

**NEW SOUTH WALES  
COMPANIES (NEW SOUTH WALES) CODE  
A COMPANY LIMITED BY GUARANTEE**

**Memorandum  
and  
Articles of Association  
of  
WATCHTOWER BIBLE AND TRACT SOCIETY OF AUSTRALIA**

Incorporated July 29, 1985  
Registered No. 346577-17

**NEW SOUTH WALES  
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A COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION  
of  
WATCHTOWER BIBLE AND TRACT SOCIETY OF AUSTRALIA**

1. The name of the company is "Watchtower Bible and Tract Society of Australia" (hereinafter called "the Society").
2. The registered office of the Society shall be at such place in New South Wales as the directors may from time to time determine.
3. The object of the Society is to promote the Christian religion and study of the Bible in accordance with the beliefs of the Jehovah's Witnesses, and to improve men, women and children spiritually, mentally and morally by any or all of the means set out in paragraphs (a) to (g) following and with the aid of the powers set out in paragraphs (h) to (p) following so far as the same may lawfully be adopted or exercised by a body of persons established for charitable purposes only, namely:

**MEANS**

- (a) By the dissemination of Bible truths, orally and by the printed word, and by means of the printing and/or distribution of Bibles and the printing and publication of Bible study helps, tracts, pamphlets, film, slides, tapes, papers, and other literature and information whether in written, graphic or electronic form, containing information and comment explaining Bible truths and prophecy, and by the use of all other lawful means which may seem to the Board of Directors to be directly or indirectly conducive to the furtherance of the above objects.
- (b) By authorizing and appointing agents, servants, employees, teachers, instructors, evangelists, missionaries and ministers to go forth publicly and from house to house to preach and teach Bible truths to persons willing to listen by leaving with such persons such literature and information or any of the same and by conducting Bible studies with them.
- (c) By purchasing or otherwise acquiring sketches, photographs, drawings, publications, manuscripts, notes, data and memoranda bearing upon the above objects of the Society and by printing, publishing, displaying and distributing the same.
- (d) By Christian missionary work and by education of the people on the Bible and incidental scientific, historical and literary subjects.

- (e) By charitable work for the relief of poverty.
- (f) By establishing and maintaining private Bible schools and classes for instruction of men and women in the Bible, Bible literature and Bible history; by teaching, training, preparing and equipping men and women as ministers, missionaries, evangelists, preachers, teachers and lecturers; by providing and maintaining homes, places and buildings to furnish lodging and meals for such persons and others who may be needed to carry on the purposes of the Society, and providing living allowances for such persons aforesaid.
- (g) By arranging for and holding Christian conventions and assemblies for public and private Christian worship and ceremonies, and by the use of any other lawful means which are directly or indirectly conducive to the furtherance of the objects of the Society.

### **POWERS**

Solely for the promotion of the aforesaid objects and not otherwise:

- (h) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Society.

Provided that the Society shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Society under or by virtue of Clause 4 of this memorandum.

- (i) Of entering into any arrangement with any Government or authority, supreme, municipal, local or otherwise, and of obtaining from such Government or authority all rights, concessions and privileges that are conducive to the objects of the Society.
- (j) Of purchasing, taking on lease or in exchange, hiring or otherwise acquiring (including, without limiting the generality of the foregoing, by gifts, bequests and devises), and of selling, exchanging, surrendering, leasing, mortgaging, charging, converting, turning to account, disposing of and dealing with any estate or interest in any lands, buildings, easements, rights, privileges, mortgages, debentures, options, contracts, licences or other rights, and any real or personal property of any kind necessary or convenient for the attainment of the objects of the Society, and, in pursuance of such objects, of erecting, constructing, enlarging, altering, furnishing, maintaining and improving buildings of all kinds.
- (k) Of making donations to whole-time and part-time workers and in such cases, and either of cash or other assets, as are directly or indirectly conducive to the objects of the Society and of subscribing or guaranteeing money for religious or charitable objects.
- (l) Of borrowing or raising or securing the payment of money for the objects of

the Society in such manner as the Board of Directors of the Society shall think fit.

