

AUSTRALIAN SECURITIES COMMISSION
CORPORATIONS LAW

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

MARCH 1996

**AUSTRALIAN FEDERATION OF SOCIETIES FOR
STUDIES OF SOCIETY AND ENVIRONMENT**



COMPANY NUMBER
067 429 538

**MEMORANDUM OF ASSOCIATION
OF
THE AUSTRALIAN FEDERATION OF SOCIETIES FOR STUDIES OF SOCIETY AND
ENVIRONMENT LIMITED**

1. The name of the Company is "The Australian Federation of Societies for Studies of Society and Environment Limited", herein referred to as "the Company".

2. The objects for which the Company is established are:

To establish and maintain a national network of the national associations in the curriculum field of "Studies of Society and Environment" in order to provide information and support in campaigning for favourable conditions for teaching and learning in the areas of geography, history, social education, environmental education and business education.

- a) To foster the publication and promulgation of general or policy statements, and/or statements of principle, on matters of national importance or shared concern to the member associations.
- b) To encourage and promote national dialogue about the teaching of geography, history, social education, environmental education and business education in order to seek common ground and establish and maintain links between the member associations.
- c) To hold or arrange competitions and provide or contribute towards provision of prizes, awards and distinctions in connection therewith. Provided that no member of the Company shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Company.
- d) To subscribe to, become a member of and cooperate with or amalgamate with any other association or organisation, whose objects are similar to those of the Company. Provided that the Company shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of Clause 3 of this memorandum.
- e) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Company or persons frequenting the Company's premises
- f) To purchase, apply for, or otherwise acquire any copyrights, privileges, exemptions, certificates, licences, patents, trademarks or the like which may be deemed necessary or convenient for any of the objects of the Company and to transfer and otherwise deal with same. Provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- g) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority, any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- h) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purposes of the Company.
- i) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependents or connections of any such persons; and to grant pensions and allowances, and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

- j) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company'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 thereof.
- k) To invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds.
- l) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any for the Company's property (both present or future), and to purchase, redeem or pay off such securities.
- m) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- o) To take or hold mortgages, liens and charges to secure payment of the purchase price of any unpaid balance of the purchase price, of any part of the Company's property whatsoever kind sold by the Company or any money due to the Company from purchasers and others.
- p) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company but subject to the proviso in paragraph (e) of Clause 2.
- q) 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 Company, in shape of donations, annual subscriptions or otherwise.
- r) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- s) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- t) To transfer all or any part of the property, assets, liabilities, and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.
- u) To apply for, promote and obtain any statute, order, regulation or other authorisation or an enactment which may seem calculated directly or indirectly to benefit the Company, and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- v) A furtherance of the objects of the Company to procure the Company to be registered or recognised in any country or place outside Australia.
- w) To make donations for charitable purposes.

The powers set forth in the Second Schedule to the Code shall not apply to the Company except insofar as they are included in this Clause 2.

3. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the company as set forth in this memorandum of association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the company.
4. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or secants of the company or to any member of the company in return for any services actually rendered to the company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for this purpose of the paragraph by the articles of association on money borrowed from any member of the company or reasonable and proper rent for premises demised or let by any member to the company but so that no member of the committee or governing body of the company shall be appointed to any salaried office of the company or any benefits in the money or money's worth shall be paid or given by the company to any member of such council or governing body except repayment of out -of -pocket expenses and interest at the rate aforesaid on the money lent or reasonable and proper rent for premises demised or let to the company.
5. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Commission.
6. The third, fourth and ninth paragraphs of this memorandum of association contain conditions upon.- which licence is granted by the Australian Securities Commission for the purpose of preventing any evasion of the provisions of the said paragraphs the commission may from time to time on the application of any member of the Company and on giving notice to the Company an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the company.
7. The liability of the members is limited.
8. Every member of the company undertakes to contribute to the property of the company, in the same event of the same being wound up while he is a member, or within one year after it ceases to be a member, for payment of the debts and liabilities of the Company (contracted before it ceases to be a member) and the costs, charges and expenses of winding up and for the adjustment, of the rights of the contributories among themselves, such amount as may be required, not exceeding one hundred dollars (\$100).
9. If upon the winding-up or dissolution of the Company there remains, after satisfaction of all its debts any liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or its members to an extent at least as great as is imposed on the company under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the company at or before the time of the dissolution and in default thereof application to the Supreme Court for determination.
10. True accounts shall be kept of the sums of money, received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place, and of the property, credit and liabilities of the Company; and, subject to reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provision of the Code.
11. The names, addresses and occupations of the subscribers are as follows: 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.

