

MEMORANDUM OF ASSOCIATION

--OF--

"THE SMITH FAMILY JOYSPREADERS."

NAME.

1. The name of the Association is "THE SMITH FAMILY JOYSPREADERS" (hereinafter referred to as "The Family").

REGISTERED OFFICE.

2. The Registered Office of The Family will be situated at Sydney in the State of New South Wales or at such other place within the said State as the Directors may from time to time determine.

OBJECTS.

3. The objects for which The Family is established are:—

- (a) Subject to Section 53 of the Companies Act 1899 to acquire take over and carry on the undertaking business and assets of The Smith Family Joyspreaders Unlimited as now conducted by that Association and to undertake its responsibilities and liabilities in connection therewith.
- (b) To encourage and foster the spirit of charity.
- (c) To conduct a continuous campaign of good cheer and good will, to brighten the lives of the afflicted, distressed, sick and needy, and to restore confidence in those whom misfortune has dealt with.
- (d) To develop a definite interest in the welfare of and to keep in all ways possible children who through ill-health, deformity, misfortune or otherwise are in need of assistance, care, advice, comfort and education—all of such children being hereinafter referred to as "the said children"—and to arrange suitable means of transport for all such children so as to ensure their regular attendance for medical treatment and educational and vocational instruction.

- (e) To arrange for the vocational training of the said children whereby they may be enabled to become self-supporting members of the community.
- (f) To undertake such other measures for the aid protection comfort and education of the said children as the Board of Directors may from time to time determine PROVIDED that the parents who are able to pay the expenses incurred be allowed and encouraged to do so.
- (g) To organise entertainment and joyspreading parties to visit cheer and entertain the inmates and patients of public or private hospitals, Government and private institutions and rest homes, and to make all suitable arrangements for the conveying of such parties to such locations.
- (h) Subject to Section 53 of the Companies Act 1899 and to any other Statute relating thereto to purchase or otherwise acquire provide establish and endow furnish and fit out with all necessary furniture instruments and other equipment and maintain and manage rest and convalescent homes hospitals or hostels having special reference to under-nourished children and infantile ailments and hospitals with or without medical schools and/or nursing institutes or either of them for the said children unable to obtain such accommodation nursing and attention as may be required for their proper treatment in which they may remain for such period and under such terms and conditions as the Board of Directors may prescribe or in which they may be advised or treated as out-patients.
- (i) Subject to the said Section 53 to purchase or otherwise acquire land or any legal or equitable interests therein to the extent permitted by law for any estate or interest and to appoint Trustees in respect thereof.
- (j) To collect funds for the purpose of enabling the above objects to be carried out.
- (k) In connection with the above objects to carry on the business of farmers dairymen market gardeners and dealers in and producers of garden produce of all kinds fruit and vegetables also milk cream butter cheese eggs and poultry.
- (l) To build and maintain houses and alter and improve the same including any existing building and provide the same with light water drainage and all other necessities.
- (m) To borrow or raise money for any of the above objects in such manner whatsoever as the Directors may consider most advantageous and in particular by mortgage or charge over all or any of such lands or tenements as may legally be mortgaged or charged with capital sums.
- (n) Subject to the said Section 53 to invest and deal with real and personal property of The Family not immediately required upon such securities as are authorised by any law or Statute in force in New South Wales for the investment of trust moneys as may be from time to time determined.

(o) Subject to the said Section 53 to accept contributions and donations whether of real or personal estate and devise and bequests for all or any of the purposes aforesaid and to sell and dispose of or (as far as permitted by law) to lease and accept surrenders of leases of and manage all real estate (including leaseholds) so received and not required to be or capable of being occupied for the purpose of clinics hospitals medical schools or nursing institutes as aforesaid and generally to manage invest and expend all moneys and property belonging to The Family. In case The Family shall take or hold any property which may be subject to any trusts The Family shall only deal with the same in such manner as allowed by law having regard to such trusts.

