

AUSTRALIAN LACE GUILD

ARTICLES OF ASSOCIATION

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CORPORATIONS LAW OF VICTORIA

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

AUSTRALIAN LACE GUILD

1. INTERPRETATION

1.1 Table A Inapplicable

The regulations contained in Table A of Schedule 1 to the Corporations Law or in the corresponding table in any former enactment relating to companies do not apply to this Company.

1.2 Definitions

In these Articles unless the context otherwise requires:

"Articles" means these Articles of Association and all supplementary substituted or amending Articles for the time being in force;

"Business Day" means a day that is not a Saturday, Sunday or public holiday in the State in which the Company is incorporated,

"Committee" means a committee of Directors formed pursuant to Article 14.6;

"Company" means AUSTRALIAN LACE GUILD.

"Corporations Law" means the Corporations Law and any modification, amendment or re-enactment of it; "Director" includes any person occupying the position of a director of the Company by whatever name called (but not an associate director);

"Directors" means the Directors for the time being or such number of them as have authority to act for the Company,

"Members" means persons admitted as members of the Company pursuant to Article 2, "Office" means the registered office for the time being of the Company;

"Official Seal" means a seal referred to in section 182(10) of the Corporations Law,

"Poll" means a casting of votes in writing,

"Register" means the register of Members to be kept pursuant to the Corporations Law,

"Resolution" means a resolution other than a special resolution;

"Seal" means the common seal of the Company, and

"Secretary" includes the assistant or acting secretary of the Company and any substitute for the time being for the secretary.

"Special Resolution" has the meaning provided in section 253 of the Corporations Law;

1.3 Construction

In these Articles unless the context otherwise requires:

(a) words (including defined expressions) importing the singular include the plural and vice versa.

(b) words (including defined expressions) importing an gender include the other genders;

(c) words (including defined expressions) importing persons shall include corporations and bodies politic;

(d) a reference to a statute ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any other legislative authority having jurisdiction);

(e) references to writing include any mode of representing or reproducing words in tangible and permanently visible form, and includes telegram, telex and facsimile transmission;

(f) reference to a month and cognate terms means a period commencing on any day of a calendar month and ending on the corresponding day in the next succeeding calendar month but if a corresponding day does not occur in the next succeeding calendar month the period shall end on the last day of the next succeeding calendar month;

(g) references to these Articles include its schedules and annexures; and

(h) subject to the foregoing Division 10 of the Corporations Law applies in relation to these Articles as if these Articles were an instrument referred to in section 110B thereof.

1.4 Headings

Headings do not affect the interpretation of these Articles.

2 MEMBERS

The first Members will be the signatories to the Memorandum of Association and Articles.

2.1 Classes of Members

The Company shall consist of the following classes of Members:

(a) Ordinary Members

An ordinary member is a person who has duly applied for and been admitted to membership and who is a financial member of the Company.

(b) Concessional or Junior Members

A concessional or junior member is a person who has applied for and been duly admitted to membership and who is entitled to pay a reduced membership fee as determined by the Directors from time to time and who is a financial member of the Company.

(c) Life Members

A life member is a person who by reason of valuable service to the Company has upon the recommendation of the Members been so elected by the Directors and who is not required to pay any further membership fees whatsoever.

(d) Family Members

A family member is a group of related persons which has applied for and has been duly admitted to membership and whose constituents are related to the extent required by the Directors from time to time and which is entitled to pay one membership fee and have one vote only and which is a financial member of the Company.

(e) Other Members

Such other classes of members as the Directors may from time to time prescribe.

2.2 Application for Membership

An application for membership as a Member shall be in such form as the Directors may from time to time prescribe.

2.3 Admission of Membership

The secretary shall submit details of each application to the Directors who shall determine upon the admission or rejection of the applicant. In no case shall the Directors be required to give any reason for the rejection of an applicant.

