



AUSTRALIAN
multicultural
foundation

Australian Multicultural Foundation

Board of Directors

The Hon Sir James Gobbo AC CVO (Chairman)
Major General Peter Maurice Arnison AC CVO
Ms Carla Zampatti AC
Professor Kwong Lee Dow AM
Professor John Nieuwenhuysen AM (Special Member)

Dr. B (Hass) Dellal OAM (Company Secretary)

Members of the Foundation

The Hon. Kevin Rudd MP (Prime Minister of Australia)
The Hon. Malcom Turnbull
Dame Beryl Beaurepaire DBE AC
The Hon. Kim Beazley AC
The Hon Mr Simon Crean MP
Mr Ivan A. Deveson AO
The Hon. Alexander Downer
Sir Llewellyn Edwards AC
Mr William Charles Fairbanks
Ms Gaye Rosemary Hart AM
The Hon. Robert Hawke AC
Dr J. R. Hewson AM
Ms Vivien Suit-Cheng Hope
The Hon. John Howard AC
The Hon. Paul Keating
Mr Mark Latham
Mrs Irene Kwong Moss AO
Mr Robert Brooker Maher AM
Ms Wendy Elizabeth McCarthy AO
Mr Lindsay Gordon Crossley Moyle AM
The Hon. Andrew Peacock AC
Lady Stephen
Mr Ross Tzannes AM
Mr George Wojak AO MBE

COMPANIES (VICTORIA) CODE

COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

THE AUSTRALIAN BICENTENNIAL MULTICULTURAL FOUNDATION LIMITED

- I. The name of the Company is "The Australian Bicentennial Multicultural Foundation Limited" (hereinafter referred to as "the Foundation").

- II. The aim of the Foundation is to cultivate in all Australians a strong commitment to Australia as one people drawn from many cultures and by so doing to advance its social and economic well-being and, without in any way restricting or limiting the rights, powers and privileges set out in paragraph III, the Foundation has all rights, powers and privileges principally for the following objects -
 - (a) the promotion of an awareness among the people of Australia of the diversity of cultures within Australia and the contribution of people from all cultures to the development of Australia; and
 - (b) the spread of tolerance and understanding between all cultural groups through any appropriate means.

- III. Subject to the Companies (Victoria) Code the Foundation has the rights the powers and the privileges of a natural person and without limiting the generality of the foregoing has power -
 - (a) to issue debentures of the Foundation;
 - (b) to grant a floating charge on property of the Foundation;
 - (c) to procure the Foundation to be registered or recognized as a body corporate in any place outside the State;

- (d) to acquire hold and dispose of property; and
- (e) to do any other act that it is authorized to do by any other law.

- IV. The income and property of the Foundation whencesoever derived shall be applied solely towards the promotion of the objects of the Foundation 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 Foundation provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Foundation or other person other than a member of the Board of the Foundation in return for any services actually rendered to the Foundation nor prevent the payment of interest at a rate not exceeding that fixed by the Articles of Association on money borrowed from or reasonable and proper rent for premises demised or let by any Member of the Foundation but so nevertheless that no member of the Board of the Foundation shall be appointed to any salaried office of the Foundation nor office of the Foundation paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of such Board except repayment of out-of-pocket expenses and interest as aforesaid on money lent or reasonable and proper rent for premises demised or let to the Foundation.
- V. If any Member of the Foundation pays or receives any dividend bonus or other profit in contravention of Paragraph IV of this Memorandum the liability of every Director of the Corporation who has concurred in or authorised such payment shall be unlimited and the liability of every Member of the Foundation who has received any such dividend bonus or other profit as aforesaid shall likewise be unlimited.
- VI. Subject to the last preceding paragraph the liability of the Members is limited.
- VII. Every Member of the Foundation undertakes to contribute to the property of the Foundation, in the event of its being wound up while he/she is a Member or within one year after he/she ceases to be a Member such amount as may be required not exceeding one hundred dollars (\$100), for payment of the debts and liabilities of the Foundation contracted before he/she ceases to be a Member, and of the costs, charges and

