

COMPANIES ACT 1961

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

THE ORGAN HISTORICAL TRUST OF AUSTRALIA

1. The name of the Company (hereinafter called the Trust) is "The Organ Historical Trust of Australia".
2. The objects for which the Trust is established are:-
 - (1) to establish and maintain a public educational institution the purpose of which is to educate members of the public, to awaken, stimulate, encourage and maintain the interested members of the public in, and to promote public knowledge of, pipe organs which are of national or local importance by reason of educational, historic, artistic, traditional, scientific, antiquarian, or other special interest attaching to them (hereinafter called "notable pipe organs").
 - (2) to provide for the holding of classes, lectures, seminars, exhibitions, recitals, demonstrations, meetings and conferences calculated directly or indirectly to advance the cause of education of members of the public and imparting knowledge of notable pipe organs and to that end to co-operate with other public educational institutions.
 - (3) To take such steps as may be necessary or desirable to manage and preserve notable pipe organs whether they be owned by or under the control of the Trust or any governmental authority, church, religious congregation, corporation, society or individual.
 - (4) To compile and preserve suitable records of notable pipe organs.
 - (5) To encourage scholarly research into the history of the pipe organ and kindred musical instruments, organ music, and the musical use of the pipe organ and kindred instruments and to those ends to offer give or contribute towards any scholarship, prize, medal or reward for research, writing or other work, and to make grants to persons to assist them in studies, research and investigations approved by the Trust.

(6) To awaken encourage and stimulate appreciation enjoyment and respect by members of the public for notable pipe organs.

(7) And solely for the purpose of carrying out the foregoing objects and not otherwise the Trust has power:

- i. to print, publish, sell, distribute and circulate books and publications of any and every kind as are calculated to promote and advance the objects and purposes of the Trust;
- ii. to employ and remunerate teachers, lecturers, research workers and students, secretaries and other persons as may be necessary or desirable for the purposes of carry out and giving effect to the objects and purposes of the Trust;
- iii. to establish and maintain an archive or archives and also a library or libraries both reference and circulating;
- iv. to establish guidelines for the artistic restoration of notable pipe organs and to advise and encourage those who undertake such restoration work;
- v. to acquire by purchase, lease or otherwise any notable pipe organ for the purpose of maintaining protection and preserving it for the benefit of the public;
- vi. to acquire or accept the gift or bequest of or the control for the time being on loan or lease of any notable pipe organ. and if any such gift bequest control loan or lease be subject to any trust or condition to give effect to such trust or condition;
- vii. to co-operate with any other institution or society having objects similar to the objects of the Trust;
- viii. to take such steps as from time to time may be deemed expedient for the purpose of procuring grants, subscriptions and contributions to the funds of the Trust;
- ix. to accept for the promotion, attainment, maintenance and advancement of the objects and purposes herein set out, gifts, bequests, legacies of money and other valuable assets and property;
- x. to entrust any notable pipe organ for safe custody and control to any governmental authority, church, religious congregation, gallery,

museum, association, society or body of persons, whether incorporated or not, upon such terms and conditions as the Trust thinks fit with power at any time to require the return thereof to the Trust;

- xi. to enter into agreements with governmental authorities, churches, religious congregations, corporations, societies and individuals for the management, maintenance, restoration and preservation of notable pipe organs;
- xii. to maintain, restore, preserve and manage either alone or jointly with any governmental authority, church, religious congregation, corporation, society or individual any notable pipe organ;
- xiii. to cause such steps to be taken as in the opinion of the Trust are necessary or desirable to make notable pipe organs readily accessible to the public under proper conditions and whether or not upon payment of an admission fee to the Trust;
- xiv. to erect suitable notices on notable pipe organs;
- xv. to expend any money and generally take any action for any purpose that in its opinion is necessary or desirable for the furtherance of the objects, purposes and functions of the Trust;
- xvi. to give and enter into any-guarantee in relation to the payment of any money and to give and enter into any form of indemnity;
- xvii. to acquire by purchase, exchange, gift , devise, bequest, lease, hire or otherwise any real or personal property in furtherance of the objects and purposes of the Trust;
- xviii. to sell, lease, exchange or otherwise dispose of, any real or personal property of the Trust;
- xix. to apply to have any land of the Trust brought under the provisions of the Transfer of Land Acts or of any statutory re-enactment thereof;
- xx. to construct, build, repair, maintain and alter any buildings;
- xxi. to invest the moneys of the Trust not immediately required in such manner as may from time to time be deemed expedient;
- xxii. (Subject to clause 5 of this Memorandum of Association) to borrow or raise money and secure the repayment thereof on such terms and at such rate of interest and otherwise as the Council of the Trust from time