2.4 Non-Transferability

The rights and privileges of a Member shall not be transferrable during his or her lifetime and shall cease upon that person ceasing to be a Member whether by death, retirement, resignation or otherwise.

2.5 Membership Fees

The membership fees payable by Members of the Company shall be determined annually by the Directors. All relevant particulars relating to time and manner of payment of the membership fees shall be determined by the Directors from time to time.

3 REGISTER OF MEMBERS

The Secretary shall keep at the Office the Register and shall enter in it the full names and addresses of members, the date upon which Members became Members and the date upon which any Member ceased to be a Member. The Register must not be used for any other purpose and is to be open for inspection by Members.

4 GENERAL MEETINGS

4.1 Annual General Meeting

An annual general meeting of the Company must be held in accordance with the Corporations Law.

4.2 Holding of General Meetings

General meetings are to be held at the times and places prescribed by the Company in general meeting or if no time or place is prescribed as are determined by the Directors.

4.3 Convening of General Meetings

The Directors may whenever they think fit and must upon a requisition of either 200 Members or 5% of the Members entitled to vote which has been made in accordance with section 246 of the Corporations Law or upon a request in writing signed by the majority of the presidents of the State and Territory bodies convene a general meeting of the Company. The right of Members to convene a meeting under section 247 of the Corporations Law is expressly abrogated.

4.4 Notice of Meetings

Where it is proposed to pass a special resolution at least twenty-one (21) clear days' notice and in other cases at least fourteen (14) clear days' notice must be given to Members in accordance with these Articles where a clear day is a day not including the day of service of the notice or the day on which the meeting is to be held. The notice must specify the place day and hour of the meeting and in the case of special business the general nature of that business and in the case of an election of Directors the names of the candidates for election.

4.5 Omission to Give Notice

The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting.

4.6 Special Business

All business will be special that is transacted at:

- (a) a general meeting not being an annual general meeting; or
- (b) an annual general meeting with the exception of:
 - (i) the confirmation of the minutes of the preceding meeting;

Australian Lace Guild

(ii) the receipt and consideration of the balance sheet, the profit and loss statement and the reports of the Board and the auditors;

(iii) the election of Directors;

(iv) the amount of membership fees payable; and

(v) the transaction of any business which under the Corporations Law or these Articles is required to be transacted.

5 PROCEEDINGS AT MEETINGS

5.1 Quorum

Thirty (30) Members (present in person or by proxy and entitled to vote) is a quorum for all general meetings. No business is to be transacted at any general meeting unless a quorum is present at the time the meeting proceeds to business.

5.2 Lack of Quorum

If within thirty (30) minutes after the time appointed for the meeting a quorum is not present, the meeting will stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Directors determine. If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting ten (10) Members present in person or by proxy will be a quorum and if such reduced quorum is not then present the meeting will be dissolved.

5.3 Chairperson

The chairperson of Directors or in his or her absence the deputy chairperson may preside as chairperson at every general meeting. If there is no chairperson or deputy chairperson or if neither is present within fifteen (15) minutes after the time appointed for the meeting or if they are both unwilling to act as chairperson of the meeting the Directors must choose another Director as chairperson. If no Director is so chosen or if all the Directors present decline to take the chair the Members present must choose one of their own number to be chairperson.

5.4 Adjournment

The chairperson of a general meeting may with the consent of a meeting at which a quorum is present (and must if directed by the meeting) adjourn the meeting from time to time and place to place but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.5 Notice of Adjourned Meeting

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, unless the meeting is adjourned for thirty (30) days or more in which case notice of the adjourned meeting is to be given as in the case of an original meeting.

5.6 Decision of Resolutions

At a general meeting a resolution put to the vote of the meeting is to 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 by the chairperson or (other than on the election of the chairperson of a meeting or the adjournment of a meeting) by not less than five (5) Members having the right to vote at the meeting.

