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CONSTITUTION THE SHORE FOUNDATION LIMITED

ADOPTED BY SPECIAL RESOLUTION OF THE
FOUNDATION ON 8 NOVEMBER 2012

AMENDED BY SPECIAL RESOLUTION OF THE
FOUNDATION ON 13 NOVEMBER 2014

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Company limited by guarantee

The Shore Foundation Limited

ACN 001 414 115`

CONSTITUTION

1 NAME

- 1.1 The name of the Company is The Shore Foundation Limited (hereinafter referred to as **the Foundation**).

2 NATURE OF COMPANY

- 2.1 The Foundation is a company limited by guarantee.

3 OBJECTS

- 3.1 The Foundation's objects are:

- (a) To advance education by advancing promoting and encouraging the educational purposes of the School.
- (b) To establish a trust or trusts for the advancement of education by advancing promoting and encouraging the educational purposes of the School.
- (c) To establish, support and maintain or aid in the establishment, support and maintenance of 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 School for educational purposes.
- (d) To act as nominee or trustee of the School and of any funds associations or other organisations established or to be established for the purposes of or in connection with the School or any activities or objects associated with the School.
- (e) To solicit, take and accept any gift of money or other property whether subject to any special trust or not, for any one or more of the objects of the Foundation.
- (f) To assist the Council to preserve develop and maintain the status position and facilities of the School.

- (g) To create opportunities for the School to attract and retain the continuing interest and financial support of a concerned and interested group of old boys, parents and friends.
- (h) To solicit and accept donations and gifts to or for the benefit of the School or any of its funds or accounts from its old boys, parents and friends and from any other source deemed appropriate to the promotion of the objects of the Foundation.
- (i) To attract and encourage bequests, legacies and all forms of deferred gifts to or for the benefit of the School or any of its funds or accounts and to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the School, in the shape of donations, annual subscriptions or otherwise.
- (j) To provide financial assistance for the employment by the School of staff with specialised skills, for educational research projects, scholarships, bursaries, endowments, and visits from overseas academic specialists.
- (k) To establish, support and maintain or aid in the establishment, support and maintenance of a fund for providing prizes to the pupils of the School for scholastic achievement or endeavour or otherwise.
- (l) To provide financial assistance for (and to establish, support and maintain or assist in the establishment, support and maintenance of a fund for) the acquisition by the School of educational equipment and aids for the School including but without limiting the generality thereof furniture, library books, works of art, laboratory equipment, sporting goods and equipment, musical and drama equipment as well as equipment and aids in connection with any course of instruction, being mental, spiritual or physical given at the School.
- (m) To provide financial assistance for the development of new teaching methods and the cultural environment of the School.
- (n) To raise finance for the acquisition of land or facilities or the acquisition construction alteration improvement or maintenance of buildings used or to be used by the School and to construct, improve, maintain, develop, work, manage, carry out, alter or control any buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the School's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereto.
- (o) To establish, administer, and make donations and grants to trusts and funds for educational and other purposes aforesaid.

- (p) To raise money for the purposes aforesaid by any method that seems desirable (including the undertaking of or participating in commercial ventures of all kinds).
- (q) To act as nominee trustee agent attorney delegate substitute or treasurer either solely or jointly with others for any person or persons company corporation fund or trust, or body, and to undertake any other offices or situations of trust or confidence and to perform and discharge the duties and functions incident thereto and generally to transact all kinds of agency and trust business either gratuitously or otherwise when the foregoing is incidental or conducive to the attainment of the above objects and is not inconsistent therewith.
- (r) To produce and issue publications to the members of the Foundation and others and to print and publish any newspapers, periodicals, books or leaflets that the Foundation may think desirable for the promotion of its objects.
- (s) To invest and deal with the money of the Foundation not immediately required by it from time to time in such manner as may be thought fit subject always to the requirement that a proportion of such moneys being a proportion determined from time to time by the Foundation shall be invested in those investments permitted by law for the investment of trust funds.
- (t) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

4 CAPACITY

- 4.1 The Foundation shall have the legal capacity and power of an individual and shall also have the powers of a body corporate.

5 INCOME OF FOUNDATION

- 5.1 The income and property of the Foundation, whencesoever 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 dividend 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, including without limitation the Executive Officer, or to any member of the Foundation for services actually rendered to the Foundation BUT SO THAT no member of the governing body of the Foundation shall be appointed to any salaried office of the Foundation or any office of the Foundation occupation of which is remunerated by way of fees and that no remuneration or other benefit in money of such governing body except repayment of out-of-pocket expenses PROVIDED THAT the provisions last aforesaid shall not apply to any company of which a member of the governing body may be a member and in which such member

shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share or profits he may receive in respect of such payment.

6 WINDING UP

6.1 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 to the Council to be used for the educational purposes of the School and in so far as effect cannot be given to the aforesaid then such property or the remaining property shall be given to such other fund with similar objects to 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 Foundation under or by virtue of Clause 5 hereof and in so far as effect cannot be given to the aforesaid provision then to some charitable object selected by the Council.

6.2 No fee or commission shall be paid by the Foundation to any member of the Board of Directors or liquidator upon any sale or realisation of the Foundation's undertaking or assets or any part thereof except with the approval of the Foundation in general meeting, such meeting to be convened by notice specifying the fee or commission proposed to be paid.

7 LIABILITY OF MEMBERS

7.1 The liability of the members is limited. Each member of the Foundation undertakes to contribute to the assets of the Foundation in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Foundation contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding five dollars (\$5.00).

8 AMENDMENT OF CONSTITUTION

8.1 No addition, alteration or amendment shall be made to or in the constitution for the time being in force, unless the same shall have been previously submitted to and approved by resolution of the Council.

9 MEMBERSHIP

Membership

9.1 The Members of the Foundation will consist of the following:

9.1.1 All Persons registered in the Register as at the date of adoption of this document;

- 9.1.2 Such Persons not Members as at the date of adoption of this document that the Board of Directors admits to membership in accordance with this document.

Classes of Membership

- 9.2 The Board of Directors may admit Persons as Members in such categories, having such rights and restrictions as the Directors determine.
- 9.3 Without limiting its powers, the Board of Directors may create a class or classes of membership by which membership of the Foundation is for a limited duration and a Member of that class will cease to be a Member of the Foundation at the expiry of the period so specified without being required to deliver any notice of resignation.
- 9.4 The Board of Directors may from time to time resolve to apply one or more descriptive or honorific titles to any member or group of members. Unless the Board of Directors specifically resolves to create a separate class or classes of membership, no such titles of themselves will render the holders of such titles a separate class of members.

Eligibility for membership

- 9.5 Any person will be eligible for membership who pays (or undertakes to pay in a form acceptable to the Board of Directors) a donation of the sum of not less than an amount determined from time to time by the Board of Directors, to any trust for the advancement of education by advancing, promoting and encouraging the educational purposes of the School which the Foundation has established or of which the Foundation is the trustee.

Form of application

- 9.6 An application for membership must be in writing in a form approved by the Board of Directors from time to time, signed by the applicant and accompanied by such documents or evidence as to qualification for the category of membership applied for as the Board of Directors determine.