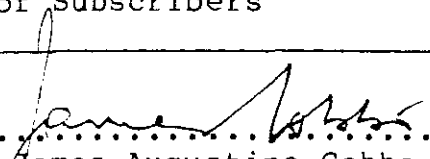

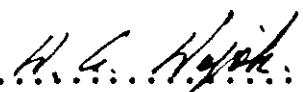
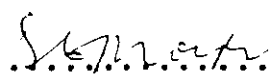
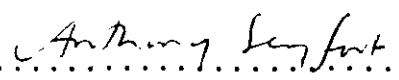
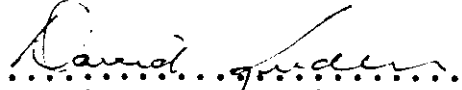
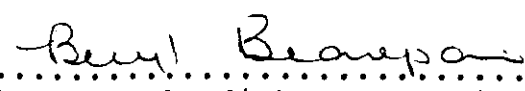
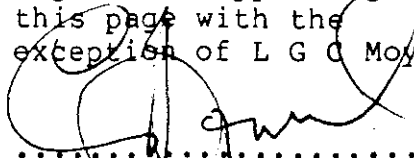
expenses of winding-up the same, and for the adjustment of the rights of the contributories amongst themselves.



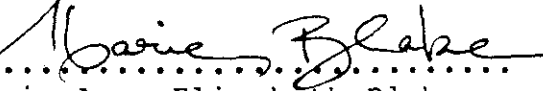


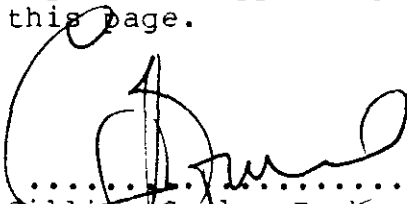
VIII. If upon the winding up or dissolution of the Foundation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Foundation but shall be given or transferred to some other Institution or Institutions having purposes similar to the purposes of the Foundation and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Corporation under and by virtue of Clause IV hereof such Institution or Institutions to be determined by the Members of the Foundation at or before the time of the dissolution or in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter and if so far as effect, cannot be given to the aforesaid provisions then to some charitable object.

IX. True accounts shall be kept of all sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Foundation; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations for the time being of the Foundation, shall be open to the inspection of the Members. Once at least in every year the accounts of the Corporation shall be examined and the correctness of the balance sheet ascertained 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 the Memorandum of Association.

Signatures, Names, Addresses Occupations of Subscribers	Signature and Address of Witness
..... The Right Honourable Robert James Lee Hawke, MP Prime Minister of the Commonwealth of Australia Prime Minister's Lodge, Canberra Australian Capital Territory	Adrienne Jackson Senior Private Secretary Prime Minister's Office, Canberra.

Signatures, Names Addresses Occupations of Subscribers	Signature and Address of Witness
<p>.....  Sir James Augustine Gobbo Judge of the Supreme Court of Victoria 6 Florence Avenue KEW VIC 3101</p>	
<p>.....  Michael George Kailis Governing Director M G Kailis Group of Companies 149 The Boulevarde FLOREAT PARK WA 6014</p>	
<p>.....  Wlodzimierz George Wojak Chairman Federation of Ethnic Communities' Councils of Australia 12 Startop Place AMBARVALE NSW 2560</p>	<p>Witness to the signature of L.G.C. Moyle</p>
<p>.....  Lindsay Gordon Crossley Moyle Chief Executive Officer State Bank of Victoria 131 Powlett Street EAST MELBOURNE VIC 3002</p>	<p>.....  Anthony Lloyd Seyfort 140 William Street Melbourne Vic 3000</p>
<p>.....  Sir David Ronald Zeidler Company Director Apartment 45 Park Avenue Towers 238 The Avenue PARKVILLE VIC 3052</p>	<p>Witness to the five signatures appearing on this page with the exception of L G C Moyle</p>
<p>.....  Dame Beryl Edith Beaurepaire Company Director 18 Barton Drive MOUNT ELIZA VIC 3930</p>	<p>.....  Gillian Seeley Bonham 8 Victoria Road Glebe NSW 2037</p>

