

Company Constitution

of

Moreland Energy Foundation Ltd

ACN [095 439 160]

(as amended 11 April 2018)

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A Nature of company

Nature of Company

- 1 Moreland Energy Foundation Ltd (ACN 095 439 160) is a company. It
 - 1.1 is limited by guarantee
 - 1.2 does not have a share capital.

Objects of company

- 2 The Moreland Energy Foundation promotes protection of the environment by reducing greenhouse gas emissions through:
 - 2.1 actively promoting community awareness of the need to minimise greenhouse gas emissions and maximise energy efficiency through exposure to the Foundation’s activities and initiatives
 - 2.2 promoting the use of greenhouse friendly and energy efficient domestic, commercial and industrial appliances
 - 2.3 encouraging the incorporation of energy efficiency features in new greenhouse friendly technologies through programs including education, subsidies and best practice
 - 2.4 facilitating the development of local energy management and renewable energy technologies and expertise
 - 2.5 facilitating research into new energy efficient technologies that will assist in reducing greenhouse gas emissions
 - 2.6 increasing the number of energy efficiency audits and monitor efficiency improvements undertaken by local households, businesses and other organisations
 - 2.7 developing and analysing data regarding energy consumption so as to prioritise activities of the greatest environmental benefit.

The matters listed above are the objects of the Company. These objects can only be altered by a majority vote of the executive members with the prior written consent of the Moreland City Council (the “Council”). Any disputes or disagreements between members or the directors about the interpretation of these objects shall be referred by the Board to the Council for resolution. The Council’s decision shall be final and binding upon the members and the directors.

Liability of members

- 3 The liability of an executive member is limited to the following extent:
- an executive member is bound to contribute up to **one** dollar (\$1) towards the debts of the company if it is wound up while he or she is a member or within 12 months after he or she ceases to be a member. Community members shall have no liability to contribute on a winding up.
 - Members are liable to pay the annual membership fee determined by the Board (if any).

Number of members

- 4 The Company must always have at least one member. The maximum number of members is unlimited.

B Admission to Membership

Membership

- 5 Without prejudice to any special rights conferred on members of the Company, the directors may admit a person for membership as an executive member or as a community member, as the directors think fit and in accordance with the class of membership requested in the application submitted to the Company by the prospective member.

Eligibility for membership

- 6 A person is not eligible for membership unless that person is willing to support the objectives for which the Company is established.

Sponsorship

- 7 A person, other than the subscribers to the Constitution, is not eligible for membership unless that person is sponsored by another member or a director.

Applications

- 8 Application for membership must be in writing signed by the applicant and countersigned by the member or the director sponsoring the applicant and delivered to the Secretary. The application must be in a form required or approved by the Board, and accompanied by membership fee determined by the Board (if any).

Consideration of Applications

- 9 The Board will consider each application for membership at the first meeting following receipt of the application accompanied by such information as may be reasonably necessary to satisfy the Board as to the applicant's eligibility. Applications may only be accepted by three quarters or more of the directors at that meeting approving the application.

Approval or Rejection of Applications

- 10 The Board has absolute discretion as to whether to approve or reject any application for membership and is under no obligation to supply an applicant with any reason for a rejection.

Notice of Acceptance

- 11 Upon an application being accepted, the Secretary will send to the applicant written notice of acceptance.

Certificate of membership

- 12 A member is entitled to receive a certificate of membership in a form approved by the Board and signed on behalf of the Company in such manner as may from time to time be determined by the Board.

Minimum membership Period

- 13 The minimum membership period is 1 year from the date of a person becoming a member.
- 14 The rights and privileges of a member are not transferable.

Rights of executive member

- 15 The Company may admit an executive member who shall have the following rights, privileges and obligations:
- 15.1 the right to receive notice of any general meeting of the Company;
 - 15.2 the right to vote at any general meeting of the Company where each executive member shall have one vote;
 - 15.3 the right to receive detailed financial reports (including cash flow statements) of the Company annually to be audited in each Financial Year and to raise all enquiries in respect of these reports by notice in

writing to the Board of Directors, which shall answer in reasonable detail within 21 days;

- 15.4 all other rights, privileges and obligations of members pursuant to the *Corporations Law* or contained in this Constitution.

Rights of community members

- 16 The Company may admit community members who shall have the following rights, privileges and obligations:
- 16.1 the right to receive notice of any general meeting of the Company;
- 16.2 the right to vote on the appointment of or removal of the community representative director where each community member shall have one vote;
- 16.3 the right to receive annual reports of the Company.

C Register of members

Keeping of Register

- 17 A Register of members shall be kept in the office of the Company which sets out in full the names, address and category of membership of the Company. The Register shall also show in respect of each member:
- 17.1 the date of admission to membership
- 17.2 the date of cessation of membership
- 17.3 the category of membership, and
- 17.4 such other information as the Board may from time to time determine.

Availability of Register

- 18 The Register of members shall be available for inspection by members at the registered office of the Company during normal business hours.

D Cessation of membership

Resignation of a member

- 19 Subject to clause 13, an executive member or community member may at any time, by notice in writing to the Company, resign as a member.