Dated this day of January 1995

NAME

Magdeline Wong

Mike Rowland

Don Alexander

Kay Bishop John Smith

SIGNATURE

WITNESS TO SIGNATURE

ADDRESS OF WITNESS

**A COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE AUSTRALIAN FEDERATION OF SOCIETIES FOR STUDIES OF SOCIETY AND
ENVIRONMENT LIMITED**

INTERPRETATION

1. In these regulations -
 - “the company” means the Australian Federation of Societies for Studies of Society and Environment Limited;
 - “meeting” means in person or by electronic means;
 - “the committee” means the Board of Directors;
 - “Member” shall mean member associations of the Australian Federation of Societies for Studies of Society and Environment Limited;
 - “The seal” means the common seal of the company;
 - “The Secretary” means any person appointed to perform the duties of a secretary of the company and includes an honorary secretary;
 - “Country” means Australia;

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

words of expressions contained in these regulations shall be interpreted in accordance with the provisions of the Corporations Law as in force at the date at which these articles become binding on the Company.
2. The Company is established for the purpose set out in the Memorandum of Association.

AFFILIATION AND MEMBERSHIP

3. The number of members with which the Company proposes to be registered is five (5) but the Committee may from time to time register an increase or decrease of members.
4. The Company shall consist of affiliated organisations who are incorporated, national voluntary and non-governmental associations devoted to fostering Studies of Society and Environment through the teaching of geography, history, social education, environmental education and business education.
5. The power to admit or remove organisations shall rest with the Company.
6. Applications for membership are to be submitted to the Company Board of Directors and circulated to member associations for member associations’ decision.
7. Decisions to approve applications for membership require at least a two thirds majority vote in favour of all financial member associations.
8. An application for membership must be in writing signed by the president and secretary of the association and accompanied by a letter or statement from the president or other principal officer of an approved association confirming that the association is applying for membership of the Company together with the statement from the president or principal officer of such approved association as to the aims and objectives of that approved association, the conditions of membership, current financial membership list and structure of the approved association.
9. Applications for membership shall not be accepted from any association where:

- a) Such association has objects which are concerned mainly with industrial matters:
 - b) Such association has objects which are concerned mainly with commercial matters:
 - c) Such association or organisation has aims which are not consistent with the aims and objectives of the Company.
10. In the event of an application being refused, a letter of explanation and an invitation to reapply under other conditions, if so decided, will be sent by the Board of Directors to the unsuccessful applicant.
11. When the applicant has been accepted for membership the secretary shall forthwith send to the applicant written notice of acceptance and a request for payment of the first annual subscription. Upon payment of the first annual subscription the applicant shall become a member of the Company provided nevertheless that if such payment be not made within two calendar months after the due date of the notice, the Company may in its discretion cancel its acceptance of the applicant for membership of the Company.

ANNUAL SUBSCRIPTION

12. The annual subscription payable by members of the Company shall be such as the Company Committee, subject to a two thirds majority ratification by the member associations, shall from time to time prescribe, provided that until the Company shall otherwise resolve the annual subscription shall be \$100 per approved member Association.
13. All annual subscriptions shall become due and payable by 30 April each year.

CESSATION AND TRANSFER OF MEMBERSHIP

14. Member associations whose membership dues are not paid by 30 April each year shall be designated un-financial members.
15. The membership of un-financial members shall lapse after 6 months, unless due cause can be shown why membership should not be terminated. Readmission will be on the basis of Clauses 7, 8, 9, and 10 of the Articles of Association.
16. Any organisation may resign from membership of the Federation and shall cease to be a member if it becomes bankrupt or no longer meets the requirements for membership described in Clause 4 of the Articles of Association. An organisation resigning or ceasing to be a member under this clause has no entitlement for refund of membership fee or to any other recompense from the Company.
17. A member association may at any time by giving notice in writing to the secretary resign its membership of the Company but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of its resignation and for all other moneys due by it to the Company and in addition for any sum not exceeding one hundred dollars for which it is liable as a member of the Company under Clause 7 of the memorandum of association of the Company.
18. In the event of two or more member associations amalgamating, the new organisation shall be a full member of the Company.
19. In the event of a member association amalgamating with an organisation which is not a member of the Company, the membership rights shall be transferred to the new organisation if the new organisation is eligible for membership under Clause 4 of the Articles of Association.
20. In the event of an amalgamation of a member association with an organisation which is not eligible for membership, all entitlements of the member association shall cease. It shall not be entitled to a refund of membership fees or any other recompense from the Company.
21. Any member association which is not represented without apology at three consecutive meetings may have its membership terminated.

