



APEX FOUNDATION

ARTICLES OF ASSOCIATION

OF

APEX FOUNDATION LIMITED

A Company Limited by Guarantee and not having a share capital

ABN 58 001 347 897

Amended at the Annual General Meeting of the Foundation held on November 17th 2017



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INTRODUCTION

- 1 Apex Foundation Limited (ABN 58 001 347 897) was formed by the subscribing of seven (7) persons to its Memorandum and Articles of Association dated November 8th 1976.
- 2 The Directors of the Foundation commissioned a full re-writing of the Foundation's Memorandum and Articles of Association. These revised Articles of Association, along with the revised Memorandum of Association shall be presented to the Foundation's Annual General Meeting to be held on November 17th 2017.

DEFINITIONS

- 3 in these Articles of Association:
 - (a) "**Foundation**" means Apex Foundation Limited (ABN 58 001 347 897).
 - (b) "**Law**" means the Corporations Act as amended from time to time.
 - (c) "**The Board**" means the Board of Directors of Apex Foundation Limited.
 - (d) "**The Executive**" means a combination of the Chairman, the Deputy Chairman, the Company Secretary and the Director of Finance.
 - (e) "**The Association**" means the Association of Apex Clubs of Australia.
 - (f) "**The Association Board**" means the National Board of Directors of the Association of Apex Clubs of Australia.
 - (g) "**The Seal**" means the common seal of the Foundation.
 - (h) "**The Secretary**" means any person appointed to perform the duties of the Secretary of the Company.
 - (i) "**State**" means the State of New South Wales.
 - (j) "**Active Apexian**" means an Active Member of the Association who remains an Active Member of that Association during the term of any office held within the Foundation.
 - (k) "**Member**" shall, unless stipulated to the contrary, includes:
 - i. An Ordinary Member
 - ii. An Honorary Life Member
 - iii. An Apex Club
 - iv. A Corporate Member (being a Corporate Entity)
 - (l) "**Financial Member**" means a Member who has paid all fees to the Foundation required to be paid by that Member.



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- (m) “**Secretary**” means the Company Secretary of the Foundation.
- (n) “**Retirement Date**” means the date of the meeting at which a Director’s retirement from the Board becomes effective.
- (o) “**Communications**” means the different methods that people use to communicate with each other (e.g. gesture, speech, and the written word) and the different methods by which that communication occurs (e.g. face to face, telephone, postage via a postage service, messenger delivery, email, or posting on the Foundation’s website).

INTERPRETATIONS

- 4 Expressions referring to “writing” shall, unless a contrary intention is indicated, be construed as including references to printing, lithography and other modes of representing or reproducing words and other symbols of language in a visible form.
- 5 Words or expressions contained in these Articles of Association of the Foundation shall be interpreted in accordance with the provisions of the Interpretation Act of 1897 and of that Act as it is in force at the date that these regulations become binding on the company.
- 6 Any words imparting:
 - (a) the singular, includes the plural and vice versa
 - (b) the masculine gender, includes the feminine or neuter gender and vice versa
 - (c) persons, include corporations and other legal entities and vice versa
- 7 In these Articles of Association, the Foundation is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

- 8 There are four classes of membership:-
 - (a) **Ordinary Member** – an Ordinary Member is a member who is not an Honorary Life Member, or an Apex Club, or a corporate-entity member. Within this category, gold membership is available for an additional membership fee.
 - (b) **Honorary Life Member** – an Honorary Life Member is a member who has been so appointed by the Board at its discretion, due to that Member’s dedication to, and extensive outstanding service to, the Foundation. The provisions of Articles 10, 11, and 12 shall not apply to Honorary Life Members. After appointment, an Honorary Life Member is deemed to be a financial member of the Foundation.
 - (c) **Apex Club** – is membership of the Foundation by an Apex Club in its own right. This is as distinct from any individual membership or memberships of the members of that club.
 - (d) **Corporate Entity** - is the membership of the Foundation by any corporate entity.
- 9 The subscribers to the original Memorandum and Articles of Association, and such other persons as the Board has subsequently admitted to membership, and shall in future admit to membership, in accordance with these regulations, shall be members of the Foundation.



