



MEMORANDUM

AND

ARTICLES OF ASSOCIATION

of the

APEX FOUNDATION

[Amended at the Annual General Meeting held 23 November 2007]

CORPORATIONS ACT

A Company Limited by Guarantee and not having a share capital

ARTICLES OF ASSOCIATION

INTERPRETATION

1. In these regulations:

DEFINITIONS

“**The Law means the Corporations Act**” as amended from time to time.

“**The Association of Apex Clubs**” means the Association of Apex Clubs of Australia.

“**The Board**” shall mean the Board of the Apex Foundation.

“**The Association Board**” means the Board of the Association of Apex Clubs of Australia.

“**Company**” means Apex Foundation Limited.

“**The Seal**” means the common seal of the Apex Foundation.

“**The Secretary**” means any person appointed to perform the duties of the Secretary of the Company.

“**State**” means the State of New South Wales.

“**Active Apexian**” means an Active Member of the Association of Apex Clubs of Australia who remains an Active Member of that Association during the term of any office held with the Apex Foundation.

“**Member**” shall unless stipulated to the contrary include:-

- [i] Ordinary Member;
- [ii] Honorary Life Member.

“**Financial Member**” means a Member who has paid all fees to the Company required to be paid by that Member.

INTERPRETATIONS

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

Words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Interpretation Act of 1897 and of the Act as in force at the date of which these regulations become binding on the company.

The words importing the singular number include the plural and words importing the masculine gender include the feminine or neuter gender and vice versa and words importing persons include corporations and vice versa. The Company is established for the purposes set out in the Memorandum of Association.

2. There are two classes of membership:-
 - [i] **Ordinary Member** –
A member who is not an Honorary Life Member;
 - [ii] **Honorary Life Member** –
A member who has been so appointed by the Board at its discretion due to that Member's dedication and extensive service to the Company.
The provisions of Articles 5, 6 & 7 shall not apply to Honorary Life Members.
After appointment an Honorary Life Member is deemed a financial member for the period of his membership.”
3. The numbers of members with which the Company proposes to be registered is seven [7] but the Board may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with these regulations shall be members of the Apex Foundation.
5. Every applicant for membership of the Company [other than the subscribers to the Memorandum of Association] shall be proposed by one and seconded by another member of the Company to both of whom the applicant shall be known. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Board from time to time prescribes.
6. At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.

7. A. When an applicant has been accepted for membership, the Secretary shall send to the applicant written notice of his acceptance. Members shall pay such annual membership fee as shall be determined from time to time by the Board.
- B. On payment of the membership fee determined by the Board, the Member will be a Financial Member of the Company for the period specified in the Membership Fee Notice and during that period that Member will then and only then be entitled to do all acts a Member is entitled to do with respect to the Company.

CESSATION OF MEMBERSHIP

8. A member may at any time by giving notice in writing to the Secretary resign his membership of the Company but shall continue to be liable for any sum not exceeding Fifty Dollars [\$50.00] which he is liable as a member of the Company under Clause 7 of the Memorandum of Association of the Company.
9. Expulsion of Members
 - A. If any member -
 - [i] willfully refuses or neglects to comply with the provisions of the Memorandum or Articles of Association of the Company; or
 - [ii] is guilty of any conduct which in the opinion of the Board is unbecoming of a member of the Company; or
 - [iii] is guilty of any conduct which in the opinion of the Board is prejudicial to the interest of the Company;

the Board shall have the power to expel that member from the Company.
 - B. Subject to sub-paragraph D [iii], expulsion of a member is by resolution of the Board at a duly convened Board meeting.
 - C. Where the Board proposes to deal with an expulsion motion, the Secretary will give the member, the subject of the expulsion motion, notice in writing of the meeting and the motion at least seven [7] days prior to that meeting.
 - D. The member the subject of the expulsion motion may:-
 - [i] appear in person at the Board meeting and present a defence to the expulsion motion; or

- [ii] at least twenty four [24] hours prior to the Board meeting provide the Secretary with a written defence to the expulsion motion; or
 - [iii] at least twenty four [24] hours prior to the Board meeting provide the Secretary with a notice requiring the expulsion motion to be dealt with by the Company in general meeting.
- E. Where the member, the subject of the expulsion motion, serves a notice pursuant to sub-paragraph D [iii], the Board must call an Extraordinary General Meeting of the Company within three [3] months of service of that notice to deal with the expulsion motion.
- F. Voting on expulsion motions is by ballot only.
- G. An expulsion motion requires a two-third majority vote of those present and voting.