Signatures, Names, Addresses Occupations of Subscribers	Signature of Address of Witness
<p> Vivien Suit-Cheng Hope Careers and Counselling Centre Tutor, Centre of Asian Students University of Adelaide 8 Nunyara Crescent BELAIR SA 5051</p>	
<p> Ross Tzannes Solicitor Pryor, Tzannes and Wallis 14 Avenue Road GLEBE NSW 2037</p>	
<p> Marie Anna Elizabeth Blake Managing Director Jetset Tours (Qld) Pty Ltd 16 Moray Street NEW FARM QLD 4005</p>	
<p> William Charles Fairbanks General Manager, Finance and Management Services The Australian Bicentennial Authority 99 Boundary Road WAHROONGA NSW 2076</p>	
<p> Gaye Rosemary Hart General Manager Programs The Australian Bicentennial Authority 5/2 Ithaca Road ELIZABETH BAY NSW 2011</p>	<p>Witness to the five signatures appearing on this page.</p> <p> Gillian Seeley Bonham 8 Victoria Road Glebe</p>

Signatures, Names, Addresses Occupations of Subscribers	Signature and Address of Witness
<p>..... James Frank Kirk Chairman and Chief Executive The Australian Bicentennial Authority 1705 East Point Tower 180 Ocean Street EDGECLIFF NSW 2027</p> <p><i>[Signature]</i> Robert Brooker Maher Executive Director American Chamber of Commerce in Australia 191 Paddington Street PADDINGTON NSW 2021</p> <p><i>[Signature]</i> Wendy Elizabeth McCarthy General Manager Communications The Australian Bicentennial Authority 14 Mary Street LONGUEVILLE NSW 2066</p>	<p>Witness to the three signatures appearing on this page.</p> <p><i>[Signature]</i> Gillian Seeley Bonham 8 Victoria Road Gleebe NSW 2037</p>

DATED the 5th day of September July 1988.

COMPANIES (VICTORIA) CODE

COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

THE AUSTRALIAN BICENTENNIAL MULTICULTURAL FOUNDATION LIMITED

1. In these Articles unless there be something in the subject or context inconsistent therewith:

"The Board" means the members for the time being of the Board of the Foundation constituted under these Articles.

"The Code" means the Companies (Victoria) Code.

"Director" means a member for the time being of the Board.

"The Foundation" means The Australian Bicentennial Multicultural Foundation Limited.

"In writing" means written, typed or printed, or partly written, partly typed and partly printed.

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

Words importing the masculine only include the feminine and vice versa.

Words importing persons include corporation.

2. The Foundation is established for the purposes expressed in the Memorandum of Association.
3. For the purposes of registration the Foundation is declared to consist of fifteen Members.

MEMBERSHIP

4. The subscribers to the Memorandum of Association of the Foundation shall be JAMES FRANK KIRK, ROBERT BROOKER MAHER, WILLIAM CHARLES FAIRBANKS, WENDY ELIZABETH MCCARTHY and GAYE ROSEMARY HART who are the Trustees under a Deed of Trust made the 30th day of June, 1987 between them and The Australian Bicentennial Authority together with the first Directors of the Foundation appointed by these Articles and ROBERT JAMES LEE HAWKE,

who shall be the first Members of the Foundation. Persons who shall be admitted to Membership in accordance with these Articles shall also be Members of the Foundation and their names and addresses shall be entered in the Register of Members accordingly.

5. The Board may from time to time determine the terms and conditions on which any further or other persons shall be admitted to Membership of the Foundation and shall use their best endeavours to ensure that the Foundation has, at all times, at least twelve members. Nevertheless, no person except the subscribers hereto shall be admitted to Membership unless and until he/she shall have signed an agreement to become a Member of the Foundation in the following terms:-

"To The Bicentennial Multicultural Foundation
Limited
I,
of
agree to become a Member of the Foundation, and
request you to enter my name in the register of
Members accordingly, subject to the Memorandum and
Articles of Association.

Dated the day of 19 ."

