

CORPORATIONS ACT 2001

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION OF

**PRESBYTERIAN LADIES' COLLEGE FOUNDATION LIMITED
ACN 050 032 141**

PRELIMINARY

1. In this Constitution:

"**the Act**" means the *Corporations Act 2001* (Cth);

"**the Foundation**" means Presbyterian Ladies' College Foundation Limited;

"**the College**" means Presbyterian Ladies' College of Burwood Highway, Burwood in the State of Victoria;

"**the Council**" means the governing body from time to time of the College;

"**the Board of Management**" means the governing body of the Foundation comprised of persons referred to in clause 18 below and for the purposes of the Act is equivalent to the Board of Directors in meeting assembled;

"**the Secretary**" means any person appointed to perform the duties of a Secretary of the Foundation and includes an Honorary Secretary;

"**the gift**" means a gift of cash or a gift of an asset made or transferred or given during the donor's lifetime;

"**bequest**" means and includes a legacy or a devise or other benefit passing under a testamentary document; and

"**Approved Fund**" means any fund established for the benefit of the College and for anyone or more of the objects of the Foundation approved as an Approved Fund by the Board of Management and the Council for the purposes of the Foundation.

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

Where herein used and where the context shall so admit words importing the singular number or plural number shall include the plural number or the singular number respectively and words importing the masculine gender shall include the feminine gender and neuter gender.

Words importing persons shall unless the context otherwise requires be construed as including companies corporations institutions organisations and public bodies.

2. The objects for which the Foundation is established are to support and assist the College and the Council to encourage and foster the interest and financial support of past students, parents of students (present and past) and friends of the College for the benefit of the College and in particular and without limiting the generality of the foregoing:

- (i) to extend invitations to past students, parents of students and friends of the College to become members of the Foundation and through such membership to participate and join

more actively and effectively in supporting and assisting the Council to promote and carry out the activities of the College;

- (ii) to encourage the making of gifts and testamentary dispositions to or for the benefit of the College or any of its funds or accounts or any trusts or funds established to benefit the College;
- (iii) to enlist the support including the financial support of past students, parents of students and friends of the College for activities calculated to improve the education provided by it including the employment of teaching staff with special skills, the carrying out of research, the provision of funds for scholarships, bursaries and education allowances, visits from distinguished scholars and others with qualifications which enable them to contribute to the education of the students and the teaching staff of the College, the acquisition of books, works of art, plant and equipment, land and buildings and the construction and maintenance of buildings and facilities; and
- (iv) to raise money for the purposes aforesaid by any method that seems desirable to and is approved by both the Council and the Board of Management of the Foundation –

and for the purposes of achieving these objects the Foundation shall have the power:

- (a) to invest and deal with the money of the Foundation in such manner as may be thought fit;
- (b) to purchase take on lease take in exchange hire and otherwise acquire and to sell lease or otherwise dispose of or deal with real and personal property of every description;
- (c) to borrow or raise money and to secure the same by giving mortgages charges guarantees or other securities over any part of the real and personal property present or future of the Foundation;
- (d) to make draw accept endorse discount execute and issue promissory notes bills of exchange warrants debentures and other negotiable or transferable instruments;
- (e) to insure against fire or otherwise any insurable property of the Foundation and to pay Premiums on insurance or assurance policies which the Foundation may acquire by any means;
- (f) to act as trustee of trusts and funds which may be established for the benefit of the College;
- (g) to recommend to the Council the production of publications and the issue thereof to the members of the Foundation and others;
- (h) to advance education by advancing, promoting and encouraging the educational purposes of the College;
- (i) to establish and maintain a public fund or funds to be established and maintained exclusively for providing money for the acquisition, construction or maintenance of buildings used or to be used as a school by the College for educational purposes;
- (j) to establish and maintain, in addition and separate to any fund or funds referred to in sub-clause 2(i) above, a public fund or funds to be established and maintained and exclusively for providing money to or for the benefit of the College for any of the educational purposes referred to in sub-clause 2(iii) above; and
- (k) to do all such things as are incidental or conducive to the attainment of the above objects and powers or any of them –

provided that nothing in these objects or powers shall be construed as giving to the Foundation any object which is not charitable.

