



**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF THE**  
**AUSTRALIAN FLORA FOUNDATION INC.**  
**ABN 14 758 725 506**

**MEMORANDUM  
OF THE  
AUSTRALIAN FLORA FOUNDATION INC.**

1. The name of the Association is the "AUSTRALIAN FLORA FOUNDATION INC." (hereinafter called "the Foundation").

2. The object for which the Foundation is established is:  
to foster research into the biology and cultivation of the Australian Flora.

Solely for the purpose of carrying out the aforesaid object and not otherwise:

(a) to subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Foundation. Provided that the Foundation shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Foundation under or by virtue of clause 3 of this memorandum.

(b) to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Foundation or persons frequenting the Foundation's premises.

(c) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Foundation. Provided that in case the Foundation shall take or hold any property which may be subject to any trusts the Foundation shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(d) to enter into any arrangements with any Government or authority, 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 which the Foundation may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(e) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Foundation.

(f) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Foundation or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object.

(g) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Foundation's interests, and to contribute to, subsidise or otherwise assist and take part in the constructions, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

(h) to invest and deal with the money of the Foundation not immediately required in such manner as the Foundation from time to time thinks fit.

(i) to borrow or raise or secure the payment of money in such manner as the Foundation may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Foundation in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Foundation's property (both present and future), and to purchase, redeem or pay off such securities.

(j) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(k) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Foundation.

(l) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Foundation's property of whatsoever kind sold by the Foundation or any money due to the Foundation from purchasers and others.

- (m) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Foundation but subject always to the proviso in paragraph (c) of this clause 2.
- (n) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Foundation, in the shape of donations, annual subscriptions or otherwise.
- (o) to print and publish any newspapers, periodicals, books or leaflets that the Foundation may think desirable for the promotion of its objects.
- (p) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Foundation is authorised to amalgamate.
- (q) to transfer all or any part of the property, assets, liabilities and engagements of the Foundation to any one or more of the companies, institutions, societies or associations with which the Foundation is authorised to amalgamate.
- (r) to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

Provided that the Foundation shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if any object of the Foundation, would make it an industrial organisation within the meaning of the Industrial Relations Act 1996.

In addition to any of the powers set out in this Memorandum, the Foundation has the rights, powers and privileges of a natural person, and any rights, powers and privileges that are set out in the Associations Incorporation Act 1984 (as amended).

**3.** 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 of Association; and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the Foundation.

PROVIDED THAT nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Foundation or to any member of the Foundation in return for any services actually rendered to the Foundation or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association on money borrowed from any member of the Foundation or reasonable or proper rent for premises demised or let by any member of the Foundation but so that no member of the Council of the Foundation shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees, and that no remuneration or other benefit in money or money's worth shall be paid or given by the Foundation to any member of such Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Foundation.

**4.** No addition alteration or amendment shall be made to the Memorandum (including the objects) or Articles of Association for the time being in force, unless the same shall have been previously passed as a special resolution of the members of the Foundation in accordance with the provisions of the Associations Incorporation Act 1984 (as amended).

**5.** The liability of the members is limited.

**6.** Every member of the Foundation undertakes to contribute to the assets of the Foundation in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Foundation (contracted before he or she ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding fifty dollars (\$50).

**7.** If upon the winding up or upon voluntary cancellation of incorporation of the Foundation there remains, after satisfaction of all its debts and liabilities and the costs, charges and expenses of the winding up, any property whatsoever the same shall not be paid to or distributed among the members of the Foundation but shall be distributed in accordance with a special resolution of the members of the Foundation and shall be subject to the provisions of section 53 or section 55B (whichever is applicable) of the Associations Incorporation Act 1984 (as amended).

**8.** True accounts shall be kept of the sums of money received or expended by the Foundation, and the manner in respect of which such receipt and expenditure takes place, and of the property, credits 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 for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Foundation shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Corporations Law.

**ARTICLES OF ASSOCIATION  
OF THE  
AUSTRALIAN FLORA FOUNDATION INC.**

**INTERPRETATION**

**1.** In these Articles:

"the Act" means the Associations Incorporation Act 1984.

