

Form **204**

CHARLTON AND BAIN P0 BOX 255  
MALENY QLD 4552

Corporations Law Sub-section 121 (1)

This is to certify that

MALENY DISTRICT GREEN HILLS FUND Australian Company Number 071 444 123

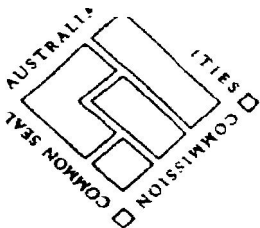
is a registered company under Division I of Part 2.2 of the Corporations Law of Queensland and because of its registration it is an incorporated company.

The company is **limited by guarantee**. The company is a **public** company.

The day of commencement of registration is **the thirteenth day of October 1995**.

A  
U

Given under the seal of the  
Australian Securities Commission  
on this thirteenth day of October, 1995.



Alan Cameron Chairman

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

MALENY DISTRICT GREEN HILLS FUND

ACN 071 444 123

1. **The** name of the Company is "Maleny District Green Hills Fund" (hereinafter called the "association" )

The principal objects for which the association is established are.

- (a) To maintain the rural charm of the Maleny District
- (b) To preserve the Visual charm of the Maleny District
- (c) To safeguard the interests of all Maleny residents and landowners
- (d) To preserve the Maleny District for Maleny lovers both residents and tourists
- (e) To protect and preserve the environment
- (f) To raise funds through public appeals, public fundraising- and contributions from its members
- (g) To use the funds raised to purchase private land which is of significance for the purposes set out in sub clauses (a), (b), (c), (d) and (e) of this clause 2 (hereinafter called "the preservation purposes") as recommended by the directors and approved by the Association in General Meeting.
- (h) To preserve protect, maintain and manage- the purchased lands
- (i) To utilise the purchased lands in a manner which achieves the preservation purpose
- (j) To encourage the purchase protection and management of land in the Maleny District by individuals
- (k) To co-operate with and promote co-operation among persons and bodies concerned or interested in the preservation of Maleny.
- (l) To research and gather information on such aspects of town planning and land usage as may be relevant to land in the Maleny District and to make that information available to all interested parties upon such terms as the directors may fix.

Solely for the purpose of carrying out the above objects and not otherwise

- (m) To purchase, take on lease or in exchange- hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the association.

Provided that in any case where the association takes or holds any property which may be subject to any trusts the association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (n) To encourage community involvement and participation.
- (o) To invest and deal with the money of the association not immediately required in such manner as the association may think fit
- (p) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the association.

- (q) To take or hold mortgages, liens and **charges** to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the association's property of whatsoever kind sold by the association or any money due to the association from purchasers and others.
- r) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the association but subject always to the proviso in paragraph (ml) of this clause 2.
- (s) To take such steps by personal or written appeals, public meetings or otherwise, fund raising activities as may from time to time be deemed expedient for the purpose of procuring contributions to and income for the funds of the association, in the shape of donations, annual subscriptions or otherwise.
- (t) To provide a forum for discussions of questions of common interest of all persons involved with the association.
- (u) To subscribe to, or become a member of and co-operate with or amalgamate with any other club, association or organisation whether incorporated or not whose objects are similar to those of the association provided that the association shall not subscribe to or support with its funds an club association or organisation unless such club association or organisation prohibits the distribution of its income and property among its members to an extent at least as great as that imposed on the association under or by virtue of clause 3 of this memorandum
- (v) To enter into any arrangements with any government or authority federal, state, municipal, local or otherwise that may seem conducive to the association's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the association may think it desirable to obtain: and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (w) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary, or convenient for the purposes of the association
- (x) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments
- (y) To print and publish any books, writings and leaflets that the association may think desirable to the promotion of its object.
- (z) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the association is authorised to amalgamate.
- (aa) To borrow or raise or secure the payment of money in such manner as the association may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the association's property (both present and future) and to purchase redeem or pay off such securities.
- (bb) To transfer all or any part of the property, assets, liabilities and engagements of the association to any one or more of the companies, institutions, societies or associations with which the association is authorised to amalgamate.
- (cc) To make donations for charitable purposes but only where such purposes are consistent with the preservation purposes as defined in sub clause 2(g) of this clause 2.
- (dd) To establish a gift fund for the specific purpose of the environment and preservation purposes of the association as defined in clause 2(g) hereof. This fund shall be called Maleny District Green Hills Gift Fund and shall comply with the provisions of Section 78AB of the Income Tax Assessment Act 1936".