REGISTER OF MEMBERS

22. The Secretary shall keep a Register of Members setting forth the name and address of each member Association specifying the class of membership to which the member association belongs and setting out the date of the latest payment by each member association of the subscription.

MEETINGS

23. The Annual General Meeting of the Company shall be held, once each calendar year, in accordance with the provision of the Act and within the period of five (5) months beginning at the end of the most recently ended financial year.
24. The business of the Annual General Meeting shall be to:
- (a) receive and consider the Annual report including the audited financial statement.
 - (b) receive and consider the reports of any committees set up under meeting resolutions.
 - (c) select a new Chair and Secretary/Treasurer.
 - (d) discuss and, if necessary, vote on motions submitted to the Annual General Meeting.
 - (e) discuss and, if necessary, vote on any matter which the majority of those members present resolve to discuss
 - (f) The Annual General Meeting shall cause minutes of its proceedings to be taken, and a record kept thereof and circulated to all member associations.
25. It is the responsibility of member associations to brief their designated delegates on the background and current concerns of the Company, including items of the agenda of the Executive meeting.
26. Formal notice of this Annual General Meeting with an agenda and copies of any constitutional changes proposed shall be sent to all member associations no less than two months in advance of the date set for the meeting by the Chair or Secretary. (The financial statement for the previous year and a proposed budget for the ensuing year shall accompany such notice.)
27. A quorum for any Company meeting shall be a simple majority of the member associations who can participate in discussions either in person or via interactive forms of telecommunication.
28. An extraordinary general meeting must be convened by the Chair or in his/her absence, the Secretary on the written request of any two member associations. Such meeting shall be convened within one month of receipt of notice. The business of an Extraordinary General Meeting shall be confined to the matters upon which the meeting was called.
29. Each member association should have only one vote at each meeting which is to be exercised by a designated Voting Delegate.
30. The Chair of the Company shall be deemed a voting delegate of his/her national association.

PROCEEDINGS AT GENERAL MEETINGS

31. No item of business shall be transacted at any meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
32. If within half an hour of the appointed time for the commencement of a meeting a quorum is not present, the meeting if convened upon the requisition of two members shall be dissolved and in any other case shall stand adjourned to a time at the same place or a place to be determined by the members present (unless another place is specified at the time of adjournment by the person chairing the meeting or communicated by written notice given to members at least 14 days before the day to which the meeting is adjourned).
33. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be

transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

34. If at the adjourned meeting a quorum is not present within half an hour appointed for the commencement of the meeting, the meeting shall go ahead.
35. Motions or notices of motions are to be proposed and circulated with the agenda prior to a meeting. However, where circulation of motions is not possible, motions may be considered at a meeting as general business.
36. Motions will be judged to be carried if they have been supported by a simple majority of the members.
37. At any general meeting a resolution put to the vote of the meeting shall be decided by a simple majority of those present or present by teleconference and voting (including members voting by proxy in the case of General Meetings). In the event of an equality of votes, the Chair shall have the casting vote. A member may hold any number of proxies in accordance with Clause 40.
38. A director who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such Committee, trustee or other person may vote by proxy or attorney.
39. No director shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.
40. Any director unable to be present at an Annual General Meeting or a General Meeting may assign his/her voting rights to another member by providing that member with a written authority, validated by the member association, to be presented at the Annual General Meeting or a General Meeting.
41. The instrument appointing a proxy shall be in writing under the hand of the appointer as a corporation either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his/her proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he/she thinks fit.
42. The instrument appointing a proxy may be in the following form or in a common or usual form.

