do so at the Company's cost; or
 - (ii) too late to send the notice of proposed members' resolution to members with a notice of meeting, then the members who proposed the resolution pay the expenses reasonably incurred by the company in giving members notice of the proposed members' resolution. However, at a general meeting, the members may pass a resolution that the company will pay these expenses.
- (b) The Company does not need to send the notice of proposed members' resolution to members if:
 - (i) it is more than 1,000 words long;
 - (ii) the Directors consider it may be defamatory;
 - (iii) rule 7.2(a)(ii) applies, and the members who proposed the resolution have not paid the Company enough money to cover the cost of sending the notice of the proposed members' resolution to members; or
 - (iv) the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

8. ENTITLEMENT TO VOTE

8.1 Number of votes

- (a) Each Member entitled to vote has one vote.
- (b) Except where a special resolution is required, questions arising at a general meeting must be decided by a majority of votes cast by the members.

8.2 Casting vote of Chair

If an equal number of votes is cast for and against a resolution at a meeting of members, the Chair has a casting vote whether or not the Chair is a Member.

8.3 Decision on right to vote

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

9. HOW VOTING IS CARRIED OUT AT GENERAL MEETINGS

9.1 Method of voting

- (a) A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is demanded under rule 9.2:

- (i) before the show of hands is taken;
 - (ii) before the result of the show of hands is declared.
- (b) Unless a poll is demanded, the Chair's declaration of a decision on a show of hands is final.

9.2 Demand for a poll

- (a) A poll may be demanded on any resolution (except a resolution concerning the election of the Chair of a meeting) by:
 - (i) at least three members entitled to vote on the resolution; or
 - (ii) the Chair.
- (b) The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

9.3 When and how polls must be taken

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, in the manner, that the Chair of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place in the manner that the Chair of the meeting directs;
- (c) a person voting who has the right to cast two or more votes need not cast all those votes and may cast those votes in different ways; and
- (d) the result of the poll is the resolution of the meeting at which the poll was demanded.

10. PROXIES

10.1 Appointment of proxies

- (a) A Member entitled to vote at a general meeting may appoint another Member to be a proxy to attend and act for the Member at a general meeting. An appointment of proxy must be made by written notice to the Chair or Company Secretary and delivered to the Company before the general meeting.
- (b) An appointment of proxy (**proxy form**) distributed with the notice of the general meeting must be signed by the Member appointing the proxy and must contain:
 - (i) the Member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name; and

- (iv) the date of the meeting(s) at which the appointment may be used or the date of commencement if it is a standing appointment.

10.2 Deposit of proxy appointment forms and proxy appointment authorities

An appointment of a proxy is not effective for a particular general meeting unless the proxy appointment form is received by the Chair before the time for which the meeting was called or, if the meeting has been adjourned, before the meeting is resumed.

10.3 Appointment for particular meeting, standing appointment and revocation

A Member may appoint a proxy to act at a particular general meeting or make a standing appointment and may revoke any appointment. A proxy must be a Member.

10.4 Position of proxy if Member present

The appointment of a proxy is not revoked by the Member attending and taking part in the general meeting, but if the Member votes on a resolution, the proxy is not entitled to vote, and must not vote, as the Member's proxy on the resolution.

10.5 More than one current proxy appointments

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

10.6 Continuing authority

An act done at a general meeting by a proxy is valid even if, before the act is done, the appointing Member:

- (a) dies or becomes mentally incapacitated; or
- (b) revokes the appointment or revokes the authority under which the appointment was made by a third party,

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

11. DIRECT VOTING

11.1 Board may decide direct voting to apply

- (a) The Board may determine that Members entitled to attend and vote on any or all of the resolutions (including special resolutions) proposed to be considered at, and specified in the notice convening, a meeting of Members, is entitled to cast the vote by direct vote. A 'direct vote' includes a vote delivered to the Company by post, fax or other electronic means approved by the Board. A Member who delivers a direct vote at any general meeting is deemed to be present at that meeting for all purposes.

- (b) If the Board decides that votes may be cast by direct vote, the Board may make the regulations it considers appropriate for the casting of direct votes.

11.2 Direct votes only counted on a poll

- (a) Direct votes are not counted if a resolution is decided on a show of hands.
- (b) Subject to rules 11.3 and 11.4, if a poll is held on a resolution, votes cast by direct vote by a Member entitled to vote on the resolution are taken to have been cast on the poll as if the Member had cast the votes on the poll at the meeting, and the votes of the Member are to be counted accordingly.
- (c) A direct vote received by the Company on a resolution is taken to be a direct vote on that resolution as amended (where permitted by law), if the Chair of the meeting decides this is appropriate.
- (d) Receipt of a direct vote from a Member has the effect of revoking (or, in the case of a standing appointment, suspending) the appointment of a proxy or attorney or Representative made by the Member under an instrument received by the Company before the direct vote was received, to the extent of the proceedings in relation to which the direct vote was cast.