Admission to Membership

- 9.7 The Board of Directors must consider an application for membership as soon as practicable and determine, in their discretion, whether to admit the applicant as a Member.
- 9.8 The Board of Directors may admit a group of persons jointly as one Member with all the entitlements and obligations of a single Member.
- 9.9 A widow or widower of a deceased Member is eligible for membership upon application to the Foundation and payment of such fee as may be determined from time to time by the Directors.
- 9.10 If an applicant is accepted for membership, the Honorary Secretary must notify the applicant of admission and must enter the name and details of the applicant in the Register.

Membership

- 9.11 All Members must comply with this document.

- 9.12 A Member has the right to receive notices of, attend and be heard at any general meeting and has the right to vote at any general meeting.

Register of Members

- 9.13 A register of the Members of the Foundation must be kept in accordance with the Act.
- 9.14 The following details must be entered in the Register in respect of each Member:
- 9.14.1 The full name of the Member (including the Australian Company Number of a corporate Member) ;
 - 9.14.2 The address of the Member;
 - 9.14.3 The date of admission to and cessation of membership;
 - 9.14.4 In the case of a Member other than an individual, the full name and address of its representative;
 - 9.14.5 Such other information as the Board of Directors require.
- 9.15 Each Member must notify the Honorary Secretary in writing of any change in that person's name or address within one month after the change.

10 CESSATION OF MEMBERSHIP

Resignation

- 10.1 A Member may resign from membership of the Foundation by giving written notice to the President or Honorary Secretary.
- 10.2 The resignation of a Member is deemed to take effect from the date of receipt of the notice of resignation.

Cessation

- 10.3 A Member will cease to be a Member in accordance with the terms attaching to any category of membership.
- 10.4 Unless otherwise determined by the Board of Directors (and subject to the terms attaching with any category of membership), a Member will cease to be a Member six years from the earlier of
- (a) 1 January 2013; and
 - (b) the date of the last donation (of an amount not less than the amount determined by the Board in respect of that Member's category of membership or as otherwise determined by the Board from time to time) made by the Member to any trust for the advancement of education by advancing, promoting and

encouraging the educational purposes of the School which the Foundation has established or of which the Foundation is the trustee as referred to in clause 9.5.

Disputes between Members

- 10.5 The Board of Directors will ensure that a mechanism is established for resolving internal disputes between the Foundation's Members. This may include any of the following:
- 10.5.1 The appointment of an independent person to arbitrate or to mediate in the dispute;
 - 10.5.2 A process to bring the parties together to resolve the dispute at an early stage;
 - 10.5.3 A process to ensure that all parties receive a full and fair opportunity of presenting their case;
 - 10.5.4 Where the dispute cannot be resolved internally by arbitration or mediation, to refer the matter to the Australian Commercial Disputes Centre which functions as a centre for dispute settlement.

11 GENERAL MEETINGS

Annual General Meeting

- 11.1 The Foundation must hold an AGM as required under the Act.

Convening of meetings by Directors

- 11.2 A general meeting of the Foundation may be convened by any of the following:
- 11.2.1 The Directors by a resolution of the Board of Directors;
 - 11.2.2 The President;
 - 11.2.3 The Honorary Secretary.

Convening of meetings by Members

- 11.3 The Board of Directors must call and arrange to hold a general meeting on the requisition of Members as provided for by the Act.

Notice of general meeting

- 11.4 Except as permitted under the Act, at least 21 days notice of a general meeting must be given to all persons entitled to receive those notices from the Foundation.
- 11.5 The following persons will be entitled to receive a notice of every general meeting:
- 11.5.1 Every Member;
 - 11.5.2 Every Director;

- 11.5.3 The Chairman of the Council;
 - 11.5.4 The Headmaster;
 - 11.5.5 The Executive Officer;
 - 11.5.6 The Auditor .
- 11.6 No other person is entitled to receive notices of general meetings.
- 11.7 Except as prescribed under the Act, the non receipt of a notice convening a general meeting by or the accidental omission to give such to any person entitled to receive such notice does not invalidate any resolution (ordinary, special or otherwise) passed or any proceeding at that general meeting.

Content of Notice

- 11.8 Every notice of a general meeting must specify the following:
- 11.8.1 The place, the day and the time of meeting;
 - 11.8.2 If the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting;
 - 11.8.3 The general nature of the business to be transacted at the meeting;
 - 11.8.4 If it proposed to pass a special resolution, the intention to pass a special resolution and state the resolution;
 - 11.8.5 If the Member is entitled to appoint a proxy, a statement setting out the following information:
 - (a) That the Member has the right to appoint a proxy; and
 - (b) That the proxy need not be a Member of the Foundation.
- 11.9 A notice of a general meeting may be given by any form of communication permitted by the Act.

Consent to Short Notice

- 11.10 Except for a general meeting to remove a Director under the Act or remove an auditor:
- 11.10.1 An AGM may be called on short notice if all the Members entitled to attend and vote at the AGM agree beforehand;
 - 11.10.2 A general meeting may be called on short notice if Members with at least ninety five percent of the votes able to be cast at the meeting agree beforehand.

Power to postpone or cancel a general meeting

- 11.11 The Board of Directors may postpone or cancel a general meeting, other than a general meeting which they are required to convene and hold under the Act.
- 11.12 A meeting may only be postponed or cancelled in accordance with clause 11.11 if notice of the cancellation is given to all persons entitled to receive notice of the meeting at least two business days prior to the time of the meeting as specified in notice of meeting.

12 PROCEEDINGS AT GENERAL MEETING

Quorum at general meetings

- 12.1 Business may not be transacted at a general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 12.2 A quorum is 15 Members present in person, attorney or representative or by proxy.

Representatives

- 12.3 Where a natural person present at a meeting is authorised to act as the representative of a Person at the meeting by virtue of an authority given by the Person (including, without limitation an authority from a body corporate under Section 250D of the Act), the Person will, for the purposes of this document, be deemed to be present in person at the meeting.

Effect of no quorum

- 12.4 If a quorum is not present within 30 minutes from the time appointed for the meeting or a longer period allowed by the chairperson:
- 12.4.1 Any meeting convened by or on the requisition of Members must be dissolved;
- 12.4.2 Any other meeting must stand adjourned to the same day in the next week at the same time and place or to another day or to another time and place as the Board of Directors may appoint by notice to Members.
- 12.5 If a meeting has been adjourned to another time and place as determined by the Board of Directors, not less than seven days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

Quorum at adjourned general meetings

- 12.6 If at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present (being not less than three) will be the quorum. If three Members are not present the meeting must be dissolved.

Appointment of chairperson

- 12.7 The President of the Board will preside as chairperson at every general meeting or in the President's absence or if the President is not present within 15 minutes from the time

appointed for the holding of the meeting, the longest serving Vice President will preside as chairperson at that general meeting.

- 12.8 The Directors present at a general meeting must elect one of their number to chair the meeting if a chairperson provided for in clause 12.7 is not present within 15 minutes from the time appointed for the holding of the meeting or he is unwilling to act.
- 12.9 The Members present at a general meeting must elect one of their number to chair the meeting if there are no Directors present within 15 minutes from the time appointed for the holding of the meeting or all Directors present decline to take the chair.