5.7 Minutes as Evidence of Result

Unless a Poll is duly demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or earned unanimously or carried by a particular

majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company signed by the chairperson will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

5.8 Taking of Poll

If a Poll is duly demanded it must be taken in the manner and at the time and place as the chairperson of the meeting directs. The result of the Poll will be deemed to be the resolution of the meeting at which the Poll was demanded provided that a Poll on the election of a chairperson of a meeting or on any question of adjournment must be taken at the meeting and without adjournment. The demand for a Poll will not prevent the continuance of a meeting for the transaction of any business other than the question on which a Poll has been demanded. The demand for a Poll may be withdrawn. In the case of a dispute as to the admission or rejection of a vote on a show of hands or on a Poll the chairperson shall determine the dispute and the determination made in good faith will be final and conclusive.

6 VOTES OF MEMBERS

6.1 Entitlement to Vote

Every Member present in person or represented by proxy has one vote, whether on a show of hands or on a Poll.

6.2 Casting Vote

In the case of an equality of votes whether on a show of hands or on a Poll the chairperson of the meeting at which the show of hands is taken or at which the Poll is demanded is entitled to a casting vote in addition to the vote or votes to which he or she may be entitled as a Member.

7 PROXIES

7.1 Appointment of Proxy

A Member may appoint one proxy only, who must be another Member, and that proxy is entitled to vote on a show of hands or on a Poll

7.2 Instrument of Proxy

The instrument appointing a proxy must be in writing signed by the appointor or of his or her attorney duly authorised in writing

7.3 Proxy to be Deposited at Office

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a notarially certified copy of that power or authority (or a copy certified in another manner acceptable to the Directors) must be deposited at the Office (or other place 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 or taking of the Poll at which the person named in the instrument proposes to vote and in default the instrument of proxy will not be treated as valid

7.4 Form of Proxy

Every instrument of proxy whether for a specified meeting or otherwise must as nearly as circumstances will admit be addressed to the Company in the following form

I/We
of
being a member/members of the Company appoint
of
being a member of the Company as my/our proxy to
vote for me/us and on my/our behalf at the general meeting of
the Company to be held on the day of 19 and at any
adjournment thereof.

This form is to be used * in favour of/against the resolution.
* Strike out whichever is not desired. Unless otherwise instructed
the proxy may vote as he thinks fit.

As witness my/our hand/s this day of 19

Signed by the said
in the presence of:

or in such other form as the Directors from time to time prescribe or in a particular case accept. An instrument of proxy in which the name of the appointee is not filled in will be deemed to be given in favour of a Member of his or her home State or Territory body, or if there is no such Member present at the meeting, in favour of the Chairperson.

7.5 Power to Demand Poll

The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a Poll

7.6 Votes of Proxies

A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or unsoundness of mind of the appointor or revocation of the instrument or of the authority under which the instrument was executed provided that no intimation in writing of the death or unsoundness of mind or revocation has been received by the Company before the meeting or adjourned meeting at which the instrument is used. A proxy is not revoked by the appointor attending and taking part in any meeting but if the appointor votes on a resolution either on a show of hands or on a Poll the person acting as proxy for that appointor has no vote as proxy on that resolution.

7.7 Identification of Proxy

The chairperson of a meeting may require a person acting as a proxy to establish to the satisfaction of the chairperson that he is the person nominated as proxy in the form of proxy lodged under these Articles and failing compliance that person may be excluded from voting either upon a show of hands or upon a Poll

7.8 Power of Attorney

If a Member executes or proposes to execute an instrument or to act by or through an attorney he must:

- produce to the Company for noting the instrument appointing the attorney,
- pay the prescribed fee (if any) for that noting, and
- (if required) file with the Company a certified copy of the last-mentioned instrument which is to be retained by the Company

The Directors may on the first production of that instrument of attorney and from time to time subsequently require any evidence as they think fit that the instrument of attorney is effective and current

8 DIRECTORS

8.1 Number

The number of Directors shall not be less than seven (7) and no more than nine (9) or such larger or smaller number as the Company by resolution may determine

8.2 Directors Qualification

In order to be elected as Directors, the Directors shall be Members of the Company.