E Representation

Appointment of Representative and Alternate Representative

- 20 Without prejudice to the provisions of the *Corporations Law* relating to the appointment of a representative or proxy by a body corporate each member (other than an individual) shall, by notice in writing to the Secretary, appoint an individual who shall be an officer or employee of that member, to represent that member at all general meetings that the member is entitled to attend. The member may also, by the same method, appoint another individual who shall also be an officer or employee of that member to act as an alternate to the representative.

Voting by Representative

- 21 A reference in this Constitution to members attending and voting at any meeting or being entitled to do so includes an executive member or community member attending and voting by a representative (whether as alternate or otherwise) appointed in accordance with clause 20.

Power of Representative

- 22 A representative who is authorised under clause 20 is, in accordance with the authority and until it is revoked, entitled to exercise on the member's or community member's behalf the same powers as the member could, if it were a natural person, exercise as an executive member or community member of the Company. An alternate representative may exercise the same powers of the representative if the representative is not available or present to exercise those powers.

Change of Representative and Alternate Representative

- 23 A representative may be changed at any time by the executive member or community member giving notice in writing to the Secretary of the termination of the appointment and of the appointment of another representative in substitution for the previous representative. The appointment of an alternate representative may be changed or terminated in the same manner as the representative's

appointment but the appointment of the alternate is immediately terminated when the appointment of the representative is terminated.

F General meetings

Power to convene

24 Any director may convene a general meeting whenever he or she thinks fit.

Convening of General Meetings

25 A general meeting may be convened by the Chairperson. The Chairperson will convene a general meeting upon receipt of a written request from members holding 5 per cent of the votes at a general meeting.

Notice

26 A notice of a general meeting must specify the place, the day and the hour of meeting and must state the general nature of the business to be transacted at the meeting.

27 If an annual general meeting is convened, it is not necessary for a notice of an annual general meeting to state that the business to be transacted at the meeting includes:

27.1 consideration of accounts and the reports of the directors and auditors and

27.2 election of directors.

Notice period and content

28 Except when the *Corporations Law* permits shorter notice to be given, 21 clear days notice must be given to all persons entitled to receive those notices from the Company. Any notice must specify the place and day and hour of meeting and for the special business, the general nature of that business.

Nature of business

29 Special business includes all business that is transacted at an extraordinary general meeting, and all business transacted at an annual general meeting except the following:

29.1 consideration of the accounts

- 29.2 consideration of the balance sheets
- 29.3 consideration of the directors' and auditor's reports
- 29.4 the election of directors in place of retiring directors
- 29.5 the appointment of the Company auditor and the fixing of his or her remuneration.

Annual General Meeting

- 30 An annual general meeting of the Company may be held. At an annual general meeting in addition to the business that must be conducted in accordance with the *Corporations Law* in respect of financial statements, the directors' report and auditor's report, the directors must also put before the meeting a budget for the following year.

Circular resolution

- 31 The Company may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document

G Proceedings at general meetings

Quorum

- 32 Business may not be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Two executive members (including any proxy for an executive member and any person representing an executive member in accordance with the *Corporations Law*) constitute a quorum.

Effect of no quorum

- 33 If a quorum is not present within 30 minutes from notified starting time for the meeting:
 - 33.1 where the meeting was convened on the requisition of members - the meeting is cancelled
 - 33.2 in any other case the meeting is postponed to the same place on the same day and at the same time the following week, or to any other time and place chosen by the directors. If a quorum is not present within half an hour after the starting time of the postponed meeting, it is cancelled.

Chairperson of directors

- 34 The chairperson elected as chairperson of directors meetings, if any, shall preside as chairperson at every general meeting.

Vacancy in chairperson

- 35 Where a general meeting is held and:

35.1 no person has been elected as a chairperson of directors

35.2 that chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the executive members present must elect one of their number to be chairperson of the meeting.

Adjournment

- 36 The chairperson may at any time adjourn a meeting with the meeting's consent. The chairperson *must* adjourn a meeting if the meeting votes to adjourn it. The only business that can be transacted at an adjourned meeting is the unfinished business from the original meeting.

Notice where a meeting is adjourned for 30 days

- 37 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

Form of notice for adjourned meeting

- 38 Except as provided by in the previous clause, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Right to discuss the management of the company

- 39 The chairperson of a meeting of member must allow a reasonable opportunity for members at the meeting to question, discuss or comment on the management of the Company. Directors of the Company shall answer members' questions if they are capable of doing so. If the directors are unable to answer questions, then they must invite the members to submit them to the Company in writing. If questions are submitted in writing, the directors of the Company must provide an answer in writing.

Voting on show of hands

- 40 At any general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded according to clause 43.
- 41 Unless a poll is duly demanded, a declaration by the chairperson that a resolution has a show of hands been carried or carried unanimously, or by a particular majority, or lost, must be made in the minutes of the meeting.
- 42 An entry recording the chairperson's declaration of voting in the book containing the minutes of the proceedings of the Company is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Poll

- 43 A poll may be demanded:
- 43.1 by the chairperson
 - 43.2 by at least 3 members present in person or by proxy
 - 43.3 by a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- 44 A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.
- 45 A poll demanded on any other subject is taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- 46 A demand for a poll may be withdrawn.