(ee) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the association.

The powers set forth in section 161(i) of the Corporations Act 1989 shall not apply to the association except so far as they are included in this clause 2.

3. The income and property of the association wheresoever derived shall be applied solely towards the objects of the association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise however by way of profit to the members of the association

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the association or to any member of the association in return for any services actually rendered to the association or for goods supplied in the ordinary and usual way of business, nor prevent the payment or interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association on money borrowed from any member of the association or reasonable and proper rent for premises demised or let by any member of the association, but so that no director shall be appointed to any salaried office of the association or any office of the association paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the association to any director except in the following circumstances:

- (i) for the payment of out of pocket expenses incurred in carrying out the duties of a director where the payments do not exceed an amount previously approved by the board: or
- (ii) for any service rendered to the association in a professional or technical capacity where the provision of that service has the prior approval of the board and the amount payable is approved by a resolution of the board and is on reasonable commercial terms: or
- (iii) as an employee of the association where the terms employment have been approved in a resolution of the board

4. No addition, alteration or amendment shall be made to the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Minister administering the Australian Securities Commission and The Corporations law and the alteration is made in accordance with the Articles and the provisions of the Corporations law.

5. True accounts shall be kept of the sums of money received and expended by the association, and the matter in respect of which such receipts and expenditure takes place and of the property, credits and liabilities of the association and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the association for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the association shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Corporation Law.

6. The third, fourth and fifth clause of this Memorandum of Association contain conditions upon which a licence is granted by the Minister to the association in pursuance of the provisions of the Corporations Law. For the purpose of preventing any evasion of the provisions of the said clauses the Minister may from time to time on the application of any member of the association and on giving notice to the association of his intention so to do and after affording the association an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the association.

7. The allocation by the association of any funds or property including the property of the Maleny District Green Hills Gift Fund to other organizations, persons or groups shall be made in accordance with the established objectives of the association and shall not be influenced by the expressed preference or interest of a particular donor to the association or to the Maleny District Green Hills Gift Fund.

8. The liability of the members of the association is limited.

9. Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the association contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amounts as may be required not exceeding \$10.00.

10. Subject to Clause 11, if upon the winding up or dissolution of the association there remains, after satisfaction of all its debts and liabilities, any, property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to another

corporation as defined in the Law, the objects of which, as stated in its Constitution are restricted to one or more of the objects specified in S(383)(1) (a ) of the Corporations Act 1989 and to objects incidental or conducive to those so specified and which by its constitution is required to apply its profits (if any) or other income in promoting its objects and is prohibited from paying any dividend to its members, and is prohibited from making payments to any director of the Company other than:

(i) for the payment of out-of-pocket expenses incurred by the director in the performance of any duty as director of the Company where the amount payable does not exceed an amount previously approved by the directors of the Company:

(ii) for payment of any service rendered to the Company by the director in a professional or technical capacity other than in the capacity as director, where the provision of the service has the prior approval of the directors of the Company and where the amount payable is approved by the directors of the Company and is not more than an amount which commercially would be reasonable payment for the service: or

(iii) for payment of any salary or wage due to the director as an employee of the Company where the terms of employment have been approved by the directors of the Company.

Such institution or institutions to be determined by the members of the association at or before the time of dissolution. and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object which is directly involved with the Maleny District.

11. If upon the winding up or dissolution of the association there remains, after satisfaction of all its debts and liabilities, any property whatsoever within the separate Maleny District Green Hills Gift Fund established in accordance with the provisions of Section 78AB of the Income Tax Amendment Act 1930 the same shall not be paid to or distributed among the members of the association, but shall be given or transferred to another fund or funds on the Register of Environmental Organisations and is an institution having objects similar to the objects of the association and eligible to receive tax deductible gifts under the provisions of Section 78AB as aforesaid and which is directly involved with the Maleny District and which also satisfies the requirement, as set out in clause 10 of this Memorandum, and which institution or institutions shall be determined by the members of the association at or before the time of dissolution

12. (a) The Maleny District is defined for the purposes of this Memorandum of Association as Division One of the City of Caloundra as presently defined or subsequently altered PROVIDED ALWAYS the defined area shall at all times be substantially that area which is presently defined as the said Division One.

