



City of
Ipswich

**IPSWICH
CITY
COUNCIL**

AGENDA

of the

ENVIRONMENT AND SUSTAINABILITY COMMITTEE

**Held in the Council Chambers
8th floor – 1 Nicholas Street
IPSWICH QLD 4305**

On Thursday, 16 June 2022
**At 10 minutes after the conclusion of the Economic and Industry Development
Committee**

<u>MEMBERS OF THE ENVIRONMENT AND SUSTAINABILITY COMMITTEE</u>	
Councillor Russell Milligan (Chairperson) Councillor Andrew Fechner (Deputy Chairperson)	Mayor Teresa Harding Deputy Mayor Jacob Madsen Councillor Kate Kunzelmann

ENVIRONMENT AND SUSTAINABILITY COMMITTEE AGENDA

*10 minutes after the conclusion of the Economic and Industry
Development Committee on Thursday, 16 June 2022*
Council Chambers

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** Item includes confidential papers

ENVIRONMENT AND SUSTAINABILITY COMMITTEE NO. 5

16 JUNE 2022

AGENDA

WELCOME TO COUNTRY OR ACKNOWLEDGEMENT OF COUNTRY

DECLARATIONS OF INTEREST IN MATTERS ON THE AGENDA

BUSINESS OUTSTANDING

CONFIRMATION OF MINUTES

1. **CONFIRMATION OF MINUTES OF THE ENVIRONMENT AND SUSTAINABILITY COMMITTEE NO. 2022(04) OF 5 MAY 2022**

RECOMMENDATION

That the Minutes of the Meeting held on 5 May 2022 be confirmed.

OFFICERS' REPORTS

2. **FLOOD RECOVERY SUPPORT - WILDLIFE CARERS AND PRIVATE LANDHOLDERS**

This is a report concerning flood recovery funding made available to wildlife carers and private landholders who are in partnership with council. The funding in the form of a bursary was made available to eligible wildlife carers and landholders who have a registered Voluntary Conservation Agreement or Land for Wildlife Agreement with council, in response to the 2022 flood impacts. The purpose of the Bursary was to offer immediate support to impacted carers and property owners caring for an increased amount of flood impacted wildlife.

RECOMMENDATION

That the report be received and the contents noted.

3. ****POTENTIAL AQUISITION OF A LAND IN SOUTH RIPLEY WITH ENVIROPLAN PROGRAM AND LEVY FUNDS**

This is a report concerning the voluntary acquisition of 25.25 hectares of significant conservation land in South Ripley. It is proposed that the Ipswich Enviroplan Program and Levy Funds be used to acquire this land and secure the site. Site

location and funds required are outlined in the confidential background information (Attachments 1 to 3).

RECOMMENDATION

- A. That Council resolve to purchase the whole of the land in South Ripley, as outlined in Confidential Attachment 1 for environmental purposes.
- B. That the method of acquisition be by agreement with the affected person/s pursuant to the *Property Law Act 1975* and the *Land Title Act 1994*.

4. QUEENSLAND FIRE AND BIODIVERSITY CONSORTIUM ANNUAL CONTRIBUTION

This is a report concerning the ongoing partnership and financial contribution to the Queensland Fire and Biodiversity Consortium (QFBC).

RECOMMENDATION

That the report be received and the contents noted.

5. TI TREE BIOENERGY FUNDING - ANNUAL PROGRAM REPORT

This is a report concerning Ipswich City Council's role in managing and delivering on revenue collected from the Ti Tree Bioenergy facility. Ipswich City Council looks to manage and expend these funds in such a way as to offset social and environmental impacts from the facility and improve amenity and environmental values for the local community through the provision of community proposed projects.

This report highlights progress to date on current projects and proposes the list of projects to be developed upon and delivered in the 2022-2023 financial year and beyond.

RECOMMENDATION

That in accordance with the Ti Tree Bioenergy Funding governance arrangements Council endorse the proposed program of projects to be pursued in the 2022-2023 financial year.

6. **CHERISH THE ENVIRONMENT FOUNDATION LIMITED

In March 2021, a report was presented to Environment and Sustainability Committee proposing that Council seek legal and governance advice in order to develop an exit strategy for Council from the Cherish the Environment Foundation.

This is a report providing the final documents that make up the exit strategy for Council, including a revised draft Constitution as provided by Cherish the Environment Foundation board.

RECOMMENDATION

That the Chief Executive Officer be authorised to negotiate and finalise the terms of the Separation Deed, Deed of Indemnity – Stockland, Deed of Indemnity – QR, and Grandchester Services Agreement to be executed by Council and to do any other acts necessary to implement Council's decision in accordance with section 13(3) of the *Local Government Act 2009*.

NOTICES OF MOTION

MATTERS ARISING

ENVIRONMENT AND SUSTAINABILITY COMMITTEE NO. 2022(04)

5 MAY 2022

MINUTES

COUNCILLORS' ATTENDANCE: Councillor Russell Milligan (Chairperson); Councillors Andrew Fechner (Deputy Chairperson), Mayor Teresa Harding, Deputy Mayor Jacob Madsen, Kate Kunzelmann and Marnie Doyle (Observer)

COUNCILLOR'S APOLOGIES: Nil

OFFICERS' ATTENDANCE: Chief Executive Officer (Sonia Cooper), General Manager Infrastructure and Environment (Sean Madigan), General Manager Planning and Regulatory Services (Peter Tabulo), General Manager Community, Cultural and Economic Development (Ben Pole), Chair – Retail Sub-Project Sub Committee (James Hepburn), Communications, Events and Engagement Manager (Karyn Sutton), Senior Communications and Policy Officer (David Shaw), Chief of Staff – Office of the Mayor (Melissa Fitzgerald) and Theatre Technician (Harrison Cate)

WELCOME TO COUNTRY/ACKNOWLEDGEMENT OF COUNTRY

Councillor Russell Milligan (Chairperson) delivered the Acknowledgement of Country.

DECLARATIONS OF INTEREST IN MATTERS ON THE AGENDA

Nil

BUSINESS OUTSTANDING

Nil

CONFIRMATION OF MINUTES

1. **CONFIRMATION OF MINUTES OF THE ENVIRONMENT AND SUSTAINABILITY COMMITTEE NO. 2022(03) OF 7 APRIL 2022**

RECOMMENDATION

Moved by Councillor Andrew Fechner:
Seconded by Deputy Mayor Jacob Madsen:

That the minutes of the Environment and Sustainability Committee held on 7 April 2022 be confirmed.

AFFIRMATIVE

Councillors:

Milligan

Fechner

Harding

Madsen

Kunzelmann

NEGATIVE

Councillors:

Nil

The motion was put and carried.

OFFICER'S REPORT

2. **RECOGNISING EMERGENCY SERVICES VOLUNTEERS DURING NATIONAL VOLUNTEER WEEK 2022**

This is a report concerning council's recognition of disaster and emergency volunteers during National Volunteer Week in May. Volunteerism assists in developing a caring, equitable society and all volunteers should be commended for their contribution.

RECOMMENDATION

Moved by Councillor Kate Kunzelmann:
Seconded by Mayor Teresa Harding:

That the report be received and the contents noted.

AFFIRMATIVE

Councillors:

Milligan

Fechner

Harding

Madsen

NEGATIVE

Councillors:

Nil

Kunzelmann

The motion was put and carried.

NOTICES OF MOTION

Nil

MATTERS ARISING

Nil

PROCEDURAL MOTIONS AND FORMAL MATTERS

The meeting commenced at 11.33 am.

The meeting closed at 11.47 am.

Doc ID No: A7958199

ITEM: 2

SUBJECT: FLOOD RECOVERY SUPPORT - WILDLIFE CARERS AND PRIVATE LANDHOLDERS

AUTHOR: TEAM LEADER (ENVIRONMENT AND SUSTAINABILITY EDUCATION AND
AWARENESS)

DATE: 22 MARCH 2022

EXECUTIVE SUMMARY

This is a report concerning flood recovery funding made available to wildlife carers and private landholders who are in partnership with council. The funding in the form of a bursary was made available to eligible wildlife carers and landholders who have a registered Voluntary Conservation Agreement or Land for Wildlife Agreement with council, in response to the 2022 flood impacts. The purpose of the Bursary was to offer immediate support to impacted carers and property owners caring for an increased amount of flood impacted wildlife.

RECOMMENDATION/S

That the report be received and the contents noted.

RELATED PARTIES

There was no declaration of conflicts of interest

IFUTURE THEME

Natural and Sustainable

PURPOSE OF REPORT/BACKGROUND

The 2022 flood and heavy rain events of February and May severely impacted the Ipswich community. Post flood planning was undertaken to support the recovery of affected environments, communities, and businesses. This identified the need for immediate financial options. As such a flood recovery bursary was developed, targeting two community stakeholders, being: wildlife carers and existing landowner conservation partners.

Wildlife Carers

Wildlife carers play a crucial role in the conservation efforts of native wildlife in Ipswich. Wildlife carers belong to voluntary organisations dedicated to the rescue, transportation, rehabilitation, and release of sick or injured wildlife. These groups are not-for-profit, and volunteers operate 24hours a day with mostly home-based coordinators and trained volunteers assisting in all aspects of animal rescue and recovery.

The 2022 flood events displaced large amounts of native wildlife including ringtail and brushtail possums, wallabies and kangaroos, birds, reptiles, and koalas. Volunteers are faced with increased costs for caring for native wildlife in Ipswich as a result of increased wildlife requiring rescue and rehabilitation.

Summary of Identified flood impacts to Wildlife and Wildlife Carers

- Emergency hotlines saw a huge uptick in calls from the general community reporting displaced and injured wildlife.
- Several call outs were made per day by volunteer rescuers for wildlife rescues and transportation to Wacol RSPCA, vet clinics or other carers, this has resulted in increased fuel usage compounded by a number of major road closures across the city
- Normal rescue and rehabilitation facilities reached capacity with injured or displaced wildlife
- Volunteer rescuers who were directly impacted by the floods continue to undertake rescues even though many of them having property inundation or associated issues themselves.
- There are a reduced number of available volunteer rescuers or transporters as a due to having been cut off or directly impacted by the flooding, therefore there were not enough available vaccinated volunteers (QFever and Lyssavirus)
- Identified food shortage for flying foxes and bats, blossoms have been washed away and flying foxes will be likely entering backyards to feed resulted in increased pressure on already stressed flying fox populations
- Whilst WACOL wildlife service RSPCA have accepted the majority of rescued flying foxes and bats they are or were at capacity.

Requested support

- Financial support for rescue expenses
 - Fuel costs taking note of present increased fuel costs and increased journeys
 - Rescue materials such as long poles for high reaching wildlife rescues
- Need for vaccinated volunteers to help with flying fox and bat rescues
- Access to boats or marine transport for any water rescues
- Assistance with communication to residents regarding the food shortage and ways to support wildlife during this time

To adequately address the emergency needs of wildlife carers in a transparent and fair manner, it was recommended that a Flood Recovery Bursary be developed, guidelines were

developed (Attachment 1) to ensure the assessment of applications using eligible criteria is used.

Table 1 Projects approved as per the assessment criteria and eligibility

Project	Funding Amount Requested	In-kind contribution	Total Project Cost	Funding Amount Recommended
Wildlife Aviary	\$1,000	\$1,212.00	\$2,212.00	\$1,000
Supporting our Wildlife	\$416.64	\$416.64	\$833.28	\$416.64
Muck for the Ducks and Birds	\$263.25	\$263.25	\$526.50	\$263.25
Macropods and Birds	\$972.78	\$972.78	\$1945.56	\$972.78
Feeding the Fortunate	\$200.14	200.14	\$400.28	\$200.14
Rescued and rehabilitated Ducks and Birds	\$290.25	\$290.25	\$580.50	\$290.25
Bird ICU	\$779.00	\$779.00	\$1,558.00	\$779.00
Wildlife enclosure	\$1,000.00	\$1,200.00	\$2,200.00	\$1,000.00
Help for Hilltop Haven	\$798.71	\$798.71	\$1,597.42	\$798.71
			TOTAL	\$5,720.77

Summary of projects funded by the Flood Recovery Bursary for Wildlife Carers

- Construction of an aviary to allow additional wildlife effected by floods to be rehabilitated
- Purchase of food for wildlife in care and on a soft release plan
- Feeding equipment and bedding
- Supplement milk products for pinkie joeys
- Purchase enclosures for soft release of wildlife
- Purchase of storage equipment for food supplies
- Forage supplies equipment such as browse cutters

Private Landholder Funding Support

The Landholder Conservation Partnerships Program aims to encourage and assist Ipswich landholders to manage, enhance and protect ecosystems in order to conserve flora and fauna on their properties. The LCPP is funded by Council's Enviroplan Levy and offers non-statutory and statutory partnerships. Non-statutory partnerships fall into three sub-categories; Land for Wildlife (LfW), Voluntary Conservation Agreements (VCA) and the Habitat Gardens Partnerships. Statutory partnerships have one sub-category; Voluntary Conservation Covenant (VCC).

The LCPP provides ongoing support for private landholders who can demonstrate a commitment to either restoring fragmented landscapes or protecting and maintaining intact areas of vegetation located in priority areas in Ipswich.

Landholders were consulted during the peak of the floods and afterwards to gauge the immediate and ongoing impacts on their properties. Landholders have access to an annual Nature Conservation Grant, however the works needing support were not eligible under the Grant guidelines.

- The Flood Recovery Bursary aimed to directly support the rectification works as a result of the floods on private land in partnership with council and;
- To support landholders in partnership with council with expenses associated with restoration materials, machinery and creek/river clean up on their properties
- Applicants were eligible to apply for a maximum of up to \$2,000 (excluding GST) per application
- In-kind contributions were not required in this instance.