"Council" means the governing council or governing committee of the Foundation.

"Director-General" means the Director-General of the Department of Fair Trading.

"the Foundation" means the Australian Flora Foundation Inc.

"ordinary member" means a member of the Council who is not an office-bearer of the Foundation as referred to in Article 36.

"public officer" means the person appointed by the Council to carry out the responsibilities of public officer set out in the Act and in these Articles.

"the Regulation" means the Associations Incorporation Regulation.

"secretary" means:

- (a) any person appointed to perform the duties of a secretary of the Foundation and includes an honorary secretary.
- (b) if no such person holds that office – the public officer of the Foundation.

"special general meeting" means a general meeting of the Foundation other than an annual general meeting.

"State" means the State of New South Wales.

In these Articles a reference to a function includes a reference to a power, authority and duty; and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1987 and of the Act as in force at the date at which these Articles become binding on the Foundation.

**PURPOSES**

**2.** The Foundation is established for the purposes set out in the Memorandum of Association.

**MEMBERSHIP QUALIFICATIONS**

**3.** A natural person or a legal person is qualified to be a member of the Foundation only if that person has been approved for admittance to membership by the Council.

**MEMBERSHIP**

4. Every application for membership of the Foundation shall be in writing and signed by the applicant in such form as the Council from time to time prescribes, and shall be accompanied by payment of the entrance fee and first annual subscription.
5. At the next meeting of the Council after fourteen days after the receipt of any application for membership, such application shall be considered by the Council who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Council be required to give any reason for the rejection of an applicant.
6. When an applicant has been accepted or rejected for membership the secretary shall within seven days send to the applicant written notice of his or her acceptance or rejection. In the case of rejection, the secretary shall return the entrance fee and first annual subscription with the notice.
7. The entrance fee and annual subscription payable by members of the Foundation shall be such as the Council from time to time prescribes.
8. All annual subscriptions shall become due and payable in advance on the first day of January in every year.

#### **CESSATION OF MEMBERSHIP**

9. If the subscription of a member shall remain unpaid for a period of two calendar months after it became due then the member may after notice of the default shall have been sent to him or her by the secretary or treasurer be debarred by resolution of the Council from all privileges of membership provided that the Council may reinstate the member on payment of all arrears if the Council thinks fit to do so.
10. A member may at any time by giving notice in writing to the secretary resign his or her membership of the Foundation but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his or her resignation and for all other moneys due by him or her to the Foundation and in addition for any sum not exceeding fifty dollars for which he or she is liable as a member of the Foundation under clause 6 of the Memorandum of Association of the Foundation.

#### **MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

11. A right, privilege or obligation which a person has by reason of being a member of the Foundation:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on cessation of the person's membership.

#### **DISCIPLINING OF MEMBERS**

12. (1) A complaint may be made by any member of the Foundation that some other member of the Foundation:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these Articles; or
  - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Foundation.
- (2) On receiving such a complaint, the Council:
  - (a) must cause notice of the complaint to be served on the members concerned; and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Council in connection with the complaint; and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The Council may, by resolution, expel the member from the Foundation or suspend the member from membership of the Foundation if, after considering the complaint and any submission made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Council expels or suspends a member, the secretary must, within seven days after the action is taken, cause written notice to be given to the member of the actions taken, of the reasons given by the Council for having taken that action and of the member's right of appeal under Article 13.
- (5) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or

(b) if within that period the member exercises the right of appeal, unless and until the Foundation confirms the resolution under Article 13 (5), whichever is the later.

### **RIGHT OF APPEAL OF DISCIPLINED MEMBER**

**13.** (1) A member may appeal to the Foundation in general meeting against a resolution of the Council under Article 12, within seven days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a member under clause (1), the secretary must notify the Council which is to convene a general meeting of the Foundation to be held within 28 days after the date on which the secretary received the notice.