to time shall think fit and in particular by mortgage or other similar charge on or security over any property real or personal of the Trust, but so that so long as the name of the Company contains the word "Trust" the Trust shall not issue or issue any invitation to the public to subscribe for any debentures of the Trust;

- xxiii. to make gifts and to give and make over money and other property of the Trust with or without consideration where the making thereof is calculated to promote the objects and purposes of the Trust;
- xxiv. to pay all costs charges and expenses of and incidental to or in connection with the formation of the Trust;
- xxv. to place any moneys of the Trust on deposit with any bank and to open and pay moneys of the Trust into and operate upon accounts current with any bank;
- xxvi. to promote legislation likely to further and advance the objects and purposes of the Trust; ‘
- xxvii. to establish and maintain or preserve the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, and to make payments for or towards the insurance of any employee or ex-employee of the Trust, and the relations, connections and dependents of any such employee or ex-employee;
- xxviii. to do all such other acts and things as are incidental or conducive to the attainment of the above objects and purposes or any of them;

The provisions of the Third Schedule to the Companies Act 1961 shall not apply to the Trust and the foregoing provisions of this paragraph shall be read and construed without reference to the provisions of that Schedule.

PROVIDED THAT the Trust shall not support with its funds 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 Trust would make it a Trade Union within the meaning of the Trade Unions Acts of 1958.

3. The liability of the members is limited.

4. Every member of the Trust undertakes to contribute to the assets of the Trust in the event of its being wound-up while he is a member or within one year afterwards for payment of the debts and liabilities of the Trust contracted before he ceases to be a member and the costs and charges 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.
5. The income and property of the Trust whencesoever derived, shall be applied solely towards the promotion towards of the objects of the Trust 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 howsoever by way of profit to members of the Trust. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Trust or to any member of the Trust in return for any services actually rendered to the Trust nor 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 Trust or reasonable and proper rent for premises demised or let by any member to the Trust but so that no member of the Council of Management or governing body of the Trust shall be appointed to any salaried office of the Trust or any office of the Trust paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Trust to any member of such Council or governing body except the 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 Trust.
6. No amendment of the Memorandum of Association or of the Articles of Association for the time being in force shall be made unless the same shall have been previously submitted to and approved by the Attorney General of Victoria.
7. The fifth sixth and ninth paragraphs of this Memorandum of Association contain conditions upon which a licence is granted by the Attorney General of Victoria to the Trust in pursuance of the provisions of Section 24 of the Companies Act 1961 of the said State. For the purpose of preventing any evasion of the provisions of the said paragraphs the Attorney General may from time to time on the application of any member of the Trust 'and on giving notice to the Trust of his intention so to do and after affording the Trust an

opportunity of being heard in opposition thereto, within such time as may be specified in such notice, imposed further conditions which shall be duly observed by the Trust.

8. If upon the winding up or dissolution of the Trust, there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among its members, but shall be given or transferred to some other organisation or organisations having objects similar to the objects of the Trust, and whose rules shall prohibit the distribution of its or their income among its or their members, such organisation or organisations

(1) to be eligible for tax deductibility of donations under the sub-division 30-B of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained un the Act, and

(2) to be decided on by the members of the Trust on or prior to dissolution of the Trust, or if they do not so decide, then by a Judge of the Supreme Court of Victoria who has or acquires jurisdiction in the matter.