11.3 Withdrawal of direct vote

- (a) A direct vote received by the Company:
 - (i) may be withdrawn by the Member by written notice received by the Company before the time appointed for the commencement of the meeting (or in the case of any adjournment, the resumption of the meeting); and
 - (ii) is automatically withdrawn if:
 - (A) the Company receives from the Member a further direct vote or direct votes (in which case the most recent direct vote is, subject to this rule, counted in lieu of the prior direct vote); or
 - (B) the Company receives, after the Member's direct vote is received, an instrument under which a proxy, attorney or Representative is appointed to act for the Member at the meeting under rule 11.
- (b) A direct vote by a Member is not revoked by the Member attending the meeting unless the Member instructs the Company before the meeting that the Member wishes to vote in person on any or all of the resolutions to be put before the meeting, in which case the direct vote by the Member is revoked.
- (c) A direct vote withdrawn under this rule is not counted.

11.4 Vote not affected by incapacity of a Member

A direct vote received by the Company is valid even if, before the meeting, the Member:

- (a) dies or becomes mentally incapacitated;

- (b) become bankrupt or an insolvent under administration; or
- (c) where the direct vote is cast on behalf of the Member by an attorney, revokes the appointment of the attorney or the authority under which the appointment was made by a third party,
- (d) unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

12. DIRECTORS

12.1 Composition of Directors

- (a) The number of Directors will not be less than 3 nor more than 7.
- (b) The Board will, where reasonably practicable, comprise:
 - (i) an equal number of male and female Directors;
 - (ii) at least 2 people who identify as of Aboriginal and Torres Strait Islander descent connected to Cape York; and
 - (iii) a diversity in age.
- (c) The Selection Committee must, from time to time, consider the skills and experience required of the individual Directors and the Board collectively to add value to the Company, and accordingly endeavour to nominate suitable candidates for election that are highly knowledgeable and experienced in one or more of the following areas of natural resource management:
 - (i) Governance policy, practices and processes particularly in the not for profit sector;
 - (ii) Indigenous culture and experience relevant to Cape York and natural resource management;
 - (iii) natural resource management issues, principles and practices relevant to Cape York;
 - (iv) Local Government or local governance and administration;
 - (v) conservation and biodiversity management;
 - (vi) community participation, engagement or capacity building;
 - (vii) community affairs and community development at a regional level;
 - (viii) primary production or pastoral land management; and
 - (ix) economic development including Tourism, Small Business, Mining and Other Industries.
- (d) A Director must be a General Member.

12.2 Chair

- (a) The Board must appoint a Director to the office of Chair of Directors (**Chair**) in accordance with procedures established by resolution of the Board.
- (b) The Chair will hold office for a term of up to 3 years and must retire from office at the conclusion of their term of appointment. A retiring Chair will be eligible for re-appointment.

12.3 Vice Chair

- (a) The Board must appoint a Director to the office of Vice Chair of Directors (**Vice Chair**) in accordance with procedures established by resolution of the Board.
- (b) The Vice Chair will hold office for a term of up to 3 years and must retire from office at the conclusion of their term of appointment. A retiring Vice Chair will be eligible for re-appointment.

13. ELECTION AND APPOINTMENT OF DIRECTORS

13.1 Election

- (a) Apart from the Directors appointed under rule 13, the Members may elect a Director by a resolution passed in accordance with rule 14.
- (b) Each of the Directors must be appointed by a separate resolution.

13.2 Eligibility

A person is eligible for election as a Director of the Company if:

- (a) they give the Company their signed consent to act as a Director of the Company;
- (b) are not ineligible to be a Director under the Corporations Act or the ACNC Act;
- (c) they hold a Director Identification Number issued by the Australian Business Registry;
- (d) if requested by the Board, before election or appointment of the person, the Selections Committee has affirmed in writing to the Members that the person fulfils the Director Eligibility Criteria.

13.3 Call for Nominations

- (a) The Secretary must, no later than 60 calendar days before the term of office of a Director ends, call for nominations for the office of Director.
- (b) Nominations for the office of Director must be made to the Secretary at the registered office of the Company. Nominations close at 5.00pm local time on a day which is no later than 30 calendar days before the term of office of a Director

ends.

- (c) For a nomination to be valid:
 - (i) the nomination must name the candidate;
 - (ii) the person nominated must consent to act if elected; and
 - (iii) the nomination and consent must be received before the close of nomination.
- (d) A consent is sufficient if the person signs a form of consent on the nomination form. The Secretary or their delegate may accept any other form of consent, whether accompanied by the nomination paper, that the Secretary or their delegate deemed satisfactory, and such acceptance is final.