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- 10 Every applicant for membership of the Foundation, excluding the subscribers to the original Memorandum and Articles of Association, and excluding the External Director and excluding the Association Director, shall be proposed by one member of the Foundation and seconded by another member of the Foundation, both of whom shall know the applicant personally. The application for membership shall be made in writing, signed by the applicant and his proposer and his seconder, and shall be in such form as the Board from time to time prescribes.
- 11 At the meeting of the Board following the receipt of any application for membership, such application shall be considered by the Board, who shall determine 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.
- 12 When an applicant has been accepted for membership, the Secretary shall send to that applicant a written notice of his acceptance as a member. This member shall then pay the appropriate annual membership fee as determined from time to time by the Board.
- 13 On payment of the above-noted membership fee, the member will become a Financial Member of the Foundation 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 that a member is entitled to do with respect to the Foundation.

CESSATION OF MEMBERSHIP

- 14 A member may at any time resign his membership of the Foundation by giving written notice to the Secretary. The member shall continue to be liable for any sum, not exceeding fifty dollars (\$50.00), which he is liable to pay as a member of the Foundation as defined in clause 31 of the Foundation's Memorandum of Association.
- 15 The non-payment of membership fees within the period (as determined from time to time by the Board) following the renewal date, will lead to automatic cessation of membership. The Foundation has no obligation to communicate with any such person.

EXPULSION OF MEMBERS

- 16 The Board shall have the power to expel a member of the Foundation if that member:
 - (a) Willfully refuses or neglects to comply with the provisions of the Memorandum or Articles of Association of the Foundation; or
 - (b) Is guilty of any conduct which, in the opinion of the Board, is unbecoming of a member of the Foundation: or
 - (c) Is guilty of any conduct which in the opinion of the Board is prejudicial to the interests of the Foundation.
- 17 Any expulsion of a member is by a resolution of the Board at a duly convened board meeting.
- 18 Where the Board proposes to deal with an expulsion motion, the Secretary will give to the member, the subject of the expulsion motion, notice in writing informing him of the date of the relevant board meeting and of the details of the relevant motion. This notice shall be given at least seven (7) days prior to the scheduled meeting.



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- 19 The member who is the subject of the expulsion motion may:
- (a) Appear in person at the relevant Board meeting and present a defense to the expulsion motion, or:
 - (b) At least twenty four (24) hours prior to the relevant Board meeting, provide the Secretary with a written defense to the expulsion motion, or:
 - (c) At least twenty four [24] hours prior to the relevant Board meeting, provide the Secretary with a notice requiring the expulsion motion to be dealt with by the Foundation in a general meeting.
- 20 Where the member, the subject of the expulsion motion, serves a notice pursuant to Paragraph 19c, the Board must call an Extraordinary General Meeting of the Foundation, to be held within three (3) months of the date that the notice was served on the Secretary. Voting on expulsion motions is by a secret ballot only, and requires a two-thirds majority vote from those present at the meeting and qualified to vote.

DELEGATION OF RIGHTS

- 21 Any member may, by power of attorney under his hand and seal, delegate to any person or corporate entity all or any of his rights, powers, duties and privileges as a member of the Foundation, that he could do if personally present.
- 22 Every such power of attorney shall be duly stamped and lodged at the registered office of the Foundation at least twenty-four (24) hours before its utilisation.
- 23 Any corporate entity which is a member of the Foundation 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 Foundation, or meeting of any class of members of the Foundation. The person so authorised shall be entitled to exercise the same powers on behalf of the corporate entity which he represents, as that corporate entity could exercise if it were an individual member of the Foundation.

GENERAL MEETINGS

- 24 An Annual General Meeting of the Foundation shall be held in accordance with the provisions of law. All general meetings, other than the Annual General Meetings, shall be entitled Extraordinary General Meetings.
- 25 A majority of members of the Board may, whenever they deem appropriate, commission by a requisition motion, the convening of an Extraordinary General Meeting of the Foundation, with this Extraordinary General Meeting being so convened in accordance with the requisition, or in default, be convened as provided by the law.
- 26 Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, seven (7) days' notice of any Annual General Meeting or Extraordinary General Meeting shall be given to such persons as are entitled to receive such notices from the Foundation. The seven (7) days excludes the day on which the notice is served or deemed to be served, but includes the day of the meeting for which the notice is given. All such notices will specify the location of the meeting, the day and date, and the hour of the commencement of the meeting. In addition, in the case of special business, the exact nature of that business shall be given.



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- 27 All business that is transacted at an Extraordinary General Meeting shall be classified as special business.
- 28 All business that is transacted at an Annual General Meeting shall be classified as special business, with the exceptions of the meeting's consideration of:
- The Annual Report and the Audited Annual Financial Statements.
 - The election of members of the Board to replace retiring members.
 - The fixing of the remuneration of the Auditors.