3. The Foundation shall not be carried on for the purposes of profit or gain to its individual members and the income and property of the Foundation whensoever derived shall be applied solely towards the promotion of the objects of the Foundation as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of divided bonus or otherwise howsoever by way of profit to the members of the Foundation **PROVIDED THAT** nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Foundation or to any members of the Foundation in return for goods and/or services actually supplied or rendered to the Foundation including reasonable interest on money lent to the Foundation and reasonable rent for premises demised or let to the Foundation and the repayment of out-of-pocket expenses, but no member of the Foundation shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees.
4. No addition alteration or amendment shall be made to this Constitution for the time being in force unless the same shall have been previously submitted to and approved in writing by the Council.
5. The liability of the members of the Foundation is limited.
6. Each member of the Foundation undertakes to contribute to the property of the Foundation in the event of the same being wound up while the member is a member or within one year after the member ceases to be a member for payment of the debts and liabilities of the Foundation contracted before the member 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 five dollars (\$5).
7. If upon the winding up or dissolution of the Foundation there remains after satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Foundation but shall be given or transferred to the Council to be used for the benefit of the College or if the College shall have ceased to exist then it shall be applied for such educational purposes as the property of the College may be applied upon winding up or dissolution of the College.
8. (a) The members of the Foundation shall consist of:
 - (i) the subscribers to the original Memorandum of Association of the Company; and
 - (ii) such other persons as shall be admitted to membership in accordance with this Constitution.
- (b) Any person wishing to become a member of the Foundation shall make application for membership in writing in such form as shall be prescribed by the Board of Management from time to time and shall in that application specify the classification of membership sought and the way in which qualification therefore in accordance with this Constitution shall be achieved. Applications from other than individual natural persons shall include the nomination (which may be altered from time to time by giving written notice to the Foundation) of an individual natural person to represent such applicant and that person alone shall be able to represent act on behalf of and exercise the membership rights of such member.
- (c) The Board of Management may accept or decline to accept any such application or any gift without assigning any reason therefore.
- (d) When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of the applicant's acceptance whereupon the applicant shall be deemed to be admitted to membership.

- (e) Membership of the Foundation in the case of individual natural persons shall subject to this Constitution be for life and in the case of other than individual natural persons shall subject to this Constitution be for such period of time as the Board of Management shall determine.

9. (a) Qualification for membership shall be:

- (i) a gift after 1st October 1989 of not less than \$3,000 in value to the College or the Foundation or an Approved Fund; or
- (ii) notification in writing to the Foundation after 1st October 1989, of an intended bequest of not less than \$6,000 in value to the College or the Foundation or an Approved Fund provided that the Board of Management may require confirmation (in such form or forms as it may from time to time determine) of the inclusion of such a bequest in a testamentary document; or
- (iii) an assignment of an assurance policy after 1st October 1989, of a sum assured of not less than \$50,000 to the College or the Foundation or an Approved Fund.

- (b) A person may also qualify for membership by a combination of a gift and notification of an intended bequest provided that the value of the bequest is not less than twice the difference between the gift that would otherwise have been payable to enable such person to qualify for membership in the person's desired classification of membership (as hereinafter provided) and the gift actually paid by that person.

(c) If:

- (i) between 1st October 1989 and 24th October 2013, a person gives notification in writing to the Foundation of the person's intention to contribute a gift of not less than \$3,000 in value (or a number of gifts of not less than \$3,000 in value in aggregate) to the College or the Foundation or an Approved Fund within a period of five years from the date of such notification; or
- (ii) after 24th October 2013, a person gives notification in writing to the Foundation of the person's intention to contribute a gift of not less than \$3,000 in value (or a number of gifts of not less than \$3,000 in value in aggregate) to the College or the Foundation or an Approved Fund within a period of three years from the date of such notification or within such other period as the Board of Management may from time to time allow –

such person shall for the purposes of this Constitution be deemed to have made a gift of the amount or the aggregate amount as the case may be referred to in the notification subject to the acceptance of such notification by the Board of Management. Any such notification shall be in the form or forms as are prescribed by the Board of Management from time to time or to like effect or as shall be acceptable to the Board of Management.

10. The qualifications for and classifications of membership shall be as follows:

(a) Persons who:

- (i) make a gift of \$3,000 or more but less than \$6,000 in accordance with clause 9(a)(i) above; or
- (ii) give notification of an intended bequest of \$6,000 or more but less than \$12,000 in accordance with clause 9(a)(ii) above –

shall qualify as **Members** of the Foundation.