(B) "The Act" or "the law" when herein referred to means the Corporations Act 1989 and or other statutes forming part of the Corporations Law of the Commonwealth of Australia

CORPORATIONS ACT 1989

A COMPANY LIMITED BY GUARANTEE & NOT HAVING SHARE CAPITAL

**ARTICLES OF ASSOCIATION OF MALENY DISTRICT GREEN HILLS FUND**

ACN 071 444 123

#### DEFINITIONS

1. In these articles of association the following words and phrases shall, except where there is something in the subject or context inconsistent therewith, have the meanings assigned thereto, namely:-

"**the Act**" or "**the law**" means the Corporations Act 1989 and/or other statutes forming part of the Corporations Law of the Commonwealth of Australia or any statutory modification, amendment or re-enactment thereof for the time being in force.

"**the association**" means Maleny District Green Hills Fund.

"**Maleny District**" means Division One of the City of Caloundra as presently defined or subsequently altered PROVIDED THAT the defined area shall at all times, be substantially the area which is presently defined by the said Division One.

"**person**" shall include a company and a corporation

"**representative**" means a representative of a member that is a corporation appointed pursuant to article 14 and includes an alternate corporation representative properly acting in the place of the corporation's representative.

"**the seal**" means the common seal of the association.

Words importing the singular or plural numbers shall be deemed to include the plural and singular number respectively

Words importing a person shall be deemed to include a corporation and vice versa and words importing a gender shall include every other gender as the case may require

2. The association is established for the purposes set out in the Memorandum of Association

#### MEMBERSHIP

3. (a) the Fund shall consist of Ordinary members, household members, affiliated organisation members and subscriber members, without limit as to numbers.

(b) All natural persons shall be eligible for membership.

(c) Organisations whether incorporated or unincorporated whose aims and objects are in the Association's opinion Consistent with those of the Fund shall be eligible for membership. Affiliated organisation members shall have all the rights, privileges and responsibilities of other members except they

(i) Shall not be entitled to hold office;

(ii) Shall not be entitled to vote on any matter.

(d) Household membership shall confer on not more than two adults not necessarily related but resident at the same address all of the rights of ordinary membership.

4. The members of the association shall be the subscribers to the memorandum of association, and such other organisations or persons as the directors shall admit to membership from time to time and such subscribers admitted to membership of the association shall be deemed to have agreed to be bound by the Memorandum of Association and by any rules, regulations or by-laws of the association from time to time.

5. Every applicant for membership of the association shall be proposed by one and seconded by another member of the association. The application for membership shall be made in Writing, signed on behalf of the applicant and its proposer and seconder and shall be in such form as the directors from time to time prescribe.

6. At the next meeting of the directors after the receipt of any application for membership, such application shall be considered by the directors who shall thereupon determine upon the admission or rejection of the applicant. The directors shall not be required to give any reason for the rejection of an applicant.

7. When an applicant has been accepted for membership the secretary shall forthwith send to the applicant written notice of its acceptance and a request for payment of its entrance fee and first annual subscription. Upon payment of its first annual subscription (if payable) the applicant shall become a member of the association provided nevertheless that any such payment be not made within one calendar month after the date of the notice. The directors may in their discretion cancel their acceptance of the applicant for membership of the association.

8. The annual subscription payable by members of the association shall be the sum of Ten dollars or such other amount as the association in general meeting shall from time to time prescribe. If demanded, the directors shall have the power to waive or amend the requirement of payment of subscription by any member.

9. All annual subscriptions (if any) shall become due and payable on the first day of July each year and shall be paid to the Treasurer of the association or posted or delivered to registered office of the association

9A. A financial member of the association at any material time is a member who is not then indebted to the association in respect of any annual subscription or levy or other payment whatsoever

#### **CESSATION OF MEMBERSHIP**

10. If subscriptions are payable in any year and the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may, after notice of the default shall have been sent to it by the secretary or any other officer of the association, be debarred by resolution of the directors from all privileges of membership and its name may be removed by the directors from the register of members provided that the directors may reinstate the member and restore its name to the register on payment of all arrears if the directors think fit to do so.

