

**COMPANIES ORDINANCE 1962**  
**COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

**of**

**THE SIR ROBERT MENZIES MEMORIAL FOUNDATION LIMITED**

**(as amended at the Annual General Meeting 19 May, 2009)**

1. The name of the Company is "The Sir Robert Menzies Memorial Foundation Limited" (hereinafter referred to as "the Foundation").
2. The Registered Office of the Foundation may be situated anywhere in Australia.
3. The Foundation is established to perpetuate and honour the memory of Sir Robert Menzies by promoting excellence in medical and health research, education (including the awarding of scholarships) and other activities of national importance and shall have the following objects:
  - (a) To provide to Australian men and women through grant or other assistance opportunity, whether in Australia or abroad, for academic training or practical training or experience in serious and nationally significant pursuits for the purpose of increasing their contribution to the Australian community through their career, calling, profession or other occupation, or in any other way.

Without in any way limiting the generality of the foregoing, such grants or other assistance opportunities:

- (i) may be applied in any career or calling or occupation, professional or non-professional, but are intended to be applied primarily for areas or aspects of interest identified with Sir Robert Menzies, including such areas as the professions, the Australian Constitution, tertiary education, training in leadership, English usage, Australian Federal-State relationships, Australia-Britain relationships, Australia-British Commonwealth relationships, Australia-Pacific relationships and Australia-United States relationships;
    - (ii) will be open to all Australian men and women and will have a special application to young persons.
  - (b) To provide through grant or other assistance opportunity for persons of leadership or scholarship or other distinction in any areas or aspects of interest identified with Sir Robert Menzies in another country to visit Australia for programmes of lectures, discussions or consultations;

- (c) To provide through grant or other assistance opportunity for young persons of skill and promise in leadership to visit Australia for academic or other training or experience in areas and instances where a contribution to Australia or Australian life may be expected to result;
- (d) To provide through grant or other assistance opportunity for research in or discussion on subjects which were of interest to Sir Robert Menzies or which are considered by the Directors to be of significance;
- (e) To encourage action to perpetuate the memory of Sir Robert Menzies, especially in places with which he was closely associated;
- (f) For the purpose of implementing any of the foregoing objects, to establish, finance and monitor research (including medical and health research), educational or other institutions, either on its own account or in conjunction with other persons;
- (g) To provide through grant or other assistance opportunity for individual Australian sportsmen and sportswomen of skill and promise to increase through special training or experience, in Australia or elsewhere, their contribution to their sport in Australia and thus to the Australian community;
- (h) To do any other acts or things which the Directors may reasonably decide upon to perpetuate the memory of Sir Robert Menzies or otherwise incidental to any of the foregoing objects.

4.1 In furtherance of the foregoing objects, the Foundation shall have the following powers:

- (a) To raise money by all lawful means including public meetings and to solicit, receive and enlist financial and other aid from individuals, trusts, companies, corporations, associations, societies and institutions and other organisations or authorities, and from Governments, Departments of State and public bodies and to conduct fund raising campaigns;
- (b) To undertake and execute any trusts the undertaking whereof the Directors of the Foundation may determine to be necessary or desirable for the carrying out of any of the objects of the Foundation and to accept any gift, endowment or bequest or devise made to the Foundation generally or for the purpose of any specific object and to carry out any trusts consistent with the objects of the Foundation that are attached to any gift, endowment, bequest or devise provided that the Foundation shall only deal with any property which is subject to any trust in such manner as is allowed by law and having regard to such trusts;
- (c) To make known and further the objects of the Foundation by the printing, publication and distribution of papers, periodicals, journals and other publications and by advertising in any medium or by any means
- (d) To employ and engage clerks, servants and persons whose services may be deemed necessary or desirable for the purpose of the operations of the Foundation, and to suspend or dismiss those persons;