Types of projects applied for funding

- Debris and rubbish removal
- Removal of destroyed fencing including wire and posts
- Re-fencing to exclude cattle from highly erodible riverbank areas
- Development of bank stabilisation plans involving planting and fencing
- Revegetation of damaged areas with native species
- Management of emerging weeds
- Restoration of the original creek profile using earthwork machinery to mitigate further erosion
- Erosion control and bank stabilisation

Future risks

- Large infestations of riparian weeds emerging
- Continued erosion

Nine (9) applications were received

- Applications were assessed by a panel of two (2) council officers and the below recommendations were made for approved applicants as per the Bursary Guidelines (Attachment 2):

Table 2 - Projects approved as per the assessment criteria and eligibility

Project	Funding Amount Requested	In-kind contribution	Total Project Cost	Funding Amount Recommended
2022 Flood Damage	\$2,000.00	\$30,000.00	\$32,000.00	\$2,000.00
Worlds End Pocket River Flats Environment Protection	\$2,000.00	\$14,095.00	\$16,095.00	\$2,000.00

Woods End Creek Sandpaper Fig Flood Repair Project	\$1,974.00	\$1,285.00	\$3,284.30	\$1,974.00
Erosion repair and prevention	\$2,000.00	\$2,550.00	\$4,550.00	\$1,900.00
Creek bank stabilisation	\$2,000.00	\$2,000.00	\$4,000.00	\$2,000.00
Creek rejuvenation	\$2,000.00	NA	\$2,000.00	\$2,000.00
Woodend Rd Flood Recovery	\$1,999.49	\$1,700.00	\$3,699.49	\$1,999.49
Purga Creek Bank Remediation	\$2,000.00	\$1,180.00	\$3,180.00	\$2,000.00
Brisbane River castor oil plant control	\$2,000.00	NA	\$2,000.00	\$2,000.00
			TOTAL	\$17,873.49

LEGAL/POLICY BASIS

This report and its recommendations are consistent with the following legislative provisions:
Local Government Act 2009

RISK MANAGEMENT IMPLICATIONS

No risks have been identified

HUMAN RIGHTS IMPLICATIONS

HUMAN RIGHTS IMPACTS
RECEIVE AND NOTE REPORT
The Recommendation states that the report be received, and the contents noted. The decision to receive and note the report does not limit human rights. Therefore, the decision is compatible with human rights.

FINANCIAL/RESOURCE IMPLICATIONS

- No financial implications indicated as the funding was refocused from within existing budget.
- Grant funding was sourced from within the allocated Natural Environment and Land Management grant funding budget.

COMMUNITY AND OTHER CONSULTATION

The following stakeholders were consulted with during the process of identifying the type of support available from council,

- Community Funding and Support team were consulted and agree with the proposal in this report and will support the process
- Local wildlife carers were consulted with and agree with the support provided in this report



- Private Landholders registered in Landholder Conservation Partnerships Program were consulted with through the process

CONCLUSION

The identified funding mechanisms aimed to directly support;

- Flood affected wildlife and wildlife carers in the Ipswich LGA in assisting with expenses associated with rescues, transportation, rehabilitation and release of native wildlife.
- Landholders registered in the Landholder Conservation Partnerships Program requiring immediate support for rectification works on their properties that were not eligible for other funding support mechanisms.

ATTACHMENTS AND CONFIDENTIAL BACKGROUND PAPERS

1.	Flood Recovery Guidelines - Wildlife Carers ↓ 
2.	Flood Recovery Guidelines - Landholder Partnerships ↓ 

Stephani Macarthur

TEAM LEADER (ENVIRONMENT AND SUSTAINABILITY EDUCATION AND AWARENESS)

I concur with the recommendations contained in this report.

Phil A. Smith

NATURAL ENVIRONMENT AND LAND MANAGER

I concur with the recommendations contained in this report.

Kaye Cavanagh

MANAGER, ENVIRONMENT AND SUSTAINABILITY

I concur with the recommendations contained in this report.

Sean Madigan

GENERAL MANAGER - INFRASTRUCTURE AND ENVIRONMENT

“Together, we proudly enhance the quality of life for our community”

Guidelines

Flood Recovery - Wildlife Carers

Objectives	<ul style="list-style-type: none">▪ To directly support flood affected wildlife in the Ipswich LGA▪ To support wildlife carers expenses associated with rescues, transportation, rehabilitation and release of native wildlife
Funding Range	<ul style="list-style-type: none">▪ Applicants are eligible to apply for a maximum of up to \$1,000 (excluding GST) per application.▪ In-kind contributions not required
Timeframe	<ul style="list-style-type: none">▪ Applications open 1 April 2022▪ Application closes 30 April 2022▪ Notification of application outcome mid June
Eligibility Criteria	<ul style="list-style-type: none">▪ Registered wildlife carers in the Ipswich LGA▪ Registered wildlife carers outside of the Ipswich LGA who rescue wildlife in Ipswich
Eligible Initiatives *funds cannot be used as a reimbursement	<ul style="list-style-type: none">▪ Rescue and rehabilitation equipment and materials▪ Fuel for rescues, transportation and fodder collection▪ Food for wildlife▪ Funding for volunteer vaccinations (Lyssavirus and QFever)
Assessment Criteria	<ul style="list-style-type: none">▪ Funding purpose▪ Submission of one quote for materials and equipment▪ Proof of Wildlife Caring registration▪ For fuel purchase – proposed number of call outs and kilometres, fuel costs and vehicle type
Funding Approval Process	<ul style="list-style-type: none">▪ All applications to be assessed by at least two (2) council officers▪ Recommendation for approval from Economic and Community Development General Manager
Application Process	<ul style="list-style-type: none">▪ Application, assessment and acquittal via the council Smarty Grants Portal

Guidelines

Flood Recovery Bursary – Partnership Members

Bursary Objectives	<ul style="list-style-type: none">▪ To directly support the rectification works as a result of the floods on private land in partnership with council▪ To support landholders in partnership with council with expenses associated with restoration materials, machinery and creek/river clean up on their properties
Funding Range	<ul style="list-style-type: none">▪ Applicants are eligible to apply for a maximum of up to \$2,000 (excluding GST) per application▪ In-kind contribution not required
Timeframe	<ul style="list-style-type: none">▪ Applications open 1 April 2022▪ Application closes 30 April 2022▪ Notification of outcome end of May
Eligibility Criteria	<ul style="list-style-type: none">▪ Registered members in the Landholder Conservation Partnerships Program affected by the 2022 floods<ul style="list-style-type: none">• Land for Wildlife• Corridor Conservation Agreement• Biodiversity Conservation Agreement• Voluntary Conservation Covenant
Eligible Initiatives *funds cannot be used as a reimbursement	<ul style="list-style-type: none">▪ Contractor costs associated with:<ul style="list-style-type: none">• Debris removal• Bank stabilisation (works along river and creek banks are subject to approval using machinery)▪ Rehabilitation of creek banks using native plants▪ Removal of emerging weeds in flood impacted area (within your agreement area)
Assessment Criteria	<ul style="list-style-type: none">▪ Description of flood impacts and photo evidence of property damage▪ Project area must be within the Agreement area▪ Submission of one quote for materials and equipment▪ Budget and breakdown of costs
Funding Approval Process	<ul style="list-style-type: none">▪ All applications to be assessed by at least two (2) council officers<ul style="list-style-type: none">• Competitive Bursary▪ CEO approval
Application Process	<ul style="list-style-type: none">▪ Application, assessment and acquittal via the council Smarty Grants Portal

Doc ID No: A8056219

ITEM: 3

SUBJECT: POTENTIAL ACQUISITION OF A LAND IN SOUTH RIPLEY WITH ENVIROPLAN PROGRAM AND LEVY FUNDS

AUTHOR: PLANNING OFFICER (ENVIRONMENTAL MANAGEMENT)

DATE: 12 MAY 2022

EXECUTIVE SUMMARY

This is a report concerning the voluntary acquisition of 25.25 hectares of significant conservation land in South Ripley. It is proposed that the Ipswich Enviroplan Program and Levy Funds be used to acquire this land and secure the site. Site location and funds required are outlined in the confidential background information (Attachments 1 to 3).

RECOMMENDATION/S

- A. That Council resolve to purchase the whole of the land in South Ripley, as outlined in Confidential Attachment 1 for environmental purposes.
- B. That the method of acquisition be by agreement with the affected person/s pursuant to the *Property Law Act 1975* and the *Land Title Act 1994*.

RELATED PARTIES

There was no declaration of conflicts of interest.

IFUTURE THEME

Natural and Sustainable

PURPOSE OF REPORT/BACKGROUND

The land is currently listed on the open market for sale via a selling agent.

A desktop assessment and subsequent on-site inspection were carried out to determine values and suitability for acquisition of the property under Enviroplan – refer confidential Attachment 2 for a summary report.

The proposed acquisition aligns with key themes in Council's adopted corporate strategies and plans:

- Enviroplan Capital Investment Strategy 2017-2022 – priority area for acquisition
- Ipswich Nature Conservation Strategy 2015 – Priority Area for Conservation and Rehabilitation

- Ipswich Nature Conservation Strategy 2015 – Corridor Area
- Koala Conservation and Habitat Management Plan – Koala Habitat Restoration Areas
- Ipswich Integrated Catchment Plan – Upper Bundamba Natural Flood Plain Management Option

Council's Ipswich Enviroplan Program & Levy Procedure provides an assessment framework which includes 13 evaluation criteria. The framework and criteria are applied as part of an assessment of the land. The land meets several criteria, in particular:

- Environmental significance & biodiversity values (including level of threat)
- Protection of water quality and catchment values
- Aboriginal Cultural Heritage and Aboriginal Cultural Landscape features
- Enhancement of the overall protection and sustainable use of the natural environment within the city
- Level of priority within the Nature Conservation Strategy

An independent market valuation determined the land's current market value as outlined in confidential Attachment 1.

LEGAL/POLICY BASIS

This report and its recommendations are consistent with the following legislative provisions:

Local Government Act 2009

Ipswich Enviroplan Program and Levy Policy

Property Acquisition and Disposal Policy

RISK MANAGEMENT IMPLICATIONS

Risks associated with the acquisition proposal are detailed below in Table 1.

Risk/Issue	Mitigation and Control Measure
Owner receives and accepts an offer during the time it takes to seek council approval	Provides regular updates to selling agent of progress.
Council offer does not meet owner price expectations	Communicate expectations clearly. Provide market valuation report to selling agent.

Table 1: Risks and mitigation measures.

The risk of not approving the recommendation is that the property could be degraded through grazing, clearing or development. This could result in a loss of key natural environmental values particularly of the wetland and habitat features.

HUMAN RIGHTS IMPLICATIONS

HUMAN RIGHTS IMPACTS	
OTHER DECISION	
(a) What is the Act/Decision being made?	Council has a discretion on whether to put forward an offer to purchase the land.
(b) What human rights are affected?	There is no obligation for the owners to accept Council's written offer. The property is listed on the open market
(c) How are the human rights limited?	N/A
(d) Is there a good reason for limiting the relevant rights? Is the limitation fair and reasonable?	N/A
(e) Conclusion	The decision is consistent with human rights.

FINANCIAL/RESOURCE IMPLICATIONS

Enviroplan levy funds as outlined in confidential Attachment 1 are required to purchase the land and implement immediate capital investment to make the site secure. This consists of:

- Immediate capital cost to secure and manage the property
- A restoration and site management plan using a suitably qualified wetland ecologist
- Expected total property purchase price including fees*

**based on primary assessment and subject to negotiation*

Acquisition will require a budget amendment. Council is holding sufficient funds as "restricted cash" in relation to Enviroplan. These restricted funds are for purposes outlined in the Enviroplan Separate Charge in each annual budget. This includes the acquisition of land for environmental purposes. It is expected that the funds for the property would be included in the 2022-2023 financial year budget.

COMMUNITY AND OTHER CONSULTATION

Due to the private nature of acquiring land, no community consultation is undertaken. Assessing the land involves engagement with key sections of council who provide technical advice and input. These sections include:

- Finance and Treasury
- Environment and Sustainability
- Property Services

- Community and Cultural Services

CONCLUSION

The property at South Ripley (as outlined in Confidential Attachment 1) contains important environmental values worthy of protecting within Council's Natural Area Estate. Investing Enviroplan levy funds in its voluntary acquisition aligns with council's policy and strategic position. The land's acquisition and ongoing management protects its environmental values now and for future generations.

ATTACHMENTS AND CONFIDENTIAL BACKGROUND PAPERS

	CONFIDENTIAL
1.	Confidential Property and Acquisition Information
2.	Confidential Enviroplan Acquisition Detailed Assessment Memorandum - South Ripley Property
3.	Confidential Kerbside Restricted Assessment Valuation

Merrin Allen

PLANNING OFFICER (ENVIRONMENTAL MANAGEMENT)

I concur with the recommendations contained in this report.

Alicia Rieck

SENIOR PROPERTY OFFICER (ACQUISITIONS AND DISPOSALS)

I concur with the recommendations contained in this report.

Phil A. Smith

NATURAL ENVIRONMENT AND LAND MANAGER

I concur with the recommendations contained in this report.

Kaye Cavanagh

MANAGER, ENVIRONMENT AND SUSTAINABILITY

I concur with the recommendations contained in this report.

Sean Madigan

GENERAL MANAGER - INFRASTRUCTURE AND ENVIRONMENT

"Together, we proudly enhance the quality of life for our community"

Doc ID No: A8053470

ITEM: 4

SUBJECT: QUEENSLAND FIRE AND BIODIVERSITY CONSORTIUM ANNUAL CONTRIBUTION

AUTHOR: TEAM LEADER (LAND MANAGEMENT AND NATURAL AREA PLANNING)

DATE: 11 MAY 2022

EXECUTIVE SUMMARY

This is a report concerning the ongoing partnership and financial contribution to the Queensland Fire and Biodiversity Consortium (QFBC).

RECOMMENDATION/S

That the report be received and the contents noted.