6. The privileges and obligations of any Member of the Foundation shall not be transferable and shall cease on death, retirement or termination of membership.
7. Every Member shall abide by and observe all regulations and by-laws of the Foundation made pursuant to the power in that behalf hereinafter contained.
8. Any Member who shall fail in observance of any of the regulations or by-laws of the Foundation or be guilty of any conduct which in the opinion of the Directors is prejudicial to the interests of the Foundation may be excluded from the Foundation by resolution of a majority of at least three-fourths of the Directors present and voting at a special meeting of the Board, at which not less than one-half of the Directors in office for the time being shall be present.
9. Such Member shall have seven clear days' notice sent to him/her of such special meeting of the Board, and he/she may attend the Meeting and state his/her case, but shall

not be present at the voting or take part in the proceedings otherwise than as the Board allows.

10. A Member so excluded shall cease to be a Member of the Foundation.
11. Any Member may resign from the Foundation by giving one calendar month's notice in writing to the Foundation of his/her intention so to do, and upon the expiration of such notice he/she shall cease to be a Member.

GENERAL MEETINGS

12. Subject to the Code, General Meetings of the Foundation shall be held once in each calendar year at such times and at such place as the Board shall appoint provided that, subject to Section 240(2) of the Code, the first such meeting may be held at any time prior to the expiration of eighteen months after the incorporation of the Foundation.
13. The above-mentioned General Meetings shall be called Annual General Meetings, and all other General Meetings shall be called Extraordinary.
14. The Board may, whenever it thinks fit, and shall, upon a requisition made in writing by any four Members, convene an Extraordinary General Meeting.
15. Any requisition made by Members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Foundation.
16. Upon receipt of such requisition, the Board shall forthwith proceed to convene a General Meeting. If it does not proceed to convene the meeting so as to be held within twenty-eight days from the date of the requisition, the requisitionists may themselves convene the meeting.
17. Subject to the provisions of Section 248 of the Code relating to Special Resolutions, at least fourteen days before every meeting, notice thereof specifying the place, the day and hour of meeting, and in case of special business the general nature of such business, shall be given to the Members in manner hereinafter

mentioned, or in such other manner, if any, as may be prescribed by the Foundation in General Meeting, but the accidental omission to send such notice to, or the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. The ordinary business of the Annual General Meeting shall be to receive and consider the accounts and balance sheets and the ordinary report of the Board and the Auditors, if there is a vacancy in the office of Auditor of the Company to appoint a person or persons to fill the vacancy and to transact any other business which under the Code or these Articles must 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.
19. For the purpose of securing the widest participation in the activities of the Foundation and the carrying out of the objects, the Directors may from time to time invite representatives of any association, organisation, institution, governmental department or governmental or quasi-governmental authority or any other person who is considered by the Directors to have a valuable contribution to make to attend any General Meeting of the Foundation with the right to participate in discussions and to speak but with no right to vote.
20. No business shall be transacted at any meeting unless a quorum of four Members is present at the commencement of such business.
21. If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum be not present within fifteen minutes from the time appointed for the Meeting, it shall be adjourned sine die.
22. The Chairman of the Board shall preside as Chairman at every General Meeting of the Foundation.

23. If there is no such Chairman or if the Chairman of the Board is not present at the time of holding the meeting or is unwilling to act as Chairman, the Members present shall choose some other Director or, failing this, one of their number to be Chairman at such meeting.
24. Every question submitted to the meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote or votes to which he/she may be entitled as a Member.
25. At any General Meeting, unless a poll is demanded by at least four persons entitled to vote, or by the Chairman, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Book of 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 such resolution.
26. If a poll is demanded as aforesaid, it shall except as herein provided, be taken in such manner and at such time and place as the Chairman of the Meeting directs and either at once or after an interval or adjournment or otherwise, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.
27. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any such adjourned meeting other than that left unfinished at the meeting from which the said adjournment took place.

VOTING AT GENERAL MEETINGS

28. Every Member shall both on a show of hands and on a poll have one vote.
29. No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him/her to the Foundation have been paid.