Casting vote of chairperson

- 47 If the votes are equal, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded is not entitled to a second or casting vote.

Proxy holders and representatives voting rights

- 48 At meetings of members each executive member or community member entitled to vote may vote in person or by proxy or attorney.

- 49 On a show of hands every person present who is a member or a Representative of a member has one vote and on a poll every person present in person or by proxy, attorney or representative has one vote.

Incapacity

- 50 This clause applies where an executive member or community member is of unsound mind or is a person whose person or estate is liable to be dealt with under the law relating to mental health. The member's committee or trustee or such other person as properly has the management of the member's estate may exercise any rights of the member in relation to a general meeting as if the committee, trustee or other person were the executive member or community member.

Objection to voter

- 51 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is cast.
- 52 Any objection is referred to the chairperson of the meeting, whose decision is final and a vote not disallowed by the chairperson is valid for all purposes.

Appointment of proxy

- 53 An instrument appointing a proxy must be in writing signed by the appointor or an attorney duly authorised in writing or, if the appointer is a body corporate, signed by a duly authorised officer or attorney or in accordance with the *Corporations Law*.
- 54 Instruments appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and in that event the proxy is not entitled to vote on the resolution except as specified in the instrument. Unless otherwise instructed the proxy may vote as he or she thinks fit.
- 55 An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- 56 An instrument appointing a proxy may be in the following form, or any other form acceptable to the Company.

To: Moreland Energy Foundation Ltd
I/we, [Name of executive member/s or community member/s], of
[Address of executive member/s or community member/s], being a
member/members of the Company, appoint [Name of proxy I], of

[*Address of proxy 1*] or in the member's absence, appoint [*Name of proxy 2*] of [*Address of proxy 2*] as my/our proxy to vote for me/us on my/our behalf at the annual general*/general meeting* of the Company to be held on the [*Date of meeting*] as at any adjournment of that meeting.

I wish to direct my proxy to vote in favour of or against the following resolutions at the meeting (*Insert details of how you want your proxy to vote. If no details are completed, the proxy will be free to exercise this proxy as he/she sees fit*).

The proxy may exercise this proxy as he/she thinks fit in respect of each resolution where this proxy does not contain specific directions as to how the proxy is to vote in respect of that resolution.

Signed [*date*]

* *Strike out whichever is not desired.*

Lodgement of proxy

57 A document appointing a proxy (and any power of attorney under which it is signed, or a certified copy of that power) must be received by the Company at least 48 hours before the time of the meeting. If the document is not received on time, the proxy cannot vote at the meeting.

57.1 A document appointing a proxy is deemed to be received when it is received at any of the following:

57.1.1 the Company's registered office or

57.1.2 a fax number at the Company's registered office or

57.1.3 a place, fax number or electronic address specified for the purpose in the notice of meeting.

Effect of proxy vote

58 A vote given according to an instrument of proxy or of a power of attorney is valid if no notice in writing of the death or unsoundness of mind, revocation of the instrument or authority has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the said instrument is acted upon.

H Sole members and the passing of resolutions

- 59 Where a sole member signs a minute recording the member's decision to a particular effect, the recording of the decision counts as the passing by the member of a resolution to that effect. This clause shall override any other clause relating to members resolutions.

I Appointment, removal and remuneration of directors

Appointment of directors

- 60 Other than any director who becomes a director pursuant to Section 120 of the *Corporations Law* the first directors are appointed in writing by all or a majority of the subscribers to the Constitution.

Minimum and maximum number of directors on incorporation

- 61 On incorporation of the Company:
- 61.1 the minimum number of directors is one
 - 61.2 the maximum number is 12.
- 62 The board of directors of the Company will comprise the following directors:
- 62.1 1 community representative elected by a majority of community members
 - 62.2 2 representatives appointed by the Council, of which 1 shall be an officer of the Council appointed on the recommendation of the Chief Executive Officer of the Council and 1 shall be a Councillor of the Council.
 - 62.3 A minimum of 4 persons with relevant expertise and skills to be appointed by the Board of MEFL
 - 62.4 The Chief Executive Officer of MEFL

Board members shall serve a three year term of office.

Each third year at or before the annual general meeting a person or entity appointing a director shall notify the Company in writing whether that director is

to be re-appointed for the following three year period and, if not, the name of the person appointed as director for the following three years.

Change to numbers of directors

- 63 The Company may by resolution increase or decrease the minimum and maximum number of directors with the prior consent of the Council subject to any conditions Council imposes

Alternate directors

- 64 A director may, with the approval of the other directors, appoint a person to be an alternate director in his place during such period as he or she thinks fit. A director appointed by the Council also needs the Council's prior consent to appointing an alternate director. An appointment, or the termination of an appointment, of an alternate director shall be effected by a notice in writing signed by the director who makes or made the appointment and served on the Company.
- 65 An alternate director is entitled to notice of meetings of the directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in his or her stead. An alternate director may exercise any powers that the appointor may exercise and the exercise of any such power by the alternate director shall be deemed to be the exercise of the power by the appointor.
- 66 The appointment of an alternate director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the alternate director has not expired, and terminates in any event if the appointor vacates office as a director.