Chairperson's powers

- 12.10 Subject to the terms of this document dealing with adjournment of meetings, the ruling of the chairperson on all matters relating to the order of business, procedure and conduct of the general meeting is final and no motion of dissent from a ruling of the chairperson may be accepted.
- 12.11 A declaration by the chairperson that a resolution has been carried or carried by a particular majority or not carried and an entry recording the chairperson's declaration of voting in the book containing the minutes of the proceedings of the Foundation, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

Admission to general meetings

- 12.12 The chairperson, in the chairperson's discretion may refuse admission to a person or expel the person, from the meeting, if the person:
- 12.12.1 Refuses to permit examination of any article in the person's possession; or
- 12.12.2 Is in possession of a pictorial recording or sound recording device, placard or banner or other article which chairperson considers to be dangerous offensive or liable to cause disruption.

Expulsion from general meetings

- 12.13 The chairperson, in the chairperson's discretion may expel any person from a general meeting if the chairperson considers that the person's conduct is inappropriate. Any of the following conduct may be considered inappropriate:
- 12.13.1 The use of offensive or abusive language which is directed to any person, object or thing;
- 12.13.2 Attendance at the meeting while under the influence of any kind of drug including but not limited to any alcoholic substance;
- 12.13.3 The use or consumption of any drug by a person at the meeting;
- 12.13.4 Causing disruption to the meeting.

Adjournment of meetings

- 12.14 The chairperson may at any time adjourn a general meeting with the meeting's consent. The chairperson must adjourn a meeting if so directed by the meeting, to another time and to another place.
- 12.15 The only business that can be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

Notice of adjourned meeting

- 12.16 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 12.17 Except as provided by clause 12.16, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned meeting.

Mode of Meeting of Members

- 12.18 A general meeting may be called or held using any technology which the Board of Directors reasonably considers gives the Members as a whole a reasonable opportunity to participate.

13 VOTING

Resolution determined by a majority

- 13.1 All questions submitted to a general meeting will be decided by a simple majority of votes except where a greater majority is required by this document or the Act.
- 13.2 In the case of equality of votes, the chairperson is entitled to a second or casting vote in addition to the vote to which the chairperson may be entitled as a Member.

Voting on show of hands

- 13.3 A resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded prior to the close of the meeting, according to this document.
- 13.4 Unless a poll is duly demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost must be made in the minutes of the meeting.
- 13.5 A declaration by the chairperson that a resolution has been carried or carried by a particular majority or not carried and an entry recording the chairperson's declaration of voting in the book containing the minutes of the proceedings of the Foundation, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

Voting rights of Members

- 13.6 Subject to the terms attaching with any category of membership, every Member present in person or by representative, proxy or attorney is entitled to one vote.
- 13.7 Subject to the terms attaching with any category of membership, on a poll every Member present in person or by proxy, attorney or representative will have one vote.
- 13.8 A Member will not be entitled to vote at a general meeting unless all moneys presently payable by the Member in respect of his membership in the Foundation have been paid.

Demand for a poll

- 13.9 A poll may be demanded on any question prior to the close of the general meeting by any of the following:
 - 13.9.1 The chairperson;
 - 13.9.2 At least five Members (or a Member's proxy, attorney or representative) entitled to vote on the resolution;
 - 13.9.3 Members (or a Member's proxy, attorney or representative) with at least 5% of the votes that may be cast on the resolution.
- 13.10 The demand for a poll may be withdrawn.
- 13.11 A poll demanded on the election of the chairperson or on a question of adjournment must be taken immediately.
- 13.12 A poll demanded on any other subject must be taken in such manner, either at once or after an interval or adjournment or otherwise, as the chairperson directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 13.13 Any dispute as to the admission or rejection of a vote will be determined by the chairperson and the chairperson's determination made in good faith is final and conclusive.

14 PROXIES, ATTORNEYS AND REPRESENTATIVES

Proxies, attorneys and representatives of Members

- 14.1 At meetings of Members each Member entitled to vote may vote in person or by proxy or by attorney. A Member which is not a natural person may appoint an individual as a representative.
- 14.2 Subject to the terms of their appointment, a person attending as a proxy, or as the attorney of a Member, or as representing a corporation which is a Member has all the powers of a Member, except where expressly stated to the contrary.

Attorney of Member

- 14.3 Any Member may appoint an attorney to act on behalf of the Member at all meetings of the Foundation or all meetings of the Foundation during a specified period.
- 14.4 Before the first meeting at which the attorney acts on the Member's behalf, the power of attorney must be deposited at the Office or delivered to the Foundation in compliance with the notice convening that meeting.
- 14.5 At the first meeting and at any subsequent meeting to which the power of attorney may relate, the attorney must hand to the chairperson of the meeting a properly executed declaration of non-revocation of the power of attorney.

Appointment of proxies

- 14.6 A Member may appoint another person as their proxy to attend and vote instead of the Member at the meeting or at a number of meetings or until the proxy expires or is revoked.
- 14.7 The appointment of a proxy in respect of a specified meeting will be deemed to include the appointment of that proxy for any adjournment of that meeting unless the proxy is revoked prior to the holding of the adjourned meeting.
- 14.8 If the appointment of the proxy does not specify the meeting or period for which the appointment is to be in force, the appointment will remain in force for 12 months, except subject to the conditions of the proxy, a proxy may be revoked by the appointor or the appointor's attorney at any time.
- 14.9 This revocation of a proxy will have effect from the time written notice of this revocation is given to the Foundation.
- 14.10 A proxy need not be a Member.

Instrument appointing proxy

- 14.11 A document appointing a proxy must be in writing, in any form permitted by the Act and signed by the Member making the appointment or an attorney duly authorised in writing.

Rights of proxies

- 14.12 An appointment of a proxy confers authority to do all things that the Member can do in respect of a general meeting:
- 14.12.1 To speak at the meeting;
 - 14.12.2 To vote (but only to the extent allowed by the appointment) ;
 - 14.12.3 Join in demand for a poll.
- 14.13 A proxy may vote on a show of hands.



- 14.14 A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

Verification of proxies

- 14.15 Before the time for holding the meeting or adjourned meeting at which a proxy proposes to vote, both of the following documents must be deposited with the Foundation:

14.15.1 The document appointing the proxy;

14.15.2 If the appointment is signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of that authority.

- 14.16 Those documents must be received at the Office, at a fax number at the Office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting not less than 24 hours before the time for holding the meeting.

Validity of proxies

- 14.17 A proxy document is invalid if it is not deposited or produced prior to a meeting or a vote being taken as required by this document.

Validity of vote given in accordance with proxy

- 14.18 A vote given in accordance with the terms of a proxy document or power of attorney is valid despite the occurrence of any one or more of the following events if no intimation in writing of any of those events has been received by the Foundation at the Office (either by personal delivery, post, facsimile or electronic address) before the commencement of the meeting or adjourned meeting at which the document is used:

14.18.1 The previous death or unsoundness of mind of the principal;

14.18.2 The revocation of the instrument or of the authority under which the instrument was executed.

Form of proxy

- 14.19 An instrument appointing a proxy must be signed by the Member and be in the following form or in a similar form or in any such other form as the Board of Directors may from time to time prescribe or accept:



The Shore Foundation Limited
ACN 001 414 115

PROXY

I of
.....