Unless the Company in general meeting otherwise determines, a majority of the Directors must be resident in the State or Territory in which the Office is located (as set out in Article 18).

8.3 Appointment by Directors

Subject to Article 8.2 and Article 18.1 the Directors may at any time appoint any person as a Director either to fill a casual vacancy or as an addition to their number but so that the total number does not exceed the maximum set out in Article 8.1.

8.4 Duration of Appointment by Directors

Any Director appointed pursuant to Article 8.3 holds office only until the next following annual general meeting of the Company and is eligible for re-election.

8.5 No remuneration

No Director may receive any remuneration for his or her services whether as an officer or as a Member.

8.6 Directors Vacancies

The continuing Directors may act notwithstanding any vacancy in their body but should the number of Directors fall below the minimum number fixed in accordance with these Articles the Directors may act for the purpose of increasing the number of Directors to the minimum or of summoning a general meeting of the Company or in emergencies but for no other purpose.

8.7 Election of Directors

The Directors shall determine procedures to be followed on the election of Directors, and shall have particular regard to the requirements of Article 8.2. Such elections of directors shall include the election of a President, Vice President and Treasurer and such other officers as the Directors shall from time to time determine

9 POWERS AND DUTIES OF DIRECTORS

9.1 Management of the Company

The management of the business and affairs of the Company is to be vested in the Directors who in addition to the powers and authorities conferred by these Articles or otherwise may exercise all powers and do all acts and things as can be exercised or done by the Company and are not required to be exercised or done by the Company in general meeting including the appointment of a Secretary from time to time. The powers of the Directors are subject to the Corporations Law, these Articles and to any regulations (not being inconsistent with these Articles) from time to time made by the Company in general meeting. No regulation made by the Company in general meeting will invalidate any prior act of the Director which would have been valid if that regulation had not been made.

9.2 Cheques, Bills, etc.

All cheques promissory notes drafts bills of exchange and other negotiable instruments and receipts for money paid to the Company must be signed by two (2) of the four (4) signatories as determined by the Directors or must otherwise be signed drawn accepted endorsed or otherwise executed by the persons and in the manner as the Directors determine.

10 ROTATION OF DIRECTORS

10.1 Retirement and Re-election

Subject to Article 8.2, at every annual general meeting all Directors shall retire from office but shall be eligible for re-election.

10.2 Appointment of Directors

The Company by resolution may subject to the provisions of these Articles from time to time appoint new Directors.

10.3 Removal of Director

The Company may by resolution remove any Director before the expiration of his or her period of office and may by like resolution appoint another qualified person in his or her 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.

10.4 Nominations

Subject to Article 8.2, no person (not being a Director retiring by rotation) shall be eligible for election to the office as Director at any general meeting unless the person has been nominated in writing and has consented to their nomination and has notified the Company accordingly. Notice of each and every candidature shall be circulated to Members at least 21 days before the annual general meeting. Additional nominations may be accepted from the floor at a general meeting only if the minimum number of nominations received and circulated is below the number required by Article 8.1

11 DISQUALIFICATION OF DIRECTORS

The office of a Director must ipso facto be vacated if:

- (a) the Director ceases to be or is removed as a Director pursuant to the Corporations Law,
- (b) the Director becomes an insolvent under administration or makes any composition or arrangement with his or her creditors or any class of them;
- (c) the Director 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,
- (d) the Director resigns from office by notice in writing to the Company;
- (e) the period for which the Director is appointed expires;
- (f) the Director, without the permission of the other Directors, is absent from the meetings of the Directors for six (6) months continuously, or
- (g) the Director is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of that interest as required by the Corporations Law.