Authority of sole director

- 67 Where the minimum number of directors is one, a single director acting as a sole director may exercise all the powers and discretions conferred on the directors under this Constitution or under the *Corporations Law*.

Period of office

- 68 Each of the directors hold office until the director vacated office or is removed or retires under this Constitution.

Retirement from office

- 69 At each third annual general meeting, all directors must retire from office.

Retirement from office

70 A retiring director is eligible for re-election.

Casual vacancy

71 The directors have power at any time to appoint any person to be a director to fill a casual vacancy in the community representatives elected by the community members to hold office until the annual general meeting. Otherwise the person or entity appointing a director has the power to fill a casual vacancy in that appointment. The directors must not make an appointment so that the total number of directors at any time exceeds the maximum number fixed according to clause 61.

Removal of Directors

72 The person or entity appointing a director may remove that director and appoint another person in his or her place. The community members may, by resolution:

72.1 remove any director elected by community members from office but not so as to have fewer than the minimum number of directors fixed according to clause 61.

72.2 appoint any person as a community representative director (as a replacement of any director removed) but not so as to exceed the maximum number of directors fixed according to clause 61.

Election of community representatives

73 After the incorporation of the Company and the admission of community members:

73.1 The Board shall determine a time and place for a meeting of the community members to elect the 1 community representative as director.

73.2 The community members may requisition a meeting of the Company to enable the community members to remove the director elected by community members and elect a replacement director at any time where 10% of community members in writing request such a meeting. Upon receipt of such a requisition the Board shall, as soon as practicable, call a meeting of the community members for that purpose.

Director qualification

- 74 A person that becomes a director must prior to becoming a director consent to becoming executive member of the Company. Where a person ceases to be a director that person automatically ceases to be an executive member.

Vacation of office

- 75 In addition to the circumstances in which the office of a director becomes vacant under the *Corporations Law*, a director ceases to hold office immediately any of the following happens.

- 75.1 The director becomes bankrupt.
- 75.2 The director becomes mentally unfit to hold office, or the director or his or her affairs are made subject to any law relating to mental health or incompetence.
- 75.3 The director resigns by giving the Company written notice.
- 75.4 The director becomes disqualified by law from being a director.
- 75.5 Without the consent of the other directors, the director is absent from meetings of directors for a continuous period of 6 months.
- 75.6 By the time of the annual general meeting of the Company, the person or entity appointing that director has not notified the Company in writing of the re-appointment of that director for the following year.
- 75.7 The director ceases to be a member of the Company.
- 75.8 Where the director is appointed by the Council he or she ceases to either hold office as a Councillor or be a council officer.

J Powers and duties of directors

General power of management

- 76 Subject to the *Corporations Law* and to this Constitution, the operations and business of the Company is managed by the directors who may pay all expenses incurred in promoting and forming the Company, and may exercise all such powers of the Company as are not, by the *Corporations Law* or by this Constitution, required to be exercised by the Company in general meeting. The directors shall from time to time, as they think fit, consult with the members concerning the operations and business of the Company.

Lending Powers

- 77 Subject to complying with any guidelines set by the Council, or obtaining the Council's consent if the Council requires, and clause 2 of this Constitution, the directors may issue secured and unsecured loans.

Borrowing Powers

- 78 Subject to complying with any guidelines set by the Council, or obtaining the Council's consent if the Council requires, the directors may;
- 78.1 exercise all the powers of the Company to borrow money from the Council, or
- 78.2 charge any property or business of the Company and issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

Other offices of directors

- 79 A director may be employed by, or contract with, the Company and may be employed by any other company in which the Company owns shares or has an interest. A director may be a director or officer of that other company. However, a director cannot be employed as the Company's or that other company's auditor. A director is not required to account to the Company for any profit arising from his or her employment by, or contracting with, the Company.

Negotiable Instruments

- 80 If the Company has more than 1 director, any 2 directors jointly may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

K Proceedings of directors

Quorum

- 81 Business may not be transacted at any directors meeting unless a quorum of directors is present at the time when the meeting proceeds to business. Four directors (including any proxy for a director) including at least 1 Council appointed director constitute a quorum.

Directors to regulate

- 82 The directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

Convening of meetings

83 A director may at any time, and a secretary must on the requisition of a director, convene a meeting of the directors. At least 4 meetings every year shall be called.

Notice of meetings

84 A director's meeting must be convened by not less than 48 hours written notice of a meeting to each director (unless all the directors agree to a shorter period of notice).

Director outside Australia

85 When giving notice to the other directors, it is not necessary to give notice of a meeting of the directors to a director to whom the secretary reasonably believes to be outside Australia.

Written resolution

86 The directors may pass a resolution in writing without holding a meeting if the following conditions are met.

86.1 The resolution is set out in a document or documents indicating that a majority of directors are in favour of it.

86.2 All directors who are entitled to vote on the resolution sign the document or documents or identical copies of it or them.