Being a member of The Shore Foundation Limited (the **Foundation**), hereby appoint the person(s) named below:

Name of proxy	Address
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as proxy to vote on my behalf at the following meeting(s) of the Foundation and at any adjournment thereof:

- (a) Meeting of the Foundation to be held on _____ ; or
- (b) All meetings of members of the Foundation held within _____ months from the date of this appointment; or
- (c) All meetings of members of the Foundation held prior to the revocation of this appointment.

This Proxy may be used as follows:

Resolution(s)	For/Against (please select one)
_____	For/Against
_____	For/Against

Signed this: day of

Signature of Member:

Name of Member:

- 14.20 Any instrument of proxy deposited in accordance with this document in which the name of the proxy is not filled in will be deemed to be given in favour of the chairperson of the meeting or meetings to which it relates.
- 14.21 The instrument of proxy may be worded so that a proxy may be directed to vote either for or against each of the resolutions to be proposed. Where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as directed in the instrument.
- 14.22 Where an instrument of proxy does not direct the proxy to vote either for or against each or any of the resolutions to be proposed, the proxy (including the chairperson of the meeting where the chairperson is deemed to be given the proxy under clause 14.20), may vote in any way the proxy deems fit.

15 APPOINTMENT AND RETIREMENT OF DIRECTORS

Number of Directors

- 15.1 The number of Directors must not be less than six.

Board of Directors

- 15.2 The Board of Directors will comprise
- 15.2.1 not less than six Directors nominated and elected by the Members in accordance with clause 16 as Elected Directors;
 - 15.2.2 a Council Representative (if such a representative is nominated by the Council); and
 - 15.2.3 the Chairman of the Council.
- 15.3 Subject to clause 15.1, the Board of Directors may, by resolution, increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office, provided that no Director is entitled to hold office for more than three years without re-election.

Qualifications of Directors

- 15.4 A person will only eligible for the appointment as an Elected Director if the person is a Member of the Foundation.
- 15.5 Neither the Council Representative nor the Chairman of the Council need be a Member of the Foundation.
- 15.6 Before being appointed as a Director, a person must give the Foundation a signed consent to act as a member of the Board of Directors which must be retained by the Foundation.

Residence of Directors

- 15.7 All Directors must ordinarily reside in Australia.

16 DIRECTORS' TENURE OF OFFICE

Removal from Office

- 16.1 Subject to the Act, the Foundation may by resolution at a general meeting remove an Elected Director from office at any time and may by resolution elect another person as a replacement.
- 16.2 A person elected to replace an Elected Director removed from office must retire as a Director at the time ascertained as if the person became a Director on the day on which the Director removed from office was elected or last re-elected to be a Director.

Vacation of office

- 16.3 The office of a Director will be automatically become vacant if any of the following happens in relation to that Director:
- 16.3.1 an Elected Director ceases to be a Member of the Foundation;
 - 16.3.2 the Director becomes insolvent under administration;
 - 16.3.3 the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - 16.3.4 the Director resigns his office by notice in writing to the Foundation;
 - 16.3.5 the Elected Director is removed from office under clause 16.1;
 - 16.3.6 the Director is absent, without the permission of the Board of Directors, from the meetings of the Directors held during a continuous period of six months and the Board of Directors resolves that the office of that Director be vacated; and
 - 16.3.7 the Director vacates office or is prohibited from being a member of the Board of Directors in accordance with any of the provisions of the Act or any order made under the Act.
- 16.4 A Director whose office is vacated under paragraphs 16.3.2, 16.3.3 or 16.3.4 will not be eligible for re-election until the disability (or disabilities) referred to is (or are) removed or rectified.
- 16.5 A Council Representative may be removed from office as a Director by notice in writing from the Council to the Foundation.
- 16.6 Any person who has served as an Elected Director for two consecutive terms of 3 years must retire as a Director at or prior to the AGM which occurs immediately after the expiry of that period and will not be eligible for re-election for the immediately ensuing term but

the fact that the Director has served two consecutive terms of 3 years shall not disqualify that person from nomination for election as an Elected Director at a subsequent AGM. Any Director who would otherwise be required to retire in accordance with this clause but who at that time holds the office of President of the Foundation, is not required to so retire until that person has served three consecutive terms of 3 years as a Director and at the expiry of that time shall resign in accordance with this clause.

Retirement of Directors

- 16.7 At every AGM of the Foundation one third of the Elected Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one third, must retire from office.
- 16.8 Subject to clause 18.1, the Elected Directors to retire at an AGM each year are those who have been longest in office since their last election. If two or more persons became Directors on the same day, those to retire must be determined by lot unless they otherwise agree among themselves.
- 16.9 An Elected Director retiring at an AGM who is not disqualified by law or this document from being reappointed is eligible for re-election and may act as a Director throughout the meeting at which that Director retires.
- 16.10 A Elected Director may retire from office by giving notice in writing to the Foundation of that Director's intention to retire. A notice of resignation takes effect at the time which is the later of the time of giving the notice to the Foundation and the expiration of the period, if any, specified in the notice.

Nomination and election of the Board

- 16.11 Subject to clause 16.16, all vacancies in the office of Elected Director will be filled by election by Members annually at the AGM of the Foundation.
- 16.12 Candidates for election as an Elected Director must be nominated in writing by two Members. Elected Directors who retire by rotation and offer themselves for re-election need not be so nominated.
- 16.13 All nominations must be signed by the candidate to indicate the candidate's willingness to act and must be lodged with the Honorary Secretary not later than seven days before the date of the meeting in which the election is to take place.
- 16.14 A single resolution must not include a motion for the appointment of two or more persons as members of the Board of Directors unless a resolution has first been passed, with no votes being cast against the resolution, that the resolution be moved at the meeting.
- 16.15 Directors elected at an AGM in accordance with this clause will assume their offices at the close of the AGM.

Casual vacancies

- 16.16 The Board of Directors may at any time appoint a person to be a Director to fill a casual vacancy in the office of an Elected Director or as an addition to the existing Directors. The person so appointed shall be deemed to be an Elected Director.
- 16.17 A Director appointed under clause 16.16 holds office only until the next general meeting after the appointment and is then eligible for re-election.
- 16.18 A director appointed under clause 16.16 must not be taken into account in determining the Directors who are to retire by rotation at that general meeting.

Auditor cannot be Director

- 16.19 No Auditor of the Foundation or partner or employee or employer of an Auditor can be appointed as a Director.

17 OFFICERS OF THE FOUNDATION

Officers of the Foundation

- 17.1 The Officers of the Foundation will comprise a President, two Vice-Presidents, an Honorary Secretary and an Honorary Treasurer .
- 17.2 The President will be chairperson of the Board of Directors.
- 17.3 To be elected as an Officer, a Member must at the time of the election be serving as a Director of the Foundation.
- 17.4 The Officers must be elected by the Board of Directors at the first Board of Directors meeting that is held following each AGM, and must take office at the conclusion of that meeting. No Director may vote in favour of his own election as an Officer.
- 17.5 The Officers will retain their positions as Officers for a one year term, unless the relevant Officer ceases to be a Director or is removed from his position as an Officer by a resolution of the Board of Directors. Removal as an Officer will not affect the Director's status as a Director. Officers retiring at the end of a one year term are eligible for re-election as an Officer.
- 17.6 The powers, authorities, discretions, responsibilities and duties of the Officers are to be defined and conferred by the Board of Directors and may from time to time be revoked withdrawn altered or varied in whole or in part by the Board of Directors.