9. True accounts shall be kept of the sums of money received and expended by the Trust the property, credits and liabilities of the Trust and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the time being shall be open to the inspection of the members. Such accounts shall upon the written request of the Attorney General be made available for inspection by him or by anyone authorised in writing by him for the purpose. Once in every year the accounts of the Trust shall be examined by one or more properly qualified auditor or auditors.

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.

DATED this day of 1978.

NAMES ADDRESSES
AND DESCRIPTIONS

SIGNATURES
OF SUBSCRIBERS

NAMES ADDRESSES
DESCRIPTIONS

OF SUBSCRIBERS

AND SIGNATURES
OF WITNESSES

VICTORIA

COMPANIES ACT 1961

COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE ORGAN HISTORICAL TRUST OF AUSTRALIA

1. In these Articles of Association unless there be something in the subject or context inconsistent therewith: "The Act" means the Companies Act 1961 and any statutory modification thereof or any statutory provisions substituted therefor.

"These Articles" means these Articles of Association as originally adopted or as from time to time altered by special resolution.

"The Council" means the members of the Council in meeting assembled.

"The Office" means the registered office of the Trust in Victoria.

"The Register" means the register of members to be kept pursuant to the Act.

"The Seal" means the common seal of the Trust.

"Secretary" means any person appointed to perform the duties of a secretary of the Trust and includes any deputy or acting secretary.

"State" means the State of Victoria.

"The Trust" means The Organ Historical Trust of Australia.

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 importing only the singular number include the plural number and vice versa.

Words importing any gender include the other genders.

Words importing persons include corporations.

Subject to the foregoing words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and of the Act in force at the date at which these Articles become binding on the Trust.

2. The Trust is established for the purpose of carrying out the objects set out in the Memorandum of Association.

MEMBERSHIP

3. The number of members with which the Trust proposes to be registered is four hundred, but the council may from time to time register an increase in numbers.
4. The Trust shall consist of:
 - a. Ordinary members;
 - b. Benefactor members;
 - c. Life members;
 - d. Honorary members.
5. The qualifications for membership of the Trust shall be as follows:-
 - a. ORDINARY MEMBERS shall be the subscribers to the Memorandum of Association and persons elected by the Council as such and who are subscribers to the Trust of the annual subscription fixed and determined as hereinafter provided;
 - b. BENEFACTOR MEMBERS shall be persons elected by the Council as such and who shall have given at least *One thousand dollars* or such other sum as the Council from time to time may fix to the funds of the trust or an equivalent value in real or personal property in one donation as a life composition for the annual subscription.
 - c. LIFE MEMBERS shall be the persons elected by the Council as such and who shall have given at least *Three hundred dollars* or such other sum as the Council from time to time may fix to the funds of the Trust in one donation as a life composition for the annual subscription.
 - d. HONORARY MEMBERS shall be the persons who have rendered distinguished service to the Trust and who shall have been elected by at least a three-fourths majority of the members present and voting at a duly convened general meeting PROVIDED THAT:
 - i. Not more than *three* Honorary members may be elected in any one year;

- ii. the aggregate number of Honorary members must not at any time exceed in number one for every *twenty* members of the Trust.

