

Companies (New South Wales) Code  
A Company Limited by Guarantee

**MEMORANDUM AND ARTICLES OF ASSOCIATION**  
**of**  
**AUSTRALIAN COPYRIGHT COUNCIL**

[HERE INSERT CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY]

**CERTIFICATION**

I, Kerrie Laraine Walsh, of 22/102 Spit Road, Mosman, New South Wales, being a Secretary of the Australian Copyright Council certify that the printed matter appearing on this and the following twenty pages constitute a true copy of the Memorandum and Articles of Association as altered by Special Resolution passed on the twenty-seventh day of August 1985.

Signed:.....

Dated: .....

[HERE INSERT CERTIFICATE OF INCORPORATION ON CHANGE OF NAME OF  
COMPANY]

Companies (New South Wales) Code  
Company Limited by Guarantee

MEMORANDUM AND ARTICLES OF ASSOCIATION  
of  
AUSTRALIAN COPYRIGHT COUNCIL

1. The name of the Company is AUSTRALIAN COPYRIGHT COUNCIL (hereinafter called "the Council").
2. The objects for which the Council is established are:
  - (a) To take over the funds and other assets and the liabilities of the present unincorporated association known as the "Australian Copyright Council".
  - (b) To defend and foster the true principles of copyright and neighbouring rights to encourage the understanding of them in Australia and to promote the acceptance of those principles throughout the world.
  - (c) To foster co-operation between bodies which represent authors, artists, composers, actors, musicians and all others genuinely interested in the protection of copyright and neighbouring rights.
  - (d) To consider the implications of any changes in the law relating to copyright and neighbouring rights and any changes in administration, social practice and mechanical contrivance relating to copyright and neighbouring rights and after due discussion amongst its members to urge with vigour upon the Australian Government and all other official authorities and bodies in Australia and elsewhere responsible for matters relating to the law and practice of copyright and neighbouring rights such advices appeals and demands as the Council considers necessary or expedient.
  - (e) To give attention to any matter relating to copyright and neighbouring rights which with due notice is brought before it by a member.
  - (f) To educate the public in the principles, problems and importance of the law and practice relating to copyright and neighbouring rights by means of lectures, publications, broadcasts, conventions or any other suitable means, solely for the purpose of carrying out the aforesaid objects and not otherwise.
  - (g) To subscribe to, become a member of and co-operate with any other company, institution, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Council.
  - (h) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, 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 Council. Provided that in case the Council shall take or hold any property which may be subject to any trusts the Council shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (i) To enter into any arrangements with any government or authority, national, state, municipal, local or otherwise, that may seem conducive to the Council's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions which the Council may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (j) To appoint, employ, remove, dismiss or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Council.
- (k) To establish and support or aid in the establishment and support of companies, associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Council 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.
- (l) 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 Council'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.
- (m) To invest and deal with the money of the Council not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (n) To borrow or raise or secure the payment of money in such manner as the Council 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 Council in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Council's property (both present and future), and to purchase, redeem or pay off any such securities.
- (o) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (p) In furtherance of the objects of the Council 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 Council.
- (q) 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 Council's property of whatsoever kind sold by the Council, or any money due to the Council from purchasers and others.

- (r) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Council but subject always to the proviso in paragraph (h) of this clause 2.
- (s) 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 Council, in the shape of donations, annual subscriptions or otherwise.
- (t) To print and publish any newspapers periodicals reports books or leaflets that the Council may think fit for the promotion of its objects.
- (u) In furtherance of the objects of the Council to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Council.
- (v) In furtherance of the objects of the Council 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 Council is authorised to amalgamate.
- (w) In furtherance of the objects of the Council to transfer all or any part of the property, assets, liabilities and engagements of the Council to any one or more of the companies, institutions, societies or associations with which the Council is authorised to amalgamate.
- (x) To make donations for patriotic or charitable purposes.
- (y) 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.
- (z) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Council.

The powers set forth in sub-section 67(1) of the Companies (New South Wales) Code shall not apply to the company except insofar as they are included in this clause 2.

3. The income and property of the Council, whencesoever derived, shall be applied solely towards the promotion of the objects of the Council 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 Council.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Council or to any member of the Council in return for any services actually rendered to the Council 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 Council or reasonable and proper rent for premises demised or let by any member to the Council but so that no director of the Council shall be appointed to any salaried office of the Council or any office of the Council paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Council to any director of the 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 Council.

4. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Commission.
5. The third, fourth and ninth paragraphs of this Memorandum of Association contain conditions upon which a licence is granted by the Commission in pursuance of the provisions of section 66 of the Companies (New South Wales) Code. For the purpose of preventing any evasion of the provisions of the said paragraphs the Commission may from time to time on the application of any member of the Council and on giving notice to the Council of his intention so to do and after affording the Council an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Council.
6. The liability of the members is limited.
7. Every member of the Council undertakes to contribute to the property of the Council, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Council (contracted before he 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 one hundred dollar's (\$100).
8. If upon the winding-up or dissolution of the Council 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 Council, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Council, and whose Memorandum of Association or constitution 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 Council under or by virtue of clause 3 hereof, such institution or institutions to be determined by the members of the Council at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.
9. True accounts shall be kept of the sums of money received and expended by the Council, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Council; 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 Council 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 (New South Wales) Code.



10. The names, addresses and occupations of the subscribers are as follows:

Name, Address and Occupation

KEITH EDWARD KERSEY  
58 Blues Point Road,  
McMahon's Point. N.S.W. 2060

Secretary.

DAVID KINDON  
c/- Royal Australian Institute of Architects,  
2A Mugga Way,  
Red Hill. A.C.T. 2603

Secretary.

GEORGE ADIE FERGUSON  
C/- Meldrum Johnston & Weston  
163 Clarence Street  
Sydney. N.S.W. 2000

Company Director.

GUSTAF CHARLES O'DONNELL  
c/- Australian Society of Authors  
252 George Street  
Sydney. N.S.W. 2000

Company Chairman.

PETER ROBERT HOLDERNESS  
3/26 Aubin Street  
Neutral Bay. N.S.W. 2089

Photographer

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.

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Signatures of Subscribers

Witness to Signatures

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Keith Kersey

Helen Seymour  
5/2 Iluka Street,  
Rose Bay. N.S.W.  
Stenographer

D. Kindon

Edward John Scollay  
2A Mugga Way  
Red Hill. A.C.T.  
Architect

G. Ferguson

David Kenneth Catterns  
918 Barrenjoey Road,  
Palm Beach. N.S.W.  
Legal Research Officer

G. C. O'Donnell

Peter Christopher Banki  
22 Firth Avenue,  
Strathfield. N.S.W.  
Legal Research Officer

P. R. Holderness

Peter Christopher Banki  
22 Firth Avenue,  
Strathfield. N.S.W.  
Legal Research Officer

DATED this                    22<sup>nd</sup> day of April, 1974.

Companies (New South Wales) Code

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

of

AUSTRALIAN COPYRIGHT COUNCIL

INTERPRETATION

1. In these regulations -

"The Code" means the Companies (New South Wales) Code;

"the Council" means the Australian Copyright Council;

"the unincorporated Council" means the unincorporated body known as the "Australian Copyright Council" whose funds and other assets and liabilities the Council is authorised to take over by clause 2(a) of the Memorandum of Association;

"the seal" means the common seal of the Council;

"Secretary" means any person appointed to perform the duties of a secretary of the Council and includes an honorary secretary;

"State" means the State of New South Wales;

expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, reprographic reproduction and other modes of representing or reproducing words in a visible, audible, magnetic or tactile form;

words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Companies and Securities (Interpretation and Miscellaneous Provisions) (New South Wales) Code and of the Act as in force at the date at which these regulations become binding on the Company.

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

#### MEMBERSHIP

3. The number of members with which the Council proposes to be registered is 20 but the directors may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association and such other persons as the directors admit to membership in accordance with Article 5 shall be members of the Council.
5. The directors may from time to time in their absolute discretion admit to membership of the company:
  - (a) any body corporate, wherever incorporated, which in the discretion of the directors represents copyright or neighbouring rights interests; or
  - (b) any natural person who has been designated by notice in writing to the Council as the representative of an unincorporated association by that unincorporated association which, in the discretion of the directors, would, if it were a body corporate be eligible for membership under Article 5 (a).
6. Every application for membership of the Council shall be made in writing signed, or sealed, by the applicant and proposed by one and seconded by another member of the Council.
7. At the next meeting of the directors after the receipt of any application for membership, such application shall be considered by the directors, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the directors be required to give any reason for the rejection of an applicant.

8. 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 Council, provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the directors may in their discretion cancel their acceptance of the applicant for membership of the Council.
9. The annual subscription payable by members of the Council shall be such as the directors from time to time prescribe, provided that until the directors shall otherwise resolve, the annual subscription shall be \$25.00.
10. All annual subscriptions shall become due and payable on the first day of January in every year or any other date determined by the directors.
11. Upon any member of the Council ceasing their membership, the directors shall not admit any person to membership of the Council in his place unless he represents the same or similar interests as the ex-member but shall admit to membership in his place a person who represents the same or similar interests as the ex-member.