Executive Officer

- 17.7 The Board of Directors may appoint an Executive Officer for such term and at such remuneration and upon such conditions as it thinks fit and any Executive Officer so appointed may be removed by it.

- 17.8 The Board of Directors may entrust to and confer upon an Executive Officer such powers, authorities, discretions, responsibilities and duties as they think fit and may from time to time revoke withdraw alter or vary all or any of the same unless resolved otherwise by the Board of Directors, the Executive Officer may, and shall when requested by the President, attend and shall be entitled to speak at, but not vote at, all meetings of the Board of Directors.
- 17.9 In carrying out any such responsibilities duties and powers, an Executive Officer will at all times be subject to the control and directions of the Board of Directors. An Executive Officer is neither a Director nor an Officer of the Foundation.
- 17.10 Clause 17.7, 17.8 and 17.9 operate subject to clause 22.

18 INTERIM ARRANGEMENTS

Board members immediately after adoption of this document

- 18.1 Notwithstanding anything to the contrary in this document,
- 18.1.1 At the time at which this document is adopted, the Board of Directors will consist of the directors existing immediately prior to adoption of this document;
- 18.1.2 At the first AGM subsequent to the adoption of this document, one third of the members of the Board of Directors referred to in clause 18.1.1, will be drawn by lot to retire, but will be eligible for re-election;
- 18.1.3 At the AGM one year after the meeting referred to in clause 18.1.2, one half of the remaining Directors referred to in clause 18.1.1, who were not required to retire the previous year, will be drawn by lot to retire, but will be eligible for re-election;
- 18.1.4 At the AGM one year after the meeting referred to in clause 18.1.3, the Directors referred to in clause 18.1.1, who have not previously resigned in accordance with clause 18.1.2 or 18.1.3 are required to retire, but will be eligible for re-election;
- 18.1.5 The directors retiring in accordance with this clause shall count towards the number of directors to retire for the purposes of clause 16.7.

19 PROCEEDINGS OF DIRECTORS

Board meetings and quorum for Board meetings

- 19.1 The Board of Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

- 19.2 The Board of Directors may determine the quorum (being not less than four Directors) necessary for the transaction of business. Until such a determination is made, four Directors will be a quorum.

Convening of Board meetings

- 19.3 The President, a Vice-President or the Honorary Secretary or any three members or the Board of Directors may at any time summon a meeting of the Board of Directors.
- 19.4 The Headmaster and the Executive Officer will be entitled to receive notice of and to attend every meeting of the Board of Directors.
- 19.5 When present at a Board of Directors meeting, the Headmaster and the Executive Officer will be entitled to speak on any matter but will not be entitled to vote.

Notice of Board meetings

- 19.6 Notice of each meeting of the Board of Directors must be given to each Director at least 48 hours before the meeting or at another time determined by resolution of the Directors. The notice must, describe in sufficient detail, the matters to be determined by the meeting as well as indicating the time and place of the meeting.
- 19.7 All Directors may waive the required period of notice for a particular meeting and it is not necessary to give a notice of a meeting of Board of Directors to a Director who is out of Australia or who has been given leave of absence.

Board meeting competent to exercise all powers

- 19.8 Subject to clause 19.13, a meeting of the Board of Directors at which a quorum is present will be competent to exercise all or any of the powers and discretions vested in or exercisable by the Board of Directors generally.

Resolution passed deemed to be determination of Board

- 19.9 Any resolution properly passed at a duly convened meeting of the Board of Directors at which a quorum is present will be deemed to be a determination by the Board of Directors for the purposes of this document.

Board of Directors may act notwithstanding vacancies

- 19.10 The Board of Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed as a quorum, they must not act except in the case of emergency or for the purpose of filling up vacancies or summoning a general meeting.

Chairperson of Board meetings

- 19.11 The President and in his absence one of the Vice-Presidents nominated by the president must preside at all meetings of the Board of Directors and if none of them is present, the members of the Board of Directors present must choose one of their number to be the chairperson of the meeting.

Questions to be decided by majority

- 19.12 Questions arising at any meeting must be decided by a majority of votes of the Directors present and voting. In the case of an equality of votes, the chairperson has a second or casting vote.

Attendance of Council Representative

- 19.13 If neither the Council Representative nor the Chairman of the Council is present at any meeting, the Directors may only determine, and pass resolutions on, the matters set out in the notice convening the meeting.

Resolution in writing

- 19.14 A resolution in writing of which notice has been given to all members of the Board of Directors entitled to receive notice of a meeting of the Board of Directors and which is signed by a majority of members of the Board of Directors entitled to attend and vote at meetings of the Board of Directors, will be taken as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members of the Board of Directors. The resolution is passed when the last member of the Board of Directors required to give the resolution majority approval signs the document.

Validity of acts of Directors

- 19.15 All acts done by any meeting of the Board of Directors or by a committee of the Board of Directors or by any person acting as a member of the Board of Directors are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment or election of any member of the Board of Directors or person acting as a member of the Board of Directors or that any member of the Board of Directors was disqualified or had vacated office or was otherwise not entitled to vote or act.

Minutes

- 19.16 The Board of Directors must cause minutes of all proceedings of general meetings, of meetings of the Board Directors and of committees formed by the Board of Directors to be entered, within two weeks after the relevant meeting is held, in books kept for the purpose.
- 19.17 The Board of Directors must cause all minutes, except resolutions in writing treated as determinations of the Directors, to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

20 MEETINGS BY INSTANTANEOUS COMMUNICATION DEVICE

- 20.1 Whilst the Directors may regulate their meetings as they think fit, the contemporaneous linking together by an instantaneous communication device of a number of consenting Directors, not less than a quorum, whether or not any one or more of the Directors is out of Australia, will be deemed to constitute a meeting of the Board of Directors and all



provisions of this document will apply to such meetings held by instantaneous communication device so long as the following conditions are met:

- 20.1.1 All the Directors for the time being entitled to receive notice of the meeting of the Board of Directors (including any alternate for any Director) receive notice of a meeting by instantaneous communication device for the purposes of such meeting. Notice of any such meeting must be given in a manner permitted by this document;
- 20.1.2 Each of the Directors taking part in the meeting by instantaneous communication device must be able to communicate with each of the other Directors taking part at the commencement of the meeting;
- 20.1.3 At the commencement of the meeting of the Board of Directors, each Director must acknowledge his or her presence for the purpose of the meeting of the Board of Directors to all the other Directors taking part.

Procedure at meetings

- 20.2 A Director may not leave a meeting of the Board of Directors held under clause 20.1 by disconnecting the instantaneous communication device unless the Director has previously obtained the express consent of the chairperson of the meeting and will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting of the Board of Directors by instantaneous communication device unless the Director has previously obtained consent to leave.
- 20.3 If the Director would not be permitted to be present or to vote during the consideration of a matter, then the Director may disconnect the instantaneous communication device without obtaining the express consent of the chairperson and the Director must not be counted for the purpose of determining a quorum during consideration of the matter.

