
**CONSTITUTION
OF
DJUNBUNJI LIMITED**

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LAWYERS

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Corporations Act 2001

A COMPANY LIMITED BY GUARANTEE

CONSTITUTION

of

DJUNBUNJI LIMITED

1 PRELIMINARY

- 1.1 The name of the Company is Djunbunji Limited.
- 1.2 The Company is limited by guarantee and the liability of the members is limited as provided in this document.

2 DEFINITIONS

In this Constitution:

“Act” means the *Corporations Act 2001* (Cth) or any substitute or replacement legislation;

“Ancestor” means Jabulum Mandingapai (aka Jimmy);

“Beneficiaries” means

- (a) the MY People;
- (b) other persons of Aboriginal descent residing in the Region;
- (c) organisations that have a majority of members from paragraphs (a) and (b) above; and
- (d) charitable institutions or community organisations benefiting persons described in paragraphs (a) or (b) above or any of them;

"Board" means the Board of Directors of the Company;

"Company" means Djunbunji Limited;

“Director” means a person who is, for the time being, a director of the Company;

"Member" means a member of the Company;

“MY People” or **“MY Person”** means those persons who are:

- (a) descendents of the Ancestor; or
- (b) Aboriginal persons residing in the Region who are directly or indirectly related to descendants of the Ancestor.

“Region” means the areas currently governed by:-

- (a) Cairns Regional Council; or
- (b) Yarrabah (Aboriginal) Shire Council;

"**Seal**" means the common seal of the Company;

"**Secretary**" means any person appointed to perform the duties of a Secretary of the Company;

"**State**" means the State of Queensland.

3 INTERPRETATION

- 3.1 Expressions referring to writing are, unless the contrary intention appears, to be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- 3.2 Words importing any gender include every gender.
- 3.3 Words importing the singular number include the plural number and vice versa.
- 3.4 Words or expressions contained in this Constitution should be interpreted in accordance with the provisions of the Act.

4 REPLACEABLE RULES

- 4.1 The Company's internal management will not be governed by provisions of the Act headed "Replaceable Rules".

5 PURPOSES

- 5.1 The Company is established and will be maintained for the purpose of promoting and benefiting the general welfare of the Beneficiaries by:-
 - (a) relief of poverty and sickness;
 - (b) advancement of education including promotion of the training of Beneficiaries in employment-related skills;
 - (c) reduction of unemployment by promoting the employment of (and participation in contracting opportunities by) Beneficiaries;
 - (d) housing of members who are aged, sick or in need of special assistance;
 - (e) care for the aged and disabled;
 - (f) provision of community and social infrastructure in traditional country or regional centres in the proximity of traditional country;
 - (g) promoting indigenous art, culture and heritage; and
 - (h) providing family support services; and
 - (i) otherwise promoting and benefiting the general welfare of the Beneficiaries,

to the extent that this is a charitable purpose as recognised by the law of equity and the *Income Tax Assessment Act 1997* (Cth)).

6 LIMITED LIABILITY

- 6.1 The liability of the members of the Company is limited.
- 6.2 Every Member undertakes to contribute to the property of the Company in the event of the same being wound up while he/she is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he ceased 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 amount as may be required, not exceeding \$1.00.

7 APPLICATION OF INCOME AND PROPERTY

- 7.1 The income and property of the Company however derived shall be applied solely towards the promotion of the objects of the Company and no part shall be paid or transferred directly or indirectly to or among the Members PROVIDED HOWEVER that:-
- (a) Nothing shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him or of remuneration to any Directors, officers or servants of the Company or to any member of the Company, or other person in return for any services actually rendered to the Company; and
 - (b) Nothing herein contained shall be construed so as to prevent the repayment to any Member of out-of-pocket expenses or interest on money lent, or rent for hire of goods or for premises demised to the Company.

8 WINDING UP

- 8.1 If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid or transferred to any body whose objects include furthering the interests of the Beneficiaries and which is not carried on for the profit or gain of its individual members. On no account shall any funds of the Company be distributed to its Members on the winding up or dissolution of the Company.

9 COMPANY MUST KEEP RECORDS

- 9.1 True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company and, subject to any restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution for the time being in force, shall be open to the inspection of the Members and the Beneficiaries.

10 MEMBERSHIP

- 10.1 The number of Members shall be increased or decreased without limitation upon the implementation of the procedures set out in this Constitution by which persons may become Members or resign as Members.
- 10.2 The first Members of the Company shall be the signatories to this Constitution.