QUORUM

- 29 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.
- 30 If, within half an hour of the time appointed for a general meeting to commence, a quorum is not present, the meeting:
- If convened due to a requisition by members, shall be concluded as being abandoned.
 - If not convened due to a requisition of members, 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.
 - If it be the re-opened adjourned meeting, and a quorum is not present within half an hour from the time appointed for the meeting, the members present (not being less than three) shall be deemed to be a quorum. If there be fewer than three members present, there is deemed to be no quorum, and the re-opened adjourned meeting shall be concluded as abandoned.

CHAIRING OF MEETINGS

- 31 The Chairman of the Board of the Foundation shall preside as Chairman at every general meeting of the Foundation. If there is no Chairman, or if he is not present within fifteen minutes after the time appointed for the commencement of the meeting, or if he is unwilling to act, the Deputy Chairman shall preside as Chairman of the meeting. If the Deputy Chairman is not present within fifteen minutes after the time appointed for the commencement of the meeting, or is unwilling to act as Chairman, the members present shall elect one of their number to be Chairman of the meeting.

ADJOURNMENT OF MEETINGS

- 32 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 the re-opened adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.



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- 33 When a meeting is adjourned for thirty days or more, notice of the re-opening of the adjourned meeting shall be given as in the case of an original meeting. It shall not be necessary to give any notice of the adjournment of a meeting, or of the business to be transacted at a planned re-opening of an adjourned meeting.

VOTING AT GENERAL MEETINGS

- 34 At any general meeting, unless a vote by secret ballot is demanded, any motion put to the vote of the meeting shall be decided by the show of hands.
- 35 At any general meeting where any vote is by a show of hands, a declaration by the Chairman shall be made that a motion has, based on that show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost. An entry in the minutes of the proceedings of the meeting shall be conclusive evidence of the result of the vote on the motion. No further documenting of the number or proportion of the votes recorded in favour of, or against the motion, will be required.
- 36 At any general meeting where the result of a vote by show of hands has been declared by the Chairman, a vote by secret ballot on the matter may be demanded by either the Chairman, or at least four (4) members present in person or by proxy.
- 37 If a vote by secret ballot is duly demanded, it shall be taken in such a manner, either immediately, or after an interval of adjournment or otherwise as the Chairman directs, but a vote by secret ballot demanded on the election of a Chairman or on a question of adjournment must be taken immediately.
- 38 The demand for a vote by secret ballot may be withdrawn at any time up until the time at which the actual vote by secret ballot is conducted.
- 39 In the case of an equality of votes, whether by a show of hands or by a vote by secret ballot, the Chairman of the meeting at which the show of hands takes place or at which the vote by secret ballot is demanded and conducted, shall be entitled to a second or casting vote.
- 40 For voting other than the election of the Board of the Foundation, a member may vote in person or by proxy or by power of attorney and on a show of hands, every person present who is a member or a representative of a member, shall have one vote only, and on a vote by secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote only.
- 41 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 corporate entity, either under seal or under the hand of a duly appointed officer of that corporate entity, or attorney for that corporate entity. The proxy may be, but need not be, a member of the Foundation's member corporate entity. The instrument appointing a proxy shall be deemed to confer authority to the proxy to demand, or to join in, the demanding of a vote by secret ballot.



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PROXIES

- 42 When a member or member corporate entity appoints a proxy, the instrument appointing the proxy shall be in a form supplied by the Foundation. It must include the following information:
- (a) The member's or member corporate entity's name and address.
 - (b) The proxy's name and address.
 - (c) The name of the officer of the corporate entity who appointed the proxy.
 - (d) The meeting of the Foundation at which the appointment may be used.
 - (e) An instruction from the proxy's appointer as to whether the proxy shall vote at that proxy's discretion, or whether the proxy shall vote in accordance with specific stated instructions.
- 43 The original of the instrument, or a notarised copy of the original instrument, that appoints a proxy, and any power of attorney or other authority that appoints a proxy shall be deposited at the registered office of the Foundation or at such other place within the State of New South Wales as is specified for that purpose in the notice convening the meeting.
- 44 The deposit of the document noted in article 43 shall occur not less than forty-eight (48) hours before the time for holding the meeting or the re-opening of an adjourned meeting at which the person named in the instrument proposes to vote by show of hands, or in the case of a vote by secret ballot, not less than twenty-four hours (24) before the time appointed for the taking of the vote by secret ballot. Any default in the timing of the lodgment of such document shall cause the proxy to be treated as invalid.
- 45 Any vote, either by show of hands or by a vote by secret ballot, that is given in accordance with the terms of the instrument of proxy or attorney shall be valid, unless:
- (a) Documentary evidence of the unsoundness of mind of the proxy appointer or his attorney has been lodged re-opening of an adjourned meeting at which the instrument is intended to be used.
 - (b) The instrument, or the authority under which the instrument was executed, is revoked, with such revocation being in writing and lodged with the Foundation at its registered office before the commencement of the meeting or the re-opening of an adjourned meeting at which the instrument is intended to be used.