Minutes

- 20.4 A minute of proceedings at a meeting of the Board of Directors held under clause 20.1 will be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson or the person taking the chair at the meeting under clause 20.1.
- 20.5 For the purpose of this document "instantaneous communication device" includes telephone, television or any other audio or audio-visual device which permits instantaneous communication.

21 CONTRACTS INVOLVING MEMBERS OF THE BOARD OF DIRECTORS

No disqualification

- 21.1 Notwithstanding any rule of law or equity no Director is disqualified, by reason of being a member of the Board of Directors, from holding any office or place of profit (other than as auditor) with any company promoted by the Foundation or with any corporation in

which the Foundation is a shareholder or which is a Member of the Foundation or in which the Foundation is otherwise interested.

Directors may not hold salaried office

21.2 A Director may not hold any salaried office of the Foundation.

Declaration of interests

21.3 If a Director holds a material personal interest in a proposed contract or arrangement which the Foundation may enter into, that Director must declare that interest:

21.3.1 At the meeting of the Board of Directors at which the proposed contract or arrangement is first discussed; or

21.3.2 If the interest arises later, at the first meeting and any subsequent meetings of the Board of Directors after the Director becomes aware of that interest.

21.4 If a Director gains a material personal interest in a contract or arrangement which the Foundation has already entered into, the Director must declare that interest at the first meeting and any subsequent meetings of the Board of Directors after becoming aware of that interest.

Interested Directors not included in quorum

21.5 A Director who has declared a material personal interest in a matter that is being considered at a meeting of the Board of Directors:

21.5.1 must not vote on the matter; and

21.5.2 must not be present while the matter is being considered at the meeting.

21.6 Clause 21.5 does not apply to an interest that a Director has:

21.6.1 as a Member of the Foundation;

21.6.2 in common with the other Members of the Foundation generally; and

21.6.3 as a member of the Council.

Board resolution concerning voting on interested matters

21.7 The Board may at any time exclude the operation of clause 21.5 by passing a resolution that:

21.7.1 Specifies the member of the Board of Directors, the interest, the matter and its relation to the affairs of the Foundation; and

21.7.2 States that the Directors voting on the resolution (which must not include a Director that has a material interest in the matter being considered) are satisfied that the interest should not disqualify the Director or Directors concerned from considering or voting on the matter.

22 CONSULTATION

22.1 Prior to the exercise of any rights, powers and discretions of the Board or any committee of the Board in respect of:

- 22.1.1 the establishment or termination of any trusts by the Foundation;
- 22.1.2 the appointment of the Executive Officer, the term, remuneration and conditions of such appointment, and the powers, authorities, discretions, responsibilities and duties conferred on the Executive Officer;
- 22.1.3 the appointment, removal and remuneration of the Auditor;
- 22.1.4 the appointment of representatives to committees of the Council, including to the Investment Committee of the Council;
- 22.1.5 the investment of moneys of the Foundation otherwise than through the Investment Committee of the Council; and
- 22.1.6 any other matter which the Chairman of the Council or the Council Representative or the Headmaster notify the Board in writing as being of significance to the Council;

the Board of Directors will consult with the Council, the Executive Committee of the Council and the Headmaster as appropriate having regard to the right, power or discretion to be exercised, and agree a position between the Council, the Executive Committee of the Council (as the case may be) and the Board of Directors and any committee of the Board in relation to the relevant matter.

22.2 The requirement for consultation and agreement in relation to any matter under clause 22.1 is not an internal dispute between Members for the purposes of clause 10.5.

23 COMMITTEES

Committees

23.1 The powers vested in the Board of Directors may in whole or in part be delegated by the Board of Directors to committees of the Board of Directors subject to clause 23.2 hereof, consisting of such persons as the Board of Directors thinks fit.

23.2 The members of each committee mentioned in this clause will be appointed annually by the Board of Directors, will consist of a chairperson, who must be a member of the Board of Directors, and at least two other persons (who need not be members of the Board of Directors) and will meet from time to time at the discretion of the chairperson of the committee.

23.3 The meetings, proceedings and keeping of minutes of each committee will be governed by the provisions of this document regulating the meetings, proceedings and minutes of the

Board of Directors so far as they are applicable except that the quorum necessary for transacting the business of each such committee will be three, one of whom shall be a member of the Board of Directors. Copies of all minutes of meetings of each committee must be provided, through the Executive Director, to the Board of Directors within two weeks of each meeting of the relevant committee or within such other time as may be agreed to be practicable between the relevant committee and the Board of Directors.

- 23.4 The Board of Directors at any time and from time to time may establish and dissolve any committees for such purposes and consisting of such persons as it thinks fit and may delegate and revoke the delegation of any of its powers to such committees. Any committee so established must conform to any regulations or directions that may be imposed on it by the Board of Directors.

Executive Committee

- 23.5 The Board of Directors, by minute, may delegate such powers as it sees fit from time to time to an Executive Committee in the manner and subject to the terms as the Board of Directors thinks fit.

Delegation of powers to committee

- 23.6 The exercise of a power by a committee in accordance with this document is to be treated as the exercise of that power by the Board of Directors.

24 DIRECTOR'S REMUNERATION

Director's remuneration

- 24.1 The Directors are not entitled to receive any remuneration or fees for services rendered as Directors of the Foundation.

Payment for expenses

- 24.2 The members of the Board of Directors may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors, any committee of the Board of Directors or any general meetings of the Foundation or otherwise in connection with the business of the Foundation.

Payment for Services

- 24.3 Subject to clause 24.1, a Director who is called upon to perform extra services or to make a special exertion or to undertake executive or other work for the Foundation beyond or outside of the Director's ordinary duties or is engaged to provide any other service, may be paid a fee either for those services, exertions or work.
- 24.4 The additional amount may be either by fixed sum or salary determined by the Board of Directors.

25 MINUTES AND REGISTERS TO BE KEPT

Minutes

- 25.1 The Board of Directors must cause minutes to be entered in books provided for the purpose within one month of the relevant meeting, recording each of the following:
- 25.1.1 The names of all the Directors present at each meeting of the Board of Directors, of any committee of the Board of Directors;
 - 25.1.2 All declarations made or notices given by any Director (either generally or specially) of the Director's interest in any contract or proposed contract or of the Director's holding of any office or property whereby any conflict of duty or interest may arise;
 - 25.1.3 All orders made by the Board of Directors and committees of the Board of Directors and of any committee of the Foundation;
 - 25.1.4 All resolutions passed by the Board of Directors or Members without a meeting;
 - 25.1.5 All resolutions and proceedings of general meetings of the Foundation, meetings of the Board of Directors, meetings of any committee of the Board of Directors.
- 25.2 Any minutes of any general meetings of the Foundation, meetings of the Board of Directors, meetings of any committee of the Board of Directors must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting within a reasonable time after the meeting and once signed will constitute evidence of the matters stated in the minutes.
- 25.3 Copies of the minutes of general meetings of the Foundation and meetings of the Board of Directors and meetings of all committees will be sent to the members of the Board of Directors to Executive Committee (if established) and to the Council.