Deemed date of passing resolution

87 The resolution will be treated as having been passed at a meeting of directors held on the day and at the time that the last director signs.

Telephone and other meetings

88 While the directors may regulate their meetings as they think fit, a meeting of directors or committee of directors may be held where one or more of the directors is not physically present at the meeting, where:

88.1 all persons participating in the meeting can communicate with each other instantaneously whether by telephone or other form of communication

88.2 notice of the meeting is given to all directors entitled to notice according to the usual procedures determined by the directors for the

giving of notice and such notice does not specify that directors are required to be present in person

88.3 if a failure in communications prevents clause 88.1 from being satisfied by that number of directors which constitutes a quorum, then the meeting is suspended until clause 88.1 is satisfied again. If clause 88.1 is not satisfied within 15 minutes from the time the meeting was interrupted, the meeting is deemed to have terminated

88.4 any meeting held where any director is not physically present is treated as held at the place specified in the notice of meeting if a director is present there. If no director is so present, the meeting is treated as held at the place where the chairperson of the meeting is located.

Decisions of the board

89 Questions arising at any meeting of directors shall be decided by a majority of votes. A determination of a majority of directors is for all purposes deemed to be a determination of the directors. If the votes are equal, the chairperson of the meeting shall have a second or casting vote in addition to his or her deliberative vote.

Vacancies

90 The directors may act even if there are vacancies on the board.

Lack of quorum

91 If the number of directors is not sufficient to constitute a quorum at a directors' meeting, the directors may act only for the purpose of:

91.1 appointing a director; or

91.2 convening a general meeting.

Minutes of meeting of directors

92 The directors must ensure that the minutes of the meeting record each of the following:

92.1 the names of all directors who are present

92.2 the Chairperson of the meeting

92.3 details of the proceedings at the meeting

- 92.4 resolutions passed at the meeting
- 92.5 any appointment of an officer
- 92.6 interests declared by any director in accordance with this Constitution.

Chairperson must sign minutes

- 93 The minutes of a meeting of directors must be signed by the Chairperson of that meeting, either at that meeting or at the following meeting.

Ending of appointment of alternate director

- 94 An alternate director ceases to hold office immediately any of the following happens:
 - 94.1 The director who appointed the alternate director ceases to be a director.
 - 94.2 The director who appointed the alternate director ends the appointment by giving the alternate director a written notice signed by the director.
 - 94.3 The period of the appointment ends.
 - 94.4 Anything happens that would result in the alternate director ceasing to be a director if he or she were a director.

Chairperson

- 95 The directors must elect one of their number as chairperson of their meetings and determine the period of office of the chairperson.

Substitute chairperson

- 96 Where a meeting of the directors is held and:
 - 96.1 a chairperson has not been elected as provided or
 - 96.2 the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act,the directors present may elect one of their number to be a chairperson of the meeting.

Committee of directors

97 The directors may delegate any of their powers to a committee or committees of directors except the borrowing powers contained in clause 79.

98 Any such committee must exercise the powers delegated according to any directions of the directors and any power so exercised is deemed to have been exercised by the directors.

99 The members of such a committee may elect one of their number as chairperson of their meetings.

100 Where such a meeting is held and:

100.1 a chairperson has not been elected as provided by clause 99 or

100.2 the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the members present must elect one of their number to be chairperson of the meeting.

Regulation of committee of directors

101 A committee of the directors may meet and adjourn as it thinks fit.

Determination by majority vote

102 A question arising at a meeting of a committee must be determined by a majority of votes of the members present and voting.

Casting vote

103 If the votes are equal, the chairperson of a committee shall have a second casting vote in addition to his or her deliberative vote.

Sub-delegation by committee

104 A committee may be authorised to sub-delegate all or any of the powers for the time being vested in it. A committee may not delegate any decision making powers which may legally bind the Company.

105 Meetings of any committee will be governed by the provisions of this Constitution which deal with directors' meetings so far as they are applicable and are not inconsistent with any directions of the directors.

Defects in appointments

- 106 All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director are deemed to be valid as if all persons had been duly appointed and were qualified to be a director or a member of the committee.

Disqualification

- 107 This is the case even if it is afterwards discovered there was some defect in the appointment of a person to be a director or a member of the committee, or to act as a director, or that person so appointed was disqualified.

Declaration of interests

- 108 If a director has a personal interest in a proposed contract or arrangement which the Company may enter into, he or she must declare that interest:

108.1 at the directors' meeting at which the proposed contract or arrangement is first discussed; or

108.2 *if the interest arises later*, at the first meeting of directors after he or she becomes aware of the interest.

The secretary must record all declarations in the minutes of the relevant directors meeting.

- 109 If a director has a material personal interest in a proposed contract or arrangement which the Board is considering he or she may only be present and vote on the matter if the Board has passed a resolution that:

109.1 specifies the director, the interest and the matter, and

109.2 states that the directors voting for the resolution are satisfied that the interest should not disqualify the director from considering or voting on the matter.

Interests obtained post-contract

- 110 If a director gains a personal interest in a contract or arrangement which the Company has already entered into, he or she must declare that interest at the first meeting of directors after he or she becomes aware of that interest.