- (e) To establish and support pension and superannuation schemes for the benefit of persons employed by the Foundation and to grant pensions or retiring allowances to persons who have been employed by the Foundation or to their dependents in necessitous circumstances;
- (f) To invest the money of the Foundation (in the name of the Foundation or in the name or names of such other person, persons, corporation or corporations as the Directors shall think fit and, if the Directors shall think fit, together with the money of any other person, persons, corporation or corporations) in or upon first mortgages (contributory or otherwise) in any Bank or with any corporation or in or upon the purchase of or subscription for bonds, stock, debentures, obligations or other securities of the Commonwealth of Australia or any of the States thereof or any statutory authority of the Commonwealth of Australia or any of the States thereof, or of any other government commissioners, public body or authority, supreme, municipal local or otherwise whether in Australia or elsewhere or for shares or debentures or other securities of any corporation for the time being listed or to be listed (whether or not as mining stocks) on any recognised Stock Exchange or in the purchase of bills of exchange or in the purchase of options to buy or sell securities of any corporation or in the purchase of any units (or sub-units) of any unit trust or in the purchase of plant or machinery or other real or personal property with a view to leasing the same to any person or corporation and to exercise all or any of the foregoing powers and do all or any of the foregoing things in Australia or elsewhere with power to delegate to any person, persons or corporations such of the foregoing powers and authorities as the Directors shall think fit and with liberty to change such investments or securities for any other or others of the kind aforesaid;
  - (ff) Notwithstanding the restrictions in clause (f), to invest the money of the Foundation (in the name of the Foundation or in the name or names of such other person, persons, corporation or corporations as the Directors shall think fit and if the Directors shall think fit, together with the money of any other person, persons, corporation or corporations) in such other investments as the Directors shall think fit to the intent that the Foundation has all the powers of a natural person:
- (g) To purchase, take on lease or on hire or in exchange or otherwise to acquire in any manner whatever for any tenure and upon any conditions and terms:
  - (i) any estate or interest in lands freehold leasehold or of any other tenure whether situate in the Commonwealth of Australia or elsewhere and any easements licences rights or privileges connected with or in relation to any land;
  - (ii) personal property of every description wheresoever situate; or
  - (iii) any concessions, rights, options, licences, privileges or advantages of any nature and wheresoever situate;
- (h) To develop and turn to account any land held by the Foundation or in which the Foundation is interested;

- (i) To grant, sell, convey, assign, transfer, exchange, mortgage, lease, licence or hire or dispose of in any manner whatever and either absolutely or for any term any real or personal property or any estate or interest therein for such consideration as and upon and subject to any terms, conditions, stipulations and restrictions which the Foundation may think proper;
- (j) To enter into any arrangements with any governments or authorities supreme, municipal, local or otherwise that may seem conducive to the Foundation's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, privileges and concessions;
- (k) To relinquish, abandon, surrender or give up with or without any consideration therefore any rights, concessions or other property;
- (l) To borrow or raise or secure the payment of money in any manner and in particular by mortgage or charge upon any property, assets or investments held by the Foundation or by the issue of debentures or debenture stock charged upon the Foundation's undertaking or any part thereof and to purchase redeem or pay off any such securities;
- (m) To draw, make, accept, endorse, discount, execute and issue cheques, bills of exchange, warrants and other negotiable or transferable instruments;
- (n) To do all or any of the acts, matters and things authorised by this Memorandum either alone or in conjunction with any person or company or through any agent and in any place;
- (o) To procure the Foundation to be registered or legally recognised in any other State, Territory or country;
- (p) To make, rescind or amend such by-laws, rules or regulations not inconsistent with this Memorandum nor with the Articles of Association of the Foundation for the time being in force as in the opinion of the Directors are necessary or desirable for the proper control, administration and management of the Foundation;
- (q) To do all such other things as may be incidental to or conducive to the attainment of the above objects or any of them.

The provisions of the Third Schedule to the Companies Ordinance 1962 do not apply to the Foundation and the foregoing provisions of this clause shall be read and construed without reference to the provisions of that Schedule.

- 5. The income and property of the Foundation whencesoever derived shall be applied solely towards the promotion of the objects of the Foundation as set forth in this Memorandum and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Foundation provided always;