COMPOSITION OF THE BOARD OF DIRECTORS

- 46 The Board of Directors of the Foundation shall consist of a minimum of five (5) members to a maximum of nine (9) members, all of whom must be financial members of the Foundation.
- 47 One member of the board, included in the board's membership composition, shown in article 46 above, shall be a nominee of the Association Board (defined in Article 3(f)) and shall be named as the Association Director. This nominee must be an active Apexian (defined in Article 3(j)). Further details are in Article 55.



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- 48 One member of the board, included in the board's membership composition, shown in article 46 above, shall be named as the External Director. This director shall be appointed by the Board and ratified by the members in the Annual General Meeting. Further details are in Article 56.
- 49 The remaining seven (7) directors shall be Active Apexians, or Senior Active Apexians, or Past Apexians, or Life Members of the Association, or Life Governors of the Association, or individual members of the Company, or Life Members of the Company. The qualification of the remaining seven (7) directors, in relation only to their connections with either the Association or the Foundation, shall be ratified by an Annual General Meeting.

TENURE OF BOARD MEMBERS

- 50 The members of the Board shall serve a term of three (3) years following their election or appointment. The tenure of members of the Board is on a three-year rotational basis. This Article relates to the seven (7) directors appointed under the auspices of Article 46, and excludes the External Director and the Association Director.
- 51 Each Board member shall have full voting rights.
- 52 The Board shall elect from its members a Chairman, a Deputy Chairman, and a Director for Finance. A Board member shall serve no more than six (6) consecutive years as Chairman.
- 53 A retiring Board member is eligible for re-election.
- 54 If required, the election of Board members shall be by the way of a postal ballot between members of the Foundation.

THE ASSOCIATION DIRECTOR

- 55 With respect to the Association Director appointed pursuant to Article 47, notwithstanding any other provision or practice relating to other Directors, the Association Director's term shall commence with the Foundation's ratification of the nomination by the Association's Annual General Meeting. This Director shall continue in office until another person is nominated by the next Association Annual General Meeting and that future nomination is ratified by the Foundation's board of directors.

THE EXTERNAL DIRECTOR

- 56 With respect to the appointment of the External Director, pursuant to Article 48, and notwithstanding any other provision or practice relating to other Directors, The Board of the Foundation shall make the appointment in accordance with the following provisions:
- (a) The appointment by the Board shall be provisional, and carried out at a Board Meeting prior to an Annual General Meeting. The appointment by the Board shall be ratified at the Annual General Meeting following the provisional appointment by the Board. The provisional nature of the appointment shall be removed after ratification of the appointment by the Foundation's members at the Annual General Meeting following the provisional appointment by the Board.



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- (b) Notwithstanding the appointment being provisional, until ratification by the Foundation's Board, the External Director will have the same powers and obligations, including full voting rights, as a Director appointed by the Board under its powers to appoint Directors to fill casual vacancies on the Board.
- (c) Where the members are required to ratify the 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, these details shall be included in the Notice of Motion to ratify the provisional appointment of the External Director.
- (d) The appointment of the External Director by the Board shall be ratified at the Annual General Meeting following the provisional appointment by the Board.
- (e) Where the appointment of the External Director is ratified at the Annual General Meeting, the appointment ceases to be provisional and will be a full appointment.
- (f) 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.
- (g) 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.

THE SECRETARY

- 57 The Board shall, in accordance with the Law, appoint a Secretary for such term and on such conditions as it deems appropriate. Nothing shall prevent a member of the Board from being appointed to the position of Secretary, however:
- (a) Where the Secretary is a member of the Board, the Secretary shall be an honorary position.
 - (b) Where the Secretary is not a member of the Board, the Secretary's position may or may not be honorary. In this case, the Secretary is an ex-officio member of the Board.

