

SOUTHSIDE MONTESSORI SOCIETY LIMITED

ASSOCIATION NOT FOR GAIN
LIMITED BY GUARANTEE

A.C.N. 001 686 344

CONSTITUTION

Consisting of :

Memorandum of Association

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Articles of Association

MEMORANDUM OF ASSOCIATION

1. The name of the company is “Southside Montessori Society” hereinafter called “the Association”
2. The object for which the Association is established are:
 - (a) To provide schools with environments that:
 - (i) Develop in each child a positive attitude towards school;
 - (ii) Help each child develop self confidence as an independent learner;
 - (iii) Assist each child in building a habit of concentration;
 - (iv) Foster in each child an abiding curiosity;
 - (v) Develop habits of initiative and persistence;
 - (vi) Foster inner security and sense of order in the child;
 - (vii) Help each child develop their sensory motor skills;
 - (viii) Sharpen their ability to discriminate and judge;
 - (ix) Help the child develop socially;
 - (x) Develop individuality.
 - (b) To strive for cooperation between teachers, other educators, parents, and children and to provide regular educational and social opportunities for close relationships to be formed between teachers, pupils and parents and to involve parents in aspects of the day to day work of the schools.
 - (c) To apply the latest findings from education, psychology and related fields as applicable to a Montessori School to the improvement of learning within the schools.
 - (d) To stimulate public interest in Montessori education and modern approaches to learning.
 - (e) Through its schools to act as a demonstration centre from which Montessori educational practices and other educational innovations may be diffused to other schools.
 - (f) To provide tuition travelling facilities and attendance and all necessities and convenience to pupils.
 - (g) To provide for the delivery and holding of lectures games concerts dramatic or other entertainment exhibitions public or other meetings classes conferences and seminars calculated directly or indirectly to promote the cause of education and particularly of Montessori education.
 - (h) To found and endow scholarships bursaries and exhibitions within the school or schools or at any other educational institution.
 - (i) Subject to clause 3 of this Memorandum to provide relief benevolence and assistance by means of pecuniary or other help to pupils of any of the schools or at any other educational institution.

(j) To take over the funds and assets and liabilities of the present unincorporated association known as "Southside Montessori Society" and to contribute to the education facilities of the State of New South Wales by establishing and maintaining in such suitable places as might be thought convenient Montessori pre schools and Montessori schools of the highest standard for the purpose of achieving the object mentioned in paragraphs 2(a) to 2(ff) inclusive.

(k) In furtherance of the objects of the Association to hold or arrange competitions and to provide or contribute towards the provision of prizes, awards and distinctions on connection therewith.

Provided that no member of the association shall receive any prize award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association or to the cost of the holding or promotion of which the Association may have subscribed out of its income or property and which may be awarded to them.

(l) To subscribe to, become a member of and cooperate with or amalgamate with any other association or organisation whether incorporated or not, whose objects are altogether or in part similar to those of the Association.

Provided that the Association will 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 imposed on the Association under or by virtue of clause 3 of this Memorandum.

(m) In furtherance of the objects of the Association to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Association's premises.

(n) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real or 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 Association.

Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(o) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive from any such Government or authority any rights, privileges and concessions which the Association may think it be desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(p) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association.

(q) 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 Association or the dependents 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.

- (r) 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 Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (s) To invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of the trust funds.
- (t) To borrow or raise or secure the payment of money in such manner as the Association 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 Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off any such securities.
- (u) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (v) In furtherance of the objects of the Association to sell, mortgage, 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 Association.
- (w) 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 Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (x) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (k) of this clause 2.
- (y) 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 Association, in the shape of donations, annual subscriptions or otherwise.
- (z) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects and to arrange television and radio broadcasting sessions and to use other media of public communication.
- (aa) In furtherance of the objects of the Association 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 Association is authorised to amalgamate.

- (bb) In furtherance of the objects of the Association to transfer 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 Association is authorised to amalgamate.
- (cc) To make donations for patriotic or charitable purposes.
- (dd) 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.
- (ee) To ensure any employees servants or officers of the Association against risk or accident in the course of their employment by the Association and to effect insurance for the purpose of indemnifying the Association in respect of claims by reason of any such risk or accident and to insure against loss or damage caused by the Association or any of its employees, servants, officers or agents or by reason of public risk.
- (ff) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

The powers set forth in the Third Schedule of the Companies Act, as amended, shall not apply to the Association except insofar as they are included in this clause 2.

3. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise, to the members of the Association

Provided that nothing herein shall prevent the payment, in good faith of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts or money lent, or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the council of management or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association 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 the premises demised or let to the Association. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the council of management and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of the profits received in respect of such payment.