RELATED PARTIES

QFBC is hosted by Healthy Land and Water with the membership committee being made up of representatives from:

- Brisbane City Council
- The City of the Gold Coast
- Gympie Regional Council
- Ipswich City Council
- Logan City Council
- Moreton Bay Regional Council
- Redlands City Council
- Scenic Rim Regional Council
- Somerset Regional Council
- South Burnett Regional Council
- Sunshine Coast Council Regional Council
- Toowoomba Regional Council
- Powerlink
- Queensland Fire & Emergency Services (including the Rural Fire Service Queensland)
- Queensland Parks and Wildlife Service
- Department of Transport and Main Roads
- EQ Water

IFUTURE THEME

Natural and Sustainable

PURPOSE OF REPORT/BACKGROUND

QFBC was established in 1998 and is a network of land managers and stakeholders devoted to providing a coordinated response and best-practice recommendations for fire

management, fire ecology and the conservation of biodiversity throughout Queensland. QFBC functions under the auspice of the regional Natural Resource Management body (Healthy Land and Water) and is supported through sponsorship and in-kind funding arrangements with currently 19 supporting organisations including South East Queensland local councils, other government agencies, non-government organisations, Queensland Fire and Emergency Services and Powerlink.

Ipswich City Council has been a member of QFBC since 2000.

This partnership has enabled Ipswich to continue to advance the Natural Area Estate Fire Management Program through the most up to date fire ecology science and help to support the long-term conservation and biodiversity values contained within Ipswich and throughout South East Queensland.

The benefits to both Council and the community include:

- **Fire Management Information** - access to the most up to date information and research on fire management techniques and vegetation processes.
- **Educational Information** - access to all QFBC products and services, such as manuals, planning kits, information brochures and interpretive materials.
- **Partnership Assistance** - assistance with extension, through provision of information, recommendations and guidelines to landholders, such as facilitating workshops.
- **Specialist Technical Advice** - technical support regarding management of fire in bushland including appropriate monitoring techniques, operational and strategic planning guidance.
- **Networking** - access to a network of information regarding fire and management issues.
- **Promotional Opportunity** - promotion of Council's activities through the Consortium.
- **Council Involvement** - representation at Consortium meetings including input into the direction of the Consortium's activities to ensure maximum benefits to Council.

In addition to the broader benefits above, Council has worked continuously over the past 12 months with QFBC to ensure their services specifically address the practical requirements of the Natural Area Estate Fire Management Program. These specific outcomes are detailed in the attached sponsorship letter from QFBC (see Attachment 1) and set up the basis for Council's support through 2021-2022.

LEGAL/POLICY BASIS

This report and its recommendations are consistent with the following legislative provisions:
Queensland Fire and Emergency Services Act 1990

RISK MANAGEMENT IMPLICATIONS

The primary risk associated with not continuing the membership is a disconnect with a key non-government network that provides support, services, and training regarding best practice fire science from an International, National and Local perspective.

HUMAN RIGHTS IMPLICATIONS

HUMAN RIGHTS IMPACTS	
OTHER DECISION	
(a) What is the Act/Decision being made?	Read and note.
(b) What human rights are affected?	Human rights are not affected by these decisions.
(c) How are human rights limited?	Not applicable
(d) Is there a good reason for limiting the relevant rights? Is the limitation fair and reasonable?	Not applicable
(e) Conclusion	The decision is consistent with human rights.

FINANCIAL/RESOURCE IMPLICATIONS

The Consortium has sought stakeholder commitments for 2021-2022. An annual Council contribution of \$8,032 (excl. GST) was requested as detailed in Attachment 1. This financial contribution has been included within the Enviroplan budget for the 2021–2022 financial year.

COMMUNITY AND OTHER CONSULTATION



No community consultation was required for this report.
Relevant internal stakeholders were consulted.

CONCLUSION

Council has been requested to provide a funding contribution to the QFBC for the 2021-2022 financial year. Council has continued to work with partners and QFBC to provide the necessary support for the important work that QFBC undertakes, and which offers significant and direct benefit to Council. The commitment to funding aligns with actions identified in Ipswich City Council's Nature Conservation Strategy 2015 and the Natural Area Estate Fire Management Program.

The many benefits from partnering with the QFBC ensures that Council continues to receive the latest fire research and management practices for the protection of life and property, as well as supporting the long-term conservation and biodiversity values contained within Ipswich and throughout South East Queensland.

ATTACHMENTS AND CONFIDENTIAL BACKGROUND PAPERS

1.	ICC Partner Letter 21 22 190422 Final  
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John Young

TEAM LEADER (LAND MANAGEMENT AND NATURAL AREA PLANNING)

I concur with the recommendations contained in this report.

Kaye Cavanagh

MANAGER, ENVIRONMENT AND SUSTAINABILITY

I concur with the recommendations contained in this report.

Sean Madigan

GENERAL MANAGER - INFRASTRUCTURE AND ENVIRONMENT

“Together, we proudly enhance the quality of life for our community”



14 April, 2022

John Young
Coordinator Environment & Sustainability
Ipswich City Council
PO Box 191
Ipswich Qld 4305

RE: Queensland Fire and Biodiversity Consortium Partner Funding 2021- 2022

Dear John,

As Manager of the Queensland Fire and Biodiversity Consortium (QFBC), I would like to take this opportunity to thank Ipswich City Council for their partnership and for the highly valued contributions over the life of the QFBC. I would like to recognise the valuable collaboration we have with you on our Steering Committee and your input as a highly skilled and knowledgeable fire and land management operator. I would also like to acknowledge the team at Ipswich City Council, including the Land for Wildlife officers, we appreciate it is a team effort and are very grateful for the ongoing support.

QFBC Partnering with Key Stakeholders

One of the key strengths of the QFBC is the number and diversity of partners. Each supporting organisation contributes financially and in kind to the QFBC and these contributions increase significantly the value, networking reach, influence, skill base and knowledge potential of the QFBC, which in turn allows us to better provide for our partners.

For the 2021/2022 financial year, the QFBC is seeking financial support from: Brisbane City Council (CC), The City of the Gold Coast, Gympie Regional Council (RC), Ipswich CC, Logan CC, Moreton Bay RC, Noosa Council, Redlands CC, Scenic Rim RC, Somerset RC, South Burnett RC, Sunshine Coast Council, Toowoomba RC, Powerlink, Queensland Fire and Emergency Services (including the Rural Fire Service Queensland), Queensland Parks and Wildlife Service (QPWS), Department of Transport and Main Roads and Seqwater. This impressive list of supporting organisations reflects the extensive support for the QFBC and illustrates our active and dedicated partnerships over the past 22 years.

I would also like to gratefully acknowledge Healthy Land and Water, who administer the QFBC. Healthy Land and Water is an independent not-for-profit organisation and the regional delivery body for the Federal Governments' National Regional Land Partnerships program.

2021 - 2022 QFBC Partner Contributions

The contribution of partners is vital in securing and ensuring our ongoing function and we are enormously grateful to Ipswich City Council for the continued support. As you know, we manage the business of the QFBC on an efficient and very conservative budget and our service is highly regarded and increasingly in demand. Our goal remains to improve fire and biodiversity management across SEQ and the state, provide tailored support and resourcing for our partners and facilitate networking and communication across the sector. For 21/22 year we are requesting Ipswich City Council contribute **\$8032 (ex GST)**, this is the 20/21 contribution plus 2% CPI.





QFBC Services and Resources

The QFBC offers partners a range of support, services and training – some of these are tangible and easily documented and others are reputational, value driven and go beyond a monetary figure. For example, our non-government status is highly valued by our partners, especially with regards to providing responses to matters of state and regional bushfire significance (e.g. the Bushfire Royal Commission) and community engagement. Furthermore, our ability to represent our partners in a way that individual agencies or local governments cannot, is also highly valued. Our soon to be complete annual report details outputs and deliverables produced and facilitated by the QFBC for the 2020/2021 year.

In return for a highly valued partnership and financial support from Ipswich City Council, the QFBC provides opportunity for the following outcomes to be delivered in 2021/2022, as direct services from its partnership:

- Management and Coordination of the QFBC activities and services by Dr Samantha Lloyd and Craig Welden at a continued high standard;
- Free attendance to the QFBC Field Day, held on March 24 at Binna Burra;
- Delivery of one - two QFBC coordinated training workshops, e.g. Overall Fuel Hazard Assessment (OFHA) training;
- Delivery of a QFBC coordinated Fire Information Night or Fire Management Planning Workshop;
- Provision of monthly editions of the SEQFBC *Enews* and additional published articles in newsletters and websites;
- Provision of new hard copies of QFBC produced educational and/or promotional materials, including *Recommended Fire Regimes*;
- Preparation of reviews and submissions, as required and in response to matters of state and national significance (e.g. the Bushfire Royal Commission);
- Review of the QPWS Planned Burn Guide for SEQ and development of a new Introductory Volume, with hard copies to be supplied to partners;
- Design and development of a completely new website with greater search engine visibility and more resources (www.fireandbiodiversity.org); and
- Continued facilitation and support for the growth of the QFBC outside SEQ and across Qld, including development of new communications materials, engagement with potential partners, grant applications and business development.

In addition, the QFBC commit to recognising and acknowledging partnering organisations through all relevant promotional and reporting avenues. We believe this agreement represents better value than if a single organisation directly engaged the QFBC, or a consultancy, to provide these services and when considered cumulatively, along with our other partners, represents significant opportunities not only to improve fire management and ecological planning and outcomes, but also to provide support, capacity building and valuable networking opportunities to expert staff within our partner organisations.

I thank you again for the ongoing support and invite you to contact me at any time if I can be of assistance.

Yours sincerely,

A handwritten signature in black ink that reads 'Samantha Lloyd'.

Dr Samantha Lloyd
Principal Scientist
Manager - Queensland Fire and Biodiversity Consortium
Healthy Land and Water



Doc ID No: A8064091

ITEM: 5

SUBJECT: TI TREE BIOENERGY FUNDING - ANNUAL PROGRAM REPORT

AUTHOR: NATURAL ENVIRONMENT AND LAND MANAGER

DATE: 18 MAY 2022

EXECUTIVE SUMMARY

This is a report concerning Ipswich City Council's role in managing and delivering on revenue collected from the Ti Tree Bioenergy facility. Ipswich City Council looks to manage and expend these funds in such a way as to offset social and environmental impacts from the facility and improve amenity and environmental values for the local community through the provision of community proposed projects.

This report highlights progress to date on current projects and proposes the list of projects to be developed upon and delivered in the 2022-2023 financial year and beyond.

RECOMMENDATION/S

That in accordance with the Ti Tree Bioenergy Funding governance arrangements Council endorse the proposed program of projects to be pursued in the 2022-2023 financial year.

RELATED PARTIES

Willowbank Action Group

Ti Tree Bioenergy

IFUTURE THEME

Safe, Inclusive and Creative

PURPOSE OF REPORT/BACKGROUND

This financial year the administration of the Ti Tree Bioenergy projects has been managed entirely under the new governance arrangements approved by Council in February 2021 (Attachment 1). This included board public consultation to source proposals for suitable community and environmental projects for delivery via 'Shape your Ipswich' through July and August 2021.

Council received 18 submissions from across the LGA including a number from members of Willowbank Area Group (WAG).

The internal Ti Tree working group then considered the submissions for eligibility against the agreed criteria and the final list was then discussed with the Divisional Councillors and community representatives from WAG in line with the recommended governance process.

Through this process the projects listed in Table 2 have been selected to progress and added to the delivery schedule for feasibility, design or delivery over the next 2 financial years (2022-2023 and 2023-2024).

Table 1 below is a summary of works undertaken or continuing through the 2021-2022 financial year.

Table 1. Progress update on recommended projects for 2021-2022 financial year	
Projects	Progress
Fencing around Mack Family Park & George Hatchman Bush Reserve.	Fencing works and entry way completed
Revegetation in Willowbank area (multiple revegetation projects submitted)	Large scale weed removal undertaken and revegetation of native species commenced and under maintenance at George Hatchman and Mack Park of other suitable planting sites. Plantings to enhance/create natural areas and create koala habitat.
Local land acquisition for the establishment of new parks and conservation areas and or vegetation buffers in line with proposals.	Investigations are ongoing. Much of the land in vicinity of Willowbank and Ebenezer whilst high value environmental habitat is zoned for future industry commercial and or residential making it costly and likely to be isolated in the future. Council officers have been looking at existing Council owned land in the Payne's Road area to establish as a viable new Ti Tree reserve and have been in discussion with WAG. A management proposal/plan is under development.
Continuation of wildlife signage and fauna movement project	Wildlife signage project has commenced and is on going with investigations and potential install 2 Kangaroo/Koala/Wildlife warning signs; one to be located at the approach to the intersection of Wigmore Street & Willowbank Drive & the other at the southern intersection of Willowbank drive & McHales Way
Community amenity infrastructure e.g. park benches picnic tables within the local reserves and parks.	Not commenced.

Feasibility study of community walking and cycling trails around O'Neill's Road, Ipswich-Amberley Road and Mt Elliot Mine Road, including continuation of the footpath from Warren Court to McHales Way	Design and construction of the continuation of the footpath between Warren Court and McHales way is in progress. Concept and costing completed works to commence early in the 2022-2023 financial year.
Wetland and waterway restoration on Bremer River and Warrill Creek.	Identification of suitable sites on going. Revegetation of waterway sites has been constrained by wet weather and flooding. This will role on to the 2022-2023 financial year
Partnership with Ipswich Koala Protection Society (IKPS) for potential purchase of property for a Koala Reserve and Koala fodder and investigate the use of local tracking collars	Several meetings have taken place with IKPS and proposal has been drawn up in this regards these will be considered for the 2023-2024 financial year funding and include assistance with funding a Koala ambulance and supporting local bush regeneration and protection in urban areas.

Table 2. Proposed projects for the 2022-2023 financial year and beyond	
Projects	Comments
Footpath Construction for McHale's Way to Warrens Court. Investigation into other local footpaths.	Potential sites on parkland on or around O'Neill's Road, Ipswich-Amberley Road.
Informational Signage	Directional and historical interpretation signage at the summit and possible inclusion of indigenous story related to the immediate area around Mack Family Park.
New Community/Koala Nature Reserve	Continued investigation into the establishment of 'Ti Tree' reserve with community and habitat focussed enhancement in the Willowbank Ebenezer area either on existing Council land on Payne's Road or through new acquisition(s).
Outdoor Learning	Investigation and feasibility study into the establishment of a local environmental education facility or hub in existing or new reserve within the areas

Koala Conservation – Plantings Fodder Trees and Partnership with IKPS	Exploration of options to support the ongoing work of the Ipswich Koala Protection Society in their conservation efforts in and around Collingwood Park and potentially linking in with land in the Ebenezer Willowbank and Purga Koala habitat areas, potentially including the provision of a new Koala ambulance. A plan is being developed and proposed by IKPS and the ambulance is under consideration.
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A number of the proposals received as part of the community engagement were deemed to be either out of scope or were not feasible to be delivered directly by Council. Given this, further consideration and review will be given in the remainder of this year and into the next to alternative fund distribution methods. This may include grants and bursaries to enable community groups to facilitate their own improvements or projects.