OFFICERS

- 58 The members of the Board and the Secretary are the officers of the Foundation.

ELECTION OF DIRECTORS

- 59 The election of Board members (Directors), excluding the Association Director and the External Director, shall be carried out by a ballot. This ballot shall:
- a. Be conducted by an appointed Director for Elections.
 - b. The Secretary of the Foundation shall be the Director for Elections unless he is subject to nomination and subsequent election. If this be the case, the Board shall appoint another of its members to be the Director for Elections.



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- 60 The election of Board Members shall be conducted using any two-way communications method defined in Article 3(o) as approved from time to time, by the Board. The applicable technology shall be appropriate to the details on record for each member.
- 61 The Director for Elections shall call for nominations no later than 42 days prior to the due date for retirement of a Board member or Board members' "Retirement Date".
- 62 The call for nominations shall be in accordance with Article 60, and shall:
- (a) Specify the final date for receipt of nominations.
 - (b) Be forwarded to all appropriately qualified members of the Foundation.
- 63 Nominees must have been a member of the Foundation for not less than two (2) years prior to their being nominated for a Director's position. This excludes the External Director and the Association Director.
- 64 Nominations shall be lodged in accordance with Article 60. They shall be signed by the nominee and the proposer in such a manner as generally accepted under the communications technology as noted in Article 60. The proposer must also be a current member of the Foundation.
- 65 If, after the receipt of nominations, the Directors deem that a vote by the appropriately qualified membership of the Foundation is necessary, the Director for Elections shall issue the ballot papers, in accordance with Article 60, to such members of the Foundation no later than 21 days prior to the Retirement Date.
- 66 The ballot papers shall:
- (a) List the names of the valid nominees, with the provision of a box beside each nominee's name.
 - (b) Bear the electronic signature of the Director for Elections.
 - (c) Possibly include a stamped envelope addressed to the Foundation for return of the completed ballot paper.
 - (d) Give directions, as regards Article 60, on voting and return of the ballot papers.
 - (e) Include a resume of the nominees, completed by those nominees, in a format approved from time to time for this purpose by the Board.
- 67 Voting by the appropriately qualified members of the Foundation shall be by making a mark in the box accompanying the name of the chosen nominee or nominees, up to a maximum number of marks equivalent to the number of positions on the Board due to be vacant on the Retirement Date. Voting shall not be compulsory.
- 68 Returned ballot papers must be received by the Director for Elections no later than two (2) days prior to the Retirement Date. Only those correctly completed ballot papers shall be counted.
- 69 The counting of the marked boxes and the scrutineering of the vote shall be carried out by two (2) persons who are appointed by the Director for Elections. These appointees shall not be members of the Board, and shall not be members of the Foundation.



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- 70 The nominees with the highest number of the marked boxes are elected to the vacant positions on the Board.
- 71 The result of the election shall be announced at either a Board Meeting or General Meeting held on the Retirement Date.
- 72 The elected members of the Board shall take their office immediately after the announcement at the Board Meeting or General Meeting held on the retirement date.
- 73 If at any General Meeting, at which an election of members of the Board takes place, the positions of the retiring Board members are not filled, then, notwithstanding any other provisions herein contained, nominations for the remaining positions as Board members shall be accepted from the floor of the meeting.
- 74 The Board shall have the 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 but so that the total number of members of the Board shall not at any time exceed the number fixed in accordance with Article 46. Any member of the Board so appointed shall hold office until the appointment of his successor.
- 75 The Foundation may, by ordinary resolution, remove any officer or other member of the Board before the expiration of his period of office. Further, the Foundation may, by ordinary resolution, appoint another person in his stead. The person so appointed shall hold office only until the ensuing Annual General Meeting.
- 76 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 compositions with his creditors generally.
 - (c) Becomes prohibited from being a director of any corporate entity 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 Secretary.
 - (f) Is absent for more than six months without being excused by the Board from attendance at meetings of the Board held during that six-month period.
 - (g) Holds any office of profit (to that person) within the Foundation.



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- (h) Is directly or indirectly involved in any contract or proposed contract with the Foundation, provided, however, that a Director shall not be required to vacate his office by reason of his being a member of any corporation, society, or association which has entered into, or proposes to enter into a contract with the Foundation if such corporation, society, or association is amongst the class of companies referred to in the provisions contained in the Memorandum of Association of the Foundation, and if he has appropriately declared the nature of his interest in the manner required by the Law.
- (i) Provided always that nothing in this article shall affect the operation of the provisions of the Memorandum of Association of the Foundation.