(b) Persons who:

- (i) make a gift of \$6,000 or more but less than \$12,000 in accordance with clause 9(a)(i); or
- (ii) give notification of an intended bequest of \$12,000 or more but less than \$24,000 in accordance with clause 9(a)(ii) above –

shall qualify as **Associate Fellows** of the Foundation.

(c) Persons who:

- (i) make a gift of \$12,000 or more but less than \$25,000 in accordance with clause 9(a)(i) above; or
- (ii) give notification of an intended bequest of \$24,000 or more but less than \$50,000 in accordance with clause 9(a)(ii) above –

shall qualify as **Fellows** of the Foundation.

(d) Persons who:

- (i) make a gift of \$25,000 or more but less than \$50,000 in accordance with clause 9(a)(i) above; or
- (ii) give notification of an intended bequest of \$50,000 or more but less than \$100,000 in accordance with clause 9(a)(ii) above; or
- (iii) assign an assurance policy of a sum assured of \$50,000 or more but less than \$100,000 in accordance with clause 9(a)(iii) above –

shall qualify as **Governors** of the Foundation.

(e) Persons who:

- (i) make a gift of \$50,000 or more but less than \$100,000 in accordance with clause 9(a)(ii); or
- (ii) give notification of an intended bequest of \$100,000 or more but less than \$200,000 in accordance with clause 9(a)(ii) above; or
- (iii) assign an assurance policy of a sum assured of \$100,000 or more but less than \$200,000 in accordance with clause 9(a)(iii) –

shall qualify as **Patrons** of the Foundation.

(f) The Board of Management may confer the membership classification of **Benefactor** on any person who:

- (i) makes a gift of \$100,000 or more in accordance with clause 9(a)(i) above; or
- (ii) gives notification of an intended bequest of \$200,000 or more in accordance with clause 9(a)(ii) above ; or
- (iii) assigns an assurance policy of a sum assured of \$200,000 or more in accordance with clause 9(a)(iii) above; or
- (iv) in the opinion of the Board of Management makes a significant contribution (financial or otherwise) to the Foundation or to the College –

provided that persons who qualify for membership prior to 31st December 1990, shall be classified as Founding Members, Founding Fellows, Founding Governors and Founding Patrons as the case may be.

11. In the event that any of the provisions of this Constitution specifying any amount of money shall be amended any such amendment shall apply only to attainment of membership qualification thereafter and shall not affect the qualification of any person who is a member of the Foundation at the time of the amendment provided that should any Member or Associate Fellow or Fellow or Governor or Patron desire to move from one classification of membership to another the additional contributions required to be made by such persons shall be calculated in accordance with clause 13 below.
12. Any person may make a gift or give notification of an intention to make a gift or give notification of an intended bequest in accordance with this Constitution and make application to have some other person accepted as a member in the classification of membership for which the value of the gift or intended bequest is a qualifying amount subject however to the provisions of clause 8(c) below.
13. (a) Members, Associate Fellows, Fellows, Governors and Patrons may at any time move from one classification of membership to another classification of membership (in this clause referred to as "the new classification") by making or giving notification of intention to make such additional contributions within such period as the Board of Management may from time to time determine as being necessary to qualify such members for membership of the new classification.

(b) Persons who qualified for membership as Patron prior to 24th October 2013 by reason of the opinion of the Board of Management that they made a significant contribution (financial or otherwise) to the Foundation or to the College shall from 24th October 2013 be classified as Benefactors.

CESSATION OF MEMBERSHIP

14. Any member may resign from membership of the Foundation by giving notice in writing delivered to the registered office of the Foundation and such member shall thereupon cease to be a member upon such notice being received by the Foundation.
15. Unless the Board of Management shall otherwise determine a member of the Foundation shall cease to be a member if:
 - (a) a gift referred to in a notification as described in clause 9(c) above has not been made within six months of the due date; or
 - (b) the Foundation receives notification from such member being a member who has qualified for membership wholly or partly by giving notification of an intended bequest in accordance with this Constitution that he has elected to cancel the bequest or in the event of such a member being declared bankrupt provided that if the College or the Foundation or an Approved Fund has received gifts from such a member the Board of Management may re-admit the member in the classification of membership for which the received gifts are a qualifying amount.