- A. The Foundation shall be permitted to pay in good faith remuneration to any officers or servants of the Foundation or an honorarium to a member of the Board of Directors thereof in return for any services actually rendered to the Foundation.
  - B. The Foundation shall be entitled to provide the facilities and resources of the Foundation to any Director or Member of the Foundation who undertakes a project falling within the objects set out in clause 3 of this Memorandum.
  - C. The Foundation shall be entitled to pay in good faith remuneration to the Chief Executive Officer, notwithstanding that the Chief Executive Officer is a Director."
6. The liability of the members is limited and every member of the Foundation undertakes to contribute to the assets of the Foundation in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Foundation contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding the sum of Fifty dollars (\$50).
  - 7 .If upon the winding up or dissolution of the Foundation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Foundation but shall be given or transferred to a public benevolent institution or body having objects or a constitution or regulations which shall prohibit the distribution of the income or property among the members to an extent at least as great as is imposed on the Foundation under or by virtue of paragraph 5 hereof such public benevolent institution or body to be determined by resolution of the Foundation at or before the time of dissolution and in default thereof by the Supreme Court of the Australian Capital Territory or such other Court as may have or acquire jurisdiction in the matter after such Court has considered the objects of the Foundation and has decided which public benevolent institution or body will best carry out all or some of the objects of the Foundation.
  8. True accounts shall be kept of the sums of money received and expended by the Foundation and the matter in respect of which such receipt and expenditure takes place and the property, assets and liabilities of the Foundation and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association of the Foundation for the time being, such accounts shall be open to the inspection of the members.
  - 9 The full names, addresses and occupations of the subscribers are as follows:

<b>Name</b>	<b>Address</b>	<b>Occupation</b>
Edward John BUNTING, K.B.E.	8 Arnhem Place, RED HILL, A.C.T.	Retired Public Servant
Neil Mowbray MACPHILLAMY	59 Mugga Way RED HILL, A.C.T.	Solicitor

Harold KING	48 National Circ., FORREST, A.C.T.	Bank Officer
George Hedley KITCHIN-KERR	6 Nares Crescent, FORREST, A.C.T.	Director
Brian John DOYLE	22 Getting Cres., CAMPBELL, A.C.T.	Solicitor

WE the several persons whose names are subscribed to this Memorandum of Association are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Signatures of Subscribers      Name and address  
of each Witness

DATED this 8th day of November, 1978.

**COMPANIES ORDINANCE 1962**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**

**OF**

**THE SIR ROBERT MENZIES MEMORIAL FOUNDATION LIMITED**

**(as amended at the Annual General Meeting 19 May, 2009)**

1. In these Articles unless there is something in the subject or context inconsistent therewith:

"the Corporations Law" means the Corporations Law of the Australian Capital Territory and includes any statutory modification or re-enactment thereof;

"Foundation" or "the Foundation" means the Company registered as The Sir Robert Menzies Memorial Foundation of which these are the Articles of Association;

"Articles" and "these presents" means the Articles of Association for the time being of the Foundation;

"the Register" means the register of members to be kept pursuant to the Corporations Law;

"Registered Office" means the registered office for the time being of the Foundation;

"month" means calendar month;

"year" means calendar year;

"the Directors" means the whole or any number (not being less than a quorum) of the Directors of the Foundation;

"Secretary" includes any person for the time being with the approval of the Directors acting as Secretary (whether Honorary or not) or performing the duties of that office; "

"in writing" or "written" include printing, typing, lithography and other modes of reproducing or representing words in a visible form;

Unless the contrary intention appears in these Articles, an expression has, in a provision of these Articles that deals with a matter dealt with by a particular provision of the Corporations Law, the same meaning as in that provision of the Corporations Law.

words importing any gender include the other genders;

words importing persons include companies or corporation; and

words importing the singular include the plural and vice versa.

## **MEMBERS**

2. For the purposes of registering the Foundation it is declared that its membership is one hundred (100) but the Directors may from time to time register an increase of members.
3. The members of the Foundation shall be -
  - (a) the subscribers to the Memorandum of Association;
  - (b) persons not being members of the Foundation who are elected or appointed as Directors of the Foundation pursuant to these Articles;
  - (c) such other persons or corporations as the Directors may consider might assist in furthering the objects of the Foundation and may invite to become members.

The Directors may designate a member as a life member (but subject to his cessation of membership in accordance with Articles 8 and 9) in recognition of his service as a member of the Foundation.

4. Persons and corporations referred to in sub-paragraphs (b) and (c) of Article 3 shall become members upon delivering to the Foundation a written consent to being members and an undertaking to be bound by the Memorandum and Articles of Association. In the case of a person referred to in sub-paragraph (b) the consent and undertaking shall be delivered to the Foundation within 14 days after the election or appointment of that person as a Director of the Foundation.
5. No firm or other unincorporated association may as such become a member of the Foundation, but if any firm or other unincorporated association which would, if incorporated, have been eligible for membership, should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application form as its representative, and exercise the rights of membership in its behalf. Every person so nominated who is admitted to membership shall have the same rights and be subject to the same incidents and liabilities as any other individual member, except that if his nomination is revoked by the body nominating him, he shall forthwith cease to be a member of the Foundation.
6. The rights and privileges of a member shall not be transferable or transmissible.
7. The Secretary shall keep the Register containing the names and addresses of the members and such other particulars as may be required by the Corporations Law.