DELEGATION OF RIGHTS

10. Any member may by power of attorney under his hand and seal delegate to any person or company all or any of his rights, powers, duties and privileges as a member of the Company including authority to do all acts and things which such shareholder could do if personally present. Every such power of attorney shall be duly stamped and lodged at the registered office of the Company at least twenty-four [24] hours before it is acted upon.
11. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

GENERAL MEETING

12. The first general meeting shall be held at such time not being less than one month nor more than three months after the incorporation of the Company and at such place as the founding Committee may determine.
13. An annual general meeting of the Company shall be held in accordance with the provisions of the Law. All general meetings, other than the annual general meetings, shall be called extraordinary general meetings.

14. Any member of the Board may whenever he thinks fit convene any extraordinary general meeting and extraordinary general meetings shall be convened on such requisition or in default may be convened as provided by the Law.
15. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, seven days' notice at the least [exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given] specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.
16. All business shall be special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Board and auditors, the election of officers and other members of the Board in the place of those retiring and the appointment and fixing of the remuneration of the auditors.

PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided ten [10] members of the company present in person or by proxy shall be a quorum.
18. If within half an hour the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present with half an hour from the time appointed for the meeting, the members present [not being less than three] shall be a quorum.
19. The Chairman of the Board of the Company shall preside as Chairman at every general meeting of the Company or if there is no Chairman, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice Chairman is not present or is unwilling to act then the members present shall elect one of their members to be chairman of the meeting.
20. The Chairman may, with the consent of any meeting at which a quorum is present [and shall if so directed by the meeting] adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21.
 - A. At any general meeting unless a poll is demanded, a motion put to the vote of the meeting shall be decided on the show of hands.
 - B. Where the vote is by the show of hands, a declaration by the Chairman that a motion has, on the show of hands been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number of proportion of the votes recorded in favour of, or against the motion.
22.
 - A. At any general meeting in relation to the voting on any motion a poll may, before or on declaration of the result of a show of hands, be demanded by:
 - [i] the Chairman; or
 - [ii] at least three [3] members present in person or by proxy.
 - B. If a poll is duly demanded, it shall be taken in such a manner and either at once or after an interval of adjournment of otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
 - C. The demand for a poll may be withdrawn at any time up until the actual poll is conducted.
23. In case of an equity of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
24. For voting other than the election of the Board of the Company, a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative or a member, shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
25. The instrument appointing a proxy shall be in writing [in the common or usual form] under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
26. Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be a form supplied by the Company which will incorporate the following:

- [i] the member's name and address;
 - [ii] the Company's name;
 - [iii] the proxy's name or the name of the office of the Company held by the proxy;
 - [iv] the meeting at which the appointment may be used;
 - [v] provision for an election by the member as to whether the proxy is to vote on resolutions either:
 - [a] at the proxy's discretion; or
 - [b] as directed by the member on the proxy instrument
27. 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 within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight [48] hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours [24] before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
28. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no imitation in writing of such 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.

BOARD AND OFFICERS

29. A. The Board shall consist of nine [9] members who in addition to being financial members of the Company shall be:
- [i] two [2] nominees of the Association Board; the nominee must be a Active Apexians; and,
 - [ii] four [4] Active, Senior Active, Past or Life Members, or Life Governors of the Association of Apex Clubs (Apex); and
 - [iii] two [2] persons from the general membership of the Company (General); and
 - [iv] one [1] External Director appointed by the Board and ratified by the members in general meeting (External).
- B. The term "general membership" includes Active, Senior Active, Past or Life Members, or Life Governors of the Association of Apex Clubs.
- C. The members of the Board shall serve a term of three [3] years following their election or appointment.
- D. [i] This Article relates to Articles 29.A[ii], [iii] and [iv] only.