6. Each application for Ordinary, Benefactor, or Life membership shall be considered by the Council at its first meeting held following receipt of the application. The Council shall have absolute discretion in determining the admission or rejection of the applicant and in no case shall the Council be required to give any reason for the rejection of an applicant.
7. Each ordinary member on admission to membership of the Trust shall pay an annual subscription as hereinafter prescribed. The annual subscription shall become due on the 1st day of July in each year and shall be payable in advance. Ordinary members admitted in the first six months of a year shall in respect of the period ending the 30th day of June in that year pay half the annual subscription, or such other sum as the Council determines.
8. The annual subscription for ordinary members shall not exceed One hundred dollars (\$100.00) or such higher sum as shall from time to time be determined by the Trust in general meeting. The Council shall determine a scale of annual subscriptions to apply in each year under which the Council may in its discretion allow a concessional rate to husband and wife ordinary members, to family groups of ordinary members, and to students and young people who are ordinary members.
9. If the annual subscription of an ordinary member shall remain unpaid for a period of two calendar months after it becomes due then the ordinary member may after notice of the default shall have been sent to him by the Secretary or Honorary Treasurer be debarred by resolution by the Council from all privileges of membership provided the Council may reinstate the member on payment of all arrears if the Council thinks fit to do so.
10. A member may at any time by giving notice in writing left at the Office resign his membership of the Trust 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 Trust and in addition for any sum not exceeding Fifty dollars (\$50.00) for which he is liable as a member of the Trust under Clause 4 of the Memorandum of Association of the Trust.
11. Any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Trust, or shall be guilty of any conduct

which in the opinion of the Council is unbecoming of a member or prejudicial to the interests of the Trust, the Council shall have power to expel the member from the Trust provided that at least one week before the meeting of the Council 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 at the Office 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 Council, elect to have the question of his expulsion dealt with by the Trust in general meeting, and in that event an extraordinary general meeting of the Trust 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.

GENERAL MEETINGS

12. The Trust shall hold its first general meeting within eighteen months of its incorporation and thereafter a general meeting shall be held once at least in every year and not more than fifteen months after the holding of the last preceding general meeting at such times and places as may be determined by the Council. Such general meetings (before which the annual accounts of the Trust are to be laid) shall be called the Annual General Meetings. All other meetings of the Trust shall be called Extraordinary General Meetings.
13. The Council may whenever they think 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 is provided by the Act.
14. Subject to the provisions of the Act relating to Special Resolutions and agreements for shorter notice fourteen clear days' notice at least specifying the place day and hour of meeting and in case of special business the general nature of such business shall be given to the members and to such other persons as are entitled to receive such notices from the Trust by notice sent by post or otherwise served as hereinafter provided.
15. The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any of the members or any other person entitled to receive such notice shall not invalidate any Resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. The business of an Annual General Meeting shall be to receive and consider the Profit and Loss Account, the Balance Sheet and the Reports of the Council and of the Auditors, to appoint Auditors (if necessary) and to transact any other business which under these Articles ought to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
17. *Ten or more* members present personally or by proxy or by attorney or by duly authorised representative shall be a quorum for a meeting and no business shall be transacted at any meeting unless the quorum requisite be present at the commencement of business.

18. The Chairman of the Council or in his absence the most senior Vice-Chairman (if any) shall be entitled to take the chair at every meeting. If there be no Chairman or Vice-Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act the Council members present may choose a Chairman and in default of their doing so the members present shall choose one of the Council members to be Chairman and if no Council member present be willing to take the chair shall choose one of their number to be Chairman.
19. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon such requisition as aforesaid shall be dissolved; but 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 time and place as the Council may by notice to the members appoint. If at such adjourned meeting a quorum is not present those members present personally or by proxy or by attorney or (in the case of members being corporations) by duly authorised representative (being not less than two) shall be a quorum.
20. 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 the declarations of the result of the show of hands) demanded:-
 - a. by the Chairman;
 - b. by at least three members present in person or by proxy or attorney or representative; or
 - c. by any member or members present in person or by proxy or by attorney or representative and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show 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 Trust 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.

21. 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.

22. 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.
23. At any general meeting on a show of hands every person present who is a member or proxy attorney or other duly authorized 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 authorized representative shall have one vote.
24. 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 the Public Trustee or by 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.
25. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Trust have been paid.
26. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
27. The instrument appointing a proxy shall be in writing (in the common or usual form) 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. A proxy may but need not be a member of the Trust. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
28. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy, shall be in the following form or a form as near thereto as circumstances admit.