OTHER PROPOSALS REQUIRING FURTHER CONSIDERATION

WAG have expressed their support for a number of other major capital expenditure projects and have presented these for consideration outside the public consultation period. This proposal will need to be properly assessed to ensure that they meet the criteria and are not projects that could or should otherwise be funded utilising existing subprogram funding and if they add to the social and environmental amenity of the wider population of Willowbank and surrounds. These include curb and channel of O’Neil’s Road Willowbank and major community centre and facility for the Willowbank area.

FINANCIAL IMPACTS

The balance of the Ti Tree fund is as of March 2022 \$1,777,838.18 with a \$350,000 preliminary budget put forward for the 2022-2023 financial year.

This year’s estimated revenue is approximately \$440,000.

LEGAL/POLICY BASIS

This report and its recommendations are consistent with the following legislative provisions:
Local Government Act 2009

RISK MANAGEMENT IMPLICATIONS

In collecting the funds from Ti Tree, under the terms of the aforementioned conditions, Council enters into an agreement to manage and expend those funds in line with their intended purpose. In not spending these funds or spending them in a manner not aligned with its intent Council is at risk of not meeting the legal requirements of the court order. Furthermore the community for which the funding was intended to support are at risk of missing out on an opportunity to offset any potential social or environmental impacts as a result of the Ti Tree Bioenergy facility.

Whilst Council is striving to deliver suitable projects it acknowledges that there is presently an accumulation of funds and annual spends are below the annual revenue. It is envisaged that the spends will increase over the following financial years as projects go from scoping to

delivery phase. There is also plans to look at resourcing options for this program going forwards.

HUMAN RIGHTS IMPLICATIONS

HUMAN RIGHTS IMPACTS	
OTHER DECISION	
(a) What is the Act/Decision being made?	That in accordance with the Ti Tree Governance arrangement Council considered and endorses the proposed program of projects to be perused in the 2022/2023 financial year.
(b) What human rights are affected?	No human rights are being impacted.
(c) How are the human rights limited?	Not applicable
(d) Is there a good reason for limiting the relevant rights? Is the limitation fair and reasonable?	Not applicable
(e) Conclusion	The decision is consistent with human rights.

FINANCIAL/RESOURCE IMPLICATIONS

The balance of the Ti Tree funds is as of March 2022 \$1,777,838.18

This year's estimated revenue from Ti Tree is approximately \$440,000.

Next year's proposed budget is \$350,000 in capital funding.

This program is presently resourced across the Infrastructure and Environment Department. The department is exploring options for dedicated or shared resource to take carriage of the program.

COMMUNITY AND OTHER CONSULTATION

The community are consulted through the "Shape your Ipswich" website through July/August 2021 and asked to provide suggestions for relevant projects. The community were also provided with the objectives and intent of the program to guide their submissions.

Many proposed projects were not in line with the intent of the program or fell outside Council's remit, control or ability.


Further to the 'Shape your Ipswich' engagement officers are in regular contact with the Willowbank community through meetings and correspondence with the Willowbank Area Group (WAG). WAG provide further suggestions through both the general community process and direct suggestions.

The projects and expenditure are published on the Ipswich City Council Transparency and Integrity Hub.

CONCLUSION

With the proposed list of projects next year Council continues to develop and deliver works in line with the intent of the Ti Tree Bioenergy payments with a focus on improving social and environmental outcomes to the Willowbank and wider Ipswich community.

ATTACHMENTS AND CONFIDENTIAL BACKGROUND PAPERS

1.	Council report 25 February 2021 - Ti Tree Bioenergy Payments - Project Development Process and Governance Framework ↓ 
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Phil A. Smith

NATURAL ENVIRONMENT AND LAND MANAGER

I concur with the recommendations contained in this report.

Kaye Cavanagh

MANAGER, ENVIRONMENT AND SUSTAINABILITY

I concur with the recommendations contained in this report.

Sean Madigan

GENERAL MANAGER - INFRASTRUCTURE AND ENVIRONMENT

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COUNCIL
MEETING AGENDA

25 FEBRUARY
2021

Doc ID No: A6753030

ITEM: 15.3

SUBJECT: TI TREE BIOENERGY PAYMENTS - PROJECT DEVELOPMENT PROCESS AND
GOVERNANCE FRAMEWORK

AUTHOR: NATURAL ENVIRONMENT AND LAND MANAGER

DATE: 28 JANUARY 2021

EXECUTIVE SUMMARY

This is a report concerning the management and expenditure of the payments received from Ti Tree Bioenergy. Council receives annual payments as per a condition of the development approval. The funds are to be utilised by Council in line with the terms of that condition expressly for the purposes of community and environmental benefit and to offset any impacts from the facility.

This report lists the proposed projects for delivery in 2020-2021 and 2021-2022.

RECOMMENDATIONS

- A. That Council endorse the list of prioritised projects for delivery in 2020-2021, using the existing budget of \$120,000 that has been allocated in 2020-2021.
- B. That Council endorse the list of prioritised projects for delivery in 2021-2022, and that a budget allocation of \$320,000 be considered in the operational budget for 2021-2022 to be drawn from the accrued funds of \$1,506,614.

RELATED PARTIES

There was no declared conflicts of interest related to this report

ADVANCE IPSWICH THEME

Caring for the community

PURPOSE OF REPORT/BACKGROUND

On 25 February 2020, Council resolved to repeal a number of previous decisions concerning the allocation and distribution of the Ti Tree Bioenergy Payments in preparation for the development of a new relevant governance and management framework focussing on improved reporting processes and transparency

Item 5 / Attachment 1.

COUNCIL
MEETING AGENDA

25 FEBRUARY
2021

Council further resolved that a governance framework for the management of the Ti Tree Bioenergy Payments be developed to comprise of an Administrative Directive (Attachment 1), a procedure (Attachment 2), and an assessment criteria for proposed community projects (Attachment 3).

An Internal Working Group was established, under an agreed Terms of Reference (Attachment 4), to develop the governance framework in accordance with the intent and specifics of the planning conditions under which the funds are collected. The group has also assessed and prioritised project proposals received from the community or identified internally in terms of the above intent of the funding.

The governance documents were presented to the Executive Leadership Team and subsequently adopted under the appropriate delegations in November 2020.

This report provides a list of projects that have been identified and proposed by the Willowbank Area (Residents) Group Inc. (WAG) or internally based on the criteria. These projects include but are not limited to the following:

- Amberley Girl Guides grounds landscaped / security camera
- Establishment of a new Koala Bush Reserve in the locale
- Asphalt/Bitumen surface and widening of O'Neills Road and installation of barriers
- Wildlife signs on roadways and facilitated movements around the area
- Continuation of footpath from Warren Court to McHales Way
- Ipswich Safe City Camera at O'Neills Road / Amberley Rosewood Road intersection
- Wildlife corridor from Ebenezer Creek to Bremer River to west of Willowbank
- Partnership with Ipswich Koala Foundation purchase of property for a Koala Reserve and Koala fodder and investigate the use of local tracking collars
- Fencing around Mack Family Park and George Hatchman Bush Reserves
- Koala habitat and corridor restoration and enhancement around the Willowbank area - private grants/public plantings
- Wetland and waterway restoration including waterway barrier removal on Bremer River and Warrill Creek
- Community amenity infrastructure eg: park benches within the local reserves and parks
- Buffer treatment (e.g. vegetation) around the Ti Tree Waste Facility and associated roads
- Local land acquisition for the establishment of new parks and conservation areas and or vegetation buffers
- Establishment of vegetated corridor or bush care reserve(s) in strategic koala locations
- Community walking and cycling area around O'Neill's Road, Ipswich-Amberley Road and Mt Elliot Mine Road.

The following projects have been prioritised for delivery in 2020-2021, to be funded through the existing allocated budget of \$120,000 (table 1). This is a nominal annual budget drawn from the overall funding pool (detailed below).

Item 5 / Attachment 1.

COUNCIL
MEETING AGENDA

25 FEBRUARY
2021

Table 1. Recommended projects 2020-2021	
Projects	Discussion
Revegetation in Willowbank area (multiple revegetation projects submitted)	Planting in Mack Park and investigation of other suitable planting sites. Plantings to enhance/create natural areas and create koala habitat.
Wildlife signs on roadways and facilitated movements around the area	Undertake monitoring of koalas and planning in the area and investigate and install appropriate wildlife signage and more broader wildlife movement solutions around the Willowbank/Amberley/Ebenezer Area
Fencing around Mack Family Park & George Hatchman Bush Reserve	Undertake site survey of reserves and installation of appropriate fencing for protection of the reserve and wildlife.

The following projects have been prioritised and proposed for delivery in the 2021-2022 financial year (table 2).

Table 2. Recommended Projects 2021-2022	
Projects	Discussion
Local land acquisition for the establishment of new parks and conservation areas and or vegetation buffers in line with proposals.	Multiple similar projects have been suggested and revegetation and creation of bush reserve would be a good outcome – multiple benefits scored high on environmental locality criteria
Continuation of wildlife signage and fauna movement project	Investigate feasibility and options working with the Department of Transport and Main Roads (TMR) around fauna passage solutions e.g. crossing points, fencing. Develop a delivery plan.
Community amenity infrastructure e.g. park benches picnic tables within the local reserves and parks.	Develop a local plan of sites and potential furniture or options for infrastructure embellishment and delivery
Feasibility study of community walking and cycling trails around O'Neill's Road, Ipswich-Amberley Road and Mt Elliot Mine Road, including continuation of the footpath from Warren Court to McHales Way	Community walking and cycling trails around O'Neill's Road, Ipswich-Amberley Road and Mt Elliot Mine Road.
Wetland and waterway restoration on Bremer River and Warrill Creek.	Site identification, rehabilitation planning and planting of suitable sites

Item 5 / Attachment 1.

COUNCIL
MEETING AGENDA

25 FEBRUARY
2021

Partnership with Ipswich Koala Protection Society (IKPS) for potential purchase of property for a Koala Reserve and Koala fodder and investigate the use of local tracking collars	Discuss options with IKPS around sites in the locality and data sharing/partnership around local monitoring
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LEGAL/POLICY BASIS

This report and its recommendations are consistent with the following legislative provisions:
Local Government Act 2009
Planning and Environment Court Act 2016

RISK MANAGEMENT IMPLICATIONS

In collecting the funds from Ti Tree, under the terms of the aforementioned conditions, Council enters into an agreement to manage and expend those funds in line with their intended purpose. In not spending these funds or spending them in a manner not aligned with its intent Council is at risk of not meeting the legal requirements of the court order. Furthermore and more broadly the community for which the funding was intended to support are at risk of missing out on an opportunity to offset any potential social or environmental impacts as a result of the Ti Tree Bioenergy facility.

There is potential risk to Council from a probity perspective in issuing payments to a community group, in this instance WAG, outside adopted procurement and community funding policy and legislative guidelines without clear and concise terms and conditions. To mitigate this going forwards Council will seek to enter into a contractual or partnership arrangement with WAG under which they will be asked to provide representative community feedback and input on the proposed projects. Council will work with WAG to ensure this feedback is representative of the broader local community and deals with the impacts of the local facility.

FINANCIAL/RESOURCE IMPLICATIONS

Currently, there are accrued funds to the value of \$1,506,614, not including the current pending annual payment. A nominal amount of \$120,000 has been allocated from the accrued funds within the 2020-2021 budget for the delivery of projects as listed in Table 1 above. A budget of \$320,000 is proposed to be allocated from the remaining accrued funds for the delivery of prioritised projects in 2021-2022. This amount may need to be increased depending on future opportunities, such as the acquisition of bushland reserves or koala habitat within the Willowbank / Ebenezer locality.

The administrative process including project management, assessment and reporting will be funded and managed with current staff and existing operational budgets.

The annual payment to WAG (up to \$5,000) will be sourced from consolidated revenue, as it cannot be drawn from the Ti Tree payments under the adopted Administrative Directive and assessment criteria.

COUNCIL
MEETING AGENDA

25 FEBRUARY
2021

An annual financial statement and balance sheet will form part of the progress and program report which will be presented to Council each year. The statement of accounts/balances will be passed to the transparency hub for publication and also provided to Ti Tree at the same interval or more frequently if required.

Future budgets will be determined and proposed as part of the annual project prioritisation process and presented to Council for resolution.

COMMUNITY AND OTHER CONSULTATION

An internal working group across the Infrastructure and Environment; Community, Cultural and Economic Development; and Corporate Services Departments has been working on the governance framework prior to and since the Council resolution in February 2020. Consultation with representatives of Ti Tree Bioenergy and the Willowbank Area (Residents) Group Inc. (WAG) has been undertaken on the process and funding balance.

Council is currently developing a digital version of the project identification form (Attachment 5) which will be made available through Shape Your Ipswich. This will provide an avenue for the community to propose projects to be considered in the annual program. These will be compiled and those that meet the criteria will be presented to WAG each year to provide community input.

CONCLUSION

A new governance framework to manage the distribution and expenditure of the Ti Tree Bioenergy annual payments has been developed and adopted, and are presented in this report.

A list of prioritised projects for delivery in 2020-2021 and 2021-2022 is presented for Council endorsement. These projects have been assessed and prioritised in accordance with the agreed project assessment criteria.

Details of the funds, progress on projects and the annual works program will be presented to Council by way of a report on an annual basis. **ATTACHMENTS AND CONFIDENTIAL**

BACKGROUND PAPERS

1.	Administrative Directive Ti Tree Bio Energy Payments
2.	Procedure for Ti Tree Bio Energy Payments
3.	Assesment Criteria For Ti Tree Funded Projects
4.	Ti Tree Working Group ToR
5.	Ti Tree Project Identification Form

Phil A. Smith

NATURAL ENVIRONMENT AND LAND MANAGER

I concur with the recommendations contained in this report.