11. A member may at any time by giving notice in writing to the secretary resign its membership of the association but shall continue liable for any annual subscription and all arrears due and unpaid at the date of its resignation and for all other moneys due by it to the association and in addition for any sum not exceeding \$10.00 which it is liable as a member of the association under clause 9 of the memorandum of association of the association.

12. If any member shall willfully refuse or neglect to comply with the provisions of the memorandum or articles of association of the association or shall be guilty of any conduct which in the opinion of the directors is unbecoming of a member or prejudicial to the interest of the association the directors shall have power by resolution to censure suspend or expel the member from the association.

Provided that at least one week before the meeting of the directors at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against them and of the intended resolution and that they shall at such meeting, and before the passing of such resolution have had an opportunity of giving orally or in writing an explanation or defence they may think fit. Any such member not satisfied with a resolution by the directors to censure suspend or expel the member from the association may, by notice in writing lodged with the secretary within fourteen days after the directors have passed the resolution, seek to have the resolution revoked or altered by the association in general meeting and in that event an extraordinary general meeting of the association shall be called for that purpose and at that meeting a resolution to revoke or alter the directors' resolution maybe passed by a two-thirds majority of those present and voting, (such Vote to be taken by ballot).

13. Any member retiring from the association or for any other reason ceasing to be a member shall not be entitled to any refund of its subscription or any part of it.

#### **REPRESENTATION**

14. A corporate member may, by notice in writing to the secretary, appoint a person to be a representative of that corporation to act for it in all matters connected with the association and may in like manner remove any such representative and appoint another in that persons place or in the place of one who has died or resigned. A corporate member may also, in like manner, appoint and remove a person as an alternative representative to act for the Corporation in all matters connected with the association when the corporation representative is unable to do so for good reason.

## **GENERAL MEETINGS**

15. The first general meeting shall be held at such time not being less than one month nor more than six months, after the incorporation of the association and at such place as the directors may determine

16. An annual general meeting of the association shall be held in accordance with the provisions of the Act. All general meetings other than the annual general meeting shall be called extraordinary general meetings.

17. In accordance with the provisions of the Act five (5) per cent of members may whenever they think fit convene an extraordinary general meeting and an extraordinary general meeting shall be convened on such requisition or in default may be convened by such requisitions as provided by the Act. The Directors may convene an extraordinary general meeting at any time.

18. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, 14 days' notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day on which notice is given) specifying, the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the association.

19. All business shall be special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the report of the directors and auditors, the election of directors and other members of the directors in the place of those retiring and the appointment and fixing of the remuneration of the auditors. At the Annual General Meeting, the financial statements of the Fund shall be tabled in accordance with the Corporations Law.

## **PROCEEDINGS AT GENERAL MEETINGS**

20. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, fifteen members, being entitled to vote and being present in person, shall be a quorum. For the purpose of this article "member" includes a person attending as a proxy or as representing a corporation which is a member.

21. If within half an hour from the time appointed for the meeting, a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting by members present (being not less than twelve) shall be a quorum.

22. The president shall preside as Chairman every general meeting of the association or if there is no President or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice President shall be the chairman or if there is no Vice-president or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members present shall elect one of their number to be chairman of the meeting.

23. The president may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting, from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at all adjourned meetings.

24. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded

- (a) by the president or
- (b) by at least five members present in person or by proxy.

Unless a poll is so demanded a declaration by the president that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution the demand for a poll may be withdrawn.



25. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the President directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

26. In the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

27. A member may vote in person or by proxy or by attorney and on a show of hands every such person present who is a member or a representative of a corporate member shall have one vote and on a poll each member present in person or by proxy or by attorney or other duly authorised corporate representative shall have one vote.

28. No member shall be entitled to vote at any general meeting if the member's annual subscription is in arrears at the date of the meeting

28A. At every meeting of the members of the association, whether annual, general or otherwise designated, only those members (howsoever designated by class) who are financial at the time the meeting is held shall be entitled, subject to the lawful procedure of the meeting, to speak or vote upon a motion.

29. The instrument appointing a proxy shall be in writing under the hand of the appointor or of the member's attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorized. A proxy other than a member's attorney shall be a member of the association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demand for a poll. A member shall be entitled to instruct his proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as, he thinks fit.