- [ii] The members of the Board shall be elected or appointed on the following rotational basis:
 Year 1 - 1 Apex director, 1 General director, 1 External director
 Year 2 - 2 Apex directors
 Year 3 - 1 Apex director, 1 General director
- [iii] The following transitional provision shall apply to convert the structure and election/appointment procedures current prior to this amendment to the Constitution (Memorandum and Articles of Association) and that set out in Articles 29A and 29D.
- [a] Apex directors –
1. In the 2004 year Apex directors are to be elected from a ballot in accordance with the Constitution (Memorandum and Articles of Association) to hold office for the following terms-
 - i) Apex director 1 – 2 years
 - ii) Apex director 2 – 3 years
 - iii) Apex director 3 – 3 years
 - iv) Apex director 4 – 4 years

The Apex director with the highest vote in the 2004 year ballot will be Apex director 4, the Apex director with the next highest vote will be Apex director 3, the Apex director with the third highest vote will be Apex director 2 and the Apex director with the fourth highest vote will be Apex director 1.
 2. In the 2006 year one Apex director is to be elected from a ballot in accordance with the Constitution (Memorandum and Articles of Association) to hold office for 3 years in accordance with the standard term of office.
 3. In the 2007 year two Apex directors are to be elected from a ballot in accordance with the Constitution (Memorandum and Articles of Association) to hold office for 3 years in accordance with the standard term of office.
 4. In the 2008 year one Apex director is to be elected from a ballot in accordance with the Constitution (Memorandum and Articles of Association) to hold office for 3 years in accordance with the standard term of office.
 5. In the 2009 year the rotational basis for election of Apex directors will be as set out in Article 29D[ii].
- [b] General directors –
1. In the 2003 year the General directors elected from a ballot in accordance with the Constitution (Memorandum and Articles of Association) are to

have their terms of office altered to the following terms:

- i) General director 1 - 3 years
- ii) General director 2 - 2 years
- iii) General director 3 - 6 months

The General director with the highest vote in the 2003 year ballot will be General director 1, the General director with the next highest vote will be General director 2 and the General director with the third highest vote will be General director 3.

- 2. In the 2005 year one General director is to be elected from a ballot in accordance with the Constitution (Memorandum and Articles of Association) to hold office for 3 years in accordance with the standard term of office.
- 3. In the 2006 year the rotational basis for election of General directors will be as set out in Article 29D[ii].

E. Each member of the Board shall have full voting rights.

F. [i] The Board shall elect from the members of the Board a Chairman and Deputy Chairman.

[ii] A director shall serve no more than six [6] consecutive years as Chairman.

G. [i] With respect to the Director appointed pursuant to Article 29.A[i] notwithstanding any other provision or practice relating to other Directors, that Director's term shall commence immediately after the nomination by the Association Board or the conclusion of the Association Board's Post National Convention Board Meeting in the year for the appointment whichever occurs first.

[ii] With respect to the External Director notwithstanding any other provision or practice relating to other Directors:

- 1. the Board shall appoint the External Director subject to these provisions;
- 2. the appointment by the Board shall be provisional and carried out at a Board Meeting prior to an Annual General Meeting with the provisional nature of the appointment to be removed after ratification of the appointment by the members at the Annual General Meeting following the provisional appointment by the Board;
- 3. notwithstanding the appointment being provisional until ratification the External Director will have the same powers and obligations as a Director appointed by the Board under its powers to appoint Directors for casual vacancies on the Board;