- 10.3 The following persons are eligible to be Members:
- (a) MY People who are 18 years of age or over; and
 - (b) a body corporate where more than 50% of its members are MY People.
- 10.4 Every candidate for membership of the Company shall make application for membership in writing in a form approved by the Board and each application must include a description of the candidate's ancestral or communal relationship which qualifies the candidate to be a member of the MY People.
- 10.5 Subject to eligibility as specified above, every candidate for membership shall be accepted by the Board. In the event that the Board rejects an application on the basis that the candidate is:
- (a) not a member of the MY People; or
 - (b) not a descendent of his/her nominated ancestor,
- such candidate shall have a right of appeal by giving written notice of appeal to the Secretary within ten (10) days from the posting of the notice of rejection. Thereupon, the Company shall consult with senior members of the MY People and if such consultation or report concludes that the candidate is a member of the MY People, then the candidate shall be accepted for membership.
- 10.6 Any Member wishing to resign his membership of the Company shall give notice in writing of his intention to do so, such notice to be addressed to the Secretary and deposited at the registered office of the Company.
- 10.7 The rights of a Member as such shall be personal and shall not be transferable and shall cease upon:-
- (a) if the Member is a natural person - death or appointment of a trustee in bankruptcy; or
 - (b) if the Member is a body corporate - more than 50% its members not being MY People or the appointment of a liquidator, administrator or controller.

11 GENERAL MEETINGS

- 11.1 An annual general meeting of the Company must be held in accordance with the provisions of the Act. The first annual general meeting must be held within 18 months after the Company is registered.
- 11.2 The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall be convened on the passing of a resolution of the Board or may be convened by such requisitions as provided by the Act or otherwise as required by this Constitution. For the purposes of this Constitution, all general meetings, other than annual general meetings, shall be called extraordinary general meetings.
- 11.3 Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one (21) days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place the day and the hour of meeting and, in the 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 Company.

- 11.4 For the purposes of the preceding Clause, all business shall be special that is transacted either at an extraordinary general meeting or at an annual general meeting, with the exception of:
- (a) the consideration of the accounts and balance sheet;
 - (b) the report of the Board and the auditors of the Company; and
 - (c) the appointment of the auditors of the Company.

12 PROCEEDINGS AT GENERAL MEETINGS

- 12.1 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, three Members must be present to constitute a quorum.
- 12.2 If within a reasonable time from the time appointed for the meeting a quorum is not present, the meeting, if convened upon a 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 at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within a reasonable time from the time appointed for the meeting, the meeting shall be dissolved.
- 12.3 A chairman shall be elected by the Members present to preside at a meeting and 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 (30) 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 the business to be transacted at an adjourned meeting.

13 VOTING

- 13.1 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 chairman of the meeting; or
 - (b) by at least three (3) Members present in person or by proxy.
- 13.2 Unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company 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.
- 13.3 If a poll is duly demanded in accordance with the preceding Clause, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairman of the meeting 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.

14.5 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding:-

- (a) the previous death;
- (b) unsoundness of mind of the principal;
- (c) revocation of the instrument or of the authority under which the instrument was executed;
- (d) winding up for a body corporate

if no intimation in writing of such death, unsoundness of mind, revocation or winding up as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

14.6 A corporate member must appoint in writing a natural person as its representative to attend general meetings and vote on its behalf.

15 THE BOARD

15.1 The Company will have a minimum of five (5) and a maximum of twelve (12) Directors comprised as follows:

- (a) a minimum of two (2) and a maximum of seven (7) Member Directors; and
- (b) a minimum of three (3) and a maximum of five (5) independent non-member Directors.

15.2 (a) Only descendants of the Ancestor who are members of the company are eligible to be appointed or elected as Member Directors.

- (b) (i) The Board will call for expressions of interest for the independent non-member Director positions.
- (ii) The expressions of interest for the independent non-member Director positions will be presented at a general meeting of the Members.
- (iii) The independent non-member Directors will be selected for their skills in financial management, corporate governance, mentoring, accounting, law or a field relating to the Company's activities.
- (iv) The non-member Directors are appointed by the Members for the same term as the Member Directors.
- (v) A person must give the Corporation their signed consent to act as an independent non-member director before they are appointed.

15.3 A person cannot be selected or hold office as a Director if he has been convicted of an offence against Commonwealth, State or Territory law and sentenced:

- (a) to imprisonment for three months or longer if the offence involves fraud or misappropriation of funds; or
- (b) to imprisonment for one year or longer in the case of any offence.

The conviction does not prevent the person from standing for election or being elected if at least five years have passed since the date of conviction and the person is not serving a term of imprisonment or if the person has been granted an exemption by the Registrar or Minister.