## **CESSATION OF MEMBERSHIP**

8. Membership of the Foundation will cease forthwith upon the happening of any one of the following events:
  - (a) if a member resigns his membership by notice in writing to the Foundation;
  - (b) if a member (being an individual) dies or becomes of unsound mind or bankrupt or compounds with his creditors or (being a corporation) goes into liquidation; or
  - (c) if the member is expelled under the provisions of Article 9.

Membership will not automatically cease upon a person ceasing to be a Director of the Foundation.

9. If any member shall refuse or neglect to comply with the provisions of the Memorandum, Articles, by-laws, rules or regulations of the Foundation or be guilty of any conduct which in the opinion of the Directors is unbecoming of a member or prejudicial to the interests of the Foundation the Directors may by resolution expel that member from the Foundation and remove him from the Register PROVIDED THAT at least twenty one (21) days before the meeting of the Directors at which such resolution for expulsion is to be considered the member shall have had notice thereof and of the intended resolution and of what is alleged against him and shall have had an opportunity of giving orally or in writing any explanation or defence he may consider appropriate, and in the event that the resolution for expulsion is passed that member may by notice in writing lodged with the Secretary within seven (7) days after the passing of that resolution has been advised to him request that the question of his expulsion be dealt with by the Foundation in general meeting and in that event an Extraordinary General Meeting of the Foundation shall be called for the purposes and if at that meeting a resolution for the expulsion of the member be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member shall be expelled and his name removed from the Register.

## **GENERAL MEETING**

10. An Annual General Meeting shall be held in accordance with the provisions of the Corporations Law. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
11. The Directors may, whenever they think fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened as provided by the Corporations Law.

## **NOTICE OF GENERAL MEETING**

12. Subject to the provisions of the Corporations Law as to short notice, not less than 14 days' notice of a general meeting, or in the case of a general meeting convened to

consider a special resolution not less than 21 days' notice, must be given in writing to each member. A notice convening a general meeting of the Foundation must specify the place, the day and the hour of the meeting and, in case of special business, the general nature of the special business to be dealt with at the meeting and there must appear in it with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy, who need not be a member of the Foundation.

13. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by any member shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

14. All business shall be special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the report of the Directors and Auditors prescribed by the Corporations Law, the election of Directors and officers in the place of those retiring.
15. At each Annual General Meeting the Directors shall submit to the members a report which in addition to any other particulars which they shall deem desirable shall contain a summary of the activities of the Foundation for the period in the case of the first report since the commencement of the Foundation's activities and in any other case since the previous report.
16. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided a quorum shall be constituted by the presence in person or by proxy or representative of not less than ten per centum of the members, provided that there shall not in any event be less than three members present in person or by proxy.
17. If within thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the members present shall be a quorum.
18. If neither the Chairman of Directors nor any Deputy Chairman of Directors shall be present within fifteen (15) minutes after the time appointed for holding a meeting the members present shall choose one of their number to be chairman of that meeting.
19. (1) The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (2) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
  - (3) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
20.
  - (1) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
    - (a) by the chairman;
    - (b) by three or more members present in person or by proxy; or
    - (c) by members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members.
  - (2) Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
  - (3) The demand for a poll may be withdrawn.
21. If a poll is duly demanded it shall be taken at such time and in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded provided that a poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall have a second or casting vote.
23. A member may vote in person or by proxy or by attorney, or (in the case of a corporation) by representative, and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member or a representative of a member present in person or by proxy or by attorney or (in the case of a corporation) by representative, shall have one vote.
24. The instrument appointing a proxy shall be in writing in a common or usual form under the hand of the appointer or of his attorney duly authorised in writing. The form may afford members an opportunity to direct their proxy how to vote on any particular resolution but unless otherwise instructed the proxy may vote as he thinks fit. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
25. A proxy need not be a member.

26. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall be treated as invalid.
27. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, insanity, or revocation aforesaid has been received by the Foundation at the Registered Office before the commencement of the meeting or adjourned meeting at which the instrument is used.
28. Any person (whether a member or not) who holds a Power of Attorney from a member to act generally in the affairs of such member or holds a special Power of Attorney to act and vote for such member at meetings or at any particular meeting of the Foundation shall, until formal written notice of revocation of such Power of Attorney shall have been given to the Foundation, be considered to have and may exercise the same rights, powers and privileges as such member would have and be entitled to exercise if he were personally present.
- 29 (deleted)
30. For the purpose of securing the widest participation in the activities of the Foundation and the carrying out of the objects the Directors may from time to time by resolution in that behalf invite representatives of any association, organisation, university or branch thereof department of government Federal, State or Municipal or any group to attend any General Meeting of the Foundation with the right to such persons to participate in discussions but without the right to vote.

## **PATRONS**

31. The Directors may from time to time in their discretion appoint one or more Patron or Patrons of the Foundation who may (but need not) be members.

## **DIRECTORS AND MANAGEMENT OF THE FOUNDATION**

32. The Foundation and the business, affairs and the property thereof shall be under the direction of a Board of Directors.
33. Deleted
34. The Directors may elect a Chairman of Directors and if they think fit one or more Deputy Chairmen of Directors and determine the period or periods for which they are to hold office.

35. The Directors may also create such offices as that of National President and Honorary Treasurer and may fill such offices from their number. They may determine the periods for which such appointees are to hold office so however that each such appointment shall terminate automatically upon the appointee ceasing to be a Director.
36. The first Directors shall be appointed by the subscribers to the Memorandum and Articles of Association of the Foundation.
37. At the first and every subsequent Annual General Meeting one-third of the Directors for the time being (or if their number is not a multiple of three then the number closest to one-third of their number) shall retire from office but, if willing, be eligible for re-election.
38. The Directors to retire in each year shall be those who have been longest in office since their last election but as between persons who become Directors on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
39. A retiring Director shall act as a Director throughout the meeting at which he retires and any adjournment thereof.
40. Nominations for election as Directors shall be invalid unless they embody a consent to act as a Director by the person nominated and are received at the Registered Office at least 21 days before the Annual General Meeting.
41. Should a ballot become necessary the Secretary shall cause ballot papers to be prepared containing the names of the candidates in alphabetical order and such directions as to the recording of votes as the Directors shall determine.
42. If no nominations are received such of the retiring Directors as are willing shall continue in office and shall be deemed to have been re-elected on the date of the Annual General Meeting.
43. The Foundation may by ordinary resolution remove any Director before the expiration of his period of office and by ordinary resolution appoint another person as a director of the Foundation in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed.
44. In the event of any vacancy or vacancies occurring among the Directors, the continuing Directors may act, notwithstanding such vacancy or vacancies, but so that, if their number falls below six (6) the Directors shall not, except for the purpose of filling vacancies, act so long as the number is below that minimum.
45. The Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the end of the next annual general meeting but may be re-elected at that meeting.

46. Any Directors appointed pursuant to Article 36 shall be deemed to have held office from the date of incorporation of the Foundation.
47. The Directors shall not be entitled to remuneration (except as permitted by the Memorandum of Association of the Foundation) for their services to the Foundation as Directors but shall be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or of any Committee of the Directors or General Meetings of the Foundation or in connection with the business of the Foundation.

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

48. The Directors may pay all expenses incurred in setting up and incorporating the Foundation and may exercise all such powers, authorities and discretions of the Foundation as are not by the Corporations Law or by the Memorandum of Association or by these Articles required to be exercised by the Foundation in General Meeting, subject nevertheless to these Articles and to the provisions of the Corporations Law, and to such regulations, being not inconsistent with the Memorandum of Association or these Articles or the provisions of the Corporations Law as may be prescribed by the Foundation in General Meeting; but no regulation made by the Foundation in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
49. The Directors may appoint from their number such Committees with such powers and for such purposes as they may from time to time determine and may from time to time remove and replace with others of their number the persons so appointed.
50. The Directors may define the powers, authorities, discretions and duties of the Secretary and of the Honorary Treasurer and of any other Officer of the Foundation and from time to time may alter or limit any such powers, authorities, discretions and duties in any manner they may deem desirable.
51. The Directors shall cause minutes to be kept in books provided for the purposes:
  - a) of all appointments of officers made by the Directors;
  - b) of the names of the Directors present at each meeting of the Directors and of any Committee of the Directors and of the Foundation; and
  - c) of all resolutions and proceedings at all meetings of the Foundation and of the Directors and of Committees of the Directors.