4. when the members are to ratify a provisional appointment of an External Director at an Annual General Meeting, particulars of the provisionally appointed External Director's expertise and/or experience must be incorporated in the Notices in relation to the Annual General Meeting issued to members prior to the Annual General Meeting, in particular in the Notice of Motion to ratify the provisional appointment of the External Director;
 5. the appointment by the Board shall be ratified at the Annual General Meeting following the provisional appointment by the Board;
 6. where the Annual General Meeting does ratify the appointment, the appointment ceases to be provisional and will be a full appointment;
 7. where the Annual General Meeting does not ratify the appointment, the appointment is at an end from the moment the Annual General Meeting does not ratify the appointment;
 8. where the appointment is not ratified a casual vacancy in the Board will exist and the Board may appoint a person to fill that vacancy in accordance with these Articles;
30. A. The Board shall, in accordance with the Law, appoint a Secretary for such term and on such conditions as it deems appropriate.
- B. Where the Secretary is a member of the Company, the Secretary shall be an honorary position.
- C. Nothing shall prevent a member of the Board from being appointed Secretary.
- D. Where the Secretary is not already a member of the Board, the Secretary is then an ex officio member of the Board.
31. The members of the Board and the Secretary are the officers of the Company.
32. A retiring Board member is eligible for re-election.
33. A. The election of Board members shall be by the way of postal ballot.
- B. The Secretary of the company shall call for nominations no later than 42 days prior to the due date for retirements of Board member[s] ["retirement date"].
- C. The call for nominations shall:
- [i] be in writing
 - [ii] specify the final date for receipt of nominations;

[iii] be forwarded by ordinary mail to all members of the Company.

- D. [i] nominees must have been a member of the Company for not less than two [2] years prior to nominating.
(excluding External Directors)
[ii] nominations shall be lodged on a form approved, from time to time, by the Board
[iii] nominations shall be signed by the nominee and the proposer.
[iv] nomination proposer must be a member or the company.
- E. The Secretary shall issue the ballot papers to voting members of the Company no later than 21 days prior to the retirement date.
- F. the ballot papers shall:
- [i] list the names of the valid nominees;
 - [ii] beside each nominee's name provide a box;
 - [iii] bear the original signature of the Secretary.
 - [iv] nominees in the ballot who are current directors of the Company will have their names marked with an asterisk '*', with a note on the ballot paper stating the asterisk denotes the same.
- G. Voting by the voting members of the Company shall be by making a mark in the box accompanying the name of the chosen nominee[s], up to a maximum number of marks equivalent to the number of positions on the Board due to be vacant on the retirement date.
- H. The ballot paper shall be issued with:
- [i] a stamped envelope addressed to the Company;
 - [ii] a plain smaller envelope;
 - [iii] directions on voting and return of the ballot papers;
 - [iv] a resume form approved for use by the board, from time to time, and completed by the nominees on the ballot.
- I. Only those correctly completed ballot papers received by the Secretary no later than 2 days prior to the retirement date are to be counted.
- J. The counting of the marked boxes and the scrutineering of the vote to be carried out by 2 appointees of the Board, those appointees to be independent of the members of the Board, the Company and/or the nominees.

- K. The nominees with the highest number of the marked boxes are elected to the vacant positions on the Board.
 - L. The result of the election is then announced at either a Board meeting or general meeting held on the retirement date.
 - M. The elected members of the Board take their office immediately after the retirements.
34. Board members must be members of the Company.
35. If at any General Meeting at which an election of members of the Board ought to take place, the places of the retiring Board members are not filled up then notwithstanding the other provisions herein contained nominations for the remaining places as Board members shall be accepted from the floor of the meeting.
36. The Board shall have power at any time and from time to time to appoint any person to the Board either to fill a casual vacancy or as an addition to the Board or other members of the board but so that the total number of officers or other members of the Board shall not at any time exceed the number fixed in accordance with these regulations. Any member of the Board so appointed shall hold office until the appointment of his successor.
37. The Company may by ordinary resolution remove any officer or other member of the Board before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.
38. The office of a member of the Board shall become vacant if the member:-
- A. ceases to be a member of the Board by virtue of the Law.
 - B. becomes bankrupt or makes any arrangements or composition with his creditors generally.
 - C. becomes prohibited from being a director of a company by reason of any order made under the Law.
 - D. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - E. resigns his office by notice in writing to the Company.
 - F. for more than six months is absent without permission of the Board from meetings of the Board held during that period.