#### CESSATION OF MEMBERSHIP

12. If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may after notice of the default shall have been sent to him by the Secretary or Treasurer be debarred by resolution of the directors from all privileges of membership and his name may be removed by the directors from the register of members provided that the directors may reinstate the member and restore his name to the register on payment of all arrears if the directors think fit to do so.
13. A member may at any time by giving notice in writing to the Secretary resign his membership of the Council but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Council and in addition for any sum not exceeding one hundred dollars for which he is liable as a member of the Council under Clause 7 of the Memorandum of Association of the Council.

14. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Council or shall be guilty of any conduct which in the opinion of the directors is unbecoming of a member or prejudicial to the interest of the Council, the directors shall have power to expel the member from the Council and erase his name from the register of members provided that at least one week before the meeting of the directors at which a resolution for his expulsion is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution for his expulsion and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further 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 for his expulsion is to be considered by the directors, elect to have the question of his expulsion dealt with by the Council in general meeting and in that event an extraordinary general meeting of the Council shall be called for the purpose and if at the meeting a resolution for the expulsion of the member be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member shall be expelled and his name removed from the register of members.
  
- 14A. A member shall cease to be a member of the company if, being a member admitted by the directors pursuant to Article 5, the directors notify him that he fails to satisfy the criteria by virtue of which he was admitted as a member, and he does not within one month thereafter satisfy the directors that he continues to satisfy those criteria but such member shall continue liable for any annual subscription and all arrears due and unpaid at the date on which he ceases to be a member and for all moneys due by him to the Council and in addition for any sum not exceeding one hundred dollars for which he is liable as a member of the Council under Clause 7 of the Memorandum of Association of the Council.

## 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 Council and at such place as the directors may determine.
16. An annual general meeting of the Council shall be held in accordance with the provisions of The Code. All general meetings, other than the annual general meetings, shall be called extraordinary general meetings.
17. Any director may whenever he thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by The Code.
18. Subject to the provisions of The Code 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 Council.
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 the directors and auditors, the election of officers and other directors in the place of those retiring, and the appointment and fixing of the remuneration of the auditors.

## 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, five members present in person shall be a quorum. For the purpose of this article "member" includes a person attending as a proxy or as representing a corporation which is a member.
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 directors 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 Chairman shall preside as Chairman at every general meeting of the Council, or if there is no Chairman, 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-Chairman shall be the Chairman or if the Vice-Chairman is not present or is unwilling to act then the members present shall elect one of their members to be Chairman of the meeting.
23. The Chairman of the meeting 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.
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 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 of the meeting 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 Council 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 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 a Chairman 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 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 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 trustee or by such other person as properly has the management of his estate, and any such trustee or other person may vote by proxy or attorney.
29. No member shall be entitled to vote at any general meeting if his 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 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 any 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:

AUSTRALIAN COPYRIGHT COUNCIL

I, ..... of .....  
 being a member of the Australian Copyright Council 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 Council, 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....  
 .....

\* 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 at the registered office of the Council, 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, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, 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 Council at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

## DIRECTORS AND OFFICERS

34. The officers of the Council shall consist of a Chairman, two Vice-Chairmen and a Treasurer.
35. The first directors shall consist of the officers of the unincorporated Council, namely the Chairman, two Vice-Chairmen and the Treasurer. They shall all retire at the first general meeting, but shall be eligible for re-election.
36. Thereafter the directors shall consist of a minimum of six (6) members of the Council and, until the 2013 annual general meeting, at least one (1) independent director and, immediately following the 2013 annual general meeting, at least two (2) independent directors, all of whom shall be elected as herein provided. The total number of directors shall not at any time exceed nine (9).
37. At the first general meeting of the Council and at the annual general meeting of the Council in each year thereafter the six (6) directors shall be elected from among the members and such directors 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 directors shall take place in the following manner:
  - (a) Any two members of the Council shall be at liberty to nominate any other member to serve as a director.
  - (b) The nomination, which shall be in writing and signed by the member and his 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 seconders' names, shall be posted on the Council's website 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 sufficient number of candidates nominated the directors shall fill up the remaining vacancy or vacancies.
  - (f) The directors shall elect the independent directors, who shall hold office until the next annual general meeting when they shall retire but shall be eligible for re-election.
  - (g) The directors shall elect the officers.
39. The Council may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of directors
40. The directors shall have power at any time, and from time to time, to appoint a member to fill a casual vacancy, and to appoint any person as an addition to the existing officers or other directors, but so that the total number of directors shall not at any time exceed nine (9). Any director so appointed shall hold office only until the next following annual general meeting.
41. The Council may by ordinary resolution remove any director before the expiration of his period of office, and may 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 director shall become vacant if the director:
- (a) ceases to be a director by virtue of The Code;
  - (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 Code;
  - (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 Council;
  - (f) for more than six months is absent without permission of the directors from meetings of the directors held during that period;

- (g) in the case of a director who is a member, ceases to be a member of the Council;
- (h) is directly or indirectly interested in any contract or proposed contract with the Council; or
- (i) holds any office of profit under the Council.