MANAGEMENT

16. All gifts made to the College or the Foundation or an Approved Fund having become the property of the relevant recipient when the gift was made shall remain the absolute property of the relevant recipient after the cessation of membership
17. The control management and conduct of the Foundation shall be vested in a Board of Management provided that the Board of Management shall not expend any moneys (other than in the ordinary course of the day-to-day administration and operations of the Foundation and

the investment of its funds) in any manner that is not agreed to by the Council. In the case of a difference of opinion between the Council and the Board of Management as to the interpretation of the phrase “the ordinary course of the day to day administration and operations of the Foundation and the investment of its funds” in this clause the opinion of the Council shall prevail.

BOARD OF MANAGEMENT

18. (a) The Board of Management shall comprise:
- (i) each person who qualifies as a Benefactor and each person who qualifies as a Patron and each person who qualifies as a Governor and gives to the Foundation written notice of that person’s wish to be a member of the Board of Management. Any such person shall become a member of the Board of Management on the Foundation’s receipt of such written notice;
 - (ii) three representatives of the persons who qualify as Fellows elected by such persons as hereinafter provided;
 - (iii) three representatives of the persons who qualify as Members or Associate Fellows elected by such persons as hereinafter provided;
 - (iv) ex officio the Chairmen of the Standing Committees referred to in clauses 28 and 29 below; and
 - (v) two representatives appointed by and representing the Council.

The representatives elected pursuant to paragraphs (a)(ii) and (a)(iii) of this clause shall be elected by the Fellows, the Associate Fellows and the Members respectively at the Annual General Meeting of the Foundation in each year and (unless such office shall be previously vacated by reason of the death of any such representative or otherwise as prescribed by this Constitution) shall hold office until the next ensuing Annual General Meeting when they shall retire from office but shall be eligible for re-election without re-nomination.

- (b) The election of representatives of the Fellows and the representatives of the Associate Fellows and the representatives of the Members to the Board of Management shall take place in the following manner:
- (i) Any two Fellows, Associate Fellows or Members shall be at liberty to nominate any other member of their respective classification of membership to serve as a member of the Board of Management.
 - (ii) The nomination which shall be in writing and signed by the member and the member’s proposer and seconder shall be lodged with the Secretary at least twenty one (21) days before the Annual General Meeting of the Foundation at which the election is to take place.
 - (iii) A list of candidates' names in alphabetical order (showing also the proposers' and seconders' names) shall be posted in a conspicuous place in the registered office of the Foundation at least fourteen (14) days immediately preceding the Annual General Meeting.
 - (iv) If the number of candidates standing for election exceeds the number of vacancies balloting lists shall be prepared containing the names of the candidates only in alphabetical order and the classification of membership to which they belong and each member present at the Annual General Meeting shall be entitled to vote for the number of such candidates seeking to represent that member’s classification of membership which is equal to the number of vacancies. The candidates receiving

the most number of votes will be deemed to be elected to fill the vacancies; in the event of two or more candidates receiving an equal number of votes for anyone vacancy the Chairman of the meeting shall have a casting vote.

- (v) In case there shall not be a sufficient number of candidates nominated those nominated shall be deemed to be elected and the Board of Management may fill the remaining vacancy or vacancies from the members of the respective classification of membership.
 - (c) The Council shall be entitled to appoint and remove its representatives by written notice to the Foundation and to fill casual vacancies amongst its representatives in a like manner.
 - (d) A casual vacancy amongst the members of the Board of Management apart from the representatives of the Council may be filled by the Board of Management provided that the person elected to fill any such casual vacancy shall be qualified for membership in the same classification as the person in whose place he is elected to the Board of Management.
 - (e) A member of the Board of Management who has been elected thereto to represent the Fellows, Associate Fellows or the Members may be removed by an ordinary resolution of a meeting of the members of the classification of membership by which the member was elected and the member's place may be filled by an ordinary resolution of a meeting of the members of such classification of membership. A vacancy caused by any such removal shall not be a casual vacancy. Any such meeting shall be called and conducted in similar manner to a General Meeting of the Foundation.
 - (f) A member of the Board of Management has the same rights, responsibilities and duties as a Director under the Act.
19. A member of the Board of Management shall cease to be a member thereof if the member:
- (a) ceases to be a member thereof by virtue of the Act;
 - (b) becomes bankrupt or makes an arrangement or composition with creditors;
 - (c) 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;
 - (d) resigns office by notice in writing to the Foundation;
 - (e) becomes prohibited from being a member thereof by reason of any order made under the Act;
 - (f) is absent without permission of the Board of Management from three (3) consecutive meetings of the Board of Management;
 - (h) is removed by the members of the classification of members which the member was elected to represent;
 - (i) is directly or indirectly interested in any contract or proposed contract with the Foundation provided however that a member shall not vacate office by reason of being a member of any corporation society or association which has entered or proposes to enter into a contract with the Foundation if such corporation society or association is among the class of companies referred to in clause 3 above and the member has declared the nature of the member's interest in the manner required by the Act;
 - (j) ceases to be a member of the classification of members which the member was elected to represent;