- G. holds any office of profit under the Company.
- H. is directly or indirectly in any contract or proposed contract with the Company provided, however, that a member shall not vacate his office by reason of his being a member of any corporation society or association which has entered or proposed to enter into a contract with the Company if such corporation society or association is among the class of companies referred to in the proviso to Clause 3 of the Memorandum of Association of the Foundation and if he shall have declared the nature of his interest in manner required by the Law.

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 BOARD

39. The business of the Company shall be managed by the Board 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 Law 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 Law and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
40. The Board 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.
41. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed drawn accepted and endorsed or otherwise executed as the case may be by any two members of the Board or in such other manner as the Board from time to time determine.
42. The Board shall cause minutes to be made:-
- [a] of all appointments of officers and servants
 - [b] of names of members of the Board present at all meetings of the Company and of the Board, and
 - [c] of all proceedings at all meetings of the Company and of the Board.

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

PROCEEDINGS OF THE BOARD

43. The Board may meet together for the dispatch of business adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time and the Secretary shall on the requisition of a member of the Board summon a meeting of the Board.
44. Subject to these regulations questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
45. A member of the Board shall not vote in respect of any contract or proposed contract with the Company in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted.
46. The quorum necessary for the transaction of the business of the Board shall be four or such greater number as may be fixed by the Board.
47. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum if the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Company but for no other purpose.
48. The Chairman shall preside as Chairman at every meeting of the Board, or if there is no Chairman, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, a Vice-Chairman shall chairman or if no Vice-Chairman is present at the meeting then the members may choose one of their number to be Chairman.
49. The Board may delegate any of its powers and/or functions to one or more sub committees including a minimum of one Board member and two members of the Company or as determined from time to time by the Board. Any sub committee so formed shall conform to any regulations that may be imposed by the Board and subject thereto shall have power than any member so opted shall have not vote.
50. The Board may delegate any of its duties or functions [not being duties or functions imposed on the Board as the directors of the company by the Law or the general law] to one or more Councils consisting of such member or members of the Board as the Board thinks fit. Any Council so formed shall conform to any

- regulations that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Company and all members of such councils shall have one vote.
51. The Board may appoint one or more advisory boards consisting of such member or members of the Board as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Company and all members of such advisory boards shall have one vote.
 52. A sub-committee may elect a Chairman of its meetings; if no chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
 53. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote.
 54. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid or that the members of the Board or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
 55. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

LOCAL MANAGEMENT

56. The Board members may from time to time provide for the management of the affairs of the Company in any part of Australia or elsewhere in such manner as they think fit and the provisions contained in the following articles shall be without prejudice to the general powers conferred by this article.
57. The Board members may establish such agencies, branch offices and local boards as they think fit and may do all such acts, matters and things as may be necessary for that purpose and the Board members may make such regulations for the management of such agency branch office or local board as they may from time to time think proper. The Board members may authorise payment of remuneration

- to members of any such agency branch office or local board and may authorise payment of any expenses incurred in the establishment maintenance or operation of any such agency branch office or local board. The Board members may from time to time discontinue any such agency branch office or local board or the appointment of any person holding office therein.
58. The Board members may exercise all the powers of the Company in relation to any official seal for use outside New South Wales and in relation to branch registers.

SEAL

59. The Board shall provide the safe custody of the seal which shall only be used by the authority of the Board or of a sub-committee in that behalf and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

ACCOUNTS

60. The Board 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 copy required by law to be attached thereto] accompanied by a copy of the auditor's report thereon as required by the Law provided however that the Board shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than six months before the date of the meeting.
61. The Board 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 not being members of the Board and no member [not being a member of the Board] shall have the right of inspecting any account or book or paper of the Company except as conferred by statute or by Clause 9 of the Memorandum of Association or authorised by the Board or by the Company in general meeting.