13.4 Automatic election

If the number of candidates (recommended by the Selection Committee) for election as a Director is equal to or less than the vacancies to be filled by election or re-election of Directors whose term has ended, those candidates are automatically elected as Directors at the conclusion of the Directors term and no vote, ballot or other approval is required.

13.5 Election by ballot

- (a) If there are more candidates (recommended by the Selection Committee) for election as a Director than vacancies to be filled by election or re-election of Directors whose term will end, an election by ballot of the Members must be conducted in the following manner:
 - (i) The Secretary must, at least 14 calendar days before the Directors term ends, forward to each Member notice of the ballot and the form and method of the ballot, approved by the Board. The non-receipt by any Member of the notice of ballot does not invalidate the ballot.
 - (ii) The Member must clearly indicate, using the form and method of the ballot notified, each candidate for whom they wish to vote, and a vote must be cast for the exact number of Directors to be elected in the ballot.
 - (iii) If the form of the ballot is a paper ballot, the Member must sign the ballot paper and:
 - (A) place the ballot paper in the inner envelope, seal it and send it or have it delivered to the registered office of the Company; or
 - (B) send a scanned copy of the ballot paper by email transmission to the email address of the Company set out in the notice of the ballot.
 - (iv) If the form of the ballot is an electronic ballot, the Member must complete the voting process described on the notice of the ballot.
 - (v) A ballot paper or electronic ballot may only be completed, and signed (if required) by the Member.
 - (vi) All votes cast by ballot and received by the Company in accordance with this

rule no later than 5 pm on the day which is no later than 4 Business Days before the day fixed for election of the Director must be counted in the ballot. Votes cast by ballot received after that time cannot, unless the Company Secretary determines otherwise, be counted in the ballot.

- (vii) Any ballot conduct in accordance with this rule must include the Member's full name, address, member number and signature (where required).

14. CASUAL DIRECTORS

- (a) The Directors may appoint a person as a Director to fill a casual vacancy or as an additional director if that person satisfies the eligibility criteria set out in rule 13.2.
- ~~(b)~~ ~~Any person appointed under this rule holds office for the term of the office held by the vacating Director.~~

15. TERM OF OFFICE

15.1 Term

Subject to 15.3, a Director appointment is for a term of 3 years.

15.2 Retirement

At each annual general meeting:

- (a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
- (b) at least one-third of the remaining directors must retire.
- (c) The directors who must retire at an annual general meeting under clause 15.2(b) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless otherwise agreed .

15.3 Cessation of Director's appointment

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

- (a) is not permitted by the ACNC Act to be a director;
- (b) becomes disqualified from managing corporations under Part 2D.6 of the Corporations Act and is not given permission or leave to manage the Company under section 206F or 206G of the Corporations Act;
- (c) becomes physically or mentally incapable of performing the functions of that office;
- (d) fails to attend three (3) consecutive Board meetings (not including meetings of a committee of the Board) without leave of absence from the Board;
- (e) resigns by notice in writing to the Company;
- (f) is removed from office under rule 15.4;
- (g) is convicted on indictment of an offence and the Directors do not within one month after that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of Director; or
- (h) has a direct or indirect interest in any contract or proposed contract with the

Company and fails to declare the nature of the interest as required by the Corporations Act.

15.4 **Removal from office**

- (a) The Members by ordinary resolution may remove a Director from office. The power to remove a Director under this rule is in addition to section 203D of the Corporations Act.

15.5 **Too few Directors**

If the number of Directors is reduced below the minimum required by rule 12.1, the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number; and
- (b) to convene a general meeting.

16. **POWERS OF THE BOARD**

16.1 **Powers generally**

- (a) Except as otherwise required by the Corporations Act, any other applicable law or this document, the Board:
 - (i) has power to manage the business of the Company; and
 - (i) may exercise every right, power or capacity of the Company except those which must be exercised by the Company in general meeting and/or by the Members.
- (b) The Board may make regulations, by-laws and policies consistent with this document, which in the opinion of the Board are:
 - (i) necessary or desirable for the proper control, administration and management of the Company's finances, affairs and property; or
 - (ii) necessary for the convenience, comfort and well-being of the Members, and amend or rescind any regulations, policy or by-laws.
- (c) A regulation, policy or by-law of the Company made by the Board may be disallowed by the Company in a later general meeting. A resolution or regulation made by the Company in general meeting cannot invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.

16.2 **Exercise of powers**

A power of the Board can be exercised only:

- (a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 22; or

- (b) in accordance with a delegation of the power under rule 17.

17. DELEGATION OF BOARD POWERS

17.1 Power to delegate

The Board may delegate, in writing, any of its powers, other than those which by law must be dealt with by the Board to:

- (a) a committee or committees;
- (b) a Director;
- (c) an employee of the Company; or
- (d) any other person.