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

## **EXECUTIVE**

- 52 .(1) The Directors may appoint not less than three (3) of their number to act as an Executive Committee of the Foundation, with power between meetings of Directors to deal with business which in the opinion of the Executive Committee requires attention before the next meeting of Directors. But the Executive Committee shall not deal with any matter if three (3) members of the Executive Committee notify the chairman of the meeting at which the matter is proposed to be dealt with that such matter is in their opinion one which should be dealt with by the Directors.
- (2) The Directors may fix the quorum of the Executive Committee and prescribe rules and procedures relating to its meeting. Any business or action done or taken by the Executive Committee shall with all convenient speed be reported by the Secretary to each Director. A resolution in writing signed by every member of the Executive Committee shall be as valid and effectual as if it had been passed at a duly convened meeting of the Executive Committee. Members of the Executive Committee may sign separate copies of the resolution circulated for that purpose. No member of the Executive Committee shall continue as a member of it after the time when he ceases to be a Director.
53. The Directors may appoint a Chief Executive Officer for such term, at such remuneration and upon such conditions as they think fit, and any person so appointed may be removed by them. The Chief Executive Officer may exercise all the powers of the Secretary of the Foundation, and may be for the purposes of the Corporations Law the Secretary of the Foundation.

The Board may appoint as a Director the Chief Executive Officer who shall remain a Director during the term of office as Chief Executive Officer, unless the appointment is earlier revoked by the Board. The provisions of Articles 37, 38 and 39 shall not apply in relation to the Chief Executive Officer if appointed as a Director.

## **THE SEAL**

54. The Directors shall provide for the safe custody of the seal of the Foundation which shall only be used by the authority of the Board or of a Committee of the Directors authorised by the Directors in that behalf and every instrument to which the Seal is affixed shall be signed by at least two Directors or by one Director and the Secretary.

## **DISQUALIFICATION OF DIRECTORS**

55. The office of a Director shall become vacant if the Director:
- (a) ceases to be a director by virtue of the Corporations Law;

- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes prohibited from being a director of a Company by reason of any provision of the Corporations Law;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his office by notice in writing to the Foundation;
- (f) for more than six months is absent without permission of the Board from its meetings held during that period unless the Board resolves that such absences were justifiable;
- (g) holds any office of profit under the Foundation;
- (h) being a person to whom sub-paragraph (b) of Article 3 applies, fails to deliver to the Foundation a consent and undertaking in accordance with Article 4;
- (i) ceases to be a member of the Foundation; or
- (j) receives any payment remuneration or other benefit contrary to Clause 5 of the Memorandum of Association.

#### **PROCEEDINGS OF DIRECTORS**

56. (1) The Directors may meet together for the despatch of business adjourn or otherwise regulate their meetings as they think fit.
- (2) Questions arising at any meeting shall be decided by a majority of votes of the Directors present.
- (3) In the case of an equality of votes the chairman shall have a second or casting vote.
- (4) Any Director may and the Secretary, on the requisition of a Director, shall at any time summon a meeting of Directors.
57. A Director shall not vote in respect of any contract or proposed contract with the Foundation in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
58. The quorum necessary for the transaction of the business of the Directors shall be three (3). The Chairman of Directors shall be entitled to preside at any meeting of the Board at which he is present and in his absence the Chair shall be taken by a Deputy Chairman of Directors if one or more be present. If neither the Chairman nor a Deputy Chairman be present those Directors present shall choose one of their number to be chairman of the meeting.



59. All acts done by any meeting of the Directors or of a Committee of the Directors or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or member of a Committee or person acting as aforesaid, or that being a Director he was disqualified, be as valid as if every such person had been duly appointed and was qualified to so act.
60. A resolution in writing agreed to by all the Directors for the time being within the Commonwealth of Australia shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted at the time the resolution was last signed. Any such resolution may consist of several documents in like form, each signed by one or more Directors. A telegram, cablegram, facsimile message or wireless message addressed to and received by the Secretary and purporting to be signed by a Director shall for the purpose of this Article be deemed to be a writing signed by such Director.
- 60A The Directors may conduct meetings without the Directors being in the physical presence of other Directors provided that all the Directors involved in the meeting are able simultaneously to hear each other and to participate in discussion. This Article applies to meeting of Directors' Committees, including the Executive Committee, as if all members were Directors.