THE ORGAN HISTORICAL TRUST OF AUSTRALIA

I/We, _____ of
being a member/members of the Trust, hereby appoint
_____, of
or failing him, _____ of
_____, as my/our proxy to vote for
me/us on my/our behalf at the (annual or extraordinary, as the case may be) general
meeting of the Trust, to be held on the _____ day of _____ 197 , and at
any adjournment thereof.

Signed this _____ day of _____ 197 .

This form is to be used *in favour of the resolution.
_____ against

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote
as he thinks fit).

29. The power of attorney (if any) or the instrument appointing a proxy and the power of attorney (if any) under which it is signed or an office copy of notarially certified copy thereof shall be deposited at the Office not less than forty-eight hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in such instrument proposes to vote.
30. A vote in accordance with the terms of an instrument of proxy or power of attorney shall valid notwithstanding the previous death of the principal or revocation of the proxy or power of attorney or resignation from membership of the member giving the same provided that no intimation in writing of the death revocation or resignation shall have been received at the Office or by the chairman of the meeting before the vote is given.

THE COUNCIL

31. The first or provisional members of the Council are:

David VANN,

Christ SILLINCE,
Keith ASBOE,
Bruce NAYLOR,
Robert ELMS,
Ian BURK,
John MAIDMENT,
John HENWOOD,
John BROOKS,
Robert Henry Neil SYMONS,
William SMITH,
James Michael Saunders JOHNSON,
John Ernest STILLER,

and they shall hold office until the first Annual General Meeting of the Trust when they shall be deemed to have retired and be eligible for re-election.

32. The number of members of the Council shall not ordinarily be less than 12, or more than 17, but the Trust, in general meeting, may, from time to time, determine by resolution to increase or reduce these limits, to serve the varying needs of the Trust.

33. Each candidate for membership of the Council shall be a member of the Trust or the representative duly appointed under Section **140 (3) of the Act or a member** of the Trust being a corporation and shall be nominated by two members of the Trust and the names of all such candidates together with the names of their nominators shall be delivered or posted to reach the Office at least one month before an Annual General Meeting. Each such nomination shall be accompanied by the consent in writing of the candidate proposed or such other evidence of consent as may be accepted by the Secretary.

ROTATION OF MEMBERS OF COUNCIL

34. At the first Annual General Meeting of the Trust the whole of the members of the Council shall retire from office and at the Annual General Meeting in every subsequent year one-third of the members of the Council for the time being or if their number is not a multiple of three then the number nearest one-third shall retire from office.

35. The members of the Council to retire in every year shall be those who have been longest in office since their last election but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
36. A retiring member of the Council shall be eligible for re-election.
37. The Trust at the Annual General Meeting at which a member of the Council retires in manner aforesaid may fill up the vacated office by electing a person thereto and in default the retiring member of the Council shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such vacated office.
38. The Trust may from time to time in general meeting increase or reduce the number of the members of the Council and may also determine in what rotation the increased or reduced number is to go out of office.
39. Any casual vacancy occurring in the Council may be filled up by the members of the Council from persons eligible for election to the Council but the person so chosen shall be subject to retirement at the next following Annual General Meeting but shall be eligible for election by the Trust at that meeting.
40. The Council shall have power at any time and from time to time to appoint a person eligible for election to the Council as an additional member of the Council who shall retire from office at the next following Annual General Meeting but shall be eligible for election by the Trust at that meeting as an additional member of the Council.
41. The Trust may by ordinary resolution remove any member of the Council before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead and the person so appointed shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member in whose place he is appointed was last elected a member of the Council.
42. The continuing Council members may act notwithstanding any vacancy in their body but so that if the number falls below the quorum necessary pursuant to Article 44 for the transaction of business the Council may act for the purpose of summoning a general meeting of the Trust or in emergencies but for no other purpose.
43. The office of Council member shall become vacant if the Council member:
 - a. ceases to be a Council member by virtue of the Act;
 - b. becomes bankrupt or makes any arrangement or composition with his creditors generally;

- c. becomes prohibited from being a Council member 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 Trust;
- f. absents himself from at least three consecutive meetings of the Council without special leave of absence from the Council and the Council resolves that his office be vacated;
- g. holds any office of profit under the Trust;
- h. is directly or indirectly interested in any contract or proposed contract with the trust, and if he shall have failed to declare the nature of his interest in manner required by the Act. Provided that nothing in this Article shall affect the operation of Clause 5 of the Memorandum of Association of the Trust.