THE AUSTRALIAN FEDERATION OF SOCIETIES FOR STUDIES OF SOCIETY AND ENVIRONMENT LIMITED

being a member of The Australian Federation of Societies for Studies of Society and Environment Limited hereby appoint him/her or failing as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the company to be held on.....day of 20.....and at any adjournment thereof.

*My proxy is hereby authorised to vote in favour of/*against, the following resolutions: Signed this day of 19*

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

* Strike out whichever is not desired.

43. 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 of the Company, or at such other place as is specified for that purpose in the notice convening the meeting, for validation by the Council and in default the instrument of proxy shall not be treated as valid.

44. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind 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, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
45. Notwithstanding anything in this constitution
- (a) Where a member wishes to record dissent from any resolution passed by the Company the member shall have the right to do so.
 - (b) Nothing in this constitution shall be constructed as limiting the freedom of any member to take action on any matter which the member thinks fit regardless of any action taken by the Company. However, in taking action independently of the Company a member shall not use the Company's name or involve the Federation in any manner.
46. Any person speaking on behalf of the Company must have prior consent of at least two-thirds of members, with note of any dissent.

THE COMMITTEE/BOARD OF DIRECTORS INCLUDING OFFICE BEARERS

47. The management of the affairs of the Company shall rest with a Board of Directors consisting of two nominees of each member, one of whom will have formal voting rights.
48. Directors shall be appointed by their affiliated association.
49. Directors must be from associations who are financial members of the Company.
50. A casual vacancy in the position of Director on the Board of Directors shall be filled by procedures determined by the relevant member association.
51. The member association shall have the right to nominate an "Alternative Director" to participate in a meeting of the Board of Directors should a Director be unable to participate, thereby preserving the full voting capacity of each member association
52. The expenses of the Board of Directors shall be supported on a basis determined by the General or Extraordinary meeting.
53. The Board of Directors shall elect one of its members to the position of Chairperson.
54. The Board of Directors shall elect one of its members to the position of Secretary/Treasurer.
55. Only one representative of any association shall be elected as an officer at any one time unless there is only one nominee for the position
56. No individual or member association may hold office in consecutive years with the exception of the Secretary and Treasurer
57. The officers shall be elected at the Annual General Meeting by simple majority with the incumbent chair having a deciding vote in the event of a tied vote.
58. The Board of Directors may form an Executive which will consist of the existing director with voting rights and would necessarily include the Chair and the Secretary/Treasurer.
59. At any meeting, the Executive of the Company may co-opt by a simple majority any member or members, without voting rights, who may be helpful to its work.

60. Where there is a vacancy in the position of Chair or Secretary/Treasurer, the Board of Directors shall elect one of its Directors to serve the period remaining in the term of office.
61. A casual vacancy in the position of Director on the Board of Directors shall be filled by procedures determined by the relevant association.
62. The member association shall have the right to nominate an "Alternative Director" to participate in a meeting of the Board of Directors should a Director be unable to participate, thereby preserving the full voting capacity of each association.
63. The expenses of the Board of Directors shall be supported on a basis determined by the General or Extraordinary meeting.
64. The following subscribers to the Memorandum of Association shall constitute the first Committee and the first Office Bearers shall be as set out below.
- | | |
|--------------------|---------------------------|
| Chairperson | Magdeline Wong |
| Honorary Secretary | Kay Bishop |
| Honorary Treasurer | Gabrielle West |
| Committee Members | Don Alexander, John Smith |
65. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office bearers or other members of the Committee.
66. The Company may by ordinary resolution remove any office bearer or other member of the Board of Directors before the expiration of his/her period of office, and may by an ordinary resolution seek the appointment of another person in his/her stead from that association which originally nominated the person; the person so appointed shall hold office only until the next following annual general meeting.
67. A person shall cease to be a member of the Board of Directors of the Company in the event that he/she:
- becomes an insolvent;
 - resigns office by notice given in writing to the Secretary;
 - is a member of an association whose membership has been terminated under Clauses 45,16,17,20 and 21 of the Articles of Association.
 - becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - is absent without the consent of the Executive from three consecutive meetings of the Executive; (t) has his/her nomination as representative of the full-member association withdrawn in writing by the member association; or
 - the member association which he/she represents ceases to be a member of the Company.
 - ceases to be a member of the Committee by virtue of Section 226 of the Code;
 - becomes prohibited from being a director of a company by reason of any order made under the Code;
 - holds any office of profit under the Company;
 - is directly or indirectly interested in any contract or proposed contract with the Company.