Kaye Cavanagh

MANAGER, ENVIRONMENT AND SUSTAINABILITY

COUNCIL
MEETING AGENDA

25 FEBRUARY
2021

I concur with the recommendations contained in this report.

Sean Madigan

ACTING GENERAL MANAGER - INFRASTRUCTURE AND ENVIRONMENT

“Together, we proudly enhance the quality of life for our community”

Doc ID No: A8073873

ITEM: 6

SUBJECT: CHERISH THE ENVIRONMENT FOUNDATION LIMITED

AUTHOR: MANAGER, ENVIRONMENT AND SUSTAINABILITY

DATE: 23 MAY 2022

EXECUTIVE SUMMARY

In March 2021, a report was presented to Environment and Sustainability Committee proposing that Council seek legal and governance advice in order to develop an exit strategy for Council from the Cherish the Environment Foundation.

This is a report providing the final documents that make up the exit strategy for Council, including a revised draft Constitution as provided by Cherish the Environment Foundation board.

RECOMMENDATION

That the Chief Executive Officer be authorised to negotiate and finalise the terms of the Separation Deed, Deed of Indemnity – Stockland, Deed of Indemnity – QR, and Grandchester Services Agreement to be executed by Council and to do any other acts necessary to implement Council's decision in accordance with section 13(3) of the *Local Government Act 2009*.

RELATED PARTIES

Cherish the Environment Foundation Limited Directors

- Steve Rafter
- Shane O'Kane
- Cr Andrew Fechner
- Jeffrey Keech

Cherish the Environment Foundation Secretary

- Bryce Hines

IFUTURE THEME

Natural and Sustainable

A Trusted and Leading Organisation

PURPOSE OF REPORT/BACKGROUND

In 2008, the Mayor of Ipswich City announced the launch of Cherish the Environment Foundation, a new and innovative initiative formed in partnership with Patrick Rafter's Cherish the Children Foundation. Cherish the Environment Foundation (CTEF/Cherish) was created to provide a vehicle for community engagement and collaboration in projects that are of benefit to Ipswich's natural environment.

The principal objects of Cherish are:

- the protection and enhancement of the natural environment; and
- the provision of information or education, or the carrying on of research, about the natural environment

Under its constitution, Cherish seeks to pursue its objects within Ipswich LGA through acquiring, managing and protecting biodiversity and bushland; working towards decreasing waste generation and increasing recycling; improving water quality; increasing local food production; minimising the impacts of carbon emissions; and, promoting environmental education.

Ipswich City Council is listed as the 'founding member' in the constitution.

Up until and including 2018-2019, Council has provided an annual contribution to the Foundation, which represents \$1 per rate assessment from Council's Enviroplan Separate Charge. Since commencement these contributions total more than \$840,000.

Council has also provided third party guarantees on behalf of the Foundation in relation to their environmental projects and agreed to allow the Foundation to utilise part of the Mt Grandchester Conservation Estate for advanced offset purposes.

In February 2021, Council received a letter from Cherish the Environment Foundation Director Shane O'Kane seeking direction from Council on its future involvement and membership of Cherish and how best to finalise transitional arrangements.

In March 2021, a report was presented to Environment and Sustainability Committee proposing that Council seek legal and governance advice in order to develop an exit strategy for Council from the Cherish the Environment Foundation.

This report is to present Council with the final documentation that make up the exit strategy, being:

- Separation Deed
- Secured Deed of Indemnity – Queensland Rail
- Secured Deed of Indemnity – Stockland
- Grandchester Services Agreement – Advanced Offset

Further to this, Cherish the Environment Foundation has prepared and presented Council with a revised draft Constitution to reflect the changes in membership following the exit of Council.

CONFLICT OF INTEREST

As the Founding Member of Cherish the Environment Foundation, Council has 2 nominated directors on the Cherish the Environment Foundation Board, being:

- Cr Andrew Fechner
- Jeff Keech (A/GM Corporate Services)

PROPOSAL

Following endorsement by committee and approval through Council resolution, the proposed next steps are:

- To seek final review and agreement on the draft documents from the Cherish the Environment Foundation Board
- To finalise and execute all documents that collectively form the exit strategy for Council and Cherish the Environment Foundation
- Council nominated directors to resign from the Cherish the Environment Foundation board
- To prepare a joint media release and communications between Council and Cherish the Environment Foundation outlining the exit of Council from the charity, and the environmental achievements within the Ipswich LGA

CONSULTATION AND COMMUNICATION

The draft documents have been prepared in consultation with:

- Manager Environment and Sustainability
- Legal Services – Solicitor
- Acting Chief Financial Officer
- External legal services – Minter Ellison

Cherish the Environment Foundation have been consulted on the drafts and have provided responses on key clauses for Council's further consideration and redrafted – as now presented in the confidential attachments.

LEGAL/POLICY BASIS

This report and its recommendations are consistent with the following legislative provisions:
Local Government Act 2009

The documents that make up the exit strategy (attachments 2-5) have been prepared by an external legal firm, in consultation with Council's legal services team.

RISK MANAGEMENT IMPLICATIONS

In March 2021, Council passed a resolution to commence the preparation of an exit strategy from the charity Cherish the Environment Foundation Limited. As Council is the founding member of Cherish, as per the constitution, Council engaged the services of an external legal firm, Minter Ellison, to identify and address all legislative and governance requirements for exiting the charity. This approach will assist Council in reducing the risks associated with its exit.

Further, Council has contributed public funds collected through the Enviroplan Levy to Cherish since its commencement. Council has considered the risk of how the funds have been expended over this period and assessed that the funds have been spent in accordance with the objects of the Constitution. That is, that funds have been expended within the Ipswich LGA and for environmental purposes. To mitigate the reputational risks, the Separation Deed includes a requirement for Cherish to reinvest funds of \$1.3Million within the Ipswich LGA, and that protection covenants over existing offsets are in place and remain in accordance with the Environmental Offsets Act.

HUMAN RIGHTS IMPLICATIONS

HUMAN RIGHTS IMPACTS	
OTHER DECISION	
(a) What is the Act/Decision being made?	The Recommendation states that the Chief Executive Officer be authorised to negotiate and finalise the terms of the Deed of Separation, Deeds of Indemnity and Grandchester Service Agreement to be executed by Council and to do any other acts necessary to implement Council's decision in accordance with section 13(3) of the Local Government Act 2009.
(b) What human rights are affected?	No human rights are affected by this decision.
(c) How are the human rights limited?	Not applicable
(d) Is there a good reason for limiting the relevant rights? Is the limitation fair and reasonable?	Not applicable
(e) Conclusion	The decision is consistent with human rights.

FINANCIAL/RESOURCE IMPLICATIONS

There are no financial or resource implications to this decision.

COMMUNITY AND OTHER CONSULTATION

Consultation has been held with key internal stakeholders from:

- Environment and Sustainability Branch
- Finance Branch
- Legal Services Branch


Consultation with the Secretary of Cherish the Environment Foundation Limited on the proposed constitutional changes and draft documents.

CONCLUSION

Since inception in 2008, Cherish the Environment Foundation has contributed towards improved conservation and biodiversity outcomes within the Ipswich LGA. These outcomes have primarily been achieved through environmental offsets for koala habitat and acquisition of conservation land.

Council has engaged an external legal firm to provide legal and governance advice to support the development of an exit strategy – through relevant documentation – for Council to exit from Cherish the Environment Foundation Limited as a founding member.

ATTACHMENTS AND CONFIDENTIAL BACKGROUND PAPERS

1.	Cherish the Environment Foundation Limited constitution - current  
	CONFIDENTIAL
2.	Separation Deed
3.	Deed of Indemnity - Stockland
4.	Deed of Indemnity - Queensland Rail
5.	Grandchester Services Agreement
6.	Cherish the Environment Foundation Limited constitution - with amendments

Kaye Cavanagh

MANAGER, ENVIRONMENT AND SUSTAINABILITY

I concur with the recommendations contained in this report.

Sean Madigan

GENERAL MANAGER - INFRASTRUCTURE AND ENVIRONMENT

“Together, we proudly enhance the quality of life for our community”



Constitution of Cherish the Environment Foundation Limited

91 Commercial Road, Newstead Qld 4006
17/302 South Pine Road, Brendale Qld 4500
PO Box 3209, Newstead Qld 4006

Phone: 07 3854 2342 | Fax: 07 3041 6569 | Email: admin@horrell.com.au | Web: www.horrell.com.au

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1 Introduction

1.1 Name

The name of the company is **Cherish the Environment Foundation Limited**.

1.2 Interaction of constitution with replaceable rules

Apart from any provision of the replaceable rules in the *Corporations Act 2001* that are mandatory for public companies:

- (a) this constitution displaces each provision of the Act that is a replaceable rule; and
- (b) the replaceable rules do not apply to the company.

1.3 Interpretation

- (a) Part 1.2 of the *Corporations Act 2001* applies in the interpretation and application of this constitution except where a contrary intention is apparent.
- (b) References in this constitution to the *Corporations Act 2001*, or to a provision of it, are to be read as including:
 - (1) the Act or provision as amended, replaced, consolidated or re-enacted from time to time; and
 - (2) after the repeal of the Act or provision – any Act or provision dealing with subject matter the same as, or substantially similar to, the original Act or provision.
- (c) References in this constitution to:
 - (1) the singular include the plural and the other way around; and
 - (2) a gender include the other genders; and
 - (3) a business day mean a day that is not a Saturday, Sunday, public holiday or special holiday in Ipswich, Queensland; and
 - (4) a time or period of time are to that time or period of time elapsing in Ipswich, Queensland.
- (d) References in this constitution to a statute or statutory provision include:
 - (1) any statute or statutory provision amending, consolidating, relocating, re-enacting or repealing the statute or provision referred to; and
 - (2) any statute or statutory provision in force from time to time that affects the interpretation or meaning of the statute or provision referred to; and

- (3) any statute or statutory provision in force from time to time that deals with the same or substantially subject matter to the statute or provision referred to after that statute or provision has been repealed; and
 - (4) statutes or provisions referred to in paragraphs (1) and (2) in relation to those covered by paragraph (3) as if those covered by paragraph (3) were referred to in this constitution; and
 - (5) statutory instruments, subordinate legislation, orders, notices and directions issued under the statute or statutory provision referred to or under any statute or statutory provision covered by paragraph (1), (2), (3) or (4).
- (e) Headings, and any table of contents, are included in this constitution for convenience of reference only and must not be used to interpret the text.
- (f) For the purposes of clauses 6.9 and 7.17, a "**business day**":
- (1) is a day that is not a Saturday, a Sunday or a public or special holiday in Ipswich city; and
 - (2) is taken to end when it is 5:00pm in Ipswich city.

2 Objects and powers

2.1 Objects

- (a) The company's principal objects are:
- (1) the protection and enhancement of the natural environment; and
 - (2) the provision of information or education, or the carrying on of research, about the natural environment.
- (b) The company will pursue its principal objects by:
- (1) acquiring bushland areas within the local government area of the Ipswich City Council ("**Ipswich city**"); and
 - (2) managing and protecting bushland areas within Ipswich city; and
 - (3) protecting and enhancing biodiversity within Ipswich city; and
 - (4) improving the quality of water in rivers and streams in and that pass through Ipswich city; and
 - (5) working towards decreasing the quantity of waste generated, and building recycling capacity, in Ipswich city; and
 - (6) increasing local food production and food production capacity, and improving local food linkages and returns for food producers, in Ipswich city; and
 - (7) minimising the impact of carbon emissions from Ipswich city (including by reducing the carbon intensity of energy use in Ipswich city); and

- (8) promoting education within the community concerning adverse impacts on the environment; and
- (9) raising community awareness of the impact of carbon emissions and how to minimise or offset their impact; and
- (10) doing anything that the directors decide is incidental or conducive to achieving the company's principal objects or the subsidiary objects listed in paragraphs (1) to (9) above.

(c) The company will not engage in lobbying or political activities.

2.2 Schemes and rules

For the purpose of paying and applying the income and property of the company, the directors may:

- (a) formulate schemes for the payment or application; and
- (b) make rules in connection with any scheme; and
- (c) revoke or amend any scheme or rules and formulate and make others.

2.3 Powers

The company has and may exercise all and any of its powers for the purpose of pursuing and promoting its objects.

3 Application of income and property

3.1 General restriction

The company's income and property must be applied solely to promoting the company's objects. No part of the company's income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the members or directors of the company.

3.2 Exception

However, this does not prohibit the company making a payment approved by the directors for:

- (a) out-of-pocket expenses incurred by a director in performing a duty as a director of the company; or
- (b) a service rendered to the company by a director in a technical or professional capacity, other than in the capacity as a director of the company, where:
 - (1) the provision of the service has the prior approval of the directors; and
 - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service,

and nor does it prohibit the company making a payment:

- (c) in good faith to a member for goods or services supplied in the ordinary and usual course of business; or
- (d) of interest on money borrowed from a member at a rate not exceeding the lowest rate then being paid by the company's financial institution, or any of the company's financial institutions if it has more than one, on 30 day term deposits; or
- (e) of reasonable and proper rent for premises let by any member to the company; or
- (f) in indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and by this constitution.

4 Liability of members

4.1 Limitation

The liability of the members is limited.

4.2 Guarantee

Each member undertakes to contribute an amount not more than \$10 to the property of the company if the company is wound up whilst he, she or it is a member (or within one year after he, she or it ceases to be a member) for:

- (a) payment of the company's debts and liabilities contracted or incurred before the time the member ceased to be a member; and
- (b) the costs, charges and expenses of the winding up; and
- (c) the adjustment of the rights of the contributories among themselves.