4. No addition, alteration or amendment shall be made to or in the Memorandum of Articles of Association for the time being in force, unless same shall have been previously submitted to and approved by the Minister

of the Crown for the time being administering the Companies Act, as amended (hereinafter called the “Minister”)

5. The third and fourth clauses of the Memorandum contain conditions on which a license is granted by the Minister to the Association in pursuance of Section 24 of the Companies Act, as amended.
6. The liability of members is limited
7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while they are a member, or within one year after ceasing to be a member, for payment of debts and liabilities of the Association (contracted before ceasing 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).
8. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 3 thereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
9. True accounts shall be kept of the sums of money received and expended by the Associations, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the 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 Association 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 Companies Act, as amended.
10. The names, addresses and occupations of the subscribers are as follows:

Christine Harrigan	15 Halley Avenue Bexley 2207	Teacher
Jenny Sone	41 Belmore Road Peakhurst 2210	Secretary
Robyn Kenrick	39 Allwood Crescent Lugarno 2210	Housewife
Rosalie Pollard	60 Blackbutt Avenue Lugarno 2210	Teacher
Mary Hayward	116 Moons Avenue Lugarno 2210	Teacher
Robert Hyland	254A Princess Highway Arncliffe 2205	Teacher
Judith McInerney	132 Peninsular Road Grays Point 2232	Teacher
Roberta De Sager	38 Woorak Crescent Miranda 2228	Teacher
Leonie Degenhardt	1 Margaret Crescent Lugarno 2210	Teacher

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of the Memorandum of Association.

*Christine Harrigan
Robyn Kenrick
Mary Hayward
Judith McInerney
Leonie Degenhardt*

*Jenny Sone
Rosalie Pollard
Robert Hyland
Roberta De Sager*

Witness to signature and address of witness

Grant Taylor

15 Sybil Street, Kogarah Bay 2217

DATED this 19th day of MARCH 1979

ARTICLES OF ASSOCIATION

INTERPRETATION

1. In these Articles, unless a contrary intention appears from the context or the subject matter:
 - “the Act” means the Companies Act, 1961 as amended from time to time;
 - “the Association” means the “Southside Montessori Society”;
 - “the unincorporated association” means the unincorporated body known as the “Southside Montessori Society” whose funds and other assets and liabilities the Association is authorised to take over by Clause 2(j) of the Memorandum of Association;
 - “the Committee” means the governing council of the Association;
 - “the Seal” means the common seal of the Association;
 - “the Secretary” means any person appointed to perform the duties of a secretary of the Association and includes an honorary secretary;
 - “State” means the state of New South Wales;
 - “Parent” means a parent of one or more children enrolled in one of the schools run by the Association and shall be deemed to include a guardian of such child or children;
2. The Association is established for the purpose set out in the Memorandum of Association.
3. Schools run by the Association shall consist of the following educational sections:-
 - (a) The Pre-School section for children up to and including the first year of primary schooling;
 - (b) Such other sections as the Association may in general meeting determine.

MEMBERSHIP

4. The number of members with which the Association proposes to be registered is 500 but the Committee may from time to time register an increase in members.
5. The members of the Association shall be:-
 - (a) The subscribers to the Memorandum of Association upon the payment of their subscriptions in accordance with these Articles.
 - (b) Parents; and such other persons as the Committee shall admit to the membership in accordance with the Articles.
6. If the whole of the funds and other assets of the unincorporated association become the absolute property the Association forthwith after its incorporation then every person who at the date of incorporation of the Association is a member of the unincorporated Association and who on or before the date of

incorporation agrees in writing to become a member of the Association shall be admitted by the Committee to membership of the Association.

Every member of the Association who previously to his agreeing to become a member of the Association has paid his subscription due on the date of incorporation, as a member of the unincorporated association shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the subscription to the Association for the period prior to the expiration of twelve months from the date of incorporation of the Association.

7. Except as foresaid where any person desires to be admitted to the membership of the association he must sign and deliver to the Association an application for admission framed in such terms as the Committee may require. In the case of a parent this shall be sent to the parent with the application for enrolment of his child wherein he agrees to become a member of the Association and otherwise framed in such terms as the Committee may require. No person shall be admitted a member of the Association unless he is first approved by the Committee and the Committee shall have full discretion as to the admission of any person to membership provided that if the person applying for admission to membership is a parent the aforesaid shall not apply and he or she shall be admitted.
8. At the next meeting of the Committee after the receipt of any application for membership, such application shall be considered by the Committee, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give reason for the rejection of the applicant.
9. When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance and a request for payment of his first annual subscription. Upon payment of his first annual subscription the applicant shall become a member of the Association.
10. The annual subscription payable by members of the Association shall be such as the Association in general meeting shall from time to time prescribe, provided that until the Association shall otherwise resolve the Annual subscription shall be \$5.00. The Committee shall be empowered in any case to waive the subscription requirement in respect of any member.
11. All annual subscriptions shall become due and payable at such times as the Committee shall determine.