PROCEEDINGS OF COUNCIL

44. The Council members may meet together for the despatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit. The quorum necessary for the transaction of business shall be one more than half the number of Council members.
45. A Council member may at any time and the Secretary upon the request of a Council member shall convene a meeting of the Council
46. Questions arising at any meeting of the Council members shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.
47. Any Council member with the approval of the Council members may appoint any person who is a member of the Trust to be an alternate or substitute Council member in his place during such period as he thinks fit. Any person while he so holds office as an alternate or substitute Council member shall be entitled to notice of meetings of the Council and to attend and vote thereat accordingly, and to exercise all the powers of the appointor in his place. An alternate or substitute Council member shall ipso facto vacate office if the appointor vacates office as a Council member or removes the appointee from office. Any appointment or removal under this Article shall be effected by notice in writing under the hand of the Council member making the same.

48. The Council members may elect a Chairman and two Vice-Chairmen of their meetings, determine the periods for which they are respectively to hold office, and in the case of the Vice-Chairman determine who is to be the Senior Vice-Chairman, and who the Junior. If no Chairman or Vice-Chairman is elected or if at any meeting neither the Chairman nor a Vice-Chairman is present within fifteen minutes of the time appointed for holding the same, the Council members present shall choose someone of their members to be Chairman of that meeting.
49. A meeting of the Council members for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time being vested in or exercisable by the Council.
50. The Council members may delegate any of their powers to any committee consisting of such one or more of the Council members as the Council determines, and may from time to time revoke such delegation. A committee shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Council. The meetings and proceedings of each committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council so far as the same are applicable thereto and are not superseded by any regulations made by the Council under this Article.
51. All acts done at any meeting of the Council members or any committee or by any person acting as a Council member shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Council members or of the members of the committee or any person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council member or a member of the committee (as the case may be) and had been entitled to vote.
52. A Resolution in writing signed by all the Council members for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such Resolution may consist of several documents in like form each signed by one or more Council members.

POWERS OF COUNCIL

53. The direction of the carrying out of the objects for which the Trust is established and the control and management of the property and affairs of the Trust shall be vested in the Council which may exercise all such powers of the Trust as are not, by the Act or by these Articles, required to be exercised by the Trust in general meeting, subject nevertheless to any of these Articles, to the Act, and to the regulations which being not inconsistent with these Articles or the Act, the Trust may prescribe in general meeting, but no regulation made by the Trust in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made. The General powers given by this Article shall not be limited or restricted by any special authority or power given by the Council by any other Article.
54. Without limiting the generality of the last preceding Article the Council may at any time sell or otherwise dispose of the whole or any part of the assets undertaking and other property of the Trust or any that may hereafter be acquired on such terms and conditions as they deem advisable.
55. The Council may from time to time and at any time by power of attorney appoint one or more of its members to be attorney or attorneys of the Trust for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as they may think fit.
56. The Council may exercise all the powers of the Trust to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Trust.
57. The Council may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation fund or life insurance or deferred annuity schemes for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, benefits or emoluments to any persons who are or were at any time in the employment or service of the Trust, and to the wives, widows, families or dependants of any such persons, and may make payments for or towards the insurance of any such persons as aforesaid.
58. All cheques promissory notes, drafts, bills of exchange and other negotiable or transferrable instruments, and all receipts for money paid to the Trust, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two

members of the Council or in such other manner as the Council shall from time to time determine.