Provided always that nothing in this article shall affect the operation of Clause 3 of the Memorandum of Association of the Company.

POWERS AND DUTIES OF THE COMMITTEE

68. The business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Code or by these regulations, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the code, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in

general meeting; provided that any rule, regulation or by-law of the Company made by the Committee may be disallowed by the Company in general meeting and provided further that no resolution of or regulation made by the Company in general meeting shall invalidate any prior act of the Committee which would have been valid if that resolution or regulation had not been passed or made.

69. The Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.
70. For the purposes of Clause 3 of the Memorandum of Association the rate of interest payable in /- respect of money lent by members to the Company shall not exceed the lowest rate paid for the time being by banks in Australia in respect of term deposits.
71. All cheques, promissory notes, drafts, bills or exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by any 2 Committee members or in such manner as the Committee may from time to time determine.
72. The Honorary Secretary shall receive and answer correspondence as instructed at meetings of the Company and Committee.
73. The Secretary shall cause minutes to be made
 - (a) of all appointments of officers and servants;
 - (b) of names of members of the Committee present at all meetings of the Company and of the Committee; and
 - (c) of all proceedings at all meetings of the Company and of the Committee
 - (d) of the financial position of the Company.

Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

74. The Honorary Treasurer shall receive all subscriptions and other money paid to the company and give receipt to same only on an official form. The Honorary Treasurer shall keep books of account and shall attend to the financial affairs of the Company and present to and table at all General Meetings and the Annual General Meetings an income and expenditure account covering the financial transactions of the company since the preceding General Meeting or Annual General Meeting.

DELEGATION OF DIRECTORIAL FUNCTIONS

75. The committee may delegate any of its powers and or functions (not being duties imposed on the Committee as the directors of the company by the Code or the general law) to one or more subcommittees consisting of such member or members of the Company as the Committee thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Company and all members of such sub-committees shall have one vote.

THE SEAL

76. The Company shall acquire a common seal which shall be in the form of a rubber stamp, inscribed with the name of the Company encircling the word "Seal".
77. The seal of the Company shall not be affixed to any instrument except by the authority of the Executive and the affixing thereof shall be attested by the signatures of two members of the Executive as the Executive may appoint for that purpose, and that attestation is sufficient for all purposes and that seal was affixed by authority of the Executive.

ACCOUNTS

78. The committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report therein as required by the Code provided, however, that the Committee shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account made up to date not more than two (2) months before the date of the meeting.
79. The Committee shall from time to time determine in accordance with Clause 9 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.
80. The financial year of the Company shall correspond to the calendar year.
81. An account shall be opened in the name of the Australian Federation for the Studies of Society and Environment into which all monies received shall be deposited.

AUDIT

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

NOTICE TO MEMBERS

83. A notice may be given by the Company to any member association either personally to the nominated Director or by sending it by post to the association at its registered address, or (if the association has no registered address within Australia) to the address, if any, within Australia supplied by the member of the Company for the giving of notices to the member. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
84. Notice of every general meeting shall be given in any manner hereinbefore authorised to;
- a) every member except those members who (having no registered address within Australia) have not supplied to the Company an address within Australia for the giving of notice to them; and
 - b) the auditor or auditors for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

85. The provision of Clause 8 of the memorandum of association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these regulations.

AMENDMENTS TO THE CONSTITUTION

86. Notices of motion to amend the constitution must be circulated to members at least three months prior to the Annual Meeting.
87. All Amendments must be carried by a two-thirds majority vote of all member associations.
DISSOLUTION.
88. The Federation may be dissolved by unanimous ratification by the full-member associations.

INDEMNITY

89. Every member of the Committee, auditor, secretary and other officer for the time being of the Company

shall be indemnified out of the assets of the Company against any liability arising out of the execution of his/her duties which is incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in favour or in which he/she is acquitted or in connection with any application under the Code in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of the Articles of Association of the Australian Federation of Societies for the Studies of Society and Environment Limited.

Dated this day of January. 1995

NAME:

Magdeline Wong

Mike Rowland

Don Alexander

Kay Bishop

John Smith

SIGNATURE

WITNESS TO SIGNATURE

ADDRESS OF WITNESS