CESSATION OF MEMBERSHIP

12. Any member of the Association who shall desire to retire shall signify such desire in writing to the Secretary and thereupon his name shall be removed from the register of members and he shall be deemed to have retired but shall continue to be liable for moneys due by him to the Association and in addition to the for any sum not exceeding Fifty Dollars (\$50.00) for which he is liable under clause 7 of the Memorandum of Association of the Association.

13. If the payment of fees payable by a parent who is a member shall remain unpaid for a period of two calendar months after it becomes due or if the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then in each case the member after notice of default shall have been sent to him by the Secretary or Honorary Treasurer be removed from the Register of Members and he shall be deemed to have retired provided that the Committee may reinstate the member and restore his name to the Register on payment of all arrears if the Committee thinks fit to do so.
14. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Association or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Association the Committee shall have power by resolution to censure suspend or expel the member from the Association and in the latter case erase his name from the Register of Members.

Provided that at least one week before the meeting of the Committee at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that at such meeting and before passing the resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided that any such member may by notice in writing lodged with the Secretary at least twenty four hours before the time for holding the meeting at which the resolution is to be considered by the Committee, elect to have the question dealt with by the Association in general meeting and in that event an extraordinary general meeting of the Association shall be called for the purpose and if at that meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled and his name removed from the Register of Members.

GENERAL MEETINGS

15. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association and at such place as the Committee may determine.
16. An annual general meeting of the Association shall be held in accordance with the provisions of the Act. All general meetings, other than Annual General Meetings, shall be called extraordinary general meetings.
17. Any two members of the Committee may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened by such requisitionists as provided by the Act.
18. On the requisition in writing of members having not less than one-tenth of the total voting rights of all members an Extraordinary General Meeting of the Association shall be held as soon as is practicable but in any case not later than one month after the receipt of the requisition by the Association.

19. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association.
20. For the purposes of Article 19 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 officers and other members of the Committee in the place of those retiring, and the appointment of the Auditors.

PROCEEDINGS AT GENERAL MEETINGS

21. 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 provided, 12 members present in person shall be a quorum. For the purposes of this article "member" includes a person attending as a proxy or as representing a corporation which is a member.
22. 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 at such other day and at such other time and place as the Committee 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.
23. The President shall preside as Chairman at every general meeting of the Association, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be Chairman or if the Vice President is not present or unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
24. The Chairman may, with the consent of the meeting at which a quorum is present (and shall be 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 notice of an adjournment or the business to be transacted at an adjourned meeting.
25. At any general meeting a resolution put to a 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 if hands) demanded
 - (a) by the chairman; or

(b) by at least three members present in person or by proxy.

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 the entry to that effect in the book containing the minutes of the proceedings of the Association 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.

- 26. 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 Chairman 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 Chairman or a question or adjournment shall be taken forthwith.
- 27. 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 be entitled to a second and casting vote.
- 28. A member may vote in person or by proxy 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 shall have one vote.
- 29. 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 committee or by his trustee or such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.
- 30. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. 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 proxy to vote in favour of or against and proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
- 31. The instrument appointing a proxy may be in the following form or in a common or usual form.

.....Association
I, of
Being a member of Association
Hereby appoint of
Or failing him of
As my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Association, to be held on the day of and any adjournment thereof.
My proxy is authorised to vote *in favour of / *against the following resolutions :
Signed this day of
.....

Note 1 : In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he sees 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 notarially certified copy of that power or authority shall be deposited with the Chairman prior to the commencement of 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 *(Amended March 2006)*.
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 Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
34. The office bearers of the Association shall consist of a President, a Vice-President, Treasurer, and Secretary all of whom shall be members of the Association.
35. The following named persons who have subscribed to the memorandum of association shall constitute the First Committee and the first office bearers shall be as set out below:
- | | |
|-------------------|--|
| President | Christine Harrigan |
| Vice-President | Robert Hyland |
| Treasurer | Robyn Kenrick |
| Secretary | Jenny Sone |
| Committee Members | Rosalie Pollard
Mary Hayward
Judith McInerny
Roberta De Sager
Leoni Degenhardt |
- They shall all retire at the first general meeting, but shall be eligible for re-election.
36. Thereafter the committee shall consist of :
- (a) The office bearers and one other member of the Association all of whom shall be elected as herein provided *(Amended March 2006)*; and
 - (b) The principal of the school to be a non voting member of the Committee *(Amended March 2006)*.
37. At the first general meeting of the Association and at the annual general meeting of the Association in each year thereafter the office bearers and other elected members of the Committee shall be elected from among members and such office-bearers and other elected members shall hold

office until the next annual general meeting when they shall retire but they shall be eligible for re-election.