17.2 Power to revoke delegation

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

17.3 Terms of delegation

- (a) A delegation of powers under rule 17.1 may be made:
 - (i) for a specified period or without specifying a period; and
 - (ii) on the terms (including power to further delegate) and subject to any restrictions the Board decides.
- (b) A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

17.4 Proceedings of committees

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

17.5 Deemed limitations

The following limitations and requirements will be deemed imposed by the Board in any delegation of powers:

- (a) The delegate may only make decisions directly related to the matters which have been delegated.
- (b) Unless explicitly empowered by the Board by way of its Terms of Reference or resolution, a sub-committee cannot make decisions that are binding on the Board. The function of sub-committees is to solve problems for and/or make recommendations to the Board regarding decisions or policies.

18. SELECTION COMMITTEE

18.1 Composition of Selection Committee

- (a) In accordance with rule 17.1, the Directors establish a Selections Committee.
- (b) The purpose of the Selection Committee will be for recruiting, vetting, and recommending a diverse, skills-based Board of Directors in accordance with rule 12.1(c).
- (c) The Selection Committee will be appointed annually and comprised of at least 3 committee members and will be chaired by an independent chair appointed by the Board (Independent Chair).
- (d) A Director is not eligible to be a member of the Selection Committee within 6 months of that Director's term of office expiring.

18.2 Independent Chair

- (a) The Independent Chair:
 - (i) have a demonstrated comprehensive understanding of the Objects in rule 1.2(a);
 - (ii) must be a person of good character and acknowledged lack of conflict of interest to any faction of the members; and
 - (iii) will ensure that the work of the Selection Committee is carried out in a fair and efficient manner.
- (b) The Board will decide any questions of partiality or bias if they are raised by members.

18.3 Role of Selection Committee

- (a) The role of the Selection Committee includes:
 - (i) overseeing Director nomination and election processes;
 - (ii) undertaking due diligence checks on candidates;
 - (iii) ensuring that an optimal mix of skills and experience are represented on the Board; and
 - (iv) subject to rule 18.3(b) making recommendations to the General Members for Director appointments.
- (b) If Director Eligibility Criteria exists for a Director position the Director nominations will be assessed against those Director Eligibility Criteria and in accordance with procedures established by resolution of the Board.

19. DIRECTORS' DUTIES AND INTERESTS

19.1 Compliance with duties under the ACNC Act and general law

Each Director must comply with his or her duties described in governance standard 5 of the regulations made under the ACNC Act and under the general law.

19.2 Director can hold other offices etc.

A Director may:

- (a) hold any office or place of profit or employment other than that of the Company's auditor or any, partner, director or employee of the auditor;
- (b) be a member of any corporation (including the Company) or partnership other than the Company's auditor;
- (c) be a creditor of any corporation (including the Company) or partnership; or
- (d) enter into any agreement with the Company.

19.3 Disclosure of interests

Each Director must disclose the nature and extent of any related party transaction or actual or perceived material conflict of interest in a matter that is being considered at a meeting of the Board (or that is proposed in a circular resolution) to the other Directors.

19.4 Director interested in a matter

- (a) Each Director who has a material personal interest in a matter that is being considered at a meeting of the Board (or that proposed in a circular resolution) must not, except as provided under rule 19.4(b):
 - (i) be present at the meeting while the matter is being discussed; or
 - (ii) vote on the matter.
- (b) A Director may be counted in a quorum at a Board meeting that considers, and votes on, any matter in which that Director has an interest.
- (c) The Company may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of the Company.
- (d) The Director may retain benefits under the transaction even though the Director has the interest.
- (e) The Company cannot avoid the transaction merely because of the existence of the interest.

19.5 Agreements with third parties

The Company cannot avoid an agreement with a third party merely because a Director:

- (a) fails to make a disclosure of an interest; or

- (b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

20. DIRECTORS' REMUNERATION

20.1 Payments to Directors

- (a) The Company may pay fees to a Director in accordance with any remuneration and policy adopted by the Board.
- (b) With the approval of the Board the Company may pay to a Director:
 - (i) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Director;
 - (ii) reasonable remuneration where the Director is an employee of the Company and the terms of employment have been approved by the Board;
 - (iii) interest on money lent by the Director to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
 - (iv) reasonable remuneration for goods supplied by the Director to the Company in the ordinary course of business; and
 - (v) reasonable rent for premises leased by the Director to the Company.

21. OFFICERS' INDEMNITY AND INSURANCE

21.1 Officer's right of indemnity

Rules 21.2 and 21.3 apply:

- (a) to each person who is or has been a director, secretary or executive officer of the Company;
 - (b) to any other officers or former officers of the Company;
 - (c) if the Directors so determine, to any auditor or former auditor of the Company,
- each an **Officer** for the purposes of this rule.