12 DIRECTORS CONTRACTS

12.1 Directors Interests

Subject to the Corporations Law,

- (a) no Director or proposed Director is disqualified by that office from;
 - (i) entering into a contract, agreement or arrangement with the Company,
 - (ii) becoming or remaining a Director of any company in which the Company is in any way interested or which is in any way interested in the Company,
- (b) no contract, agreement or arrangement in which a Director is in any way interested, entered into by or on behalf of the Company can be avoided;
- (c) no Director is liable to account to the Company for any profits or remuneration realised by that Director as a result of his or her being interested in a contract, agreement or arrangement entered into by the Company or as a result of being a director of another Company which enters into a contract, agreement or arrangement with the Company, and

(d) notwithstanding any other provisions in these Articles no payment shall be made to any Director other than:

(i) for the payment of out-of-pocket expenses incurred by a Director in the performance of any duty as Director where the amount payable does not exceed an amount previously approved by the Directors; or

(ii) for the payment of any service relating to teaching rendered to the Company by the Director in a professional capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Directors and where the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for the service (and any such payments shall not be taken as being remuneration for services rendered as an officer or salaried officer of the Company), and where such payment is in good faith and is made in return for out-of-pocket expenses actually incurred or services actually rendered to the Company.

12.2 Declaration of Interest

The nature of a Director's interest in any contract agreement or arrangement must be declared by that Director at a meeting of the Directors in accordance with the Corporations Law as soon as practicable after the relevant facts have come to his or her knowledge. A general notice that a Director is a member of any specified firm or corporation and is to be regarded as interested in all transactions with that firm or corporation is a sufficient declaration under this Article as regards the Director and the transactions. After giving the general notice it is not necessary for the Director to give any special notice relating to any particular transaction with that firm or corporation. It is the duty of the Secretary to record in the Minutes any declaration made or any general notice given by a Director in pursuance of this Article.

12.3 Votes by Interested Directors

Subject to the Corporations Law, a Director who has a material personal interest in a matter that is being considered at a meeting of Directors:

(a) must not vote on the matter (or in relation to a proposed resolution under paragraph (ii) of this Article in relation to the matter, whether in relation to that or a different Director); and
(b) must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting, unless:

(i) the matter applies to an interest that the Director has a Member in common with the other Members; or

(ii) the Directors have passed a resolution that specifies the Director, the interest and the matter, and states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter.

13 DIRECTOR'S CONFLICTS OF INTEREST

A Director who holds an office or possesses a property whereby duties or interests might be created whether directly or indirectly in conflict with his or her duties or interests as Director must, declare at a meeting of the Directors the fact and the nature, character and extent of the conflict.

14 PROCEEDINGS OF DIRECTORS

14.1 Procedure Generally

The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit and may from time to time determine the quorum necessary for the transaction of business. Until otherwise determined five (5) Directors constitute a quorum.

14.2 Calling of Meetings

A Director may at any time and the Secretary must upon the request of a Director convene a meeting of Directors.

14.3 Notice of Meetings

Notice of a meeting of Directors is to be given to all Directors except to a Director whom the Secretary when giving notice to other Directors reasonably believes to be outside Australia.

14.4 Chairperson of Meetings

The Directors may elect a chairperson and a deputy-chairperson of their meetings and determine the period for which each is to hold office. If no chairperson or deputy-chairperson is elected or if at any meeting neither the chairperson nor the deputy-chairperson is present at the time appointed for holding that meeting the Directors present must elect one of their number to be chairperson of that meeting.

14.5 Decision of Questions

Subject to Article 14.9 questions arising at any meeting of Directors are to be decided by a majority of votes. Each Director has one vote and a determination by a majority of the Directors will for all purposes be deemed a determination of the Directors. In case of an equality of votes at a meeting the chairperson has a second or casting vote.

14.6 Delegation to Committees

The Directors may delegate any of their powers to Committees consisting of Directors or other persons as the Directors think fit. Any Committee formed must in exercise of the powers delegated comply with the regulations that may be imposed on it by the Directors.