30. The instrument appointing a proxy shall be in the following form or in a common or usual form.

**MALENY DISTRICT GREEN HILLS FUND ACN 071 444 123**

I of,

being a member of the above-named association hereby appoint

of,

or Failing him/her-

of

as my proxy vote for me on my behalf at the (annual or extraordinary as the case may be) general meeting of the association to be held on the day of year)

and at any adjournment thereof

My proxy is hereby authorised to vote \*in favour of/ against the following resolutions

Signed this day of, year

"Strike out whichever not desired.

31. The instrument appointing a proxy and the power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the association or at such other place within the state as is specified for that purpose in the notice convening the meeting not less than twenty four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument propose to vote and in the case of a poll not less twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

32. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death unsoundness of mind or revocation as aforesaid has been received by the association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

**DIRECTORS**

33. The office bearers of the association shall consist of a President, Vice President, Secretary and Treasurer all of whom shall be members.

34 (a) Unless otherwise determined by resolution of the association the number of directors shall be not less than seven nor more than ten. The first directors of the association shall be appointed by the subscribers to the Memorandum and Articles of Association of this association. The directors at their first meeting shall appoint four of the directors as the first office bearers of the Association.

(b) The association may from time to time by a resolution of two thirds majority of members present and voting at a general meeting, increase or reduce the number of directors.

(c) The directors shall be appointed subject to article (d) for a period of three years.

(d) At the next annual general after the resolution to appoint directors for a period of three years, all directors shall retire and shall be eligible for re-election. Directors elected at that annual general meeting shall be determined by lot as to the period of their appointment as directors, one third (rounded upwards to a whole number) of the directors shall retire after a period of one year, one third of the directors shall retire after a period of two years and one third shall retire after a period of three years. At each and every subsequent annual general meeting those directors who are required to retire shall be eligible for re-election.

**35.** At every general meeting of the association, the office bearers and other directors shall be elected from among the members and subject to article 35 (d) shall hold office for three years when they shall retire- but they shall be eligible for re-election.

**36.** The election of office bearers and other directors shall take place in the following manner:-

a) Nomination of an office bearer or director shall be in writing signed on behalf of two (2) members of the association entitled to vote at such election and shall bear the candidate's consent endorsed thereon. Such nomination shall be lodged with the secretary at least fourteen days prior to the annual general meeting at which the election is to take place.

b) Any two members of the association shall be at liberty to nominate any other member or other person being a director's representative to serve as an office bearer

c) The nomination shall be in writing and signed on behalf of the member and the proposer and seconder shall be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place

(d) A list of the candidates' names, in alphabetical order with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the association for at least seven days immediately preceding the annual general meeting

(e) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

(f) In case there shall not be sufficient number of candidates nominated the directors may fill up the remaining vacancy or vacancies.

**37.** The directors shall have power at any time and from time to time to appoint a member as an office bearer or director either to fill a casual vacancy or as an addition to the existing office bearers and/or directors but so that the total number of office bearers and/or directors shall not at any time exceed the number fixed in accordance with these articles. Office bearers or directors so appointed shall hold office for three years in the case of an addition to existing office bearers or directors and in the case of a casual vacancy the appointment shall be until the expiration of the term of that office bearer or director that they have replaced as a casual vacancy.

**38.** The association may by special resolution remove any office bearer or elected director before the expiration of the person's period of office and may by an ordinary resolution appoint another person in their stead. The person so appointed shall hold office only until the next following annual general meeting whereby they, shall be eligible for re-election.

**39.** A person who is a director shall cease to hold office as a director if the person:-

(a) ceases to be a director by virtue of provisions of the Act,

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally

(c) becomes prohibited from being a director of a company by reason of an Order made under the Act.

(d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating, to mental health:

(e) resigns his office by notice in writing to the association

(f) ceases to be a member of the association (or a corporation representative) or

(g) is directly or indirectly interested in a contract or proposed contract with the association provided that nothing in this paragraph shall affect the operation of clause 3 of the memorandum of association of the association.

## **POWERS AND DUTIES OF THE DIRECTORS**

**40.** The business of the association shall be managed by the directors who may pay all expenses incurred in promoting and registering the association and may exercise all such powers of the association as are not, by the Act or by these articles required to be exercised by the association in general meeting, subject, nevertheless, to any of these articles to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid articles or provisions as may be prescribed by the association in general meeting: provided that any rule regulation or by-law of the association made by the directors may be disallowed by the association in general meeting, and provided further that no resolution or regulation made by the association in general meeting shall invalidate any prior act of the director which would have been valid if that resolution or regulation had not been passed or made.