(4) At a general meeting of the Foundation convened under clause (3):

(a) no business other than the question of the appeal is to be transacted; and

(b) the Council and the member must be given the opportunity to state their respective cases orally or in writing, or both; and

(c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) If at the general meeting the Foundation passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### **REGISTER OF MEMBERS**

**14.** (1) The public officer of the Foundation must establish and maintain a register of members of the Foundation specifying the name and address of each person who is a member of the Foundation together with the date on which the person became a member and the date if any that a member ceased to be a member.

(2) The register of members must be kept at the principal place of administration of the Foundation and must be open for inspection, free of charge, by any member of the Foundation at any reasonable hour.

### **RESOLUTION OF INTERNAL DISPUTES**

**15.** (1) Disputes between members (in their capacity as members) of the Foundation, and disputes between members and the Foundation, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

(2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

### **ANNUAL GENERAL MEETINGS**

**16.** Subject to any extension or permission granted by the Commissioner under Section 26 (3) of the Act, the Foundation must, at least once in each calendar year and within the period of six months after the expiration of each financial year of the Foundation, convene an annual general meeting of its members.

**17.** (1) The annual general meeting of the Foundation is, subject to the Act and Article 16, to be convened on such date and at such place and time as the Council thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business is to include the following:

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

(b) to receive from the Council reports on the activities of the Foundation during the last preceding financial year;

(c) to elect office-bearers of the Foundation and ordinary members of the Council;

(d) to receive and consider the accounts and balance sheets including the statement which is required to be submitted to members under section 26 (6) of the Act;

(e) to receive and consider the report of the auditor or auditors.

(3) An annual general meeting must be specified as such in the notice convening it.

## **SPECIAL GENERAL MEETINGS**

- 18.** (1) The Council may, whenever it thinks fit, convene a special general meeting of the Foundation.
- (2) The Council must, on the requisition in writing of at least five per cent of the total number of members, convene a special general meeting of the Foundation.
- (3) A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the members making the requisition; and
  - (c) must be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Council fails to convene a special general meeting to be held within 1 month after that date on which the requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by a member or members referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any member who consequently incurs expense is entitled to be reimbursed by the Foundation for any expense so incurred.

## **NOTICE**

- 19.** (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Foundation, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Foundation, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Article 17 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from that member.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 20.** 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 eight (8) members present in person shall become a quorum. For the purpose of this article "member" includes a person attending as a proxy.
- 21.** If within half an hour from 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, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
- 22.** The president shall preside as chairperson at every general meeting of the Foundation, or if there is no president, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a vice-president shall be the chairperson, or if a vice-president is not present or is unwilling to act then the members present shall elect one of their number to be chairperson of the meeting.
- 23.** The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original



meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

**VOTING**

**24.** 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 chairperson; or
- (b) by at least three members present in person or by proxy.

Unless a poll is so demanded a declaration by the chairperson 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. The demand for a poll may be withdrawn.

**25.** If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.

**26.** 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 takes place or at which the poll is demanded shall be entitled to a second or casting vote.

**27.** A member may vote in person or by proxy or by attorney 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 present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

**28.** A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his or her Council or by his or her trustee or by such other person as properly has the management of his or her estate, and any such Council, trustee or other person may vote by proxy or attorney.

**29.** No member shall be entitled to vote at any general meeting if his or her annual subscription shall be more than one month in arrears at the date of the meeting.

**30.** The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his or her proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he or she thinks fit.

**31.** The instrument appointing a proxy may be in the following form or in a common or usual form:

AUSTRALIAN FLORA FOUNDATION INC.

I,.....of.....

being a member of the AUSTRALIAN FLORA FOUNDATION INC. hereby appoint

.....of.....

or failing that proxy

.....of.....

as my proxy to vote for me on my behalf at the (annual or special, as the case may be) general meeting of the Foundation to be held on the .....day of .....20..... and at any adjournment thereof.

My proxy is hereby authorised to vote

\*in favour of  
\* against the following resolutions:  
.....

Signed .....this.....day of .....20....

In the event of a member desiring to vote for or against any resolution he or she shall instruct the proxy accordingly. Unless otherwise instructed, the proxy may vote as he or she thinks fit.  
\*Strike out whichever is not desired.

32. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the registered office of the Foundation or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

33. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind 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, unsoundness of mind or revocation as 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.

**SPECIAL RESOLUTION**

34. A resolution of the Foundation is a special resolution:
- (1) if it is passed by a majority which comprises at least three-quarters of such members of the Foundation as, being entitled under these Articles so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Articles; or
  - (2) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (1), if the resolution is passed in a manner specified by the Director-General.

**MEMBERS OF THE COUNCIL (INCLUDING OFFICE-BEARERS)**

35. The office-bearers of the Foundation shall consist of a president, two vice-presidents, a secretary and a treasurer.

36. The Council shall consist of:  
(a) the office-bearers of the Foundation; and  
(b) eight ordinary members;  
all of whom shall be members of the Foundation and shall be elected as herein provided.

37. The Council shall appoint one of its members as public officer.

38. At the first annual general meeting of the Foundation after incorporation all the members of Council shall retire from office, and at the annual general meeting in every subsequent year one-third of them for the time being or, if their number is not three or a multiple of three, then the number nearest one third shall retire from office. A retiring member of Council shall be eligible for re-election.

39. The members of Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

40. The members at the meeting at which a member of Council so retires may fill the vacated office by electing a person thereto, and in default the retiring member of Council shall if offering himself for re-election and not being disqualified under the Act from holding office be deemed to have been re-elected, unless at that meeting it is expressly resolved not to

fill the vacated office or unless a resolution for the re-election of that person is put to the meeting and lost. The Council may appoint a person to fill a casual vacancy.

**41.** (a) Any two members of the Foundation shall be at liberty to nominate any other member of the Foundation to serve as an office-bearer or ordinary member of the Council.

(b) The nomination, which shall be in writing and signed by the member and his or her proposer and seconder shall be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place.

(c) A list of the candidates' names in alphabetical order, with the proposers' and seconds' names, shall be posted in a conspicuous place in the registered office of the Foundation for at least seven days immediately preceding the annual general meeting.

(d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

(e) In case there shall not be a sufficient number of candidates nominated the Council may fill up the remaining vacancy or vacancies.

**42.** The Foundation may from time to time by resolution passed at a general meeting increase or reduce the number of office-bearers or ordinary members of the Council.

**43.** The Council shall have power at any time, and from time to time, to appoint any member to the Council, either to fill a casual vacancy or as an addition to the existing office-bearers or ordinary members of the Council but so that the total number of office-bearers and ordinary members of the Council shall not at any time exceed the number fixed in accordance with these Articles. The total number of office-bearers and ordinary members of the Council shall not at any time exceed the number fixed in accordance with these Articles. Any office-bearer or ordinary member of the Council so appointed shall hold office only until the next following annual general meeting.

#### **REMOVAL OF MEMBERS OF THE COUNCIL**

**44.** (1) The Foundation in general meeting may by resolution remove any member of the Council from the office of the member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the Council to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Foundation, the secretary or the president may send a copy of the representations to each member of the Foundation or, if the representations are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### **SECRETARY**

**45.** The secretary of the Foundation must, as soon as practicable after being appointed secretary, lodge notice with the Foundation of his or her address. It is the duty of the secretary to keep minutes of:

- (a) all appointments of office-bearers and ordinary members of the Council;
- (b) the names of members of the Council present at a Council meeting or a general meeting; and
- (c) all proceedings at Council meetings and general meetings

#### **TREASURER**

**46.** It is the duty of the treasurer of the Foundation to ensure:

- (a) that all money due to the Foundation is collected and received and that all payments authorised by the Foundation are made; and
- (b) that correct books and accounts are kept showing the financial affairs of the Foundation including full details of all receipts and expenditure connected with the activities of the Foundation.

#### **CASUAL VACANCIES**

**47.** For the purpose of these Articles, a casual vacancy in the office of a member of the Council occurs if the member:

- (a) dies; or

- (b) ceases to be a member of the Foundation; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (d) resigns from office by notice in writing given to the secretary; or
- (e) is removed from office under Article 44; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Council from all meetings of the Council held during a period of twelve months.