38. The election of office bearers and other elected members of the Committee shall take place in the following manner:
- (a) Any two members of the Association shall be at liberty to nominate any other member to serve as office bearer or other member of the Committee.
 - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary before the annual general meeting at which the election is to take place *(Amended March 2006)*.
 - (c) A list of candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the Association for at least seven days immediately preceding the annual general meeting.
 - (d) Balloting lists shall then 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 sufficient number of candidates nominated the Committee shall fill up the remaining vacancy or vacancies.
39. The Association may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office bearers or other members of the committee.
40. The Committee shall have the power at any time, and from time to time, to appoint any person to the Committee, either to fill a casual vacancy or as an addition to the existing office bearers or other members of the Committee but so that the total number of office bearers or other members of the Committee shall not at any time exceed the number fixed in accordance with the regulations. Any office bearer or other member of the Committee so appointed shall hold office only until the next following annual general meeting.
41. The Association may by ordinary resolution remove any office bearer or other member of the Committee before the expiration of his period of office, and any by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.
42. The office of a member of the Committee shall become vacant if the member:
- (a) ceases to be a member of the Committee by virtue of the Act;
 - (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 order made under the Act;

- (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 Association;
- (f) for more than six months is absent without permission of the Committee from meetings of the Committee held during that period;
- (g) holds any office of profit under the Association;
- (h) ceases to be a member of the Association; or
- (i) is directly or indirectly interested in any contract or proposed contract with the Association provided, however, that a member shall not vacate his office by reason of his being a member of any corporation society or association which has entered or proposes to enter into a contract with the Association if such corporation society or association is among the class of companies referred to in the proviso to clause 3 of the Memorandum of Association and if he shall have declared the nature of his interest in a manner required by the Act.

Provided always that nothing in this article shall effect the operation of clause 3 of the Memorandum of Association of the Association.

POWERS AND DUTIES OF THE COMMITTEE

43. The business of the Association shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not , by the Act or by these regulations, required to be exercised by the Association in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act, and to such regulations being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in general meeting; provided that any rule regulation or by-law of the Association made by the Committee may be disallowed by the Association in general meeting and provided further than no meeting shall invalidate any prior act of the Committee which would have been valid if that resolution or regulation had not been passed or made.
44. Without prejudice to the general powers conferred by Article 43 and other clauses of these Articles the Committee shall subject to these Articles be at liberty to exercise all the powers authorities and discretions vested in the Association as set forth in the objects of its Memorandum of Association as if such objects were repeated hereunder and in addition thereto the Committee shall have the following powers viz :
- (a) To act for and on behalf of the Association in respect to all claims and legal proceedings by or against the Association.
 - (b) To enter into contracts for the purpose of the Association;
 - (c) To expend funds of the Association in such manner as the Committee shall consider for the benefit of the Association;
 - (d) From time to time to make regulations or by-laws for the conduct of the business and affairs of the Association not inconsistent with the Memorandum of Association or these Articles and at any time in like manner to annul or vary any regulations so made and for the time

being in force shall be binding on all members of the Association and without limiting the generality of the power to annul or vary regulations hereby conferred on the Committee the following shall be deemed to be matters to which such power shall expressly extend –

- (i) As to subscriptions fees or other payments in respect of school and tuition fees and as to the collection remission or variation thereof.
- (ii) As to arrangements with any other association for reciprocal concession or otherwise.
- (iii) For the Committee's own procedure.
- (iv) For regulating the time and mode of calling meeting of members.
- (v) For the appointment of its staff and servants.
- (vi) For the exercise by the Association of any of its powers.
- (vii) As to the procedure to be followed as its meetings by any committee or sub-committee appointed by the Committee and as to the appointment duties and removal of the members of the sub-committee.
- (viii) For the regulation control and management of any property concession or asset under the control of the Association.
- (ix) Generally for the control support management and government of the Association and all property vested in the Association or under its control or supervision of all officials, officers, servants and other persons employed by or representing the Association.

PROVIDED THAT the Association in General Meeting may object as hereinbefore provided rescind or vary any regulations so made by the Committee under this Article.