- (k) ceases to be appointed by and to represent the Council on the Board of Management – provided always that nothing in this clause shall affect the operation of clause 3 above.

OFFICERS

20. (a) The Officers of the Foundation shall comprise a President who shall be Chairman of the Board of Management, a Senior Vice President, a Junior Vice President and a Secretary.
- (b) The Board of Management shall meet within two weeks after the date of the first General Meeting of the Foundation and thereafter within two weeks after the date of the Annual General Meeting in each year and shall from amongst its members elect a President and a Senior Vice President and a Junior Vice President who shall hold office until such time as their respective successors have been appointed. In the event of any vacancy occurring in any of such offices the Board of Management shall as soon as practicable fill the vacancy.

POWERS AND DUTIES OF THE BOARD OF MANAGEMENT

21. Without affecting the generality of the foregoing clauses the Board of Management may:
- (a) raise money on behalf of the College and the Foundation and any Approved Fund and give security by mortgage charge or lien over all or any part of the property of the Foundation beneficially held by it subject to the approval of the Council in each instance;
- (b) appoint any professional advisers or acquire any other assistance or service required by the Foundation in the carrying out of its activities and operations and pay reasonable remuneration and fees therefore; and
- (c) open any banking account and operate it in the ordinary course of business.
22. The Board of Management may meet together for the dispatch of business adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes and a determination by a majority of the members of the Board of Management shall for all purposes be deemed a determination of the Board of Management. In the case of an equality of votes the Chairman will have a second or casting vote. The President or a Vice President may at any time summon a meeting of the Board of Management.
23. The quorum necessary for transacting the business of the Board of Management shall be five (5) or such greater number as may be fixed from time to time by the Board of Management. The President shall preside and if at any meeting he is not present within ten minutes after the time appointed for holding the meeting or is unwilling to act the Senior Vice President shall be Chairman or if he is not so present or is unwilling to act then the Junior Vice President shall be Chairman and if none of them be so present or willing to act the members of the Board of Management present shall choose one of their number to be Chairman of the meeting.
24. A resolution in writing signed by all the members of the Board of Management shall be as valid and effectual as if it had been passed at a meeting of the Board of Management duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board of Management.
25. The continuing members of the Board of Management may act notwithstanding any vacancy in the Board of Management but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board of Management the continuing member or members may act for the purpose of increasing the number of members of the Board of Management to that number or of summoning a general meeting of the Foundation but for no other purpose.