21.2 Indemnity

- (a) The Company must indemnify every Officer on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses (**Liabilities**) incurred by the Officer as an officer of the Company.
- (b) The Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an Officer in defending an action for a Liability incurred as an Officer.
- (c) The indemnity in this rule:

- (i) does not operate in respect of any Liability of the Officer to the extent that Liability is covered by insurance;
- (ii) is enforceable without the Officer having to first incur any expense or make any payment; and
- (iii) is a continuing obligation and is enforceable by the Officer even though the Officer may have ceased to be an officer or auditor of the Company.

21.3 Insurance

Subject to the Corporations Act and any other applicable law, the Company may enter into, and pay premiums on, a contract of insurance in respect of any Officer against any Liability as an officer or auditor of the Company including, but not limited to:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) a Liability arising from negligence or other conduct.

21.4 Directors' access to documents

If the Board agree, the Company must give a Director or former Director access to:

- (a) certain documents, including documents provided for or available to the Board, and
- (b) any other documents referred to in those documents.

22. BOARD MEETINGS

22.1 Convening Board meetings

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

22.2 Notice of Board meeting

The convener of each Board meeting:

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

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

22.3 Use of technology

- (a) A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D of the Corporations Act.

- (b) A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of two or more places, at the place where the Chair of the meeting is located.

22.4 **Chairing Board meetings**

The Chair will chair Board meetings. If the Chair is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, and the Vice Chair is not present or is unwilling to act, Directors present must choose a Director present to chair the meeting.

22.5 **Quorum**

- (a) Unless the Board decides otherwise, the quorum for a Board meeting is a majority of Directors and a quorum must be present for the whole meeting.
- (b) If, during a Board meeting, the Board ceases to be quorate any resolution passed or thing done by, or with the participation of, a person acting as a Director before the cessation of the quorate meeting is valid.

22.6 **Majority decisions**

A resolution of the Board must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution. The Chair of a Board meeting has a deliberative vote and a casting vote.

22.7 **Procedural rules**

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

22.8 **Board Circular resolutions**

- (a) Subject to rule 22.8(b), the Directors may pass a resolution without a Board meeting being held (**a Board circular resolution**).
- (b) A Board circular resolution is passed if all the Directors, entitled to vote on the resolution, agree to the Board circular resolution in the manner set out in rule 22.8(c) or (d).
- (c) Directors may sign:
 - (i) a single document setting out the Board circular resolution and containing a statement that they agree to the resolution, or
 - (ii) separate copies of that document, as long as the wording is the same in each copy.
- (d) The Secretary may send a Board circular resolution by email to all the Directors and the Directors may agree by sending a reply email to that effect, including the text of the resolution, or reference to the resolution, in their reply.
- (e) A Board circular resolution is passed at the time when the last Director signs or

sends a reply email agreeing to the resolution (as applicable).

22.9 Valid proceedings

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

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

23. SECRETARY

23.1 Appointment of Secretary

The Board:

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

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

23.2 Terms and conditions of office

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

A Board appointed external Company Secretary is not a voting member of the Board.

23.3 Cessation of Secretary's appointment

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

- (a) is not permitted by Corporations Act to be a secretary of a company;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Company under section 206F or 206G of the Corporations Act;
- (c) becomes physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Company; or
- (e) is removed from office under rule 23.4.

23.4 Removal from office

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

24. MINUTES

24.1 Minutes must be kept

The Board must cause minutes of:

- (a) proceedings and resolutions of general meetings;
- (b) the names of Directors present at each Board meeting or committee meeting;
- (c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 17);
- (d) resolutions passed by Directors without a meeting; and
- (e) disclosures and notices of Directors' interests.

24.2 Minutes as evidence

A minute recorded and signed in accordance with section 251A of the Corporations Act is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

24.3 Inspection of minute books

The Company must allow Members to inspect, and provide copies of, the minute books for the general meetings in accordance with section 251B of the Corporations Act.

25. FINANCIAL REPORTS AND AUDIT

25.1 Company must keep financial records

The Board must cause the Company to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited,

and must allow a Director and the auditor to inspect those records at all reasonable times.

25.2 Appointment of auditor or reviewer

If required by the Corporations Act or ACNC Act (as the case may be), the company must appoint a qualified auditor or reviewer. No Member may act as auditor or reviewer of the Company.

26. FINANCIAL YEAR

26.1 Company's financial year

The Company's financial year is from 1 July to 30 June, unless the Board pass a resolution to change the financial year.