POWERS AND DUTIES OF THE BOARD

- 77 The business of the Foundation shall be managed by the Board who:
- (a) Shall pay all expenses incurred in promoting and registering the Foundation.
 - (b) May exercise all such powers of the Foundation as are not, by the Law, or by these regulations, required to be exercised by the Foundation in general meetings, 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 Foundation in General Meetings.
 - (c) No regulation made by the Foundation in a General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 78 The Board may exercise all the powers of the Foundation to borrow money, to mortgage or charge its property or any part thereof, to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Foundation. The Board may acquire or dispose of any assets of the Foundation.

DELEGATION OF AUTHORITY

- 79 The Board shall cause the maintenance of a Delegation of Authority that is resolved from time to time as appropriate. This document and its resolution shall, at a minimum, appoint no less than four (4) members of the Board to be authorised signatories for the Foundation.
- 80 All direct bank transfers of funds, cheques, promissory notes, drafts, bills of exchange or other negotiable instruments shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be by any two (2) of the four (4) signatories referred to in Article 79.
- 81 All payments made by the Foundation, and all receipts for money paid to the Foundation shall be resolved as accepted at a Board meeting.



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MINUTES OF MEETINGS

- 82 The Board shall cause minutes to be taken of all meetings of the Board and of the Foundation. These minutes must at least include:
- (a) The day, date, commencement time, and conclusion time of the meeting.
 - (b) The names of all persons in attendance at the meeting.
 - (c) All appointments, resignations, or dismissals of Directors, Officers, and Staff.
 - (d) All proceedings.
- 83 All minutes of meetings of the Board shall be ratified by the ensuing meeting of the Board, and all minutes of Foundation meetings shall be ratified by the ensuing Foundation meeting. The Chairman of the meeting at which the proceedings were held or, should this be not possible, by the Chairman of the next succeeding similarly entitled meeting.

PROCEEDINGS OF THE BOARD

- 84 The Board may meet together for the dispatch of business, adjourn, and otherwise regulate its meetings as it deems appropriate.
- 85 Any member of the Board may at any time summon a meeting of the Board by placing such requisition, in any acceptable format, with the Secretary. The Secretary shall, consequent to this action, call such a required meeting.
- 86 subject to these regulations, any questions, resolutions, or other matters that may arise at any meeting of the Board shall be decided by a majority of votes. A determination by a majority of the members of the Board shall, for all purposes, be deemed to be a determination of the Board in Toto. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- 87 A member of the Board shall not vote in respect of any contract or proposed contract with the Foundation in which he has any personal or private interest, or any matter arising therefrom. If the Board member does so vote, his vote shall not be counted.
- 88 The quorum necessary for the transaction of the business of the Board shall be a majority of the population of the Board, or such greater number as may be fixed by the Board.
- 89 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 of 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 Foundation, but for no other purpose.
- 90 The Chairman shall chair 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, or if he is unwilling to act, the Deputy Chairman shall chair the meeting, or, if no Deputy Chairman is present at the meeting, or if he is unwilling to act, then the Board members present at the meeting may elect one of their number to be Chairman.



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- 91 Any resolution that is required to be in writing and signed by all members of the Board may consist of several documents in like form, each signed by one or more members of the Board.

COMMITTEES

- 92 The Board may delegate any of its duties, powers, or functions (that are not duties, powers, or functions imposed on the Board as the directors of the Foundation by the Law or the general law) to any committee that is formed by a Board resolution. The Board shall ensure that any such committee shall include a minimum of one Board member and two members of the Foundation, or, as from time to time resolved otherwise by the Board.
- 93 All committees shall require re-accreditation by the Board meeting that ensues the Foundation's Annual General Meeting.
- 94 Any committee so formed shall conform to any regulations that may be imposed on it by the Board, including ratification of all members co-opted to serve on that committee. Any such member of the committee shall have only one vote as required in committee meetings.
- 95 The Board may appoint one or more advisory committees consisting of such members as the Board deems appropriate. Such committees shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board.
- 96 A committee shall 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 the opening of the meeting, the committee members present may elect one of their number to chair the meeting.
- 97 A committee shall meet and adjourn as it deems appropriate. Questions arising at any meeting shall be determined by a majority of votes of the committee members present and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 98 Should it afterwards be discovered that there was some defect in the appointment of any such member of a legitimately raised committee, and that the relevant person should have been disqualified from serving on that committee, any actions by that relevant person performed prior to the discovery of the defect shall be treated as valid as if the relevant person had been duly appointed and was qualified to be a member of the committee.