Interested directors included in quorum

- 111 A director who has previously declared a personal interest to a meeting of directors of the Company may vote on and be counted in the quorum of directors, in respect of any contract or arrangement by the Company with any other person or corporation in which the director may be interested. The director may also vote in respect of the director's appointment to any office or place of profit under the Company.

Failure to disclose

- 112 A director's failure to make disclosure under this clause does not render void or voidable a contract or arrangement in which the director has a direct or indirect interest.

Directors of related corporations

- 113 A director is deemed to be not interested in any contract or arrangement where the only personal interest of the director arises because the director is also a director of a corporation which is deemed to be related to the Company by the *Corporations Law*.

Interested director may attest seal

- 114 A director may attest the affixing of the Seal to any document or execute any document as a director of the Company relating to a contract or arrangements in which the director has an interest.

Directors guarantee

- 115 A director is not deemed to be interested in any contract or proposed contract relating to any loan to the Company by reason only that the director has guaranteed or proposed to guarantee jointly or severally the repayment of the loan.

Partnership/other interests

- 116 If, because a director is a member of a partnership, or a director or shareholder of another company, or is in a position to control another entity, he or she will be personally interested in any of the Company's contracts or arrangements with that partnership, company or entity, he or she may give the other directors a written notice declaring his or her relationship to that partnership, company or entity and his or her consequent interest in all contracts or arrangements with it. The notice is a sufficient declaration of interest in relation to any future contracts or arrangements with that partnership, company or entity.

Directors aware of interest

117 If all other directors are aware that a director is a member of a partnership, or a director or shareholder of another company, or is in a position to control another entity, that fact has the same effect as if the director had given the other directors written notice under the previous clause at the time all of them as a group first became aware of it.

117.1 'Entity' includes a trust or other entity whether it is a legal person or not. The following are examples of a director being in a position to control an entity.

117.1.1 The director is the appointor of a trust and has power to remove the trustee.

117.1.2 The director is the sole trustee of a trust.

117.1.3 The trustee or trustees of a trust are accustomed to act in accordance with the wishes of the director.

L Sole directors and the passing of resolutions

Sole directors' minute

118 Where there is a sole director of the Company, this clause is an alternative to the procedures in Section K of this constitution. Where a sole director signs a minute recording the director's decision to a particular effect, the recording of the decision counts as the passing by the director of a resolution to that effect.

M Chief Executive Officer

Appointment

119 The directors may appoint a Chief Executive Officer on the terms and for the length of time that they consider appropriate. The directors may give the Chief Executive Officer any of the powers they can exercise other than the following powers: to borrow, to sub-delegate and to enter into joint ventures or other similar business associations. They may also impose any limitations on the exercise of those powers, and may withdraw or alter the powers they have conferred.

Cessation of appointment

120 A Chief Executive Officer's appointment ends immediately any of the following happens.

120.1 The directors end the appointment by written notice, provided that they comply with any agreement relating to the ending of the appointment.

120.2 The period of the appointment ends.

Remuneration

121 A Chief Executive Officer, subject to any agreement entered into in a particular case, may receive such remuneration (whether by way of salary, commission or partly in one way and partly in another) as the directors determine.

Powers of Chief Executive Officer

122 Any powers by the directors on the Chief Executive Officer conferred may be concurrent with or to the exclusion of the powers of the directors.

N Secretary

Appointment of secretary

123 The Secretary shall be appointed by the Board upon such conditions as the Board thinks fit. Any Secretary so appointed may be removed by the Board. The Secretary may but need not be a director.

124 The Secretary of the Company shall not be entitled to any remuneration for performing that office.

Secretary to attend meetings

125 Unless directed otherwise by the Board, the Secretary shall attend all meetings of the Board and other committees established by the Board and all general meetings of the Company and shall keep a record of the proceedings of those meetings.

Preparation, circulation and approval of minutes

126 The Secretary shall cause draft minutes of all such meetings to be promptly circulated to all directors for information and approval. Subject to any objection, the Chairperson of the meeting or the next such meeting shall sign the minutes to certify that they are a true and correct record of the proceedings of the meeting.

O Treasurer

Appointment of treasurer

127 The Treasurer shall be appointed by the directors for a term of two years and upon such conditions as the Board thinks fit. Any Treasurer so appointed may be removed by the Board. The Treasurer may but need not be a director.

Duties of Treasurer

128 The Treasurer has the following duties:

128.1 to receive all moneys paid to the Company and issue the necessary receipts on behalf of the Company;

128.2 to deposit all moneys received to the credit of the Company in a bank account approved by the Company;

128.3 to keep detailed accounts of all receipts and expenditure and prepare an annual statement of account; and

128.4 to arrange for the payment of all amounts properly payable from the funds of the Company in such manner, and in conformity with such procedures, as this Constitution provides and as the Board may from time to time prescribe.