AUDIT

62. A properly qualified auditor or auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with the provisions of the Law and Clause 9 of the Memorandum of Association.

NOTICES

63. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, or [if he has no registered address within the State] to the address [if any] within the State supplied by him to the Company for the giving of notices to him. 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 a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- A. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- [i] every member except those members who [having no registered address within the State] have not supplied to the Company an address within the State for the giving of notices to them; and,
 - [ii] the auditor or auditors for the time being of the Company.
- B. No other person shall be entitled to receive notices of general meetings.

WINDING UP

64. The provisions of Clause 8 of the Memorandum of Association relation to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these regulations.

INDEMNITY

65. Every member of the Board, 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 the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Law 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 signatures are subscribed, being subscribers to the Memorandum of Association, hereby agree to the foregoing Articles of Association.

| Signatures of Subscribers | Witness to Signatures | |
|---------------------------|-----------------------|------|
| John Cleaves | M. Donn | J.P. |
| D. Ferguson | J. Cotton | J.P. |
| G. Salter | J. Cotton | J.P. |
| Michael J. Afaras | | J.P. |
| G. Speers | A.J. Randall | J.P. |
| R. McLeod | A.J. Randall | J.P. |
| Lance Paul Jensen | A.J. Randall | J.P. |

DATED THIS 8th DAY OF NOVEMBER, 1976.

CORPORATIONS ACT

A Company Limited by Guarantee and not having a share capital

MEMORANDUM OF ASSOCIATION

of

APEX FOUNDATION

1. The name of the Company is "APEX FOUNDATION" [hereinafter called "The Foundation"].
2. The objects and powers for which the Company is incorporated are:-
 - A. to receive and accept gifts of money and property to be applied in furtherance of these objects.
 - B. to apply the corporation's income and/or assets to any institution created for the purposes defined by Section 78 [1] [a] of the Income Tax Assessment Act, 1936.
 - C. to apply the corporation's income and/or assets for the relief of poverty.
 - D. to apply the corporation's income and/or assets in the promotion and development of medical and/or scientific services as is necessary for the relief of suffering and disability.
 - E. to apply the corporation's income and/or assets in the promotion and development of international understanding contact and welfare aid programs by Australians with people of other nations.
 - F. to apply the assets and income of the Company, solely in furtherance of the objects which the same are required and so that no portion thereof shall be distributed directly or indirectly to the members of the Company except as bona fide compensations with services rendered or expenses incurred on behalf of the foundation.
 - G. to undertake and to execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise.
 - H. to undertake and execute either alone or jointly with any other person, persons, Company, Foundation, Association or Organisation any trusts and

to act as trustee of any property and to undertake any duties in connection with any property of which the Company is at any time trustee.

- I. to accept appointment of and to undertake and execute any trusts in lieu of or with any trustee or trustees or Organisation already holding office at the time of acceptance as aforesaid.
- J. to subscribe to, become a member of or co-operate with any other Company, Foundation, Association or Organisation, whether or not, whose objects are altogether or in part similar to those of the Company shall not subscribe to or support with its funds any Foundation, 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.
- K. to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Company. Provided that in case the Company shall take or hold any property which may be subject to any trust the Company shall only deal with the same in such manner as is allowed by law having regard to such trust.
- L. to enter into any arrangement 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.
- M. to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Company.
- N. 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 insurances; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- O. 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 interests of the Company 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.

- P. 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.
- Q. 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 replacement 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 of the Company's property [both present and future] and to purchase, redeem or pay off any such securities.
- R. to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- S. in furtherance of the objects of the Company 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.
- T. to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.
- U. 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 always to the proviso in paragraph [h] of this Clause 2.
- V. 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 the shape of donations, annual subscriptions or otherwise.
- W. to print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- X. in furtherance of the objects of the Company to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as that imposed upon the Company under or by virtue of Clause 3 of this Memorandum.
- Y. in furtherance of the objects of all Company to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and

engagements or any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.