LOCAL MANAGEMENT

- 99 The Board may from time to time provide for the management of the affairs of the Foundation 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.
- 100 The Board 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, including:
- (a) Making or imposing such regulations for the management of such agency, branch office, or local board as they may from time to time think proper.



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- (b) The Board may delegate its authority to members of any such agency, branch office, or local board, including authorisation of payment of any expenses incurred in the establishment, maintenance, or operation of any such agency, branch office, or local board.
- (c) The Board may discontinue the operations of any such agency, branch office, or local board, or revoke the appointment of any person holding office.

THE SEAL OF THE FOUNDATION

- 101 The Board may exercise all the powers of the Foundation in relation to any official use of the seal either inside or outside of the State of New South Wales.
- 102 The Board shall provide for the safe custody of the Foundation's seal. The seal shall only be used by the authority of the Board. 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, in his stead, by a second member of the Board or, in his stead, by some other person appointed by the Board for the purpose.

ACCOUNTS

- 103 The Board shall ensure that proper accounting and other records are kept and are in accordance with, and comply with Australian Accounting Standards.
- 104 The Board shall cause the publication of the Foundation's Audited Annual Financial Statements, and shall cause the laying of these documents before each Annual General Meeting.
- 105 The Board shall ensure that the Foundation's Annual Financial Report gives a true and fair view of the financial position of the Foundation in accordance with the requirements of:
- (a) Australian Accounting Standards
 - (b) The Australian Charities and Not-For-Profits Commission Act 2012,
 - (c) The Corporations Act 2001,
 - (d) The Public Ancillary Fund Guidelines 2011.
 - (e) Any other federal or state instrumentality that may, from time to time, have a relevant warrant.
- 106 The Board shall ensure the existence of such internal controls as they deem necessary to enable the preparation of the Foundation's Annual Financial Report.
- 107 The Board shall ensure that an appropriately qualified auditor or auditors shall be appointed, and that his/their remuneration for the conducting of the audit for the following year be fixed at each Annual General Meeting.

INSPECTION OF FINANCIAL RECORDS

- 108 No Foundation member (not being a member of the Board) shall have the right of inspecting any of the financial or other records of the Foundation, unless authority is conferred by statute, or by the provisions of the Foundation's Memorandum of Association, or by authorisation of the Board, or by the Foundation in General Meeting.



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NOTICES

- 109 A notice may be given by the Foundation to any Foundation member either personally, or electronically, or by sending it by post to their registered address. If they have no registered address within the State of New South Wales, then to the address within any other Australian State supplied by them to the Foundation for the purpose of the giving of notices to them.
- 110 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, in the instance of a notice of a meeting, be deemed to have been delivered on the second day after the date of its posting. In any other case, the notice is deemed to have been delivered at the generally accepted time at which such a letter would be delivered in the ordinary course of post.
- 111 Members may elect to receive notices by electronic email. In such a case, delivery is deemed to be immediate.
- 112 Notice of every General Meeting shall be given in any manner hereinbefore described to:
- (a) Every Foundation member, except those members who have not supplied the Foundation with an address for the giving of notices to them.
 - (b) The auditor or auditors for the time being of the Foundation.
 - (c) No other person shall be entitled to receive notices of General Meetings.

WINDING UP

- 113 The provisions of the Foundation's Memorandum of Association in relation to the winding up or dissolution of the Foundation shall have effect and be observed as if the same were repeated in these articles.

INDEMNITY

- 114 Every member of the Board, the auditor or auditors, the Secretary and other officers, staff, and contractors for the time being of the Foundation shall be indemnified out of the assets of the Foundation against any liability arising out of the execution of the duties of their office or contract which is incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Law in which relief is granted to them by the court in respect of any negligence, default, breach of duty, or breach of trust.

ATTESTATION

- 115 We, the several persons, whose signatures are subscribed below, request the Foundation Members in attendance at the Annual General Meeting of the Foundation, scheduled to be held on November 17th 2017, approve these Articles of Association to replace such Articles that are in force prior to the aforesaid meeting.

(End of Document)