- (m) Of paying out of the funds of the Society all expenses of or incidental to the formation, registration and management of the Society.
- (n) Of investing any moneys of the Society not for the time being required for its objects in such investments, authorized by law for the investment of trust funds, as may be thought proper and of varying such investments.
- (o) Of granting pensions and gratuities to any officers, employees, ex-officers and ex-employees of the Society (including directors, and ex-directors) or their relatives or dependents and of establishing and supporting any trust or scheme for securing the payment of pensions to or otherwise for the benefit of such persons.
- (p) Of doing and suffering all such other things as bodies corporate may by law do and suffer as are incidental or conducive to the attainment of the objects of the Society.

Provided that the Society shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the Society would make it a trade union within the meaning of the Trade Union Act.

The powers set forth in Sub-Section 67 (1) of the Companies (New South Wales) Code shall not apply to the Society except insofar as they are included in this Clause 3.

4. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding interest at the lowest rate for the time being paid by trading bankers in Sydney for term deposits, or reasonable and proper rent for premises demised or let by any member to the Society; but so that no director or member of the governing body of the Society shall be appointed to any salaried office of the Society or to any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any director or member of such governing body except reasonable and proper remuneration for services actually rendered to the Society, and for 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 Society.

5. 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.

6. The fourth, fifth and tenth paragraphs of this Memorandum of Association contain conditions upon which a licence is granted by the Commission to the Society in pursuance of the provisions of section 66 of the Companies (New South Wales) Code (hereinafter called the "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 Society and on giving notice to the Society of its intention to do so and after affording the Society 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 Society.
7. The liability of members is limited.
8. Every member of the Society undertakes to contribute to the property of the Society in the event of its 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 Society contracted before he ceased 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 dollars (\$100).
9. If upon the winding up or dissolution of the Society 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 Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society 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 Society under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of the dissolution and in default thereof by application to the Supreme Court of New South Wales for determination.
10. True accounts shall be kept of all moneys received and expended by the Society, and the manner in which such receipt and expenditure takes place, and of the property, credits and liabilities of the Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the articles of association of the Society 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 Society 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 Code.
11. The names and addresses and occupations of the subscribers are as follows:

Harold Vivian Mouritz	2-4 Zouch Road Ingleburn, 2565 Minister of Religion
Walter Maxwell Lloyd	2-4 Zouch Road Ingleburn, 2565 Minister of Religion

Gordon Douglas King	2-4 Zouch Road Ingleburn, 2565 Minister of Religion
Wallace Hendrie Baxter	2-4 Zouch Road Ingleburn, 2565 Minister of Religion
Donald Howard MacLean	2-4 Zouch Road Ingleburn, 2565 Minister of Religion

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

Signatures of Subscribers	Witness to Signatures and address of witness
H. V. Mouritz W. H. Baxter W. M. Lloyd D. H. MacLean G. D. King	L. Whyte, J.P. 2-4 Zouch Road Denham Court

DATED this twelfth day of February, 1985.

**NEW SOUTH WALES  
COMPANIES (NEW SOUTH WALES) CODE  
A COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION  
of  
WATCHTOWER BIBLE AND TRACT SOCIETY OF AUSTRALIA**

**INTERPRETATION**

1. In these articles
  - “the Code” means the Companies (New South Wales) Code;
  - “the Society” means the Watchtower Bible and Tract Society of Australia;
  - “the seal” means the common seal of the Society;
  - “Secretary” means any person appointed to perform the duties of a secretary of the Society 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 and other modes of representing or reproducing words in visible form;

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

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

**MEMBERSHIP**

3. The subscribers to the Memorandum of Association and such other persons as the Board of Directors shall admit to membership in accordance with these articles shall be members of the Society.
4. The number of members at any one time shall be not more than thirty, unless the Society in general meeting otherwise resolves, and the Board of Directors may from time to time register an increase or decrease in members pursuant to any such resolution.
5. Every applicant for membership of the Society (other than the subscribers to the

Memorandum of Association) shall be proposed by one and seconded by another member of the Society to both of whom the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Board of Directors from time to time prescribes.