Place of minute books

- 25.4 The Foundation may keep its minute books at any of the following locations:
- 25.4.1 Its Office;
 - 25.4.2 Its principal place of business;
 - 25.4.3 Any other place approved by the Australian Securities and Investments Commission.

Inspection of minute books

- 25.5 The Foundation must ensure that the minute books of general meetings are available for inspection by Members free of charge.

Registers

- 25.6 In accordance with the Act, the Board of Directors must cause the Foundation to keep the following:
- 25.6.1 A Register;
 - 25.6.2 If the Foundation issues any debentures, a register of the debenture holders;
 - 25.6.3 A register of charges; and
 - 25.6.4 Any other registers required to be kept under the Act.

26 EXECUTION OF DOCUMENTS

Common Seal optional

- 26.1 Except where required by the Act, the Foundation need not have or use a common seal to execute documents or deeds. The Board of Directors may determine at any time by a resolution approved by the Board of Directors whether the Foundation is to have or use a common seal.

Execution without the Common Seal

- 26.2 The Foundation may validly execute a document (including a deed) without using the Seal if the document is signed by two members of the Board of Directors and countersigned by the Executive Officer or another person appointed by the Board of Directors to countersign that document or a class of documents in which that document is included.

Execution by the Common Seal

- 26.3 The Foundation may validly execute a document (including a deed) by affixing the Seal to the document and the affixing being witnessed by two members of the Board of Directors and countersigned by the Executive Officer or another person appointed by the Board of Directors to countersign that document or a class of documents in which that document is included.

27 THE SEAL

Use of common seal

- 27.1 The Board of Directors must provide for the safe custody of the Seal. The Seal may be used only by the authority of the Board of Directors or a committee of the Board of Directors with authority from the Board of Directors to authorise the use of the Seal.

Official seals

- 27.2 The Foundation may have for use in place of its Seal outside the State where the Seal is kept, one or more official seals, each of which shall be a facsimile of the Seal with the addition on its face of the name of every place where it is to be used. The person affixing

an official seal shall, in writing under his hand, certify on the instrument to which it is affixed the date on which and the place at which it is affixed.

28 NEGOTIABLE INSTRUMENTS

Negotiable instruments

- 28.1 All cheques, bills of exchange, promissory notes and other negotiable instruments must be signed, drawn, accepted, made or endorsed (as the case may be) for and on behalf of the Foundation by such persons and in such manner as the Board of Directors may by minute determine.

29 MONEY RECEIVED BY THE FOUNDATION

Money received by the Foundation

- 29.1 All moneys belonging to the Foundation must after meeting normal management promotional and collection costs of the Foundation be expended for the promotion of the objects of the Foundation by the Board of Directors and no portion of such moneys shall be otherwise applied.

Acting as Trustee

- 29.2 When the Foundation or a Director is acting as trustee of any trust fund, the Foundation or the Director as the case may be shall duly and faithfully observe the terms of the instrument creating the trust and otherwise act for the benefit of the School.

30 ACCOUNTS

Financial year

- 30.1 The financial year of the Foundation will commence on 1 July and end on 30 June in each year.

Accounting records

- 30.2 The Board of Directors must ensure that proper accounting and other records are kept to correctly record and explain the transactions and financial position of the Foundation, to enable true and fair profit and loss accounts and balance sheets to be prepared and to permit preparation of any other documents required by the Act or this document. The records must be kept:
- 30.2.1 in such manner as to enable them to be conveniently and properly audited;
 - 30.2.2 for 7 years after the completion of the transactions or operations to which they relate; and
 - 30.2.3 at the Office or at such other place as the Board of Directors think fit and at all times be open to inspection by the members of the Board of Directors.

Accounts

- 30.3 Without limiting the obligations of the Foundation under the Act, in each financial year the Foundation will prepare such financial statements and reports as the Board may determine.

31 AUDITS

Auditors

- 31.1 A registered company Auditor must be appointed as auditor of the Foundation. The Foundation may only appoint and remove an Auditor in accordance with the Act.
- 31.2 The Auditor's remuneration will be approved by the Board of Directors.
- 31.3 Clauses 31.1 and 31.2 operate subject to clause 22.
- 31.4 The accounts of the Foundation must be audited in respect of each financial year of the Foundation and the truth and fairness of the profit and loss account and balance sheet must be ascertained by the auditor of the Foundation in accordance with the Act.

Approval of accounts

- 31.5 Accounts of the Foundation once considered by the members of the Foundation present at a general meeting, will be conclusive except as regards any error identified within three months after the date of the meeting. If any error is identified within this period, the accounts will forthwith be corrected and will then be conclusive.

32 INSPECTION OF RECORDS

Inspection of records

- 32.1 Subject to the Act, the Board of Directors will determine whether, to what extent, at what times and places and under what conditions the accounting and other records of the Foundation or any of them will be open to the inspection of the Members. No Member (not being a member of the Board of Directors) will have any right to inspect any account, book or document of the Foundation or receive any information concerning the business, trading or customers of the Foundation or any trade secret or secret process of the Foundation except as provided by the Act or as authorised by the Board of Directors or a resolution of the Foundation in general meeting.

33 NOTICES, REPORTS AND DOCUMENTS

Service of notices by Foundation

- 33.1 A notice or any other report or document required to be sent by the Foundation to a Member may be given by the Foundation to a Member by any of the following means:

- 33.1.1 By delivering it personally to a street address of the Member or to the Member personally;
- 33.1.2 By email or facsimile to the relevant email address or facsimile number of the Member;
- 33.1.3 By sending it by post to the postal address of the Member;
- 33.1.4 By including it in a publication (including, without limitation, 'Shore Reports' and electronic publications) which the Board of Directors considers to be a publication or other method of communication generally circulating among or available to the School community;
- 33.1.5 By such other method (including by advertisement) as the Board of Directors may determine.

Posting notices and documents to overseas Members

- 33.2 In the case of a Member whose registered address is outside Australia, a notice, report or document sent by post will be sent by airmail in an envelope bearing the requisite postage.

Addresses for giving notices to Members

- 33.3 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.
- 33.4 The facsimile number or email address of a Member is the number or address which the Member has last specified by written notice to the Foundation as the facsimile number or email address to which notices may be sent to the Member.

Address for giving notices to the Foundation

- 33.5 The street and postal address of the Foundation is the Office.
- 33.6 The facsimile number or email address of the Foundation is the number or email address which the Foundation may specify by written notice to the Members as the facsimile number or email address to which notices may be sent to the Foundation.

Deemed service

- 33.7 A notice of meeting, report or document given in accordance with this document is to be taken as given, served and received at the following times:
 - 33.7.1 If delivered in person to the street address of the addressee, or to the person personally, at the time of delivery;
 - 33.7.2 If sent by facsimile or email to the facsimile number or email address of the addressee, at the time transmission is completed. If transmission is not on a business day or is after 5.00 pm (local time in the place of receipt) on a day which is a business day, it is taken to be served on the next business day;

33.7.3 If it is sent by post to the street or postal address of the addressee, on the 2nd (5th if outside Australia) business day after posting;

33.7.4 If delivered by advertisement or by inclusion in a publication referred to in clause 33.1 will be deemed to have been served on the day of issue of the relevant newspaper or publication (as the case may be).