5 Membership

5.1 Members

- (a) The company has two classes of members:
 - (1) ordinary members; and
 - (2) corporate members.
- (b) Only a natural person may become an ordinary member.
- (c) Only a body corporate may become a corporate member.
- (d) A person (the "**applicant**") may apply to become a member of the company in the class of membership for which he, she or it is eligible under this subclause.
- (e) To apply to become a member of the company, an applicant must:

- (1) complete any application form prescribed for the purpose by the directors (which may require that the applicant's application be proposed by an existing member of the company and may also require that the application be seconded by an existing member of the company); and
 - (2) pay to the company any membership application fee prescribed for applicants for the relevant class of membership by the directors.
- (f) At their next meeting after the company receives an application for membership from an applicant, the directors must consider the application and decide to:
 - (1) approve the application; or
 - (2) reject the application; or
 - (3) defer consideration of the application, in which case the directors must decide at a subsequent meeting to approve or reject the application.
- (g) The directors do not need to give, or have, any reason for rejecting or deferring consideration of an application for membership.

5.2 Cessation of membership

A person immediately ceases to be a member of the company if the person:

- (a) resigns as a member by giving written notice of the resignation to the company; or
- (b) is an individual and:
 - (1) dies; or
 - (2) becomes of unsound mind; or
 - (3) becomes a person whose is, or whose estate or any part of it is, liable to be dealt with in any way under a law relating to mental health; or
 - (4) becomes an insolvent under administration; or
- (c) is a body corporate that becomes an externally-administered body corporate; or
- (d) becomes, if the directors in their absolute discretion so decide, an untraceable member because:
 - (1) the person is an individual who has ceased to reside at his or her registered address; or
 - (2) communications directed to the person at his, her or its registered address have been returned unclaimed; or
 - (3) the person otherwise cannot be located or found; or
- (e) is expelled under this constitution.

5.3 Expulsion

- (a) The directors may by resolution expel a person as a member of the company if, in their absolute discretion, they decide that it is not in the interests of the company for the person to remain a member.
- (b) Before resolving to expel a person as a member, a notice must be given to the member, at least one week before the meeting at which the resolution is to be decided:
 - (1) stating the date, time and place of the meeting; and
 - (2) setting out the fact that the resolution is going to be put and, in general terms, the grounds on which it is based; and
 - (3) telling the member that he, she or it may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
- (c) The member may attend the meeting and may give that explanation or submission but is not entitled to legal or other representation at the meeting unless the directors, in their absolute discretion, decide to allow the member to be represented by someone else. However, a member that is a body corporate may attend the meeting and may give the explanation or submission by a person who is a member of the governing body of the body corporate (whatever it is called).

5.4 Founding member

- (a) In this constitution, "**founding member**" means Ipswich City Council.
- (b) The founding member may apply to become a corporate member of the company by giving the company written notice.
- (c) If the founding member does so:
 - (1) subclauses 5.1(d), 5.1(e), 5.1(f) and 5.1(g) do not apply in relation to the application; and
 - (2) the founding member will immediately become a corporate member of the company.
- (d) The directors cannot expel the founding member under clause 5.3.
- (e) For the purposes of this constitution, a notice given by the founding member is valid only if it is signed by:
 - (1) the chief executive officer (including a person acting in that position) of the founding member; or
 - (2) an employee of the founding member to whom the power to give the notice has been delegated by the chief executive officer (including a person acting in that position) of the founding member; or

- (3) a person to whom the power to give the notice has been delegated by a resolution of the founding member.

6 General meetings

6.1 Calling general meetings

- (a) The directors may call a general meeting whenever they decide to do so.
- (b) Otherwise, a general meeting may only be called and arranged to be held as provided by section 249D, 249E, 249F and 249G of the *Corporations Act 2001*.
- (c) The directors may change the venue for, postpone or cancel a general meeting (including an adjourned meeting) unless the meeting is called and arranged to be held by the members or by the court under the *Corporations Act 2001*. If a general meeting is called and arranged to be held under section 249D of that Act, the directors must not:
 - (1) postpone it beyond the date by which section 249D requires it to be held; or
 - (2) cancel it without the consent of the requisitioning member.

6.2 Notice of general meetings

- (a) Notice of every general meeting must be given, in the way provided by this constitution, to:
 - (1) every member entitled to vote, except a member who has not complied with the requirements of this constitution to give the company an address for serving notices; and
 - (2) each director; and
 - (3) the company's auditor.
- (b) No other person is entitled to be given notice of general meetings.
- (c) A notice of a general meeting must:
 - (1) specify the date, time and place of the meeting; and
 - (2) except as provided by the *Corporations Act 2001*, state the general nature of the business to be transacted at the meeting.
- (d) A person entitled to be given notices of general meetings may waive that entitlement by written notice to the company, in which case notice does not need to be given to that person. The waiver may relate to:
 - (1) all notices of general meetings until the waiver is revoked; or
 - (2) all notices of general meetings for a stated period; or
 - (3) all notices of general meetings of a stated kind; or

- (4) notice of a particular general meeting.
- (e) The non-receipt of notice of a general meeting (or any document required to accompany it, such as a proxy form) by, or the failure to give the notice or document to, any person does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person waived or has waived the person's entitlement to be given the notice; or
 - (3) before or after the meeting, the person has notified or notifies the company of the person's agreement to that act, matter, thing or resolution (or to all of them generally).
- (f) A person's attendance at a general meeting waives any objection that person might have had to:
 - (1) a failure to give notice, or the giving of a defective notice, of the meeting unless the person objects to the holding of the meeting at its beginning and before any business is transacted; or
 - (2) the consideration of a particular matter at the meeting which is not within the business stated in the notice of the meeting unless the person objects to the consideration of the matter when it is first presented.

6.3 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of the chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of the number of members equalling:
 - (1) if the number of members is equal to or more than double the number of directors in office as at the date of the general meeting – the number of directors in office plus one or a bare majority of the number of members as at the date of the general meeting, whichever is the lesser number; or
 - (2) otherwise – a bare majority of the number of members as at the date of the general meeting.
- (c) For the purpose of determining whether a quorum is present, a person is counted as a member if the person:
 - (1) is a member entitled to vote at the meeting; or
 - (2) is in attendance as a proxy, attorney or body corporate representative for a member entitled to vote at the meeting (and, in this case, the person is counted again for each of those members, if there are more than one).
- (d) If a quorum is not present within 30 minutes after the time appointed for a general meeting convened on the requisition of members, the meeting must be dissolved.

- (e) In any other case, if a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (1) the meeting stands adjourned to the day, time and place that the directors decide or, if they do not decide, to the same day in the next week at the same time and place; and
 - (2) if at the adjourned meeting a quorum is not present within 30 minutes after the time for the adjourned meeting, the meeting must be dissolved.

6.4 Chairing of general meetings

- (a) The chairperson of directors must preside as chairperson at each general meeting.
- (b) If the chairperson of directors is not present within 15 minutes after the time appointed for the meeting, or is present but not willing to preside as chairperson for all or part of the meeting, then the members present must elect as chairperson of the meeting:
 - (1) another director who is present and willing to act; or
 - (2) if no director is present and willing to act – a member who is present and willing to act.

6.5 Conducting and adjourning general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) If a meeting is adjourned for 30 days or longer, notice of the adjourned meeting must be given as for an original meeting. Otherwise, no notice needs to be given of the adjourned meeting or of the business to be transacted at it.

6.6 Decisions at general meetings

- (a) Unless the law requires a special majority, questions arising at a general meeting must be decided by a majority of the votes cast by the members present personally or by proxy, attorney or body corporate representative. Such a decision is for all purposes a decision of the members.
- (b) If the votes on a proposed resolution are equal:
 - (1) the chairperson of the meeting does not have an additional or casting vote; and
 - (2) the proposed resolution is taken as lost.

- (c) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - (1) the chairperson of the meeting; or
 - (2) at least one member (or a member's proxy, attorney or body corporate representative) present and entitled to vote on the resolution; or
 - (3) a member or members present (personally or by proxy, attorney or body corporate representative) and entitled to vote on the resolution and representing at least 5% of the total voting rights of all the members entitled to vote on a poll for the resolution.
- (d) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- (e) Unless a poll is properly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried, carried unanimously, carried by a particular majority or lost, and an entry to that effect 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.
- (f) If a poll is properly demanded at a general meeting, it must be taken in the manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (g) However, a poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (h) The demand for a poll may be withdrawn.
- (i) If the company has only one member, the company may pass a resolution by the member recording it and signing the record.

6.7 Voting rights

- (a) Subject to this constitution, at a general meeting every member present in person or by proxy, attorney or body corporate representative has one vote.
- (b) A proxy, attorney or body corporate representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (c) An objection to the qualification of a person to vote at a general meeting must be:
 - (1) raised before or at the meeting at which the vote objected to is given to tendered; and
 - (2) referred to the chairperson of the meeting, whose decision is final.

- (d) A vote not disallowed by the chairperson after an objection is valid for all purposes.

6.8 Representation at general meetings

- (a) Subject to this constitution, each member entitled to attend and vote at a general meeting may attend and vote:
 - (1) in person; or
 - (2) by proxy; or
 - (3) by attorney; or
 - (4) if the member is a body corporate – by a body corporate representative.
- (b) A proxy, attorney or body corporate representative may be, but need not be, a member of the company.
- (c) A proxy, attorney or body corporate representative may be appointed for:
 - (1) all general meetings; or
 - (2) any number of general meetings; or
 - (3) general meetings held during a stated period; or
 - (4) a particular general meeting.
- (d) Unless it provides otherwise, the instrument appointing a proxy, attorney or body corporate representative is taken to confer authority:
 - (1) to agree to a meeting being convened by shorter notice than is required by the *Corporations Act 2001* or this constitution; and
 - (2) to speak to any proposed resolution on which the proxy, attorney or body corporate representative may vote; and
 - (3) to demand or join in demanding a poll on any resolution on which the proxy, attorney or body corporate representative may vote; and
 - (4) to vote on any procedural motion; and
 - (5) to vote on any amendment of a proposed resolution and on any motion that the proposed resolution not be put or any similar motion (even if the instrument directs the proxy, attorney or body corporate representative how to vote on that resolution); and
 - (6) to attend and vote at an adjourned or rescheduled meeting if the authority of the proxy, attorney or body corporate representative applies or would have applied at the original meeting or the meeting as originally scheduled (even if the instrument refers or applies to a specific meeting, date, period or venue and the adjourned or rescheduled meeting is not on that date or is outside that period or is at a different venue).

- (e) An instrument appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote on a particular resolution. If it does, the proxy or attorney is not entitled to vote on the proposed resolution except as directed.
- (f) An instrument appointing a proxy or attorney need not be in any particular form as long as it is in writing, legally valid and signed by the appointer or the appointer's attorney.
- (g) However, a proxy or attorney may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy or attorney, and any authority under which the instrument is signed or a copy of it certified in a way acceptable to the directors, are received in the place or at the fax number, and before the time, specified for that purpose in the notice calling the meeting. In the notice:
 - (1) the place may be the company's registered office or another place; and
 - (2) the fax number may be the one at the company's registered office or at another place; and
 - (3) the time may be before the time that the meeting or adjourned meeting is to begin.
- (h) The directors may waive any or all of the requirements about the receipt of instruments appointing proxies or attorneys.
- (i) A vote given under the terms of an instrument appointing a proxy or attorney is valid despite the revocation of the instrument, or of the authority under which it is signed, if the company has not received written notice of the revocation by the time by which, and in the place or at the fax number where, the instrument itself was required to be received.
- (j) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

6.9 Written resolutions

- (a) A director, or a person authorised by a director, may propose to the members that they pass a resolution by circular by:
 - (1) sending an email to the members; or
 - (2) writing a letter to the members (including a letter sent by fax),that sets out the wording of the proposed resolution.
- (b) A member who receives an email or letter referred to in paragraph (a) may:
 - (1) vote in favour of, vote against or abstain from voting on the proposed resolution; or

- (2) ask for a general meeting to be called to consider and discuss the proposed resolution,
- (c) A member may do one of the things listed in paragraph (b) by sending an email or letter to that effect to:
 - (1) the director proposing the resolution; or
 - (2) the company's secretary; or
 - (3) a person authorised by the director proposing the resolution or by the company's secretary to receive the members' responses.
- (d) The company's secretary must call a general meeting to consider and discuss the proposed resolution if:
 - (1) a member asks for such a meeting before the proposed resolution is taken by paragraph (e) to have been passed; and
 - (2) the directors instruct the secretary to call the general meeting.
- (e) The proposed resolution is taken to have been passed by the members, and to have the same effect as if it had been passed by a majority vote at a general meeting, if:
 - (1) a majority of the members vote in favour of the proposed resolution under this clause; and
 - (2) if not all of the members have voted in favour of, voted against or abstained from voting on the proposed resolution under this clause:
 - (A) three business days have passed since the email or letter referred to in paragraph (a) was sent to the members; and
 - (B) no member has asked for a general meeting to consider and discuss the proposed resolution.
- (f) The general meeting is taken to have been held:
 - (1) if paragraph (e)(2) applies – at the end of the third business day referred to in that paragraph; or
 - (2) if paragraph (e)(2) does not apply – on the day on which and at the time at which the last of the members required to make up a majority of the members voted in favour of the proposed resolution.
- (g) A special resolution cannot be passed by using the procedure set out in this clause.

7 Directors

7.1 Composition of board of directors

- (a) The company must have:
 - (1) at least 3 directors; and
 - (2) no more than 7 directors.
- (b) Each of the director positions is given a number – Director 1, Director 2, and so on.
- (c) Directors 6 and 7 are the director positions to which clause 7.3 applies. A person cannot be appointed to either of those director positions otherwise than under clause 7.3.

7.2 Eligibility

- (a) A person is eligible to be elected or appointed as a director of the company only if he or she:
 - (1) is eligible under section 201B of the *Corporations Act 2001*; and
 - (2) resides in Australia.
- (b) A person does not have to be a member of the company in order to be elected or appointed as a director.

7.3 Appointment of directors by founding member

- (a) The founding member may appoint a person as a director of the company if the person:
 - (1) is eligible under clause 7.2; and
 - (2) consents to the appointment as required by section 201D of the *Corporations Act 2001*.
- (b) The appointment becomes effective if:
 - (1) the founding member gives the company notice of the appointment and the person's consent under section 201D of the *Corporations Act 2001*; and
 - (2) at the time when paragraph (1) is complied with, there is no other director, or there is only one other director, who has been appointed as a director under this clause.