Only

- (a) persons who hold a current appointment as elders in a congregation of Jehovah's Witnesses and
  - (b) the Watch Tower Bible and Tract Society of Pennsylvania are eligible to be members.
6. At the next meeting of the Board of 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 Board of Directors be required to give any reason for the rejection of an applicant.
  7. When an applicant has been accepted for membership, the Secretary of the Society shall forthwith send to the applicant written notice of his admission and a certificate of membership together with a copy of the Society's Memorandum and Articles of Association. Members shall not be required to pay any entrance fee, membership dues or annual subscription.

#### **CESSATION OF MEMBERSHIP**

8. A member may at any time by giving notice in writing to the Secretary resign his membership of the Society but shall continue liable for any sum for which he may be liable as a member or former member of the Society under clause 8 of the Memorandum of Association of the Society.
9. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Society or shall be guilty of any conduct which in the opinion of the Board of Directors is unbecoming of a member or prejudicial to the interest of the Society, the Board of Directors shall have power to expel the member from the Society and erase his name from the register of members provided that at least one week before the meeting of the Board of 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. 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 is to be considered by the directors, elect to have the question dealt with by the Society in general meeting, and in that event an extraordinary general meeting of the Society shall be called for the purpose; and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such a vote to be taken by ballot) the member concerned shall be expelled. Expulsion of a member forfeits any interest he has or had in and to the Society or any office therein, and cancels the right to participate in any meeting as a member and the right to vote, provided he shall have the right to be heard before expulsion.

### **GENERAL MEETINGS**

10. An annual general meeting (hereinafter called the "annual meeting") of the Society shall be held in accordance with the provisions of the Code. Other general meetings may be convened as provided for in these articles. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
11. Any director may whenever he thinks fit convene an extraordinary general meeting. The directors shall convene an extraordinary general meeting of members whenever such meeting is requisitioned in accordance with the provisions of the Code.
12. Subject to the provisions of the Code relating to special resolutions and agreements for shorter notice, notice of a general meeting shall be sent to all persons entitled to receive such notice in accordance with article 53 at least fourteen (14) days prior to the date of the meeting, and shall specify the place, the day and the hour of the meeting, and shall in the case of special business state the general nature of the business to be transacted at the meeting.
13. For the purposes of article 12 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 Board of Directors and Auditors, the election of directors and the appointment of the Auditors if necessary.

### **PROCEEDINGS AT GENERAL MEETINGS**

14. 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. A majority of members shall constitute a quorum. For the purpose of determining whether a quorum is present, a person attending as a proxy, or as representing a corporation that is a member, shall be deemed to be a member.
15. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to such day, and at such time and place, as the directors determine, or, if no determination is made by the directors, to the same day in the next week at the same time and place; and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present, being not less than five, shall be a quorum. Where five members are not present, the meeting shall be dissolved.
16. The President shall preside at every general meeting of the Society, or if there is no President, or if he is not present within 15 minutes after the time appointed for the holding of the meeting, or if he is unwilling to act, the Vice-President shall be the chairman; or if the Vice-President is not present or is unwilling to act, then the members present shall elect one of their members to be chairman of the meeting.
17. The chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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; except for the aforesaid, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. At any general meeting a resolution put to the vote of a 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 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 Society, is 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.

19. 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 determination of the meeting at which the poll was demanded; provided that a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
20. 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.
21. 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 person present in person or by proxy or by attorney or other duly authorized representative has one vote.
22. If a member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his committee or trustee or such other person who properly has the management of his estate may exercise any rights of the member in relation to a general meeting as if the committee, trustee or other person were the member.
23. An instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. An 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, a proxy may vote as he thinks fit.
24. The instrument appointing a proxy shall be in the following form or in a common or usual form:

**WATCHTOWER BIBLE AND TRACT SOCIETY OF AUSTRALIA**

I,.....of.....  
being a member of the Watchtower Bible and Tract Society of Australia,  
hereby appoint .....  
of.....or failing him  
.....of.....  
as my proxy to vote for me and on my behalf at the(annual\*) general meeting of the Society  
to be held on the.....day  
of..... 19 .....and at any adjournment thereof.  
My proxy is hereby authorized to vote \*in favour of/against the following resolutions:  
Signed this .....day of .....19 .....

Note 1. In the event of any member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.

\* Strike out whichever is not desired.

- 25. An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- 26. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind or revocation has been received by the Society at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power exercised.

