



CONSTITUTION OF GROUND ONE CIVIL PTY LTD

ACN 639 357 896

An Aboriginal-owned proprietary company limited by shares

Adopted by Special Resolution on 15 July 2025

Preamble Ground One Civil Pty Ltd is an Indigenous-owned company committed to pursuing social and environmental impact alongside sustainable financial returns. This Constitution embeds priorities of purpose, people (particularly Indigenous Australians), and planet in all governance, replacing the Replaceable Rules in the Corporations Act 2001 (Cth). The company's social purpose is publicly communicated via its website (groundonecivil.com).



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Rule 1: Interpretation and Application

1.1: Definitions: Terms like "Act" mean Corporations Act 2001 (Cth); "Governor Members" mean holders of Governor Shares (Indigenous founding owners/nominees); "Purpose" refers to Rule 2 objects.

1.2: This Constitution prevails over Replaceable Rules. Words defined in the Act have the same meaning.

1.3: The company complies with Supply Nation certification and Indigenous ownership standards.

Rule 2: Objects and Purpose

2.1: Primary Objects: The company exists to: (a) Solve social problems by providing meaningful employment, skills training, apprenticeships, and career pathways for Indigenous Australians in civil construction. (b) Foster economic empowerment, reduce disadvantage, and support community development in Aboriginal communities. (c) Promote cultural preservation through projects respecting Indigenous knowledge and values. (d) Advance environmental sustainability via low-impact techniques, resource efficiency, and participation in renewable energy infrastructure. (e) Support aligned initiatives, including One Civil Ground, for broader civil discourse and impact.

2.2: These objects guide all decisions; the company publicly communicates them online (groundonecivil.com) and plans ongoing governance updates to embed them further.

2.3 Financial returns support, but do not override, these objects.

Rule 3: Shares, Revenue, and Financing

3.1: Share Classes: Ordinary Shares (general rights); Governor Shares (special rights per Schedule 1, held by Indigenous owners).

3.2: Revenue Model: Revenue is generated solely from earned income via ethical commercial contracts in civil construction (e.g., formwork, reinforcement, concrete, personnel for major projects), ensuring self-sustainability and 100% coverage of expenses.

3.3: Financing: Sources must align with objects; no arrangements permitting purpose dilution.

Rule 4: Directors' Duties and Operational Priorities

4.1: Expanded Duties: Under s181 of the Act, directors must act in the company's best interests by balancing and prioritising: (a) The objects in Rule 2. (b) People: Indigenous employees/communities (e.g., hiring targets, cultural safety). (c) Planet: Sustainable practices (e.g., environmental compliance, low-impact methods). (d) Financial viability, only where it supports the above.

4.2: Operations: All decisions (projects, partnerships) prioritise purpose; meet/exceed sector standards (safety, quality); annual website report on priorities.

Rule 5: Surplus, Distributions, and Reinvestment

5.1: Reinvestment Commitment: Any surplus (after expenses/reserves) allocates 50% to purpose advancement (e.g., Indigenous training and employment, community programs, One Civil Ground support).

5.2: Distributions: Limited dividends after reinvestment; aligned with impact. (current limited surplus reinvested in growth).

Rule 6: Members and General Meetings (Standard provisions adapted from Act: Notice, voting, proxies; minimum meetings.)

Rule 7: Board of Directors

7.1: Composition: At least one Indigenous director; appointments consider cultural alignment.

7.2: Powers: Exercise all company powers aligned with objects.

Rule 8: Amendments and Purpose Lock-In

8.1: Amendments to Rules 2, 4, 5, or this Rule require: Special resolution (75%) plus unanimous Governor Member approval.

8.2: Public commitment to purpose protection via website.



Schedule 1: Governor Share Rights

- Veto on purpose changes.
- Priority in certain decisions.

Execution

We consent to this Constitution and adoption:

Jody Gropler - Director

Name - Position



Signature

15/7/2025
Date

Georgia Manton - Director

Name - Position



Signature

15-07-25
Date

WITNESS

Adrian Halton - Company Secretary

Name - Position



Signature

15/7/2025
Date