- 45. The Committee may exercise all the powers of the Association 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 Association.
- 46. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted endorsed or otherwise executed. As the case may be, by any two members of the Committee or in such other manner as the Committee from time to time determine.
- 47. The Committee shall cause minutes to be made :-
 - (a) of all appointments of officers and servants;
 - (b) of names of members of the Committee present at all meetings of the Association and of the Committee; and
 - (c) of all proceedings at all meetings of the Association and of the Committee.

Such 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.

PROCEEDINGS OF THE COMMITTEE

48. The Committee may meet together for the despatch of business, adjourn or otherwise regulate its meetings as it thinks fit. The Secretary shall on the requisition of two members of the Committee summon a meeting of the Committee.
49. Subject to these regulations questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed to be a determination of the Committee. In the case of an equality of votes the Chairman of the meeting shall have a second and casting vote.
50. A member of the Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereof, and if he does so vote his vote shall not be counted.
51. The quorum necessary for the transaction of the business of the Committee shall be three or such greater number as may be fixed by the Committee.
52. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Committee, the continuing member or members may act for the purposes of increasing the number of members of the Committee to that number or of summoning a general meeting of the Association, but for no other purpose.
53. The president shall preside as Chairman at every meeting of the Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice President shall be Chairman or if the Vice President is not present at the meeting then members may choose one of their number to be Chairman of the meeting.
54. The Committee may delegate any of its powers and or functions (not being duties imposed on the Committee as the directors of the company by the Act or the general law) to one or more sub-committees consisting of such member or members of the Association as the Committee thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Association and all members of such committees shall have one vote.
55. 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 Chairman of the meeting shall have a second and casting vote.
56. All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or sub-committee or person acting as aforesaid, or that the members of the Committee or sub-committee or any of

them had been disqualified, be valid as if every such person had been duly appointed and was qualified to be a member of the Committee or sub-committee.

57. A resolution in writing signed by the all members of the Committee in Australia for the time being entitled to receive a notice of a meeting of the Committee, shall be valid and effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Committee.
58. Members may attend any meeting of the Committee without invitation but attendance at such meeting shall not entitle the member to vote or to speak at such meeting without the approval of the Chairman.

SECRETARY

59. The Secretary shall in accordance with the Act be appointed by the Committee for such term, at such remuneration and upon such conditions as it thinks fit; and any secretary so appointed may be removed by it. Nothing herein shall prevent the Committee from appointing a member of the Association as Honorary Secretary and any member so appointed shall forthwith become an office-bearer of the Association and, if not already a member of the Committee, ex officio a member of the Committee and he shall be subject to the provisions of clause 3 of the Memorandum of Association.

SEAL

60. The Committee shall provide for the safe custody of the Seal which shall only be used by the authority of the Committee or of a sub-committee of members authorised by the Committee in that behalf, and every instrument to which the Seal is affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

ACCOUNTS

61. The Committee 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 Auditors report thereon as required by the Act provided, however, that the Committee shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than six-months before the date of the meeting.
62. The Committee shall from time to time determine in accordance with clause 9 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the

Association shall be open to the inspection of members not being members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or paper of the Association except as conferred by statute or by clause 9 of the Memorandum of Association or authorised by the Committee or by the Association in general meeting.

AUDIT

63. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Act and clause 9 of the Memorandum of Association.
64. Any notice required by law or by or under these articles to be given to any member shall be given by sending it by post to him at his registered address, or (if he has no registered address within the state) to the address, if any, within the State supplied by him to the Association for the giving of notices to him. 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 in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
65. (1) Notice of every general meeting shall be given in any manner hereunder authorised to –
 - (a) Every member except those members who (having no registered address with the State) have not supplied to the Association an address within the State for the giving of notices to them; and
 - (b) The auditor or auditors for the time being of the Association.
- (2) No other person shall be entitled to receive notices of general meetings.

WINDING UP

66. The provisions of clause 6 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these regulations.

INDEMNITY

67. Every member of the Committee, Auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him 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 the Act in which relief is granted to him by the court in respect of any negligence default breach of duty or breach of trust.

SIGNATURES SUBSCRIBERS

Christine Harrigan

Jenny Sone

Robyn Kenrick

Rosalie Pollard

Mary Hayward

Robert Hyland

Judith McInerny

Roberta De Sager

Leonie Degenhardt

Christine Harrigan

Jenny Sone

Robyn Kenrick

Rosalie Pollard

Mary Hayward

Robert Hyland

Judith McInerny

Roberta De Sager

Leonie Degenhardt

Witness to signature and address of witness

Grant Taylor

15 Sybil Street, Kogarah Bay 2217

DATED this 19th day of MARCH 1979