30. A Member may vote in person or by proxy or attorney or, in the case of a body corporate, by representative appointed in accordance with the Code.
31. A proxy must be a Member of the Foundation.
32. The instrument appointing a proxy shall be in writing in a common or usual form under the hand of the appointer or of his attorney duly authorised in writing. The form may afford Members an opportunity to direct their proxy how to vote on any particular resolution but unless otherwise instructed the proxy may vote as he thinks fit. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
33. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office or at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall be treated as invalid.
34. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, insanity, or revocation aforesaid has been received by the Foundation at the registered office or at such other place as is specified in the notice referred to in Article 33 before the commencement of the meeting or adjourned meeting at which the instrument is used.

FINANCIAL YEAR

35. The financial year of the Foundation shall end on the 30th day of June in each year.

THE BOARD

36. The affairs of the Foundation shall be managed by a Board composed of not less than five and not more than nine Directors each of whom shall be a Member of the Foundation. The first Board of the Foundation shall be Sir James Augustine Gobbo, Michael George Kailis, Wlodzimierz George Wojak MBE and Lindsay Gordon Crossley Moyle each of whom shall hold office for an initial term of four years and Sir David Ronald Zeidler, Dame Beryl Edith Beaurepaire, Vivien Suit-Cheng Hope, Ross Tzannes and Marie Anna Elizabeth Blake each of whom shall hold office for an initial term of two years.
37. The Board shall from time to time as occasion requires elect one of its number to be Chairman of the Board and shall determine the period for which he is to hold office.
38. Subject to Article 36, Directors shall be appointed for an initial term of four years and shall, upon the expiration of that term, be eligible for reappointment for a further term of four years. A Director who has served two successive terms of office shall not be reappointed to the Board until four years have elapsed since the expiration of the second of those terms.
39. Subject to the Article 38, the Directors shall have power at any time and from time to time to appoint any other qualified person as a Director either to fill a vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed. If any vacancy caused by the expiration of the term of office of a Director is not filled as aforesaid by the date of the next succeeding Annual General Meeting then the Foundation in General Meeting may elect a Director or Directors from amongst the Members of the Foundation to fill the vacancy.

DISQUALIFICATION OF MEMBERS OF BOARD

40. The office of a Director shall be, ipso facto, vacated if the Director -
- (a) Ceases to be a Member of the Foundation; or
 - (b) Becomes bankrupt; or
 - (c) Is found lunatic or becomes of unsound mind; or

- (d) Resigns his/her office by notice in writing to the Foundation.

POWERS AND DUTIES OF THE BOARD

41. (1) The Board shall have absolute control over all the affairs and property of the Foundation, and, without limiting the generality of the foregoing shall have power to identify specific themes and initiate or identify specific programs and projects on which the Foundation will concentrate its efforts from time to time and to make allocation of funds and grants out of the funds from time to time available to the Foundation to community organisations or individuals and to devise and implement promotional and marketing strategies to attract supplementary funding for the Foundation and the promotion of its objects, and may exercise all such powers of the Foundation as are not by the Code or these Articles required to be exercised by the Foundation in General Meeting.
- (2) The Board shall have power to prepare, alter, cancel and enforce regulations and by laws of the Foundation (not being inconsistent with the Memorandum of Association or amounting to an alteration or addition to these Articles) for the regulation of the Foundation and the promotion of its objects.
- (3) The Board may at any time and from time to time by writing or power of attorney under the Foundation's Seal appoint any person or persons to be the agent or attorney of the Foundation to such purposes and with such powers and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as the Board may from time to time think fit; and any such appointment may (if the Board thinks fit be made in favour of any company or firm or of the members directors nominees or managers of any such company or firm or in favour of any fluctuating body of persons whether nominated directly or indirectly by the Directors; and any such writing or power of attorney may contain such provisions for the protection or convenience of persons dealing with such agent or attorney as the Board may think fit.
- (4) Any such agents or attorneys as aforesaid may be authorised by the Board to sub-delegate all or any of the powers authorities and discretions for the

time being vested in them. The provisions of this and the preceding sub-paragraph shall be supplemental to the powers conferred on the Foundation by Section 80(8) of the Code.