**41.** The directors shall not exercise any power in relation to any of the matters hereinafter set out in this Clause unless and until they are directed to do so by the association in a general meeting.

The restricted powers are:

- (a) the purchase of any land
- (b) the sale of any land
- (c) the borrowing of an amount in excess Twenty thousand dollars (\$20,000.00) from any person, persons or corporation
- (d) the collective borrowing of any amount in excess of a limit which has been previously set by the association in general meeting
- (e) the granting of any lease or tenancy of any land owned by the association for a term exceeding two years
- (f) the expenditure of any amount exceeding Twenty thousand (\$20,000) on any single item or project
- (g) the expenditure during any financial year of any amount in excess of a limit which has been previously set by the association in general meeting

**42.** Subject to the provisions of clause 41 hereof the directors may exercise all the powers of the association to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the association.

**43.** (1) All cheques, promissory notes, drafts bills of exchange and other negotiable instruments and all receipts for money paid to the association shall be signed drawn accepted endorsed or otherwise executed as the case may be by two directors or in such other manner as the directors may from time to time determine.

(2) For the purposes of clause 3 of the memorandum of association the rate of interest payable in respect of money lent by members to the association shall not exceed two percentum above the lowest rate paid for the time being by banks in the State of Queensland in respect of term deposits.

**44.** The directors shall cause minutes to be made -

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

In the case of meetings of the association, such minutes shall be signed by the president or the person chairing the meeting at which the proceedings were held or by the President or the chair person of the next succeeding meeting and in the case of meetings of the directors, such minutes shall be signed by the President or chair person of the directors' meeting at which the proceedings were held or by the President or the chair person of the next succeeding directors meeting.

45. The directors may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as they think fit. A director may at any time, and the secretary shall on the requisition of two directors, summon a meeting of the directors.
46. Subject to these regulations questions arising at any meeting of the directors shall be decided by a majority of votes and a determination by a majority of the directors shall for all purposes be deemed a determination of the directors. In the case of an equality of votes the president or the chair person of the meeting shall have a second or casting vote'
47. Subject to article 39(g) a director shall not vote in respect of any contract or proposed contract with the association in which he or the corporation he represents is interested or any matter arising thereout and if he does so vote his vote shall not be counted
48. The quorum necessary for the transaction of the business of the directors shall be five
49. The continuing directors may act notwithstanding any vacancy in the directors but if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of the directors the continuing director or directors may only act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the association but for no other purpose.
50. The association at any general meeting, or the directors may at any time elect a working committee to consider any matter referred to it. A working committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman of the committee shall have a second or casting vote.
- 50A. The directors may from time to time make, amend, repeal or set aside by-laws not inconsistent with the Memorandum and Articles of Association for the internal management of the association.
51. All acts, done by any meeting of the directors or of a working committee or by any person acting as a director shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid or that the directors or any of them were disqualified be as valid as if even such person had been duly appointed and was qualified to be a director.
52. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors.
53. The President shall preside as Chairman at every meeting of the directors or if there is no president or if at any meeting he is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice president shall be the chair person or if there is no Vice President or if he is not present or is unwilling to act, the directors may choose one of their number to be chair person of the meeting.

#### **SECRETARY**

54. The Secretary shall in accordance with the Act be appointed by the directors for such term upon such conditions as they think fit and any secretary so appointed may be removed by them. Nothing herein shall prevent the directors from appointing a member of the association as honorary secretary and any member so appointed shall forthwith become an office bearer of the association and if not already a director, ex officio a director and he shall be subject to the provisions of clause 3 of the memorandum of association.

#### **SEAL**

55. The directors shall provide for the safe custody of the seal which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf and every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

#### **ACCOUNTS**

56. The directors shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the Act provided, however, that the directors shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than six months before the date of the meeting.
57. The directors shall from time to time determine in accordance with clause 5 of the memorandum of association at what time, and places under what conditions or regulation, the accounting and other records of the directors shall be open to the inspection of members.
- 57 (a) The financial year of the association shall end on the thirtieth day of June each year.