Provided always that nothing in this paragraph shall affect the operation of clause 3 of the Memorandum of Association of the Council.

### POWERS AND DUTIES OF DIRECTORS

- 43. The business of the Council shall be managed by the directors who may pay all expenses incurred in promoting and registering the Council, and may exercise all such powers of the Council as are not, by The Code or by these regulations, required to be exercised by the Council in general meeting, subject, nevertheless, to any of these regulations, to the provisions of The Code, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Council in general meeting; provided that any rule regulation or by-law of the Council made by the directors may be disallowed by the Council in general meeting and provided further that no resolution of or regulation made by the Council in general meeting shall invalidate any prior act of the directors which would have been valid if that resolution or regulation had not been passed or made.
- 44. The directors may exercise all the powers of the Council 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 Council.
- 44A. 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 Council shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.
- 45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Council, shall be signed, drawn, accepted and endorsed or otherwise executed, as the case may be, by any two directors or in such other manner as the directors from time to time determine.

46. The directors shall cause minutes to be made:
- (a) of all appointments of officers and servants;
  - (b) of names of directors present at all meetings of the Council and of the directors; and
  - (c) of all proceedings at all meetings of the Council and of the directors.

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 DIRECTORS

47. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A director may at any time and the Secretary shall on the requisition of a director summon a meeting of the directors.
48. Subject to these regulations questions arising at any meeting of the directors shall be decided by a majority of votes and a determination by a majority of the directors shall for all purposes be deemed a determination of the directors. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
49. The quorum necessary for the transaction of the business of the directors shall be a majority of the total directors as provided in Articles 35 and 36 or such greater number as may be fixed by the directors.
50. The continuing directors may act notwithstanding any vacancy in the board, 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 directors, the continuing director or directors may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Council, but for no other purpose.
51. The Chairman shall preside as Chairman at every meeting of the directors, or if there is no Chairman, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-Chairman shall be Chairman or if the Vice-Chairman is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
52. The directors may delegate any of their powers to sub-committees consisting of such directors as they think fit; any sub-committee so formed shall in the exercise of the

powers so delegated conform to any regulations that may be imposed on it by the directors.

53. A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
54. 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 shall have a second or casting vote.
55. All acts done by any meeting of the directors or of a sub-committee or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that the directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.
56. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it has been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more director.

## SECRETARY

57. The Secretary shall in accordance with The Code be appointed by the directors for such term, upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it. Nothing herein shall prevent the directors from appointing a member of the Council as Honorary Secretary and any member so appointed shall forthwith become an officer of the Council and, if not already a director, ex officio a director and he or she shall be subject to the provisions of clause 3 of the Memorandum of Association.

## SEAL

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

## ACCOUNTS

59. The directors 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 Code provided, however, that the directors 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 five months before the date of the meeting.
60. The directors 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 Council shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or paper of the Council except as conferred by statute or by clause 9 of the Memorandum of Association or authorised by the directors or by the Council in general meeting.



## AUDIT

61. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with The Code.
62. A notice may be given by the Council to any member either personally or 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 Council 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, pre-paying 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.
63. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every member except those members who (having no registered address within the State) have not supplied to the Council an address within the State for the giving of notices to them; and
  - (b) the auditor or auditors for the time being of the Council.
- (2) No other person shall be entitled to receive notices of general meetings.

## WINDING-UP

64. The provisions of clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Council shall have effect and be observed as if the same were repeated in these regulations.

## INDEMNITY

65. Every director, auditor, secretary and other officer for the time being of the Council shall be indemnified out of the assets of the Council 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 judgement is given in his favour or in

which he is acquitted or in connection with any application under The Code in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

WE, the several persons whose signatures are subscribed, being subscribers to the Memorandum of Association, hereby agree to the foregoing Articles of Association.

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Signatures of Subscribers

Witness to Signatures

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Keith Kersey

Helen Seymour  
5/2 Iluka Street,  
Rose Bay. N.S.W.  
Stenographer

D. Kindon

Edward John Scollay  
2A Mugga Way  
Red Hill. A.C.T.  
Architect

G. Ferguson

David Kenneth Catterns  
918 Barrenjoey Road,  
Palm Beach. N.S.W.  
Legal Research Officer

G. C. O'Donnell

Peter Christopher Banki  
22 Firth Avenue,  
Strathfield. N.S.W.  
Legal Research Officer

P. R. Holderness

Peter Christopher Banki  
22 Firth Avenue,  
Strathfield. N.S.W.  
Legal Research Officer

DATED this                    22<sup>nd</sup> day of April, 1974.