27. CAPE YORK NATURAL RESOURCE MANAGEMENT GIFT FUND

27.1 Gift Fund

- (a) (a) The Company will maintain a fund, to be called the Cape York Natural Resource Management – Gift Fund. The objective of the fund is to support the Company's natural environmental purposes set out in rule 1.2(a).
- (b) (b) Gifts of money or property for the purpose described in rule 27.1(a) must be made to the fund.
- (c) (c) Contributions which are described in Items 7 or 8 of the table in section 30-15 of the Income Tax Assessment Act 1997 in relation to a fund-raising activity held for the purpose described in rule 27.1(a) must be made to the fund. Any money received by the Company because of such gifts or contributions must be credited to the fund. No other money or property may be credited to the fund.
- (d) The income and property of the Cape York Natural Resource Management Gift Fund may only be applied towards the Company's environmental objectives.
- (e) The Company agrees to comply with any rules that the Australian Taxation Office may make to ensure that gifts made to the gift fund are used only for the purpose described in rule 27.1(a)

27.2 Management of the Cape York Natural Resource Management Gift Fund

- (a) Members of the public are to be invited to make gifts of money or property to the fund.
- (b) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- (c) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the Company.
- (d) Receipts are to be issued in the name of the organisation and proper accounting records and procedures are to be kept and used for the fund.
- (e) The funds will be operated on a not-for-profit basis.
- (f) A committee or management of no fewer than 3 persons will administer the fund. The committee will be appointed by the Board. A majority of the members of the committee are required to be Publicly Responsible Persons.

27.3 Winding up of the fund

If the Cape York Natural Resource Management Gift Fund is wound up, or if the endorsement (if any) of the organisation as a deductible gift recipient for the operation of the fund, is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax-deductible gifts can be made.

other funds of the Company.

- (d) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- (e) The funds will be operated on a not-for-profit basis.
- (f) A committee or management of no fewer than 3 persons will administer the fund. The committee will be appointed by the Board. A majority of the members of the committee are required to be Publicly Responsible Persons.

27.4 Winding up of fund

If the Cape York Natural Resource Management Public Fund is wound up, any surplus assets of the fund are to be transferred to another fund with similar objectives that is on the Register of the Environmental Organisations.

28. WINDING UP OF COMPANY

28.1 Surplus assets not to be distributed to Members

If the Company is wound up, any surplus assets must not be distributed to a Member or a former Member of the Company.

28.2 Distribution of surplus assets

- (a) Subject to the Corporations Act and any other applicable law, and any court order, any surplus assets that remain after the Company is wound up must be distributed to one or more entities:
 - (i) with objects(s) similar to, or inclusive of, the purpose(s) in rule 1.2(a); and
 - (ii) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Company.
- (b) The decision as to the entity or entities to be given the surplus assets must be made by a special resolution of Members at or before the time of winding up. If the Members do not make this decision, the Company may apply to the Supreme Court to make this decision.

29. AMENDING THE CONSTITUTION

The Members may amend this constitution by passing a Special Resolution.

30. DISPUTE RESOLUTION

- (a) The dispute resolution procedure in this rule applies to disputes under this Constitution between a Member or Director and:
 - (i) one or more Members;

- (ii) one or more Directors; or
 - (iii) the Company.
- (b) A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under this rule until the disciplinary procedure is completed.
- (c) Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- (d) If those involved in the dispute do not resolve it under rule 30(c), they must within 10 days:
 - (i) tell the Board about the dispute in writing;
 - (ii) agree or request that a mediator be appointed; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (e) The mediator must:
 - (i) be chosen by agreement of those involved, or
 - (ii) where those involved do not agree:
 - (A) for disputes between Members, a person chosen by the Board, or
 - (B) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law society in Queensland.
- (f) A mediator chosen by the Board under 30(e)(ii)(A):
 - (i) may be a Member or former Member of the Company;
 - (ii) must not have a personal interest in the dispute; and
 - (iii) must not be biased towards or against anyone involved in the dispute.
- (g) When conducting the mediation, the mediator must:
 - (iv) allow those involved a reasonable chance to be heard;
 - (v) allow those involved a reasonable chance to review any written statements;
 - (vi) ensure that those involved are given natural justice; and
 - (vii) not make a decision on the dispute.

31. NOTICES

31.1 Notices by Company

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

- (a) in writing signed on behalf of the Company (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
 - (i) delivered personally;
 - (ii) sent by prepaid mail to that person's address; or
 - (iii) sent by electronic message to the electronic address (if any) nominated by that person.

31.2 **When notice is given**

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

- (a) if it is delivered personally:
 - (i) by 5.00 pm (local time in the place of receipt) on a business day - on that day; or
 - (ii) after 5.00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day;
- (b) if it is sent by electronic message:
 - (i) by 5.00 pm (local time in the place from which it is sent or given) on a business day – on that day; or
 - (ii) after 5.00 pm (local time in the place from which it is sent or given) on a business day, or on a day that is not a business day – on the next business day; and
- (c) if it is sent by mail, five business days after posting.