42. The Board shall appoint at least one secretary of the Foundation and engage all such other officers and servants as it may consider necessary, and shall regulate their duties and fix their salaries where any salaries are necessary.
43. The Board shall have power to enter into agreements and arrangements with such societies, organisations and individuals as the Board shall think fit, for the purpose of furthering the objects of the Foundation or any of them.
44. The Board may from time to time delegate any of its functions to a committee or committees (consisting of one or more directors) as it sees fit and may define limit restrict and determine the duties and powers of those committees. Any committee of directors shall report regularly to the Board.
45. (1) Except as provided by the Memorandum or these Articles, no Director shall be disqualified by his/her office from holding any office or place of profit under any company in which the Foundation shall be a shareholder or from otherwise being interested or contracting with the Foundation as vendor purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Foundation in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Foundation for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established, and it is hereby declared that the nature of his/her interest must be disclosed by him/her at the meeting of Directors at which the question of the Foundation entering into the contract or arrangement is determined if his/her interest then exists or in any other case at the first meeting of the directors after the acquisition of his/her interest.

- (2) A general notice that a Director is a member of a specified company or firm or is a director of a specified company and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract or arrangement so made.
- (3) No Director shall as a Director vote in respect of any contract or arrangement to which the Foundation is a party and in which he/she has directly or indirectly a person material interest other than:-
 - (a) any contract by or on behalf of the Foundation to give to the Directors or any of them any security for advances or by way of indemnity;
 - (b) a contract or arrangement between the Foundation and any other public company or subsidiary of a public company in which any such Director is interested as a share-holder or director only;
 - (c) a contract or arrangement between the Foundation and any subsidiary of the Foundation or any other company of which such Director is also a director under any arrangement made by the directors.

If a Director votes contrary to the prohibitions in this Article contained his/her vote shall not be counted.

- (4) Any of the provisions of this Article may be suspended or relaxed to any extent by a General Meeting.
 - (5) The fact that an interested Director affixes the common seal or any official seal of the Foundation to the document evidencing a contract or arrangement in which he/she is interested shall not in any way affect the validity of the document.
46. (1) The Board may meet together for the despatch of business, adjourn or otherwise regulate its meetings as it thinks fit. Subject to these Articles, questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall have a second or casting vote.
- (2) A resolution in writing (whether contained in one document or in more than one document) signed by

each of the Directors entitled to vote thereon shall have the same force and effect as a resolution duly passed at a meeting of the Board notwithstanding that such resolution shall not have been passed at a meeting of the Board.

- (3) If each of the Directors entitled to vote thereon has signed a resolution in accordance with Article 46(2) a resolution in those terms shall be deemed to have been passed at the time at which the resolution was last signed.
 - (4) A resolution passed during a discussion held by telephone (or by any other electronic or other medium) in which Directors participate who would, if present together at a meeting, be sufficient to constitute a quorum, and can hear and be heard by all other participating Directors throughout the discussion, and recorded in writing by a Director who participated in the discussion, shall have the same force and effect as a resolution duly passed at a meeting of the Board.
47. A Director may, and the Secretary of the Foundation shall, on the requisition of a Director, summon a Meeting of the Board.
 48. The quorum necessary for the transaction of the business of the Board may be fixed by the Board with a minimum of four, and unless so fixed shall be four.
 49. The continuing Directors may act notwithstanding any vacancy in their number but if and so long as their number is reduced below the number fixed as the necessary quorum of the Board, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Foundation, but for no other purpose.
 50. All acts done by any meeting of the Board or by any person acting as a Director shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

MINUTES

51. The Directors shall cause minutes to be kept in books provided for the purpose:
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors (and of any committee of the Directors) and of the Foundation; and
 - (c) of all proceedings and resolutions passed at all meetings of the Directors (or of any committee of the Directors) and of the Foundation

which shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

CHEQUES, BILLS, ETC

52. All cheques bills of exchange promissory notes and other negotiable instruments shall be signed drawn accepted made or endorsed as the case may be for and on behalf of the Foundation in such manner as the Board may from time to time determine (including the use of facsimile signatures if it so determines).