- 15.4 The Company in general meeting may from time to time by ordinary resolution:-
- (a) increase or reduce the number of Directors; and
 - (b) remove or appoint a Director.
- 15.5 At each annual general meeting of the Company, one-third of the Directors (or if their number is not a multiple of 3 then the number nearest to but not exceeding one-third) shall retire from office.
- 15.6 The Directors who are to retire pursuant to the preceding clause shall be determined in accordance with the length of time each Director has spent in office, with those having spent the longest time in office first retiring until the quota is met. As between 2 or more Directors who have been in office an equal length of time, the Directors to retire shall, in default of agreement between them, be determined by the Board.
- 15.7 The length of time a Director has been in office shall be calculated from his last election or appointment where he has previously vacated office.
- 15.8 A person who is appointed a Director shall not continue to hold office for a period in excess of three consecutive years or until the third annual general meeting of the Company after his appointment, whichever is longer, without submitting himself for re-election.
- 15.9 A retiring Director shall retain office until the conclusion of the meeting at which his successor is elected.
- 15.10 A retiring Director is eligible for re-election.
- 15.11 At any general meeting at which any Directors retire in the manner provided, the Members may elect a like number of persons to fill the vacancies left by the retiring Directors.
- 15.12 The Directors may at any time and from time to time appoint an eligible person either to fill a casual vacancy on the Board or as an addition to the Board. Any Director so appointed shall hold office only until the next following Annual General Meeting of the Company and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.
- 15.13 The office of a Director shall become vacant if the Director:
- (a) is removed by an ordinary resolution of Members;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) becomes prohibited from being a director of a company or association by reason of any 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 Company; or

- (f) misses three consecutive meetings and the Board passes a resolution that the office of that Director is vacant.
- 15.14 Notwithstanding anything contained in the preceding Clause, any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice is served on the Company or an entry is made in the Directors' minute book stating that such Director has ceased to be a Director of the Company.
- 15.15 The Directors shall as approved by the Company be entitled to be paid out of the funds of the Company any director's fees or such remuneration for their services to the Company as approved by resolution passed at a meeting of Members. However, the Directors shall be entitled to be paid such reasonable travelling, hotel and other expenses as may be incurred by them in consequence of their attendance at meetings of the Directors or of the Company or whilst otherwise engaged on the business of the Company.
- 15.16 Where a Director becomes interested in a contract or arrangement, he must disclose the nature of that interest at the meeting of the Directors at which the contract or arrangement is first taken into consideration if his interest then exists or, in any other case, at the first meeting of the Directors after the acquisition of his interest.
- 15.17 Subject to the Act, a Director may not vote in respect of any matter in which he or she has a material personal interest or be present while the matter is being considered at a meeting of Directors.
- 15.18 A general notice that a Director is a member of any specific firm or company and is to be regarded as interested in all transactions with that firm or company shall be a sufficient disclosure under this Clause as regards such Director and the said transactions, and after such general notice it shall not be necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- 15.19 It shall be the duty of the Secretary to record in the minutes any disclosure made or any general notice as aforesaid given by a Director under this Constitution.

16 POWERS AND DUTIES OF THE BOARD

- 16.1 Subject to this Constitution, the business of the Company shall be managed by the Board who may pay all expenses incurred in promoting the incorporation of the Company and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting, subject, nevertheless, to any of this Constitution and to the provisions of the Act.
- 16.2 Subject to this Constitution, the Board may exercise all the powers of the Company 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 Company. The Board may also promulgate from time to time by-laws without any limitation or qualification upon the rules, regulations, restrictions, fees, charges and other requirements which may be imposed either generally or in relation to particular Members and relating to any other aspect of the Company's affairs which in the absolute discretion of the Board is conducive to the furtherance of the objects of the Company and the good order and efficient administration of the Company's affairs.
- 16.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company shall be signed, drawn,

accepted, endorsed or otherwise executed, as the case may be, by any Directors or in such other manner as the Board from time to time determines.

16.4 The Board shall cause minutes to be made:

- (a) of all appointments of officers and servants;
- (b) of names of Directors present at all meetings of the Company and of the Board;
and
- (c) of all proceedings at all meetings of the Company and of the Board.

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

17 PROCEEDINGS OF THE BOARD

17.1 The Directors may meet together (whether in person, by telephone, radio, video link, television, satellite link or any other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants) for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A meeting conducted by telephone or other such means of communications shall be deemed to be held at the place agreed upon by the directors participating in the meeting, provided that a least one of the directors present at that meeting was at that place for the duration of the meeting.

17.2 A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Board by giving at least 7 days written notice to all Directors unless all Directors agree to otherwise.

17.3 Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a resolution passed by a majority of the Directors present at such meeting.

17.4 The quorum necessary for the transaction of the business of the Board shall be three (3) Directors.

17.5 If the number of Directors is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing Directors must summon a general meeting of the Company so as to satisfy these requirements.