7.4 Annual elections – cycle

- (a) At each AGM held after the relevant date, an election is to be held for the director positions (to which clause 7.3 does not apply) according to the following cycle:
 - (1) the first AGM after the relevant date and every third AGM thereafter – Director 1, Director 2;

- (2) the second AGM after the relevant date and every third AGM thereafter – Director 3, Director 4;
 - (3) the third AGM after the relevant date and every third AGM thereafter – Director 5.
- (b) In this clause, "**relevant date**" means the date when the adoption of this constitution takes effect under section 137 of the *Corporations Act 2001*.

7.5 Annual elections – nominations procedure

- (a) At least 60 days before the date appointed for an AGM (or at any earlier time determined by the directors), the company secretary must publicly call for nominations to the vacant positions for the AGM. The company secretary must follow any directions given by the directors about the manner in which nominations will be publicly called for. Unless the directors determine otherwise, the call for nominations must specify a closing date that is no later than 30 days before the date appointed for the AGM.
- (b) The "**vacant positions**" for an AGM are:
 - (1) the director positions for which an election is to be held at that AGM under clause 7.3; and
 - (2) the director positions (other than those to which clause 7.3 applies) to which no director has been elected or appointed and is in office as at the date when the company secretary publicly calls for nominations.
- (c) A person who is interested in being elected to one of the vacant positions may nominate for the position by giving the company secretary:
 - (1) a nomination form that is signed by the person and is in any form specified by the directors (or by the company secretary, if not specified by the directors) from time to time and which may:
 - (A) require the person's nomination to be proposed by an existing member or director of the company; or
 - (B) require the nomination to be seconded by an existing member or director of the company; or
 - (C) require the person to provide information to assist in determining whether the person is eligible to be elected or appointed as a director; or
 - (D) require the person to provide information to assist in the consideration of the nomination; or
 - (E) include a form of consent for the purposes of section 201D of the *Corporations Act 2001*; or
 - (F) require more than one, or all, of those things; and

- (2) a form of consent for the purposes of section 201D of the *Corporations Act 2001* (if it is not included in the nomination form).
- (d) The company secretary must pass each nomination for a vacant position on to the chair of the Nominations Committee.

7.6 Annual elections – voting procedure

- (a) If the number of vacant positions for an AGM equals or is more than the number of candidates who have nominated for those vacant positions under subclause 7.5(c):
 - (1) a candidate is to be declared elected to a vacant position if an ordinary resolution is passed at the AGM to approve the appointment of the candidate to that vacant position; and
 - (2) if paragraph (1) does not apply to a vacant position, that vacant position remains vacant.
- (b) If the number of vacant positions for an AGM is less than the number of candidates who have nominated for those vacant positions under subclause 7.5(c), a ballot is to be conducted at the AGM to elect directors to those vacant positions.
- (c) For the purposes of the ballot:
 - (1) a balloting list is to be prepared, containing the names of the candidates in alphabetical order by surname; and
 - (2) each person who is entitled to vote at the AGM may complete one balloting list by marking the names of a number of candidates not more than the number of vacant positions for which the election is being conducted; and
 - (3) each candidate whose name is marked in a correctly completed balloting list is taken to have received one vote; and
 - (4) the candidates receiving the highest number of votes are to be declared elected to the vacant positions for which the election is being conducted until they are all filled; and
 - (5) if there is a deadlock because two or more candidates receive the same number of votes but they cannot all be declared elected to a vacant position because there aren't enough vacant positions:
 - (A) a second ballot round is to be conducted; and
 - (B) the second round is to only be between the candidates who received the same number of votes in the first round; and
 - (C) if there is still a deadlock after the second round, the person chairing the AGM will have a casting vote to resolve the deadlock; and
 - (6) the way that the ballot is otherwise conducted is to be decided by the person chairing the AGM.

7.7 Nominations Committee

- (a) The directors will establish a committee called the "**Nominations Committee**".
- (b) The Nominations Committee is to comprise at least three people selected by the directors. A director or a member may serve on the Nominations Committee but a person does not have to be a director or a member in order to serve on the Nominations Committee.
- (c) A member of the Nominations Committee serves on the Nominations Committee until they resign their position or are removed by the directors.
- (d) The Nominations Committee must give a report to the directors on each director candidate. The report must indicate whether or not the director candidate is a suitable candidate for election or appointment as a director of the company having regard to, or rank or score the director candidate against, the relevant criteria.
- (e) A person is a "**director candidate**" if the person:
 - (1) has nominated for a vacant position under subclause 7.5(c); or
 - (2) is a person whose proposed appointment to fill a casual vacancy is notified to the chair of the Nominations Committee under paragraph 7.8(c)(1).
- (f) The "**relevant criteria**" are the criteria determined by the directors from time to time and, until any other criteria are determined, are the following:
 - (1) whether the director candidate is a current or past resident of Ipswich city;
 - (2) the director candidate's knowledge of environmental and sustainability issues within Ipswich city;
 - (3) the director candidate's commitment to environmental management and environmental sustainability;
 - (4) the director candidate's capacity to devote sufficient time to contribute to the governance of the company and contribute to its projects;
 - (5) the director candidate's existing environmental sustainability networks;
 - (6) the director candidate's expertise or experience in one or more of the following areas:
 - (A) wildlife management;
 - (B) water quality;
 - (C) energy efficiency;
 - (D) waste management;
 - (E) food production;
 - (F) community engagement;

(G) project management.

- (g) The Nominations Committee may weight the relevant criteria however the Nominations Committee decides.
- (h) The Nominations Committee may obtain information to assist in its deliberations by any method it considers appropriate, including by interviewing director candidates and referees for director candidates.
- (i) The Nominations Committee is to act by majority vote. Its meetings are to be chaired by one of its members who is elected by the members to chair its meetings. A quorum for a meeting of the Nominations Committee consists of a bare majority of the number of its members from time to time.
- (j) A decision of or report by the Nominations Committee:
 - (1) does not have to be accompanied by reasons and does not have to be explained; and
 - (2) cannot be challenged; and
 - (3) has no binding legal effect.
- (k) A director candidate cannot sue a member of the Nominations Committee or the company in defamation or any similar cause of action in respect of loss or damage alleged to result from anything done by the Nominations Committee, or a member of the Nominations Committee, under this constitution.

7.8 Casual vacancies

- (a) If a director position is vacant, it is a position for which there is a "**casual vacancy**".
- (b) If there is a casual vacancy, other than in a director position to which clause 7.3 applies, the remaining director or directors may fill the casual vacancy by appointing a person to be a director of the company.
- (c) However, before doing so, the directors must:
 - (1) notify the chair of the Nominations Committee of the person proposed to be appointed to fill the casual vacancy; and
 - (2) give the Nominations Committee one month to give the directors a report under subclause 7.7(d); and
 - (3) take that report into account,unless the casual vacancy needs to be filled in order for the directors to number at least the minimum provided in paragraph 7.1(a)(1).
- (d) From the time a casual vacancy arises until it is filled, the remaining director or directors (if they number fewer than the minimum provided in paragraph 7.1(a)(1)) may act only:

- (1) to appoint a person as a director to fill the casual vacancy under this constitution; or
- (2) for the purpose of taking action, that the remaining directors reasonably consider to be urgent, to protect the interests of the company or to make sure the company complies with any legal obligations.

7.9 When office of director becomes vacant

In addition to the circumstances prescribed by the *Corporations Act 2001*, the office of a director becomes vacant if the director:

- (a) is removed from office by the company by resolution; or
- (b) resigns as a director by giving written notice of the resignation to the company; or
- (c) becomes of unsound mind or a person who is, or whose estate or any part of it is, liable to be dealt with in any way under a law relating to mental health; or
- (d) becomes an insolvent under administration; or
- (e) is convicted on indictment of an offence and the directors do not within one month after that conviction resolve to confirm the director's appointment or election to the office of director; or
- (f) occupies a director position for which an election is to be held at an AGM under clause 7.3 and the date of that AGM arrives; or
- (g) is a director who was appointed under clause 7.3 and the founding member gives the company written notice that the founding member removes that director from office.

7.10 Interested directors

- (a) A director may hold another position (except as auditor) in the company or any related body corporate of the company in conjunction with his or her directorship.
- (b) A director:
 - (1) may be or become a director or other officer of, or otherwise interested in, any related body corporate of, or other body corporate promoted by, the company or in which the company is interested as a shareholder or otherwise; and
 - (2) is not accountable to the company for any remuneration or other benefits the director receives in that other capacity.
- (c) The directors may exercise the voting rights conferred by shares held or owned by the company in, or membership of, any body corporate in all respects in the way they decide.
- (d) A director is not disqualified merely because he or she is a director from contracting with the company in any respect, including but not limited to:

- (1) selling property to, or buying property from, the company; or
 - (2) lending money to the company with or without interest or security; or
 - (3) guaranteeing the repayment of money borrowed by the company for a commission or profit; or
 - (4) underwriting or guaranteeing the subscription for securities in any related body corporate of, or other body corporate promoted by, the company or in which the company is interested as a shareholder or otherwise, for a commission or profit; or
 - (5) being employed by the company or acting in any professional capacity (except as auditor) on behalf of the company.
- (e) A contract made by a director with the company and a contract or arrangement entered into by or on behalf of the company under which any director may in any way be interested is not avoided or rendered voidable merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.
- (f) A director contracting with or being interested in any arrangement involving the company is liable to account to the company for any profit realised by or under that contract or arrangement unless the directors decide otherwise.
- (g) Unless section 195 of the *Corporations Act 2001* permits it, a director who has a material personal interest in a matter that is being considered at a directors' meeting must not:
 - (1) be present while the matter is being considered at the meeting; or
 - (2) vote on the matter.
- (h) The directors:
 - (1) may make regulations requiring the disclosure of interests that a director, and any person considered by the directors as related to or associated with the director, may have in any matter concerning the company or a related body corporate of the company; and
 - (2) may amend and revoke the regulations and make new ones; and
 - (3) must comply with the regulations as in force from time to time.

7.11 Powers and duties of directors

- (a) The directors are responsible for managing the company's business and affairs and may exercise to the exclusion of the company in general meeting all the company's powers which are not required, by law or by this constitution, to be exercised by the company in general meeting.
- (b) For example, the directors may exercise the powers of the company to:
 - (1) borrow or otherwise raise money; and

- (2) charge any property or business of the company; and
 - (3) issue debentures or give any other security for a debt, liability or obligation of the company or of any other person.
- (c) The directors may decide how cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the company.
- (d) The directors may pay out of the company's funds all expenses of the promotion, formation and registration of the company and the vesting in it of the assets acquired by it.
- (e) The directors may:
 - (1) appoint or employ a person to be an officer, agent or attorney of the company for the purposes and with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors) and for the period and on the conditions that the directors decide; and
 - (2) authorise an officer, agent or attorney to delegate any or all of those powers, discretions and duties; and
 - (3) subject to any contract between the company and the officer, agent or attorney, remove or dismiss that person at any time, with or without cause.
- (f) A power of attorney may contain any provisions for the protection and convenience of the attorney and persons dealing with the attorney that the directors decide.

7.12 Meetings of directors

- (a) Except as provided by this constitution or by the *Corporations Act 2001*, the directors may meet together and adjourn and otherwise regulate their proceedings as they think fit.
- (b) A director may convene a meeting of the directors whenever he or she thinks fit.
- (c) The secretary must, on the requisition of a director, convene a meeting of the directors.

7.13 Notice of meetings of directors

- (a) Subject to this constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice:
 - (1) a director, except a director on leave of absence approved by the directors; or
 - (2) an alternate director appointed under this constitution.
- (b) A notice of a meeting of directors:
 - (1) need not be in writing; and

- (2) must specify the date, time and place of the meeting; and
 - (3) need not state the nature of the business to be transacted at the meeting; and
 - (4) may be given immediately before the meeting; and
 - (5) may be given in person or by post, telephone, fax, email or other electronic means; and
 - (6) is taken as given to an alternate director if it is given to the director who appointed that alternate director.
- (c) A director entitled to be given notices of meetings of directors may waive that entitlement by written notice to the company, in which case notice does not need to be given to that director. The waiver may relate to:
- (1) all notices of meetings of directors until the waiver is revoked; or
 - (2) all notices of meetings for a stated period; or
 - (3) all notices of meetings of a stated kind; or
 - (4) notice of a particular meeting.
- (d) The non-receipt of notice of a meeting of directors (or any document required to accompany it) by, or the failure to give the notice or document to, any director does not invalidate any act, matter or thing done or resolution passed at the meeting of directors if:
- (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the director waived or has waived his or her entitlement to be given the notice; or
 - (3) before or after the meeting, the director has notified or notifies the company of his or her agreement to that act, matter, thing or resolution (or to all of them generally).
- (e) The attendance by a director (or by an alternate director appointed by that director) at a meeting of directors waives any objection that director might have had to a failure to give notice, or the giving of a defective notice, of the meeting.

7.14 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of directors, except the election of the chairperson and the adjournment of the meeting, unless a quorum of directors is present when the meeting proceeds to business.
- (b) A quorum consists of:
 - (1) the number of directors previously fixed by the directors by resolution; or
 - (2) if no number has been fixed – two directors.

- (c) If the number of directors in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of directors fixed under this constitution or by law, or if the requirements of this constitution concerning the qualifications of directors are not satisfied, the remaining director or directors must act as soon as possible to:
 - (1) increase the number of directors to a number sufficient to constitute a quorum, to total the minimum number fixed or to satisfy the requirements concerning qualifications; or
 - (2) convene a general meeting of the company for that purpose; or
 - (3) appoint additional directors,

and, until that has happened, the remaining director or directors may nevertheless continue to act despite the matter if and to the extent that there is an emergency requiring him, her or them to act (such as the need to comply with a requirement of this constitution or of the law to do something at a particular time).