**BOARD OF DIRECTORS AND OFFICERS**

- 27. Directors shall be elected by the members from among their own number at an annual meeting and hold office until successors qualify. The subscribers to the Memorandum of Association shall constitute the first Board of Directors, and they shall all retire at the first annual meeting of members. At the first annual meeting of the Society there shall be an election by ballot of five directors of the Society, one of whom shall be elected for a term of one year, two for two years and two for three years. At each annual meeting thereafter a number of directors equal to that of those whose terms have expired shall be elected for a term of three years. A retiring director is eligible for re-election.
- 28. Officers of the Society, chosen from among the members of the Board of Directors, shall be a President, who shall preside at the meetings of the Board of Directors, a Vice-President,

who shall preside in the absence of the President, and a Treasurer. The Board of Directors shall elect officers, who shall hold office for a term of one year, or until successors qualify. Meetings for the election of officers shall be held annually within 30 days after the holding of the annual general meeting. The following named persons who have subscribed to the Memorandum of Association shall constitute the first officers:

President:	Harold Vivian Mouritz
Vice-President:	Walter Maxwell Lloyd
Treasurer:	Wallace Hendrie Baxter

They shall all retire at the first annual general meeting but shall be eligible for re-election.

29. The Society may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of officers or directors.
30. Vacancies in any office or the Board of Directors occasioned by death, resignation, disqualification as a member or removal shall be filled by vote of a majority of the remaining members of the Board, who shall meet for that purpose within thirty days from the time when such vacancy or vacancies shall occur. If the Board fails to fill such vacancy or vacancies in the time and manner above provided, then the President, or if the office of the President be vacant, then the Vice-President, performing the duties of the President, shall fill such vacancy or vacancies by appointing such duly qualified person or persons as he shall think fit who shall hold office until the next annual meeting when such vacancy or vacancies shall be filled by election. A person so appointed is subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.
31. Officers may be removed from office (but not from being directors) upon a vote of the majority of all the directors. Directors may be removed from the Board by ordinary resolution of the Society in general meeting, subject to any special notice requirements of the Code.
32. The office of an officer or a director shall become vacant if the director
  - (a) ceases to qualify as a director by operation of section 226 of the Code;
  - (b) becomes prohibited from being a director of a company by reason of any order made under the Code;
  - (c) becomes a bankrupt or assigns or suffers an assignment of his property for the benefit of his creditors generally or otherwise takes the benefit of any statute for the relief of insolvent debtors;
  - (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 Society;
  - (f) is absent for more than six months without permission of the Board of Directors from meetings of the Board held during that period;

- (g) is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of his interest as required by the Code;
- (h) ceases to qualify as a member of the Society or ceases to be a member;
- (i) ceases to be an elder of a congregation of Jehovah's Witnesses as to which the certificate of the Watch Tower Bible and Tract Society of Pennsylvania shall be good prima facie evidence; or
- (j) holds any office of profit under the Society.

Provided always that nothing in this article shall affect the operation of clause 4 of the Memorandum of Association of the Society.

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

- 33. Subject to the Code and to any other provision of these articles and the Memorandum, the business of the Society shall be managed by the directors, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Code or by these articles, required to be exercised by the Society in general meeting, subject nevertheless, to any of these articles, to the provisions of the Code, and to such regulations being not inconsistent with the aforesaid articles or provisions, as may be prescribed by the Society in general meeting; provided that any rule, regulation or by-law of the Society made by the Board of Directors may be disallowed by the Society in general meeting and provided further that no resolution or regulation made by the Society in general meeting shall invalidate any prior act of the Board of Directors which would have been valid if that resolution or regulation had not been passed or made.
- 34. Without limiting the generality of article 33, the directors may exercise all the powers of the Society to borrow money, to mortgage or charge any property of the Society and to give any security whether outright or as security for any debt, liability or obligation of the Society or of any other person, firm, Society or company.
- 35. The directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Society for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the directors), for such period and subject to such conditions as they think fit. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the directors think fit and may also authorize the attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 36. All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two directors or in such other manner as the Board of Directors from time to time determines.
- 37. The directors shall cause minutes to be made
  - (a) of all appointments of officers and servants;
  - (b) of the names of directors present at any meeting of directors and at general meetings of the Society;