#### **COMMITTEES OF MEMBERS**

61. The Directors for the time being may from time to time and at any time appoint additional Committees consisting of members and/or such other persons as they think fit and may define limit and restrict their powers and number and may fix and determine their duties and term of office and may at any time remove any person so appointed. It shall be lawful for the Foundation to make payment in good faith of remuneration to any person so appointed, other than a Director, in return for any services actually rendered to such Committee or Committees and any persons so appointed shall be entitled to reimbursement for out-of-pocket expenses incurred about the business of any such Committee or Committees. Every such appointment or removal shall be in writing under the hands of not less than two of the Directors.
62. .If no person has been appointed chairman of a Committee or if the person so appointed is not present within five (5) minutes after the time appointed for holding a meeting of the Committee the members present may choose one of their number to be chairman of that meeting.
63. The quorum necessary for the transaction of the business of a Committee shall be fixed by Directors.
64. The continuing members of a Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below any number fixed by or pursuant to these Articles as the necessary quorum of the Committee, the continuing member or members may act for the purpose of so informing the Secretary or the Chief Executive Officer, but for no other purpose.

65. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
66. Each Committee shall furnish to the Directors regular reports of its activities and shall tender to the Directors such advice concerning the subject matter of its activities as it shall deem desirable.

## **ACCOUNTS**

67. The Directors shall cause proper accounts to be kept with respect to:
- (a) All sums of money received and expended by the Foundation and the matter in respect of which the receipt and expenditure takes place;
  - (b) All sales and purchases of real and personal property by the Foundation;
  - (c) The assets and liabilities of the Foundation.
68. The accounts shall be kept at the Registered Office or at such other place or places as the Directors think fit, and shall always be open to the inspection of Directors.
69. The Directors shall from time to time determine, subject to Clause 8 of the Memorandum of Association, at what times and places and under what conditions or regulations the accounts and records of the Foundation or any of them shall be open to the inspection of members. No members other than the Directors shall have any right to inspect any account or record of the Foundation except as conferred by the Corporations Law, or as authorised by the Directors or the Foundation in General Meeting.
70. The Directors shall from time to time in accordance with the Corporations Law cause to be prepared and to be laid before the Foundation in General Meeting such income and expenditure accounts, balance sheets together with attached documents and reports as are required by the Corporations Law.

## **AUDIT**

71. Auditors shall be appointed, their remuneration fixed and their duties regulated in accordance with the Corporations Law.

## **NOTICES**

72. (1) A notice may be given by the Foundation to any member either personally or by sending it by post or facsimile transmission to him at his address appearing in the Register or (if he has no registered address within the Commonwealth of Australia) to the address, if any, within the Commonwealth of Australia supplied by him to the Foundation for the giving of notices to him.

- (2) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected on the day after the day of its posting. If a notice is sent by facsimile transmission, service of the notice is deemed to be effected by properly addressing the facsimile transmission and transmitting it, and to have been effected on the day following its transmission.
  - (3) A certificate in writing signed by any Director that the letter or wrapper containing the notice was so addressed, prepaid and posted or transmitted shall be conclusive evidence thereof.
- 73. Notice of every General Meeting shall be given in any manner hereinbefore authorised to
  - (a) every member except those members who (having no registered address within the Commonwealth) have not supplied to the Foundation an address within the Commonwealth for the giving of notices to them; and
  - (b) the auditor or auditors for the time being of the Foundation.
- 74. Any notice or other communication to be given to the Foundation under these Articles may, except where otherwise provided, be given to the Secretary either personally or by sending it by post to him at the Registered Office.

## **INDEMNITY**

- 75. Every officer or auditor of the Foundation shall be indemnified by the Foundation against any liability incurred by him as such officer or auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 1318 of the Corporations Law in which relief is granted to him by the Court and the amount for which such indemnity is provided shall immediately attach as a lien on the property and assets of the Foundation and have priority as between the members over all other claims.
- 76. The Directors shall have power from time to time to make such by-laws, rules and regulations (which shall however be subject to repeal or amendment by the Foundation in General Meeting) as being not inconsistent with the Memorandum and Articles of Association of the Foundation are in the opinion of the Directors necessary or desirable for the proper control, administration and management of the Foundation and to amend or rescind from time to time any such by-laws, rules or regulations, provided that members may obtain a copy of any of any such by laws, rules or regulations in force on payment of a reasonable fee.