MINUTES

59. The Council shall cause Minutes to be duly entered in books provided for the purpose:
- a. of all appointments of officers;
 - b. of the names of the Council members present at each meeting of the Council, and each committee;
 - c. of all orders made by the Council, and each committee;
 - d. of all resolutions and proceedings of general meetings of the Council and each committee.

And any such Minutes of any meeting of the Council, any committee, or of the Trust, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes

60. The books containing the Minutes of the proceedings at general meetings of the Trust shall be kept at the Office and shall be open to the inspection of any member without charge. Any member shall be entitled to be furnished within seven days after he has made a request on that behalf with a copy of any such Minutes at a charge not exceeding twenty cents for every hundred words.

SECRETARY AND OTHER OFFICERS

61. The Secretary of Secretaries, each of whom shall be a natural person and one of whom shall be a person who ordinarily resides in the State, shall in accordance with the Act be appointed by the Council for such term, for such remuneration, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. Where there is no Secretary capable of acting the Council may appoint an Assistant or Deputy Secretary or any other officer of the Trust to perform the duties of Secretary.
62. The Council may elect from amongst their number an Honorary Treasurer and such other officers as they may from time to time consider desirable.

THE SEAL

63. The Council shall provide for the safe custody of the Seal which shall only be used by the authority of the Council and every instrument to which the Seal is affixed shall be signed by a Council member and shall be counter-signed by the Secretary or by a second Council member or by some other person appointed by the Council for the purpose.

BY-LAWS OF THE TRUST

64. The Council may, by resolution, make alter and repeal by-laws not inconsistent with the provisions of the Memorandum of Association or of these Articles for all or any of the following purposes:

- a. regulating the proceedings and affairs of the Trust;
- b. prescribing the manner of keeping a register of members;
- c. prescribing the method of election of members of the Trust and matters incidental thereto;
- d. providing for the maintenance care control and custody of the property of the Trust;
- e. prescribing the duties of its officers and other servants
- f. providing for the establishment and constitution of interstate and local branches to be known as State, Territory or Regional Branches of the Trust for the furthering of the work of the Trust and prescribing such other matters as may be necessary for the efficient functioning of such branches;
- g. providing for the establishment and constitution of special auxiliaries and committees for furthering the objects of the Trust and prescribing for the efficient functioning thereof;
- h. such other purposes as may be deemed necessary or expedient for duly carrying out the functions and work of the Trust or of any branches;

AND the Council shall adopt such means as they deem sufficient to bring to the notice of members of the Trust all such by-laws and any amendments alterations and repeals thereof and all such by-laws so long as the same shall be in force shall be binding upon all members of the Trust provided that any by-laws may be set aside by a resolution of a General Meeting of the Trust.

ACCOUNTS

65. The Council shall cause to be kept such accounting records as correctly record and explain the transactions and financial position of the Trust and enable true and fair accounts of the Trust to be prepared from time to time and shall cause those accounting records to be kept in such manner as will enable the accounts of the Trust to be conveniently and properly audited in accordance with the Act.
66. The accounting records shall be kept at the Office or at such other place or places as the Council think fit and shall be open to the inspection of the Council, members, and all other persons authorised to inspect the same by or under the Act during usual business hours.
67. At the Annual General Meeting in each year the Council shall lay before the Trust a Statement of Receipts and Expenditure and a Balance Sheet prepared in accordance with the Act in respect of the last completed financial year of the Trust.

AUDITORS

68. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

69. A notice may be given by the Trust to any member either personally or by sending it by post to him at his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting the letter containing the notice, and to have been effected in the case of the 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.

INTEREST

70. For the purposes of Clause 5 of the Memorandum of Association the rate of interest shall not exceed the lowest rate paid for the time being by the State Savings Bank of Victoria in respect of term deposits.

INDEMNITY

71. Every Council member, Auditor, Secretary and other officer for the time being of the Trust shall be indemnified out of the assets of the Trust against any liability incurred by him as such Council member, Auditor, Secretary or other officer 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.

DATED this day of 1978.

Signature of Subscribers

Signature and Address
of witness to each
Subscriber's Signature