Proof of giving notice

33.8 In proving service by post, it is sufficient to prove that the notice, report or document bearing the requisite postage was properly addressed and posted. A certificate in writing signed by the Executive Officer or other Officer of the Foundation that the notice, report or document was so addressed and posted shall be conclusive evidence thereof.

33.9 The sending of a notice by facsimile or email and the time of completion of the transmission may be proved conclusively by production of the relevant one of the following:

33.9.1 A transmission report by the facsimile machine from which notice was transmitted which indicates that a facsimile of the notice was sent in its entirety to the facsimile number of the addressee;

33.9.2 A print out of an acknowledgement of receipt of an email.

Members whose whereabouts unknown

33.10 Without limiting the remaining provisions of this clause 33:

33.10.1 if the Foundation has bona fide reason to believe that a Member is not known at the address shown for that Member in the Register; and

33.10.2 the Foundation has subsequently made an enquiry at that address as to the whereabouts of the Member; and

33.10.3 the enquiry either elicits no response or a response indicating that the Member's present whereabouts are unknown

all future notices, reports or documents shall be deemed to be given to the Member if the notice, report or document is exhibited in the Office for a period (not including weekends and public holidays) of 48 hours and shall be deemed to be duly served at the commencement of that period.

33.11 This clause will apply unless and until the Member informs the Foundation that the Member has resumed residence at the Members address shown in the Register or notifies the Foundation of a new address to which the Foundation may send the Member notices, reports or documents.

Signing of notices

33.12 The signature to any notice to be given by the Foundation may be written, printed or transmitted electronically.

Counting of days

- 33.13 Where a given number of days' notice or notice extending over any other period is required to be given, the day on which notice is deemed to be given shall be reckoned in the number of days or other period.

34 INDEMNITY AND INSURANCE

Indemnification of officers of the Foundation

- 34.1 Every person who is or has been a Director, officer or committee member of the Foundation or of a subsidiary of the Foundation, will be indemnified by the Foundation to the maximum extent permitted by law, out of the property of the Foundation, against any liability (including liability for costs and expenses incurred by the person defending any proceeding) incurred by that person as a Director, officer or committee member of the Foundation or a subsidiary of the Foundation.

- 34.2 However, this indemnity, as far as it relates to Directors and officers (as defined by Section 9 of the Act) of the Foundation, does not apply in respect of any of the following:

34.2.1 for a liability:

- (a) owed to the Foundation or its subsidiaries;
- (b) for a pecuniary penalty order under section 1317G or a compensation order under section 1317H of the Act; or
- (c) owed to someone other than the Foundation or its subsidiaries that arose out of conduct involving a lack of good faith;

34.2.2 for legal costs for proceedings, including the outcome of the proceedings and any related appeal, incurred:

- (a) in defending or resisting proceedings in which a person is liable in a circumstance which they could not be indemnified for under clause 34.2.1;
- (b) in defending or resisting a criminal proceeding in which the officer is found guilty;
- (c) in defending or resisting proceedings brought by ASIC or a liquidator, for a court order if the court finds that the grounds for the court order are established, but does not include costs incurred in responding to an investigation before proceedings for a court order are commenced by ASIC or a liquidator; or
- (d) in relation to proceedings which the officer has brought to obtain relief under the Act and the court denies such relief.

Insurance

- 34.3 The Foundation may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Director or an officer of the Foundation or of a subsidiary of the Foundation against a liability (including legal costs) except for a liability arising from:
- 34.3.1 conduct involving a wilful breach of duty in relation to the Foundation; or
 - 34.3.2 a contravention of section 182 or 183 of the Act.
- 34.4 For the purposes of this clause, the word officer is as defined by section 9 of the Act.

35 DEFINITIONS AND INTERPRETATION

Definitions

- 35.1 In this document the following definitions apply:

Act means the Corporations Act 2001(Cth)

AGM means Annual General Meeting.

ASIC means the Australian Securities and Investments Commission.

Auditor means the auditor for the time being of the Foundation.

Board or **Board of Directors** means the governing body of the Foundation as defined under clause 15.2.

Chairman of the Council means the person appointed for the time being as chairman of the Council.

Council means the Sydney Church of England Grammar School Council which is incorporated by the *Church of England Trust Property Act 1917*, section 3(2) and any successor which for the time being governs the School.

Council Representative means a person (who need not be a member of the Council) nominated in writing by the Council from time to time to act as a Director and, if no such nomination is made or the nominee is not present at any meeting of the Board, the Chairman of the Council is deemed to be the Council Representative.

Director means a person appointed to perform the duties of a director of the Foundation.

Elected Director means a Director nominated and elected by the Members or appointed in accordance with clause 16.

Executive Committee means the committee (if any) of the Board of Directors which has been appointed in accordance with clause 23.

Executive Committee of the Council means the executive committee of the Council.

Executive Officer means the executive officer of the Foundation appointed in accordance with clause 17.7.

Foundation means The Shore Foundation Limited ACN 001 414 115.

Headmaster means the person from time to time appointed by the Council to be headmaster of the School and includes any person acting in that capacity.

Honorary Secretary means the Honorary Secretary of the Foundation from time to time elected pursuant to clause 17.

Honorary Treasurer means the Honorary Treasurer of the Foundation from time to time elected pursuant to clause 17.

Member means a person whose name is entered in the Register as a member of the Foundation.

Memorandum of Association means memorandum of association of the Foundation as amended from time to time.

Office means the registered office of the Foundation.

Officers means the President, Vice Presidents, the Honorary Secretary and the Honorary Treasurer.

Person or Persons includes natural persons, companies, incorporated associations, unincorporated associations and other entities.

President means the President of the Board of Directors from time to time elected pursuant to clause 17.

Register means the register of Members kept by the Foundation under the Act.

School means the Sydney Church of England Grammar School conducted under the governance of the Council.

Seal means, if the Foundation has one, the common seal of the Foundation.

Vice President means the Vice-President of the Board of Directors from time to time elected pursuant to clause 17.

Interpretation

35.2 In this document, unless the context otherwise requires:

35.2.1 A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of this document;

- 35.2.2 A reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time;
- 35.2.3 A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this document;
- 35.2.4 Where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning;
- 35.2.5 A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders;
- 35.2.6 An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority;
- 35.2.7 A reference to dollars or \$ means Australian dollars;
- 35.2.8 References to the word 'include' or 'including' are to be construed without limitation;
- 35.2.9 A reference to a time of day means that time of day in the place where the Office is located;
- 35.2.10 A reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the place where the Office is located;
- 35.2.11 Where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day;
- 35.2.12 A term of this document which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

References to the document

- 35.3 A reference to this document, where amended, means this document as so amended.

Replaceable rules

- 35.4 Each of the provisions of the Act which would but for this clause apply to the Foundation as a replaceable rule within the meaning of the Act are displaced and do not apply to the Foundation.

Application of Corporations Act

- 35.5 The Act applies in relation to this document as if it was an instrument made under the Act as in force on the day when this document became the constitution of the Foundation.



Exercise of powers

- 35.6 Except as specifically contemplated to the contrary in this document, the Foundation may, in any manner permitted by the Act exercise any power take any action or engage in any conduct or procedure which under the Act a company limited by guarantee may exercise, take or engage in if authorised by its document.