17.6 The Board may elect a chairman to preside at a particular meeting of Directors.

17.7 The Board may delegate any of its powers and/or functions (not being duties imposed on the Board or the Directors of the Board by the Corporations Act or the general law) to one or more committees consisting of such Directors as the Board thinks fit. Any committee so formed shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any Member or Members and all members of such committees shall have one vote.

- 17.8 The Board may appoint one or more advisory boards consisting of such persons as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject to that limitation shall have power to co-opt any Member or Members who consent to serve on that advisory board. All Members of such advisory boards shall have one vote.
- 17.9 A 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 that meeting shall have a second or casting vote.
- 17.10 All acts done by any meeting of the Board or of a 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 Director or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 17.11 A resolution in writing signed by all the Directors in Australia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors. A telegram, cablegram, telex, facsimile communication or radio message addressed to or received by the Company and purporting to be signed by a Director shall for the purposes of this Clause be deemed to be a writing signed by such Director.

18 ALTERNATE DIRECTOR

- 18.1 A Director may, with the approval of the Board, appoint in writing signed by the appointor and served on the Company a person who is a Member to be an alternate Director in his place during such period as he thinks fit. An alternate Director is entitled to notice of meetings of the Directors, and, if his appointor is not present any such meeting, is entitled to attend and vote in his stead. An alternate Director shall not be entitled to any remuneration from the Company, but may exercise any powers that the appointor may exercise, and the exercise of any such power by him shall be deemed to be the exercise of the power by the appointor. The appointment of an alternate Director may be terminated by notice in writing signed by the appointor and served on the Company, at any time notwithstanding that the period of his appointment has not expired, and his appointment in any event terminates if his appointor ceases for any reason to be a Director.

19 SECRETARY

- 19.1 The Secretary shall be appointed by the Board in accordance with the Act for such term, and upon such terms and conditions as to remuneration or otherwise as it thinks fit, and any Secretary so appointed may be removed by the Board.

20 SEAL

- 20.1 The Board may elect to adopt a Seal for the Company. If the Board makes such election, it shall provide for the safe custody of the Seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board 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 Board for that purpose.

21 ACCOUNTS

- 21.1 The Board 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 Board shall cause to be made out and laid before each annual general meeting of the Company an audited balance sheet and profit and loss account made up to a date not more than five months before the date of the meeting together with a written report of the Company's operation throughout the relevant year.
- 21.2 The Directors shall determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be made available for inspection of Members other than Directors. Members, other than a Director, do not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

22 AUDIT

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

23 NOTICE

- 23.1 Any notice required by law or by or under this Constitution to be given to any Member shall be given by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Company 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, preparing, 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.
- 23.2 Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every Member who is entitled to receive notice in accordance with this Constitution, except those Members who (having no registered address within the State) have not supplied to the Company an address within the State for the giving of notices to them;
 - (b) the auditor or auditors for the time being of the Company;
- and no other person shall be entitled to receive notices of general meetings.

24 INDEMNITY

- 24.1 Every person who is or has been a Director, Secretary or officer of the Company shall be indemnified to the maximum extent permitted by law out of the property of the Company against any liabilities and expenses incurred by that person:
- (a) in defending any proceedings relating to that person's position with the Company, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which proceedings are withdrawn before judgment; or
 - (b) in connection with any administrative proceedings relating to that person's position with the Company, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith; or
 - (c) in connection with any application in relation to any proceedings relating to that person's position with the Company, whether civil or criminal, in which relief is granted to that person under the Act by the court.
- 24.2 Every person who is or has been a Director, Secretary or officer of the Company shall be indemnified to the maximum extent permitted by law out of the property of the Company against any liability to another person (other than the Company or its related bodies corporate) arising in his capacity as an officer of the Company unless the liability arises out of conduct involving a lack of good faith.

25 PROTECTION OF CONFIDENTIAL INFORMATION

- 25.1 The Company shall develop procedures to ensure that the Company and its officers and employees keep confidential any information which may come into its or their possession in the course of the exercise of the powers and functions of the Company that is confidential according to the traditional laws acknowledged by or the traditional customs observed by the MY People.

WE the several persons whose names and addresses are subscribed hereunder being the Directors of the Company hereby accept the foregoing Constitution as amended by Special Resolution of the Members of the Company at the Annual General Meeting of 24th November 2012.

Name & Address of Subscribers	Signature of Subscribers	Name & Signature of Witness
Dale Adrian Mundraby of 83 Richardson Road, Gordonvale Qld 4865		 ANTHONY HOBBS
Dewayne Clinton Mundraby of 375 Barbagallo Road, Aloomba Qld 4871		 ANTHONY HOBBS
Timothy Gray of 1/21 Gerard St, Woree 4869		 ANTHONY HOBBS

DATED this 30TH day of NOVEMBER 2012.