26. The Chairman of the Council (or the Chairman's nominee duly appointed from time to time) and the Principal of the College (or the Principal's nominee duly appointed from time to time) shall be entitled to attend every meeting of the Board of Management and of the Executive Committee as defined in clause 27 below and of any Standing Committee appointed by the Board of Management. When present they shall be entitled to speak on any matter but shall not be entitled to vote unless otherwise qualified in accordance with this Constitution.
27. (a) The day-to-day administration of the Foundation shall be under the control of an Executive Committee which shall also be responsible for implementing the policies of the Board of Management.
- (b) The Executive Committee shall include the following members ex officio:
- (i) the President of the Foundation;
- (ii) the Vice Presidents of the Foundation;
- (iii) the Chairmen of any Standing Committees appointed in pursuance of clause 29 below.
28. The Board of Management may delegate any of its powers functions and duties (not being duties imposed on the Board of Management by the Act or the general law) to one or more Committees consisting of such member or members of the Foundation as the Board of Management thinks fit. Any Committee so formed shall conform to any regulations that may be imposed on it by the Board of Management. The Board of Management shall determine if any such Committee shall be a Standing Committee.
29. In addition to any Committee formed in pursuance of clause 28 above there shall be four Standing Committees having the titles specified in clause 30 below each of which shall be appointed by the Board of Management annually and shall consist of a Chairman who shall be a member of the Board of Management and at least three Committee members all of whom shall be members of the Foundation. Each Standing Committee shall meet as may be determined by its Chairman.
30. The responsibilities of the Standing Committees will include:
- (a) **Membership Committee**
- To plan and implement an on-going programme of identifying cultivating introducing and registering new members to review current membership and encourage progression of members in membership classifications and to consider appropriate methods of giving recognition to members for outstanding services rendered by them.
- (b) **Allocation and Investments Committee**
- To advise the Board of Management on investments and respond to any requests by the Council or the Board of Management for advice on the possible allocation or investment of funds available to the College or the Foundation or any Approved Funds.
- (c) **Programme and Projects Committee**
- To determine and implement programmes of activities to inform to involve and to direct the efforts of members towards furthering the objects of the Foundation.
- (d) **Bequest Committee**
- To implement an on-going programme to attract bequests legacies and other forms of deferred gifts to the Foundation and any Approved Funds.

31. The Foundation shall hold each calendar year a general meeting to be called the Annual General Meeting. All other meetings of the Foundation shall be called General Meetings. All meetings of the Foundation shall be held in accordance with the Act and at such time and place as the Board of Management shall appoint.
32. The Board of Management may whenever it thinks fit convene a General Meeting and General Meetings shall be convened on such requisition or in default may be convened by such requisitionists as are provided by the Act. Any such requisition shall state the objects of the meeting proposed to be called and shall be delivered to the Secretary.
33. Upon the receipt of such requisition the Board of Management shall forthwith proceed to convene a General Meeting. If it does not proceed to convene the same within twenty-one days from the date of delivery of the requisition the requisitionists or any seven members may themselves convene a meeting.
34. 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 that business shall be given to the members of the Foundation and to such other persons as are entitled to receive such notices from the Foundation by notice sent by post or otherwise served as hereinafter provided.
35. 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

36. For the purpose of clause 34 above:
 - (a) all business that is transacted at General Meetings shall be special business:
 - (b) with the exception of receiving and considering the Statement of Income and Expenditure, the Balance Sheet and the Reports of the Board of Management and of Auditors and electing the members of the Board of Management in the place of those retiring in accordance with clause 18 above, all business transacted at an Annual General Meeting shall be deemed special.
37. Seven (7) or more members present personally or by proxy or by attorney or by duly authorised representative shall be a quorum for a meeting of the Foundation and no business shall be transacted at any such meeting unless the quorum requisite be present at the commencement of business.
38. 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 Board of Management 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 personally or by proxy or by attorney or by duly authorised representative (being not less than five (5)) shall be a quorum.
39. The President of the Foundation shall preside as Chairman at every General Meeting of the Foundation or if there is no President or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Senior Vice President shall be the Chairman or if the Senior Vice President is not present or is unwilling to act the Junior Vice President shall be the Chairman or if the Junior Vice President is not so present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.

40. 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. 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.
41. At the Annual General Meeting and 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 or by representative; or
 - (c) by any member or members present in person or by proxy or by duly authorised representative and holding or representing not less than ten per centum 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 of hands been carried unanimously or by a particular majority or lost an entry to that effect in the book containing the minutes of the proceedings of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

42. If a poll is 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 immediately.
43. 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.
44. (a) Every member present in person or by the member's proxy or attorney or duly authorised representative shall have one vote.
- (b) 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 disavowed 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.
- (c) A vote given in accordance with the terms of an instrument or proxy or power of attorney shall be valid notwithstanding the previous death of the principal or of the proxy or power of attorney revocation or resignation from or other cessation of membership of the member giving the same provided that no intimation in writing of the death, revocation, resignation or other cessation shall have been received at the office of the Foundation or by the Chairman of the meeting before the vote is given.
45. No member who is a member by virtue of a notification referred to in clause 9(c) above shall be entitled to vote at any General Meeting unless all moneys presently payable by the member in accordance with that notification have been paid.
46. The instrument appointing a proxy or representative shall be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing or if the appointer 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

to the Council not less than twenty-one (21) days prior to the date of the Annual General Meeting at which the annual accounts are to be presented.