#### **POWERS AND DUTIES OF THE COUNCIL**

**48.** The business and affairs of the Foundation shall be managed by the Council who may pay all expenses incurred in promoting and registering the Foundation, and may exercise all such powers of the Foundation as are not, by the Act or these Articles, required to be exercised by the Foundation in general meeting, subject nevertheless to any of these Articles, to the provisions of the Act, and to the Regulation, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Foundation in general meeting; PROVIDED that any rule regulation or by-law of the Foundation made by the Council may be disallowed by the Foundation in general meeting and PROVIDED FURTHER that no resolution or regulation made by the Foundation in general meeting shall invalidate any prior act of the Council which would have been valid if that resolution or regulation had not been passed or made.

**49.** The Council may exercise all the powers of the Foundation to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Foundation.

**50.** For the purposes of clause 3 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Foundation shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.

**51.** (1) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments drawn or issued by the Foundation shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Council or in such other manner as the Council from time to time determines.

(3) All receipts for money paid to the Foundation shall be signed by the Treasurer or another member of the Council.

**52.** (1) The Council shall cause minutes to be made:

- (a) of all appointments of officers and servants;
- (b) of names of members of the Council present at all meetings of the Foundation and of the Council;
- (c) of all proceedings at all meetings of the Foundation and of the Council.

(2) Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

#### **PROCEEDINGS OF THE COUNCIL**

**53.** The Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Council may at any time and the secretary shall on the requisition of a member of the Council summon a meeting of the Council.

**54.** Any or all members of the Council may participate in any meeting by radio, telephone, closed circuit television or other means of audio or audio-visual communication, and for the purpose of determining whether a quorum of the Council is present and for all other purposes any member of the Council so participating in the meeting shall be deemed to be present at the meeting.

**55.** Subject to these articles questions arising at any meeting of the Council shall be decided by a majority of votes and a determination by a majority of the members of the Council shall for all purposes be deemed a determination of the Council. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

**56.** A member of the Council must disclose his or her interest in any contract or proposed contract with the Foundation in which he or she is interested, or any matter arising thereout, and he or she must not vote on that business.

- 57.** The quorum necessary for the transaction of the business of the Council shall be a majority of the total Council as provided in Article 36 or such greater number as may be fixed by the Council.
- 58.** The continuing members of the Council may act notwithstanding any vacancy in the Council but if and so long as their numbers are reduced below the number fixed by or pursuant to these articles as the necessary quorum of the Council, the continuing member or members may act for the purpose of increasing the number of members of the Council to that number or of summoning a general meeting of the Foundation, but for no other purpose.
- 59.** The president shall preside as chairperson at every meeting of the Council or, if there is no president, or, if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, a vice-president shall be chairperson, or, if a vice-president is not present at the meeting, then the members may choose one of their number to be chairperson of the meeting.
- 60.** (1) The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Foundation as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:
- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Council by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this Article may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this Article, the Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Article has the same force and effect as it would have if it had been done or suffered by the Council.
- (6) The Council may, by instrument in writing, revoke wholly or in part any delegation under this Article.
- 61.** The Council may appoint one or more advisory boards consisting of such member or members of the Council as the Council thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Council and subject thereto shall have power to co-opt any member or members of the Foundation and all members of such advisory boards shall have one vote.
- 62.** A sub-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 chairperson shall have a second or casting vote.
- 63.** All acts done by any meeting of the Council or of a sub-committee or by any person acting as a member of the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that the members of the Council or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
- 64.** A resolution in writing signed by all members of the Council in Australia for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it has been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Council.

## **RESEARCH PROGRAM**

- 65** The Council will initiate and administer a Research Program consistent with the object of the Foundation. The Research Program will comprise all scientific research projects approved by the Council for funding from the Research Fund.
- The Council will be responsible for approving all research projects to be funded from the Research Fund, subject to recommendations of the Scientific Committee.