RESERVE FUND

53. The Board may set aside out of the income of the Foundation such sums as it thinks proper as a Reserve Fund to meet depreciation or contingencies or for repairing or improving and maintaining any of the property of the Foundation and for such other purposes as the Board shall in its absolute discretion think conducive to the interests of the Foundation and the Board may invest the several sums so set aside upon such investments and securities as it may think fit or it may place the same or any part thereof either upon deposit or at call at interest with any Bank or Banking Institution or with any corporation receiving money on deposit and may from time to time deal with and vary any such investments and securities and dispose of all or any part thereof for the objects of the Foundation and may divide the Reserve Fund into such Special Funds as it may think fit with full power to employ the assets constituting the Reserve Fund in accordance with the objects of the Foundation and that without being bound to keep the same separate from the other assets.

THE SEAL

54. The Seal of the Foundation shall not be affixed to any instrument, except by the authority of a resolution of the Board and in the presence of at least two Directors who shall sign every instrument to which the Seal of the Foundation is so affixed in their presence.

ACCOUNTS

55. The Board shall cause accounts maintained in accordance with accepted accounting standards to be kept of all sums of money received and expended by the Foundation and of the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Foundation.
56. The Board shall at every Annual General Meeting lay before the Foundation a statement of the income and expenditure of the Foundation during the preceeding year and also a balance sheet as at the close of the year, together with a report of the Board as to the state and progress of the Foundation.
57. A copy of such statement, balance sheet and report shall be sent to every Member at least fourteen days before the Annual General Meeting.

AUDITORS

58. The Foundation shall, at its first Annual General Meeting and at every subsequent Annual General Meeting if there is a vacancy in the office as Auditor of the Foundation, appoint one or more Auditors to hold office for the ensuing year and shall fix the remuneration, if any, to be paid for their services. No Director shall be capable of acting as an Auditor. The Board may appoint the first Auditor or Auditors of the Foundation and may fill any casual vacancy in the office of Auditor provided that any Auditor so appointed by the Board shall hold office only until the next Annual General Meeting of the Foundation.

Signatures of Subscribers	Signature of Witness
<p>..... <i>Robert James Lee Hawke</i></p> <p>Robert James Lee Hawke</p>	<p><i>Shirleen Jackson</i></p>
<p>..... <i>James Augustine Gobbo</i></p> <p>James Augustine Gobbo</p>	
<p>..... <i>Michael George Kailis</i></p> <p>Michael George Kailis</p>	
<p>..... <i>Wlodzimierz George Wojak</i></p> <p>Wlodzimierz George Wojak</p>	
<p>..... <i>Lindsay Gordon Crossley Moyle</i></p> <p>Lindsay Gordon Crossley Moyle</p>	<p><i>Anthony Lloyd Seyfort</i></p>
<p>..... <i>David Ronald Zeidler</i></p> <p>David Ronald Zeidler</p>	<p>Anthony Lloyd Seyfort</p>
<p>..... <i>Beryl Edith Beaurepaire</i></p> <p>Beryl Edith Beaurepaire</p>	
<p>..... <i>Vivien Suit-Cheng Hope</i></p> <p>Vivien Suit-Cheng Hope</p>	
<p>..... <i>Ross Tzannes</i></p> <p>Ross Tzannes</p>	
<p>..... <i>Marie Anna Elizabeth Blake</i></p> <p>Marie Anna Elizabeth Blake</p>	
<p>..... <i>William Charles Fairbanks</i></p> <p>William Charles Fairbanks</p>	
<p>..... <i>Gaye Rosemary Hart</i></p> <p>Gaye Rosemary Hart</p>	
<p>..... <i>James Frank Kirk</i></p> <p>James Frank Kirk</p>	
<p>..... <i>Robert Brooker Maher</i></p> <p>Robert Brooker Maher</p>	
<p>..... <i>Wendy Elizabeth McCarthy</i></p> <p>Wendy Elizabeth McCarthy</p>	<p><i>Gillian Seeley Bonham</i></p>
	<p>Gillian Seeley Bonham Witness to the thirteen signatures appearing on this page with the exception of L.G.C. Moyle.</p>

DATED

5th

day of ^{September} July 1988.