## **AUDIT**

58. A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with the Act.

## **NOTICE**

59. Any notice required by law or by or under these articles to be given to any member may be given by sending it by post to at his registered address or (if it has not registered address within the State) to the address within the State supplied by him to the association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post PROVIDED ALWAYS any such notice shall be deemed to be duly and properly given if such notice is advertised in the Maleny Range News or similar newspaper circulated in the Maleny District at the time and PROVIDED FURTHER any member may, upon payment of a fee of five dollars (\$5.00) each year or such other amount as the association in general meeting may fix request that his name be recorded in a list of "Members Requiring Notice" maintained by the Secretary and thereafter notice shall be given to that member by post in the manner hereinbefore set out.

60. (a) Notice of every general meeting shall be given in accordance with clause 59 hereof:-

(i) all members and

(ii) the auditor or auditors for the time being of the association

(b) No other person shall be entitled to receive notice of general meetings.

## **WINDING UP**

61. The provisions of clause 10 and Clause I I of the memorandum of association relating to the winding-up or dissolution of the association shall have effect and be observed as if the same were repeated in these articles.

## **INDEMNITY**

62. Every director, auditor, secretary and other officer for the time being of the association shall be indemnified out of the assets of the association against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

## **GIFT FUND**

63. (a) The Association shall set up a gift fund named the Maleny District Green Hills Gift Fund.

(b) The fund shall administered in accordance with the requirements of Section 78AB of the Income Tax Assessment Act 1936 and by laws in accordance with these Articles shall be established to facilitate the proper management of the fund.

(c) The fund shall be administered by a committee appointed by the directors and this committee may include directors of the company.

(d) The general public shall be invited to contribute to the fund

(e) Gifts to the fund shall be kept separate from any other funds of the company and a separate bank account maintained for the fund.

(f) All donated moneys (except corporate sponsorship moneys which are not allowable donations under section 78(1) (a) of the Income Assessment Act 1936), and interest accruing thereon shall be credited to and kept in the fund.

## **MALENY DISTRICT GREEN HILLS GIFT FUND**

### **BYLAWS**

1. (a) Membership of Maleny District Green Hills Fund may at the oral or written election of the member confer on the partner of that member the same benefits and impose the same obligations without the payment of any additional fee, PROVIDED ALWAYS they shall be entitled to one vote only.

(b) Any member may at any time by notice in writing to the secretary nominate his or her partner to be the registered member in his or her place and the partner of a deceased member may by notice in writing elect to become the member in the place of that deceased member.

(Directors' meeting 16 April 1996)

## **MALENY DISTRICT GREEN HILLS GIFT FUND**

1. The environmental purposes of the Gift Fund are to support the environmental objects of the association
2. The Fund will be used only to support the Association's environmental purpose,.
3. Members of the general public are to be invited to make gifts of money or property to the Fund for the environmental purposes of the Association.
4. Money from interest on donations, income derived from donated property, and money from the realisation of such property are to be deposited into the Fund.
5. The Fund must not receive any other money or property, including, corporate sponsorship money, and gifts to it are to be kept separate from other funds of the Association.
6. A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon.
7. 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.
8. The Fund will be operated on a non profit basis. None of the money or property accumulated by the Fund will be distributed to members of the Association (or trustees of the Fund) apart from the proper remuneration for administrative services.
9. In the event of the winding up of the Fund, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations
10. The fund will be administered by a committee of management of no fewer than five persons. The committee will be appointed by the Directors of the Association. A majority of the members of the committee are required to have the requisite degree of responsibility to the general community, that is, persons who, because of their tenure of some public office or their position in the community, have a degree of responsibility to the community as a whole as distinct from obligations solely in regard to the environmental objectives of the Association
11. Any changes to the membership of the committee of management of the Fund are to be advised to the Department of the Environment, Sport and Territories within a reasonable time following the making of the changes.
12. Any changes to the Rules of the fund are to be advised to the Department of the Environment Sport and Territories within a reasonable time following the making of the changes.
13. Statistical data about gifts to the Fund during the financial year will be provided to the Department of the Environment, Sport and Territories within four months after the end of the financial year and in the form required by the Department.

These are the rules of the Maleny District Green Hills Gift Fund which were adopted at the General Meeting of the Maleny District Green Hills Fund on 18 December, 1995.

Dated this Nineteenth day of December 1995

President

Dr. Greg Wren