(c) of all proceedings at all meetings of the Society and its 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 BOARD OF DIRECTORS**

38. The directors may meet together for the despatch of business and 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, convene a meeting of the directors.
39. Subject to these articles, questions arising at a meeting of directors shall be decided by a majority of votes of directors present and voting and any such decision shall for all purposes be deemed a decision of the Board of Directors. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
40. A director shall not vote in respect of any contract or proposed contract with the Society in which he is financially interested, or any matter arising therefrom, and if he does so vote, his vote shall not be counted.
41. The quorum necessary for the transaction of business at a meeting of directors shall be a majority of directors or such number, not less than two, as may be fixed by the directors from time to time.
42. In the event of a vacancy or vacancies in the office of a director or in the offices of directors, the remaining directors may act, but, if the number of remaining directors is not sufficient to constitute a quorum at a meeting of directors, they may act only for the purpose of increasing the number of directors to a number sufficient to constitute such a quorum or of convening a general meeting of the Society.
43. The President shall preside as chairman at every meeting of the directors, or if there is no President, or if at any meeting he is not present within 15 minutes after the time appointed for the holding of the meeting or if he is unwilling to act, the Vice-President shall be the chairman, or if the Vice-President is not present at the meeting then the remaining directors may choose one of their number to be chairman of the meeting.
44. The Board of Directors may delegate any of its powers and/or functions (not being duties imposed on the directors as the directors of a company by the Code or the general law) to a committee or committee consisting of such member or members of the Society as the directors think fit; any committee so formed shall exercise the powers delegated in accordance with any directions of the Board of Directors and a power so exercised shall be deemed to have been exercised by the directors.
45. A committee may meet and adjourn as it thinks proper. Each member of a committee shall have one vote. 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.
46. All acts done by any meeting of the directors or of a committee or by any person acting as a director or member of a committee 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 director or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a director or member of such committee.

47. A resolution in writing signed by all the directors in Australia for the time being entitled to receive notice of a meeting of the Board of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors.

#### **SECRETARY**

48. The Secretary shall in accordance with the Code be appointed by the Board of Directors for such term and upon such conditions as it thinks fit, and any secretary so appointed may be removed by it. Nothing shall prevent the Board of Directors from appointing a member of the Society as Honorary Secretary and any member so appointed shall forthwith become an officer of the Society and, if not already a director, ex officio a director and he shall be subject to the provisions of clause 4 of the Memorandum of Association.

#### **SEAL**

49. The directors shall provide for the safe custody of the seal. The seal shall be used only by the authority of the directors or of a committee of the directors authorized by the Board of Directors in that behalf, and every instrument to which the seal is affixed shall be signed by a director and countersigned by another director, a secretary or another person appointed by the directors for that purpose.

#### **ACCOUNTS**

50. The Board of 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 Board of 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.
51. The Board of Directors shall from time to time determine in accordance with clause 10 of the Memorandum of Association of the Society at what times and places and under what conditions or regulations the accounting and other records of the Society will be open to the inspection of members.

#### **AUDIT**

52. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Code.

#### **NOTICES**

53. Any notice required by law or under these articles to be given by the Society to any member may be given either by serving it on him personally or by sending it by post to him at his address as shown in the register of members or the address supplied by him to the Society

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.

54. Notice of every general meeting shall be given in the manner authorized by article 53 to
- (a) every member except those members who (having no registered address within the State) have not supplied to the Society an address within the State for the giving of notices to them; and
  - (b) to the auditor or auditors for the time being of the Society.

#### WINDING UP

55. The provisions of clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect and be observed as if the same were repeated in these articles.

#### INDEMNITY

56. Every director, auditor, secretary and other officer, or agent for the time being of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in his capacity as officer, director, auditor or agent 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 in relation to any such proceedings in which relief is under the Code granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

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

Signatures of Subscribers	Witness to Signatures and address of witness
H. V. Mouritz W. H. Baxter W. M. Lloyd D. H. MacLean G. D. King	L. Whyte, J.P. 2-4 Zouch Road Denham Court

DATED this twelfth day of February, 1985.