- Z. to do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.
 - AA. to apply the Corporation's income and/or assets for the welfare and protection of families and children.
 - BB. [i] to manage the reserve fund of the Association of Apex Clubs of Australia Incorporated and Apex Charitable Fund Incorporated.
 - [ii] to manage the reserve funds of the State Boards and Apex Clubs of the Association of Apex Clubs of Australia.
 - CC. to apply the Corporation's income and/or assets to assist in the educational development of Australian students studying one or more of the fine arts.
- 3. A. For the purposes of this provision the terms "payments" and "remuneration" include payments in money or benefits provided in lieu of money.
- B. Subject to clause 3D. 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, howsoever by way of profit, to the members of the Company.
- C. No member of the council of management or governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees.
- D. The Company in good faith may make payments relating to:-
 - [i] the reasonable and proper remuneration to any officer or servant of the Company;
 - [ii] the reasonable and proper remuneration to a member of the Company in return for services rendered to the Company by that member;
 - [iii] interest at a rate not exceeding the rate charged by Banks in Sydney for overdrawn accounts on money lent;

- [iv] reasonable and proper rent for premises demised or let by any member of the Company;
 - [v] out of pocket expenses incurred by a member of the Company carrying out Company business;
 - [vi] payments to a Company in which a member of the Company or member of a council of management or governing body of the Company has a less than 1/100th share of the share capital of that Company.
4. 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 Minister of the Crown for the time being administering the Corporations Act, [hereinafter called "the Minister"].
 5. The third and fourth Clauses of this memorandum contain conditions on which a licence is granted by the Minister to the Company pursuant to the Corporations Act.
 6. The liability of the members is limited.
 7. Every member of the Company undertakes to contribute to the assets of the Company, 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 Company 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 fifty dollars [\$50].
 8. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and 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 which shall prohibit the distribution of its or their 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 dissolution and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object, approved by the Commissioner of Taxation.
 9. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company 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 and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Corporations Act, as amended from time to time.

10. "The Board shall have the authority to determine the location of the Registered Office, within Australia and in allowance with the provisions in the Corporations Act".
11. The names and addresses and occupations of the subscribers are as follows:-

John McIntosh Cleaves
265 Wollombi Road
BELLBIRD NSW 2235
Solicitor

Michael J. Afaras
101 Felton Road
CARLINGFORD NSW 2116
Pharmaceutical Chemist

Donald George Ferguson
38 Fox Valley Road
WAHROONGA NSW 2076
Pharmacist

Geoffrey Robert Speers
32/299 Burns Bay Road
LANE COVE NSW 2066
General Secretary

Graham Duncan Salter
146B Woolooware Road
CRONULLA NSW 2230
Chartered Accountant

Lance Paul Jensen
11 Tipperary Road
KILLARNEY HEIGHTS NSW 2087
Company Director

We the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this memorandum of Association.

| Names, Addresses and Descriptions of Subscribers | Witness | |
|--|--------------|------|
| John Cleaves - Solicitor 265 Wollombi Road, Bellbird, 2325 | M. Donn | J.P. |
| Donald George Ferguson - Pharmacist 38 Fox Valley Road, Wahroonga, 2076 | J. Cotton | J.P. |
| Graham Duncan Salter - Chartered Accountant 146B Woolooware Road, Cronulla, 2230 | J. Cotton | J.P. |
| Michael J. Afaras - Pharmaceutical Chemist 101 Felton Road, Carlingford, 2116 | | J.P. |
| Geoffrey Robert Speers - Real Estate Agent 32/299 Burns Bay Road, Lane Cove, 2066 | A.J. Randall | J.P. |

Ross Douglas McLeod - General Secretary
111 Longeville Road, Lane Cove, 2066

A.J. Randall J.P.

Lance Paul Jensen - Company Director
11 Tipperary Road, Killarney Heights, 2087

A.J. Randall J.P.

DATED this 8th day of November, 1976.