- 50. The accounts shall be kept at the office of the Foundation or at such other place or places as the Board of Management thinks fit from time to time and shall be open for inspection during normal business hours by any member of the Board of Management and by the duly appointed agent or agents of the Council.

MONEYS RECEIVED BY THE FOUNDATION

- 51. All moneys (other than contributions to the College or any Approved Funds) received by or on behalf of or as a result of the activities of the Foundation shall after meeting normal management operation and collection costs be applied for the promotion of the objects of the Foundation subject to the prior agreement in writing of the Council.

AUDIT

- 52. A qualified Auditor or Auditors shall be appointed and the Auditor's or their duties regulated in accordance with the Act.

SECRETARY

- 53. The Secretary shall be appointed by the Board of Management and for such term at such remuneration and upon such conditions as it thinks fit and any Secretary so appointed may be removed by the Board of Management. Nothing herein shall prevent the Board of Management from appointing a member of the Foundation as Honorary Secretary in satisfaction of its obligation to appoint a Secretary. The Secretary shall be entitled to attend every meeting of the Foundation, the Board of Management, the Executive Committee and of any Standing Committees appointed by the Board of Management.

SEAL

- 54. The Board of Management shall provide for the safe custody of the Seal, which shall be used only by the authority of the Board of Management and every instrument to which the Seal is affixed shall be signed by two members of the Board of Management or by any one such member and the Secretary. The following form shall be the form of attestation to be used by the Foundation on affixing the seal:

THE COMMON SEAL of PRESBYTERIAN LADIES COLLEGE FOUNDATION LIMITED

was hereunto affixed by the authority of the Board of Management in the presence of:

.....
.....

NOTICE

- 55. A notice may be given by the Foundation to any member either personally or by sending it by post to the member's registered address or to the address supplied by the member to the Foundation for the giving of notices. 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 meeting on the day after the day of its

posting and in any other case at the time at which the letter would be delivered in the ordinary course of post. A certificate in writing signed by the Secretary or by any member of the Board of Management that the letter containing the notice was so addressed prepaid and posted shall be conclusive evidence thereof

56. Notices of every General Meeting shall be given to the Auditor or Auditors for the time being of the Foundation and in any manner hereinbefore authorised to every member except those members who (having no registered address within the Commonwealth of Australia) have not supplied to the Foundation an address within the Commonwealth of Australia for the giving of notices to them. No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

57. (1) The Foundation shall indemnify each officer of the Foundation out of the assets of the Foundation to the relevant extent against any liability incurred by the officer in or arising out of the execution of the duties of his or her office unless the liability was incurred by the officer through his or her own dishonesty, negligence, lack of good faith or breach of duty;
- (2) In addition to paragraph 1 of this clause, the officer of the Foundation may be indemnified out of the assets of the Foundation to the relevant extent against any liability incurred by the officer in or arising out of the execution of the duties of his or her office where the members of the Board of Management consider it appropriate to do so;
- (3) The Foundation may to the relevant extent pay the premium of an insurance policy to indemnify the officer against any liability incurred in or arising out of the execution of the duties of his or her office;
- (4) In this clause:
- (a) "Officer" means:
- (i) a member of the Board of Management, auditor, secretary, executive officer or employee; or
- (ii) a person appointed as a trustee by, or acting as a trustee at the express request of the Foundation; and
- (b) "Duties of the Officer" includes duties arising by reason of the appointment, nomination or secondment in any capacity of an officer of the Foundation to any other corporation;
- (c) "To the relevant extent" means:
- (i) to the extent that the Foundation is not precluded by law from doing so;
- (ii) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under an insurance policy); and
- (iii) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation;
- (d) "Liability" means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any

proceedings (whether criminal, civil, administrative or judicial) or appearing before any Court, Tribunal, government authority or otherwise.

58. The Board of Management may with the prior approval in writing of the Council determine By-Laws for the operation of the Foundation and its Committees not otherwise provided for in this Constitution.