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

31.3 **Business days**

For the purposes of rule 31.2, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

31.4 **Counting days**

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

31.5 **Notices to "lost" Members**

- (a) If:
 - (i) on two or more consecutive occasions a notice served on a Member in accordance with this rule is returned unclaimed or with an indication that

the Member is not known at the address to which it was sent; or

- (ii) the Board believes on other reasonable grounds that a Member is not at the address shown in the Members Register or notified to the Company,

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

- (b) This rule ceases to apply if the Member gives the Company notice of a new address.

Annexure A – Cape York Region

[insert map]

Annexure B – Amendment History

New Constitution adopted 13 August 2021

Amendments approved by members 25 November 2022

Cape York NRM Constitutional Recommendations - 2024

Reference	Type of Recommendation	Current Constitution wording	Action	Reason	New
1.1 Page 5	Addition of phrase	The Company is a not-for-profit public company limited by guarantee	Add “which is established to be, and to continue as, a charity.”	Recommended by the ACNC, affirms the organisation’s Charity status, which is an important part of demonstrating compliance with the ACNC Governance Standards and also required for DGR status.	The Company is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.
5.2(d) iii Page 12	Addition of the word Secretary	(iii) give the request to the Company.	Add the word Secretary	Provides greater clarity – this statement refers to members requesting a general meeting, it enables the member to understand exactly how to submit the request.	(iii) give the request to the Company Secretary.
14(b) Page 23	Remove clause 14(b)	Any person appointed under this rule holds office for the term of the office held by the vacating Director.	Remove this clause.	Contravenes the Corporations Act 201H (3) If a person is appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company’s next AGM. If the appointment is not confirmed, the person ceases to be a director of the company at the end of the AGM.	
15.2 Page 23	Change wording for clarity	15.2 Retirement (a) At each annual general meeting any Director appointed by the Directors as an additional Director must retire. (b) A Director who retires under rule 15.2(a) may nominate for election or re-election.	Remove current wording and replace with the ACNC template constitution wording suggested as 15.2 Term of Office	Current wording of 15.2 (a) is confusing given current wording of 14 (b) – to be removed and provides better clarity in accordance with the Corporations Act. With three-year terms and the addition of casual vacancy the situation currently exists that	At each annual general meeting: (a) any director appointed by the directors to fill a casual vacancy or as an additional

Reference	Type of Recommendation	Current Constitution wording	Action	Reason	New
				<p>the majority of the Board could be up for election at any one time – or none. By specifying one third you get an even rotation of Directors.</p>	<p>director must retire, and (b) at least one-third of the remaining directors must retire. 1.2 The directors who must retire at each annual general meeting under clause 1.1(b) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.</p>
18.1 (c) Page 26	Change wording	The Selection Committee will be comprised of at least 3 committee members and will be chaired by an independent chair appointed by the Board (Independent Chair). Subject to rule 18.1(d), each member has a term of 3 years.	Remove specification of 3-year term and refer to annual appointment.	Given the evolution of the company and the difficulty to secure 3-year commitments it is seen as more appropriate that the selection committee is appointed annually. There is nothing to prevent committee members being appointed in consecutive years.	The Selection Committee will be appointed annually and comprised of at least 3 committee members and will be chaired by an independent chair appointed by the Board (Independent Chair).

Reference	Type of Recommendation	Current Constitution wording	Action	Reason	New
Section 27 Cape York Natural Resource Management Public Fund Page 32-34	Remove and replace with alternative	See attached	Remove current section 27 and replace with the proposed new text.	<p>Cape York NRM Deductible Gift Recipient (DGR) status has been impacted by a change in the tax law. The Treasury Laws Amendment (Refining and Improving our Tax System) Act 2023 came into practice on 1st January 2024.</p> <p>Prior to the legislative change, the Register of Environmental Associations administered the DGR status of organisations such as CYNRM. Under the Act this will move to the Australian Taxation Office, who will be responsible for all 52 DGR categories. (previously they were responsible for 48 of the 52)</p>	See attached

PROPOSED SECTION 27 OF CAPE YORK NRM CONSTITUTION

27. CAPE YORK NATURAL RESOURCE MANAGEMENT - GIFT FUND

27.1 Gift Fund

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(b) Gifts of money or property for the purpose described in rule 27.1(a) must be made to the fund.

(c) Contributions which are described in Items 7 or 8 of the table in section 30-15 of the Income Tax Assessment Act 1997 in relation to a fund-raising activity held for the purpose described in rule 27.1(a) must be made to the fund. Any money received by the Company because of such gifts or contributions must be credited to the fund. No other money or property may be credited to the fund.

(d) The income and property of the Cape York Natural Resource Management Gift Fund may only be applied towards the Company’s environmental objectives.