P Seal

Directors may elect to adopt a seal

129 The directors may adopt a Seal.

Safe custody of Seal

130 If the directors adopt a Seal, they must provide for the safe custody of the Seal.

Authority to use Seal

131 Where a Seal has been adopted:

131.1 the Seal may only be used with the authority of the directors, or of a committee of the directors authorised by the directors to authorise the use of the Seal

- 131.2 every document to which the Seal is affixed must be signed by a director and be countersigned by another director, a secretary or another person appointed by the directors to countersign that document or a class of documents in which that document is included.

Where no seal is adopted

- 132 If the directors do not adopt a seal, documents may be executed in the name of the Company in the manner provided by the *Corporations Law*.

Q Accounts and audit

Inspection of accounts

- 133 Subject to the requirements of the Law, the Board shall from time to time determine at what times and places under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.
- 134 The Council and its appointed auditors have the right to inspect and audit the accounts of the Company provided reasonable notice is first given to the Company.

Appointment of auditor

- 135 A properly qualified Auditor or Auditors shall be appointed and his, her or their duties regulated in accordance with the Law.

R Powers of attorney

Powers of attorney

- 136 The directors may grant a power of attorney to another person to act on behalf of the Company. The power of attorney must state each of the following:
- 136.1 the powers and discretions that the attorney may exercise
 - 136.2 the duration of the power
 - 136.3 any conditions on its exercise.

The document may also contain any provisions to protect people dealing with the attorney that the directors consider appropriate.

Limits on power

- 137 The powers conferred on an attorney cannot exceed the powers of the directors. The attorney may be authorised to delegate any of the powers conferred on him or her.

S Records

Records

- 138 The directors must determine whether and on what conditions the accounting records and other documents of the Company or any of them are open to the inspection of members other than directors. A member other than a director does not have the right to inspect any document of the Company except as provided by the *Corporations Law* or authorised by the directors or by the Company in general meeting.

Keeping records

- 139 The directors must ensure that proper accounting and other records are kept, and that balance sheets are distributed in accordance with the requirements of the *Corporations Law*.

T Notices

Method

- 140 A notice may be given by the Company to any executive member or community member either by serving it on the executive member or community member personally or by sending it by post to the executive member or community member at his, her or their address as shown in the register of members or the address including any facsimile number supplied by the member to the Company for the giving of notices to the member.

Deemed receipt

- 141 Where a notice is sent by post, service of the notice is 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. Notices sent by facsimile transmission to the facsimile number nominated by any member for service of notices on him, her or it shall be effective on the date of an error free fax transmission report from the sender's facsimile machine.

Persons entitled to notice

- 142 Notice of every general meeting must be given in the manner authorised by clause 141 to 142 to:
- 142.1 every executive member
 - 142.2 every community member
 - 142.3 the auditor of the Company.
- 143 No other person is entitled to receive a notice of general meeting.

U No distributions to members

No division of property among members

- 144 The assets and income of the Company shall be applied solely in furtherance of the objects and no portion shall be distributed directly or indirectly to the members of the Company except as bona fide compensation for services rendered (where permitted) or expenses incurred on behalf of the Company. On winding up of the Company surplus funds (if any) must be paid to the Council and not to any of the members.

V Indemnity

- 145 The Company must continually indemnify each director, officer and employee against liability (including liability for costs and expenses) for an act or omission in the capacity of director, officer or employee of the Company. However, this does not apply in respect of any of the following:
- 145.1 a liability to the Company or a related body corporate.
 - 145.2 a liability to some other person that arises out of conduct involving a lack of good faith.
 - 145.3 a liability for costs and expenses incurred by the officer in defending civil or criminal proceedings in which judgment is given against the officer or in which the officer is not acquitted.
 - 145.4 a liability for costs and expenses incurred by the officer in connection with an unsuccessful application for relief under the *Corporations Law*,

in connection with the proceedings referred to in the preceding paragraph.

Insurance premiums

- 146 The Company may pay the premium on a policy of insurance in respect of a person who is or has been an officer or auditor of the Company to the full extent permitted by the Corporations Law.

W Expulsion of members

Board Action

- 147 If the Board is of the opinion that an executive member or community member:
- 147.1 has refused or neglected to comply with a provision of this Constitution;
or
 - 147.2 has wilfully acted in a manner prejudicial to the interests of the Company.

the Board may, by resolution, expel the executive member or community member from the Company or suspend the executive member or community member from membership for a specified period.

Notice to member

- 148 Where the Board passes a resolution under clause 147, the Secretary must, as soon as practicable, cause a notice in writing to be served on the executive member or community member:
- 148.1 setting out the resolution and the grounds on which it is based;
 - 148.2 stating that the executive member or community member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
 - 148.3 stating the date, place and time of the meeting; and
 - 148.4 informing the executive member or community member that they may do either or both of the following:
 - (i) attend to speak at the meeting;

- (ii) submit to the Board at or prior to the date of the meeting, written representations relating to the resolution.

149 At a meeting of the Board referred to in clause 148 the Board will:

- 149.1 give the executive member or community member the opportunity to make oral representations;
- 149.2 give due consideration to any written representation submitted to the Board by the member at or prior to the meeting; and
- 149.3 by resolution determine whether to confirm or revoke the resolution.