14.7 Procedure of Committees

The meetings and proceedings of Committees consisting of more than one person are to be governed by the Articles regulating the meetings and proceedings of the Directors so far as they are applicable and are not superseded by any regulations made by the Directors under these Articles.

14.8 Validation of Irregular Acts

All acts done by any meeting of the Directors or by a Committee or by any person acting as a Director will, even if it is later discovered that there was some defect in the appointment or continuant in office of a Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote; be as valid as if every person had been duly appointed or had duly continued in office and was qualified and had continued to be a Director and had been entitled to vote.

14.9 Written Resolutions

A resolution in writing signed by all the Directors for the time being in Australia (not being less than a quorum) is as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted. That resolution may consist of several copies of a document each signed by one or more Directors.

14.10 Voting Authority

A Director who is unable to attend a meeting of the Directors may authorise another Director to vote at that meeting and the Director authorised will have a vote for each Director by whom he is so authorised in addition to his or her own vote. Any such authority must be in writing or by telex or facsimile transmission which must be produced at the meeting at which it is to be used and be left with the Secretary for retention with the Company's records. If such authority is received by telex or facsimile transmission, the original authority in writing must be lodged with the Secretary within fourteen (14) days.

15 BORROWING POWERS

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or part of its undertaking assets and uncalled capital and to issue debentures debenture stock and other securities outright or as security for any debt contract guarantee engagement obligation or liability of the Company or of any third party and on the terms and conditions as the Directors think fit and as approved by resolution of the Company.

16 ALTERNATE DIRECTORS

Any Director may in writing appoint a Member approved by the Directors to be an alternate Director in the appointor's place during such period as the appointor thinks fit. Every alternate Director is entitled to notice of meetings of the Directors and (subject to the proviso to this Article) to attend and vote at those meetings and to exercise all the powers of the appointor in his or her place. Where the alternate is a Director he will have a separate vote on behalf of the Director he is representing in addition to his or her own vote. Every alternate is deemed to be an officer of the Company and must not be deemed to be the agent of the Director appointing him. An alternate Director is not entitled to receive remuneration from the Company for acting as alternate. An alternate Director must ipso facto vacate office if the appointor ceases to be a Director or removes the appointee by notice in writing to the Company provided that no alternate is to take part in the proceedings of the Board (unless invited by the chairperson so to do) or have any vote unless the Director who appointed him is absent.

17 MINUTES

The Directors shall cause minutes to be kept in accordance with the Corporations Law.

(a) of the names of the Directors present at each meeting of the Directors and of any Committee; and

(b) of all resolutions and proceedings of general meetings and of meetings of Directors and of Committees.

The minutes are to be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting

18 MANAGEMENT

18.1 Office

The office shall be located in each State and Territory for a maximum of a 3 year continuous

period and subject to Article 18.2 shall rotate between the States and Territories in the following order with effect from the annual general meeting at the conclusion of the 3 year period:

- (a) New South Wales;
- (b) Australian Capital Territory,
- (c) Victoria;
- (d) Tasmania;
- (e) South Australia;
- (f) Western Australia;
- (g) Northern Territory, and
- (h) Queensland.

18.2 Default

If a State or Territory is unable or unwilling to assume the administration of the Office, the State or Territory next following in rotation shall have the opportunity to have the Office located within its jurisdiction.

19 SECRETARY

One or more Secretaries must in accordance with the Corporations Law be appointed by the Directors for the term.

Such appointment will be deemed honorary unless the Company approves by resolution that remuneration should be paid. The Secretary shall perform the duties specified in these Articles and under the Corporations Law and may be required to perform general secretarial duties. Any secretary so appointed may be removed by the Directors.