The Scientific Committee will be established and maintained by the Council in accordance with the following:

- (a) members of the Scientific Committee will be appointed by the Council on the basis of their qualifications and professional appointments;
- (b) there will be at least three members of the Scientific Committee;
- (c) the Council will appoint a member of the Council as Chair of the Scientific Committee;
- (d) the Scientific Committee will be responsible for making recommendations to the Council on the scientific merits of research proposals submitted to it. The Scientific Committee may also provide advice on the significance of research proposals to the object of the Foundation.

#### **OTHER COMMITTEES**

**66.** The Council may set up other committees of members in addition to the Scientific Committee to facilitate collaboration between members, prepare submissions, solicit funds and represent the Foundation as directed by the Council. The Council may disband a committee and may appoint another. Committees shall comply with any regulations for their functioning which may be imposed by the Council but subject thereto may meet together as they think fit and decisions shall be by majority voting.

#### **INSURANCE**

- 67.** (1) The Foundation must effect and maintain insurance under section 44 of the Act.  
(2) In addition to the insurance required under clause (1), the Foundation may effect and maintain other insurance.

#### **COMMON SEAL**

**68.** The Council shall provide for the safe custody of the common seal of the Foundation which shall only be used by the authority of the Council or of a sub-committee of members of the Council authorised by the Council in that behalf, and every instrument to which the common seal is affixed shall be signed by a member of the Council and shall be countersigned by the secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

#### **ACCOUNTS**

**69.** The Council shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the Act or by these Articles PROVIDED however that the Council shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than six months before the date of the meeting.

**70.** The accounts may be kept in a number of funds one of which shall be a Research Fund.

#### **RESEARCH FUND**

**71.** A separate fund known as the Research Fund will be maintained into which all tax deductible donations pursuant to section 30-15 (1) of the Income Tax Assessment Act 1997 donated to the Foundation as an approved research organisation for the purposes of section 73A of the Income Tax Assessment Act 1936 must be deposited. Receipts from other sources may also be paid into this fund but expenditure from this fund should only be made for the purposes of scientific research as defined by the Income Tax Assessment Act. Payments from this fund will be authorised by Council on projects approved by it for scientific research only.

#### **INSPECTION OF BOOKS**

**72.** The Council shall from time to time determine in accordance with clause 8 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Foundation shall be open to the inspection of members.

## **FUNDS – SOURCE**

**73.** (1) The funds of the Foundation are to be derived from entrance fees and annual subscriptions of members, donations, bequests, interest earned on investments and, subject to any resolution passed by the Foundation in general meeting, such other sources as the Council determines.

(2) All money received by the Foundation must be deposited as soon as practicable and without deduction to the credit of the Foundation's bank accounts.

(3) The Foundation must, as soon as practicable after receiving any money, issue an appropriate receipt.

## **FUNDS – MANAGEMENT**

**74.** Subject to any resolution passed by the Foundation in general meeting, the funds of the Foundation are to be used in pursuance of the objects of the Foundation in such manner as the Council determines.

## **AUDIT**

**75.** A properly qualified auditor or auditors shall be appointed and his or her or their duties regulated in accordance with the Corporations Law.

## **SERVICE OF NOTICES**

**76.** (1) For the purpose of these Articles, a notice may be served on or given to a person by delivering it to the person personally, or by sending it by prepaid post to the address of the person, or by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of these Articles, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by prepaid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

**77.** (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every member except those members who have not supplied to the Foundation a current address for the giving of notices to them; and
- (b) the auditor or auditors for the time being of the Foundation.

(2) No other person shall be entitled to receive notices of general meetings.

## **WINDING UP**

**78.** The provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Foundation shall have effect and be observed as if the same were repeated in these Articles.

## **ALTERATION OF OBJECTS AND ARTICLES**

**79.** The statement of objects and these Articles may be altered, rescinded or added to only by special resolution of the Foundation.

## **INDEMNITY**

**80.** Every member of the Council, auditor, secretary and other officer for the time being of the Foundation shall be indemnified out of the assets of the Foundation against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence default breach of duty or breach of trust.