Notice of Confirmation

150 If the Board confirms a resolution under clause 149 the Secretary will, within 7 days after the confirmation, by notice in writing inform the executive member or community member of the fact and of their right of appeal under clause 151.

Entitlement to Appeal

151 A resolution confirmed by the Board under clause 149 does not take effect:

- 151.1 until the expiration of the period within which the executive member or community member is entitled to appeal against the resolution where they do not exercise the right of appeal within that period; or
- 151.2 where within that period the executive member or community members exercises the right of appeal, unless and until a meeting confirms the resolution pursuant to clause 155.

Period for Appeal

152 An executive member may appeal to a general meeting of executive members, and a community member may appeal to a general meeting of community members, against the resolution of the committee which is confirmed under clause 149 within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.

General Meeting to Consider

153 Upon receipt of a notice from a member under clause 152, the Secretary must notify the Board which will convene the appropriate general meeting of members to be held within 21 days after the date on which the Secretary receives the notice.

Procedure at General Meeting

- 154 At a general meeting convened under clause 152:
- 154.1 no business other than the question of the appeal will be transacted;
 - 154.2 the Board and the executive member or community member will be given the opportunity to state their respective cases orally or in writing or both; and
 - 154.3 the members present and entitled to vote will vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

Resolution to Confirm

- 155 To confirm a Board resolution under clause 149 such a general meeting may pass an ordinary resolution in favour of confirming the Board resolution.

X Miscellaneous

Insurance

- 156 The directors shall maintain adequate insurances (including public liability insurance) to maintain and preserve the assets of the Company on such terms and for such amounts as they consider desirable.

Replaceable rules do not apply

- 157 The Replaceable Rules in the *Corporations Law* do not apply to the Company.

Financial year

158. Until the directors otherwise resolve, the financial year of the Company shall end on 30 June in each year.

Definitions

Board	means the board of directors.
Business Day	means a days on which the major trading banks are open for ordinary business in Melbourne, Victoria and excludes a Saturday, Sunday or public holiday.
Company	means Moreland Energy Foundation Ltd ACN 095 439 160.
Council	means the Moreland City Council.
Officer	has the meaning given by Section 241(4) of the <i>Corporations Law</i> .
Representative	means a representative appointed by a member under Section 249(3).
Seal	means the common seal of the Company and includes any official seal of the Company.

Constitution

In this Constitution, unless the context otherwise requires:

Business Day	if a person is required to pay money or do an act or thing on a day that is not a Business Day, then the person may pay the money or do the act or thing on the next Business Day.
Collective reference	reference to a thing (including an amount) is a reference to all or any part of it and a reference to a group of things or persons is a reference to any one or more of them.
<i>Corporations Law</i> defined terms	except as far as the contrary intention appears in these clauses, where a clause deals with a matter also dealt with by a provision of the <i>Corporations Law</i> , the expression has the same meaning as in that provision.

Defined expressions	If a word or phrase is defined, a related word or phrase has the corresponding definition.
Director	A reference to a director is a reference to a director of the Company. Where appropriate it includes a reference to an alternate director but does not include a reference to an associate director.
Division 10	Division 10 of Part 1.2 of the <i>Corporation Law</i> applies to these clauses as if they were any instrument made under the <i>Corporations Law</i> in force on the day when these clauses become binding on the Company.
Gender	A reference to a gender includes the other genders.
Headings	A heading must be ignored in construing this document.
Inclusive terms	If an inclusive term is used, such as “includes” or “including” then this must be construed as “includes, without limitation” or “including without limitation”.
Joint liability	An obligation on two or more parties binds each party jointly and severally.
Joint obligation	An obligation incurred in favour of two or more parties may be enforced by each of those parties jointly and severally.
Meeting	A reference to a meeting includes a decision of a sole member recorded according to clause 56 and a decision of a sole director recorded according to clause 114.
Member	A reference to a member is a reference to a person for the time being entered as a member of the Company in the Register of Members kept by the Company according to the <i>Corporations Law</i> and does not include a community member unless the context otherwise requires.
Numbers	A word in the singular form includes the plural, and vice versa.

Person	A reference to a person includes a corporation or body politic.
Register	A reference to the register means the register of members and includes where appropriate a reference to a branch register.
Secretary	A reference to a secretary includes any person appointed to perform the duties of a secretary of the Company.
Section	A reference to a section is a reference to a section of the <i>Corporations Law</i> .
Share	A reference to share means a share in the Company.
Sole director	A reference to a sole director is a reference to a person who is a director of the Company at a time when no other person is a director.
Sole member	A reference to a sole member is a reference to a person who is a member of the Company at a time when no other person is a member.
Sole secretary	A reference to a sole secretary is a reference to a person who is appointed to perform the duties of a secretary of the Company at a time when no other person is a secretary.
Statutory amendment	<p>A reference to a statute, ordinance, code or other law includes:</p> <ul style="list-style-type: none"> • a regulation and other statutory instrument under it; and • a consolidation , amendment, re-enactment or replacement of any of them.
Variation	A reference to this or any other document includes the document as varied or replaced, even if the parties have changed.
Writing	A reference to writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes a telex or facsimile transmission.