7.15 Chairing of meetings of directors

- (a) The directors may elect one of the directors as chairperson of directors and may decide the period for which that director is to be the chairperson.
- (b) The chairperson of directors must preside as chairperson at each meeting of directors.
- (c) If there is no chairperson of directors or if the chairperson of directors is not present within 10 minutes after the time appointed for a meeting of directors, or is present but not willing to preside as chairperson for all or part of the meeting, then the directors present must elect one of the directors present as chairperson of the meeting.

7.16 Decisions of directors

- (a) A meeting of directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the directors.
- (b) Questions arising at a meeting of directors must be decided by a majority of votes cast by the directors present. Such a decision is for all purposes a decision of the directors.
- (c) If the votes on a proposed resolution are equal:
 - (1) the chairperson of the meeting does not have a second or casting vote; and
 - (2) the proposed resolution is taken as lost.

7.17 Written resolutions

- (a) A director, or a person authorised by a director, may propose to the directors that they pass a resolution by circular by:
 - (1) sending an email to the other directors; or

- (2) writing a letter to the other directors (including a letter sent by fax),
that sets out the wording of the proposed resolution.
- (b) A director who receives an email or letter referred to in paragraph (a) may:
 - (1) vote in favour of, vote against or abstain from voting on the proposed resolution; or
 - (2) ask for a meeting of the directors to be called to consider and discuss the proposed resolution,
- (c) A director may do one of the things listed in paragraph (b) by sending an email or letter to that effect to:
 - (1) the director proposing the resolution; or
 - (2) the company's secretary; or
 - (3) a person authorised by the director proposing the resolution or by the company's secretary to receive the directors' responses.
- (d) The company's secretary must call a meeting of the directors to consider and discuss the proposed resolution if a director asks for such a meeting before the proposed resolution is taken by paragraph to have been passed.
- (e) The proposed resolution is taken to have been passed by the directors, and to have the same effect as if it had been passed by a majority vote at a meeting of the directors, if:
 - (1) a majority of the directors vote in favour of the proposed resolution under this clause; and
 - (2) if not all of the directors have voted in favour of, voted against or abstained from voting on the proposed resolution under this clause:
 - (A) three business days have passed since the email or letter referred to in paragraph (a) was sent to the directors; and
 - (B) no director has asked for a meeting of the directors to consider and discuss the proposed resolution.
- (f) The meeting is taken to have been held:
 - (1) if paragraph (e)(2) applies – at the end of the third business day referred to in that paragraph; or
 - (2) if paragraph (e)(2) does not apply – on the day on which and at the time at which the last of the directors required to make up a majority of the directors voted in favour of the proposed resolution.

7.18 Alternate directors

- (a) A director may, with the approval of the directors, appoint a person as his or her alternate director for the period the director decides.

- (b) An alternate director may be, but need not be, a member or director of the company.
- (c) One person may act as alternate director for more than one director.
- (d) In the absence of the appointer, an alternate director may exercise any power and do any thing that the appointer could, and the exercise or act by the alternate director is taken to be that of the appointer. This includes, for example:
 - (1) if the appointer does not attend a meeting of directors, attending and voting in place of and on behalf of the appointer; and
 - (2) if the appointer does not participate in assenting to a written resolution, doing so in place of and on behalf of the appointer.
- (e) An alternate director is entitled to act and vote separately for each director the alternate director represents, as well as acting and voting in his or her own right if he or she is a director.
- (f) The office of an alternate director is vacated if and when the appointer vacates office as a director.
- (g) The appointer may terminate the appointment of an alternate director at any time, even though the period of the appointment has not expired.
- (h) An appointment, or the termination of an appointment, of an alternate director must be in writing signed by the appointer and does not take effect until the company has received written notice of the appointment or termination.
- (i) An alternate director is not to be taken into account in counting the minimum or maximum number of directors of the company.
- (j) In deciding whether a quorum is present at a meeting of directors or for participating in assenting to a written resolution, an alternate director who attends the meeting or participates is to be counted as a director for each director on whose behalf the alternate director attends or participates, as well as on his or her own right if he or she is a director.
- (k) An alternate director, while acting in that capacity, is:
 - (1) responsible to the company for his or her own acts and defaults; and
 - (2) not to be taken to be the agent of the director who appointed him or her.

7.19 Committees of directors

- (a) The directors may delegate any of their powers to one or more committees consisting of the number of directors they decide.
- (b) A committee to which any powers have been delegated must exercise those powers, and must generally act, in accordance with any directions given by the directors.

- (c) Otherwise, the provisions of this constitution that apply to meetings, proceedings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings, proceedings and resolutions of a committee.

7.20 Delegation to individual directors

- (a) The directors may delegate any of their powers to one director or to a number of directors.
- (b) If the delegation is to a number of directors, it may be joint or joint and several. If it does not specify otherwise, it is taken to be joint.
- (c) A director, or directors, to whom any powers have been delegated must exercise those powers, and must generally act, in accordance with any directions given by the directors.

7.21 Validity of acts

An act done by a person acting as a director or alternate director, a meeting of directors or a committee or delegate of directors is not invalidated merely because of:

- (a) a defect in the appointment of any person as a director or alternate director; or
- (b) a person being disqualified to be a director or having vacated office as a director; or
- (c) a person not being entitled to vote,

if that circumstance was not known to the person, meeting, committee or directors (as applicable) when the act was done.

8 Executive officers

8.1 Executive director

- (a) The directors may appoint one of the directors as executive director.
- (b) An executive director's appointment as executive director automatically terminates if he or she ceases to be a director.

8.2 Secretaries

- (a) The directors must appoint at least one secretary and may appoint additional secretaries.
- (b) The directors may appoint one or more assistant secretaries.
- (c) A secretary or assistant secretary may resign from office at any time by giving written notice to the company.

8.3 Provisions applying to all executive officers

- (a) An executive director, secretary or assistant secretary may be appointed for the period, at the remuneration and on the conditions that the directors decide.
- (b) Subject to any contract between the company and the executive director, secretary or assistant secretary, the directors may remove or dismiss that person at any time, with or without cause.
- (c) The directors may:
 - (1) confer on an executive director, secretary or assistant secretary the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors) that the directors decide; and
 - (2) withdraw, suspend or vary any of those powers, discretions and duties; and
 - (3) authorise an executive director, secretary or assistant secretary to delegate any or all of those powers, discretions and duties.
- (d) An executive director, secretary or assistant secretary may be, but need not be, a member of the company.
- (e) An act done by a person acting as an executive director, secretary or assistant secretary is not invalidated merely because of:
 - (1) a defect in the appointment of that person; or
 - (2) the person being disqualified to hold that position,if that circumstance was not known to the person, meeting, committee or directors when the act was done.

9 Advisory committees

9.1 Advisory committees

- (a) The directors may:
 - (1) establish one or more advisory committees; and
 - (2) appoint and remove, or make provision for the appointment and removal of, members of the advisory committees.
- (b) Each advisory committee will consist of a single individual or the number of individuals that the directors decide.
- (c) The directors may terminate an advisory committee at any time.

9.2 Functions and procedures

- (a) The functions of each advisory committee will be decided by the directors.

- (b) The directors may specify and change:
 - (1) the manner in which proceedings of each advisory committee, or the advisory committees in general, are to be conducted; and
 - (2) the matters that it or they must consider in carrying out its or their functions; and
 - (3) any other matters concerning it or them, or its or their functions, that the directors decide.

10 Indemnity and insurance

10.1 Indemnity

- (a) The company must:
 - (1) indemnify; and
 - (2) if requested by an indemnified person, enter into a deed indemnifying, each indemnified person, on a full indemnity basis and to the full extent permitted by law, for all losses or liabilities incurred by the indemnified person in his or her capacity as an indemnified person.
- (b) Without limiting it, the indemnity extends to a liability for negligence or for reasonable costs and expenses incurred:
 - (1) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the indemnified person or in which the indemnified person is acquitted; or
 - (2) in connection with an application, in relation to those proceedings, in which the court grants relief to the indemnified person under the *Corporations Act 2001*.
- (c) The indemnity:
 - (1) is a continuing obligation and is enforceable by an indemnified person even though that person has ceased to occupy the office making him or her an indemnified person; and
 - (2) operates only to the extent that the loss or liability is not covered by insurance.
- (d) The indemnified persons are:
 - (1) each person who is or has been a director, alternate director, executive director, secretary or assistant secretary of the company; and
 - (2) any other officers or former officers of the company or of any related body corporate of the company that the directors decide; and

- (3) the members of any advisory committee established from time to time under this constitution.

10.2 Insurance

- (a) The company may, to the extent permitted by law:
 - (1) purchase and maintain insurance; or
 - (2) pay or agree to pay a premium for insurance,for any indemnified person against any liability incurred by the indemnified person in his or her capacity as an indemnified person including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal, and whatever their outcome.
- (b) The indemnified persons are:
 - (1) each person who is or has been a director, alternate director, executive director, secretary or assistant secretary of the company; and
 - (2) any other officers or former officers of the company or of any related body corporate of the company that the directors decide; and
 - (3) the members of any advisory committee established from time to time under this constitution.

10.3 Savings

The provisions of this constitution about indemnifying, and insurance for, indemnified persons do not:

- (a) affect any other right or remedy that an indemnified person may have in relation to a loss or liability; or
- (b) limits the capacity of the company to indemnify or provide or pay for insurance for any person who is not an indemnified person.

11 Patrons

- (a) The company will have two Patrons:
 - (1) the Mayor of Ipswich City Council from time to time; and
 - (2) Patrick Rafter.
- (b) The company may change one or both of its Patrons by a resolution of the directors.
- (c) A Patron may resign by notice to the company.
- (d) The Patrons have a ceremonial role only. They do not have any powers or rights under this constitution.

12 Auditor

The company must appoint a properly qualified auditor whose duties will be regulated under the *Corporations Act 2001*.

13 Notices

13.1 How notices may be given

The company may give a notice (including a formal notice of meeting, other document or other communication) to a member or director by:

- (a) delivering it to the member or director personally; or
- (b) sending it to the member's fax number or email address, if the member has nominated one to the company for receipt of notices; or
- (c) posting it by prepaid post to the member's or director's registered address.

13.2 When taken as given

A notice is taken as given by the company and received by the member or director:

- (a) if delivered – at the time of delivery; or
- (b) if faxed – when all pages of the fax have been transmitted to the member's or director's fax number according to a report produced by the sending machine (unless that is not on a business day or is after 5:00pm on a business day, in which case the notice is taken to be given at 9:00am on the next business day); or
- (c) if sent by electronic means – at 9:00am on the next business day; or
- (d) if posted – at 9:00am on the second business day after it was posted.

13.3 Registered address

- (a) For the purposes of this constitution:
 - (1) a member's registered address is the member's residential, business, postal or other address as notified to the company by the member and recorded in the company's records from time to time (or any one of them, if there are more than one for the member); and
 - (2) a director's registered address is the director's:
 - (A) residential, business, postal or other address as notified to the company by the director and recorded in the company's records from time to time (or any one of them, if there are more than one for the director); or
 - (B) address recorded for the director on the ASIC database.

- (b) A director must ensure that the company always has a current email address that the company, other directors and the company secretary can use for the director. That email address is taken to be a registered address for the director.
- (c) A member must ensure that the company always has a current registered address for the member.
- (d) If a member does not have a registered address in Australia, a notice advertised in a daily newspaper circulating in Ipswich is taken to have been given to the member at 9:00am on the day on which the newspaper appears if:
 - (1) the notice is addressed to the member, regardless of whether it is also addressed to someone else; or
 - (2) the notice is not addressed to the member by name but is addressed to the members of the company generally.
- (e) If a notice is sent to a member's or a director's registered address, it is deemed to have been given to or served on the member or director when it would have been delivered in the ordinary course of the post or electronic service through which it was sent.

14 Winding up

- (a) If, on the winding up or dissolution of the company, any property remains after satisfaction or all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:
 - (1) which is charitable at law; and
 - (2) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in this constitution.
- (b) The identity of the fund, authority or institution must be decided by the members by ordinary resolution at or before the time of the winding up or dissolution of the company or, if the members cannot decide, by the Supreme Court of Queensland.

15 Restricted constitutional changes

- (a) A restricted constitutional change does not have any effect unless:
 - (1) the founding member was a member of the company on the date of the restricted constitutional change and:
 - (A) it was a special resolution passed at a general meeting at which the founding member was represented by a body corporate representative, proxy or attorney who voted in favour of the special resolution; or
 - (B) it was a special resolution passed under a provision of this constitution allowing it to be passed without holding a meeting and the founding

member participated in the passing of the resolution by actually voting in favour of it; or

- (2) the founding member gave a notice to the company consenting to the restricted constitutional change before it was made, or does so after it was made, whether or not the founding member is or was a member of the company.
- (b) For this clause, each of the following is a "**restricted constitutional change**":
- (1) a special resolution repealing this constitution;
 - (2) a special resolution modifying this constitution by deleting, omitting or otherwise removing from this constitution a protected provision;
 - (3) a special resolution modifying this constitution in a way that removes, restricts, qualifies, reduces or negates the founding member's rights under or otherwise impairs or changes the effect of a protected provision.
- (c) For this clause, each of the following is a "**protected provision**":
- (1) clause 5.4;
 - (2) subclause 7.1(c);
 - (3) clause 7.3;
 - (4) subclause 7.9(g).
- (d) This clause ceases to have effect if the founding member becomes a member of the company and subsequently ceases to be a member of the company.

16 Transitional

- (a) A person who was, on the relevant date, a member of the company in any class of members:
- (1) continues to be a member of the company; and
 - (2) is an ordinary member.
- (b) A person who was, on the relevant date, a director of the company:
- (1) continues to be a director of the company until the person's office becomes vacant under this constitution or the law; and
 - (2) occupies the director position indicate alongside the person's name below, regardless (in the case of Directors 6 and 7) of the fact that the founding member may not be a member of the company on the relevant date:
 - (A) Heather Morrow – Director 6;
 - (B) Craig Maudsley – Director 7;

- (C) Stephen Rafter – Director 1;
- (D) Shane O'Kane – Director 2.
- (c) In this clause, "**relevant date**" means the date when the adoption of this constitution takes effect under section 137 of the *Corporations Act 2001*.