(e) The Company agrees to comply with any rules that the Australian Taxation Office may make to ensure that gifts made to the gift fund are used only for the purpose described in rule 27.1(a).

27.2 Management of the Cape York Natural Resource Management Gift Fund

(a) Members of the public are to be invited to make gifts of money or property to the fund.

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(e) The funds will be operated on a not-for-profit basis.

(f) A committee or management of no fewer than 3 persons will administer the fund.

The committee will be appointed by the Board. A majority of the members of the committee are required to be Publicly Responsible Persons.

27.3 Winding up of fund

If the Cape York Natural Resource Management Gift Fund is wound up, or if the endorsement (if any) of the organisation as a deductible gift recipient for the operation of the fund, is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax-deductible gifts can be made.

Director Profiles - Cape York NRM AGM 2024



Jason Ogden

Bargara

B Accounting & Sustainability, GAICD

Jason is an experienced finance professional with significant experience in the public sector spending 10 years in local government. He has held Director and business manager roles for NRM bodies and liaised with Australian and State government Ministers and their advisers.

Jason recently held the position of Secretariat for UNESCO Great Sandy Biosphere reserve and was a Director with the Burnett Mary Regional Group (BMRG). He brings high level finance and communication skills and experience identifying strategies and activity to enhance NRM services. He has spent a lot of time in Cairns and Cape York and is cognisant of the issues related to the area.



Keron Murray

Cairns

Keron is the Chairman of the Wuthathi Aboriginal Corporation and Director of the Bromley Aboriginal Corporation, both Cape York Registered Native Title Body Corporates. In these roles, he has developed a deep understanding of corporate and Aboriginal tribal governance systems, native title, cultural heritage and land and sea management legislation in Queensland.

Keron is a member of the Regional Protected Area Management Committee for Cape York and the Indigenous Reef Advisory Committee (IRAC).



Cameron Hudson

Mapoon

Cameron is a member of the Ankamuthi, Alnigith & Kaantju Traditional Owner Group and has a strong understanding of cultural heritage and associate legislative requirements.

He has held positions with Old Mapoon Aboriginal Corporation, Torres Cape Indigenous Council Alliance Inc (TCICA), Western Cape Communities Coordinating Committee (WCCC) and the Rio Tinto Ely Coordinating Committee.



Sally Gray

Ravenshoe

BA (Hons) Fine Arts, MA Museum Studies, Dip. Environmental Studies

Sally is a dedicated conservation professional with 20 years' experience in Australia, USA and Nepal. She has a particular focus on sustainable land management and conservation communications. Sally is considered an original thinker and outstanding communicator who works with creativity, passion and strategy to produce exceptional results. Sally was a Director from 2017-2021 and has been the Chair of Cape York NRM from 2021-2024.

PROXY VOTING FORM

I, (name)

of (address)

being a **General Member** of Cape York Natural Resource Management Ltd, hereby appoint the following person:

	Margaret Marty, Company Secretary, Cape York NRM
--	--

OR

	(name of the proxy holder - must be a member of Cape York NRM)
	(address of the proxy holder)

as my proxy to vote on my behalf at the Annual General Meeting of Cape York Natural Resource Management to be held on Thursday 14th November 2024, and at any adjournment of that meeting.

I understand that I may direct how my proxy holder is to vote and I direct that my proxy holder will: (please indicate which of the following options is the direction to your proxy holder)

	A. Vote in accordance with his or her discretion on any matters specified in the notice, or which may properly come before the meeting; or
	B. Vote as follows in respect of each matter raised in the notice

		FOR	AGAINST
Agenda Item 5: Confirmation of previous minutes	Resolution: <i>"That Members adopt the minutes of the Annual General Meeting held on 21 October 2023 as a true and accurate record"</i>		
Agenda Item 6: Chair's report	Resolution: <i>"That the Chair's report to members be accepted as presented"</i>		
Agenda Item 8: Audited financial statements for year ending 30 June 2024	Resolution: <i>"That the Audited Financial Statements and Auditors Report for the year ended 30 June 2024 be accepted as received"</i>		

Agenda Item 9: Constitutional Change	Resolution: "That Cape York Natural Resource Management Ltd adopt the proposed changes as listed to the Constitution."		
Agenda Item 10: Appointment of the auditor 2024-2025	Resolution: "That Crowe Audit Australia, having consented in writing and been duly nominated in accordance with Section 328B(1) of the Corporations Act 2001, be appointed as Auditor of the Company."		

Signed:

Date:

Please complete and return this form to the Company Secretary by no later than 5pm on Tuesday 12 November 2024.

Forms may be returned by email to margaret.marty@capeyorknrm.com.au or posted to PO Box 6025, Cairns QLD 4870.