20 SEAL

20.1 Seal

The Directors must provide for the safe custody of the Seal which may only be used by the authority of the Directors or of a Committee authorised by the Directors in that behalf. Every instrument to which the Seal is affixed must be signed by a Director and countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

20.2 Official Seal

The Company may have for use in any place outside the State of Victoria an Official Seal which is to be a facsimile of the Seal with the addition on its face of the name of every place where it is to be used and the person affixing the Official Seal must in writing under his or her hand certify on the instrument to which it is affixed the date on which and the place at which it is affixed.

21 ACCOUNTS

21.1 Accounting and Other Records

The Directors must cause proper accounting and other records to be kept and distribute copies of balance sheets as required by the Corporations Law. The Directors must from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them are to be open to the inspection of Members not being Directors or president of any State or Territory body who shall have an open right of inspection. No Member (not being a Director or president of a State or Territory body) has a right of inspecting any account or book or paper of the

Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

21.2 Time for Accounts

The interval between the close of a financial year of the Company and the issue of the printed Annual Report and audited accounts relating to it must not exceed the period (if any) prescribed by the Corporations Law.

22 NOTICES

22.1 Modes of Giving Notice

A notice may be given by the Company to any Member either personally or by sending it by post to him at his or her registered address. Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected at the time at which the letter would be delivered in the ordinary course of post. If the Directors determine, a notice may be given by means of telex or facsimile transmission and service of the notice effected at the time at which in the ordinary course the telegram telex facsimile transmission would be delivered.

22.2 Persons Entitled to Notice of General meeting

Notice of every general meeting must be given in the manner authorised to:

- (i) every Member,
- (ii) the Auditor for the time being (if any) of the Company.

No other person is entitled to receive notices of general meetings.

22.3 Signature to Notice

The signature to any notice to be given by the Company may be written or printed or stamped.

23 WINDING UP

The provisions of clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Company has effect as if the same were repeated in these Articles.

24 INDEMNITY

24.1 Indemnity to Officers

Subject to Section 241 of the Corporations Law, a person who is or has been an officer or auditor of the Company shall be indemnified against a liability:

- (a) to another person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and
- (b) for costs and expenses incurred by the person:

- (i) in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or
- (ii) in connection with an application in relation to such proceedings, in which the court grants relief to the person under the Corporations Law.

24.2 Insurance

Subject to Section 241A of the Corporations Law, the Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer or auditor of the Company against a liability for costs and expenses incurred by a person in defending proceedings, whether civil or criminal.

25 STATE BRANCHES

25.1 State Bodies

The Company recognises that each State or Territory within Australia may establish its own separate body distinct from the Company in law in order to further promote similar objects to that of the Company.

25.2 Collaboration

The company will collaborate with the State and Territory bodies so as to further promote the objects of the Company although any recommendation arising from collaboration with the State and Territory bodies is not binding on the Company.

25.3 State Funding

Subject to a State or Territory body complying with the requirements of the Company set out in Article 25.4 to the reasonable satisfaction of the Company, the Company will pay to that State or Territory body an amount of money determined by the Directors in its absolute discretion from time to time based on the number of Members resident within that State or Territory and without discriminating between the State and Territory bodies.

25.4 State Obligations

The Company will not pay a State or Territory body an amount of money in accordance with Article 25.3 unless that State or Territory body.

- (a) admits each Member resident within its territorial boundaries into membership of that State or Territory body;
- (b) agrees to provide the Company with financial information, annual returns and such other information about the State or Territory body which the Company requests from time to time;
- (c) agrees that if it is wound up or dissolved and there remains after satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of that body but shall be given or transferred to the Company or to an organisation within the same State or Territory which has similar objects or purposes to the State or Territory body and which agrees to comply with the requirements of this Article;
- (d) agrees not to admit into its membership any person unless that person is also admitted into membership of the Company;
- (e) ensures that its constitution is amended to the reasonable satisfaction of the company to expressly reflect the matters set out in this Article, and agrees not to change its constitution without the approval of the Directors and in accordance with the State or Territory legislation; and (f) agrees to collaborate with the Company so as to further promote the objects of the Company.