(p) In furtherance of the objects of The Family to subscribe donate to become a member of and co-operate with any other body of persons corporate or incorporate whose objects are altogether or in part similar to those of The Family.

(q) To do all such other lawful things as are conducive or incidental to the attainment of any of the above objects.

#### INCOME.

4. The income and property of The Family whencesoever derived shall be applied solely towards the promotion of the objects of The Family 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 however by way of profit to the members of The Family PROVIDED that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of The Family or to any person other than a member thereof in return for any services actually rendered to The Family nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers in Sydney on overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to The Family but so that no member of the Board of Directors Council of Management or governing body of The Family shall be appointed to any salaried office of The Family or any office of The Family paid by fees and that no remuneration or other benefit in money or money's worth shall be given by The Family to any member of such Board Council or governing body except re-payment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to The Family PROVIDED that the provision last aforesaid shall not apply to any payment to any railway gas electric light water or telephone company of which a member of the Board of Directors Council of Management or governing body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

**LIABILITY OF MEMBERS.**

5. The fourth and tenth paragraphs of this Memorandum contain conditions on which the license is granted by His Excellency the Governor with the advice of the Executive Council of the State of New South Wales in pursuance and under the provisions of Section 52 of the Companies Act 1899.

6. The liability of the members is limited.

7. Every member of The Family undertakes to contribute to the assets of The Family in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of The Family contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding-up the same and for the adjustment of the rights of the contributors among themselves such amount as may be required not exceeding the sum of five shillings.

**WINDING-UP.**

8. If upon the winding-up or dissolution of The Family there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of The Family but shall be given or transferred to some other institution or institutions having objects similar to the objects of The Family 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 is imposed on The Family under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of The Family at or before the time of dissolution and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

**ACCOUNTS.**

9. True accounts shall be kept of all moneys received and expended by The Family and of the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of The Family and subject to any reasonable restrictions as to the time and manner of inspecting the same as may be imposed in accordance with the Articles of Association or regulations for the time being of The Family shall be open to the inspection of members and once at least in every year the accounts of The Family shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

10. No addition alteration or amendment shall be made to or in the Regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Governor with the advice of the Executive Council.

We, the several persons whose names and addresses are subscribed hereto, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

Names, Addresses, and Descriptions of Subscribers.	Witness to Signatures.
Laurence H. Hughes, 193 Macquarie Street, Sydney. Physician.	A. Coyne, 193 Macquarie Street, Sydney.
R. E. Orchard, 101 Yarranabbe Road, Darling Point.	H. J. Hiller, 81 Pitt Street, Sydney.
S. E. Chatterton, Market Street, Sydney. Merchant.	H. J. Hiller, 81 Pitt Street, Sydney.
Ernest Albert Laurence, No. 6 Wynyard Street, Sydney. Solicitor.	J. Bruce Ferguson, 1 Veret Street, Hunter's Hill.
Harry Brisbane Jamieson, 115 Pitt Street, Sydney. Chartered Accountant (Aust.).	A. K. Paterson, 115 Pitt Street, Sydney.
D. McNeill, 142a Brook Street, Coogee. Staff Manager.	R. W. Bindolf, 24 Huntley's Point Road, Huntley's Point,
Raymond John Sands, 17 O'Connell Street, Sydney. Chartered Accountant (Aust.).	J. Glasson, Carabella Street, Kirribilli, Sydney.

DATED this Twenty-fourth day of April, 1935.

## ARTICLES OF ASSOCIATION

—OF—

### “THE SMITH FAMILY JOYSPREADERS.”

1. This Company (hereinafter referred to as “The Family”) for the purposes of registration but not by way of limitation is declared to consist of twenty (20) members.
2. The Directors of The Family may whenever the business of The Family requires it register an increase of members.
3. The Family is established for the purposes and objects expressed in the Memorandum of Association.
4. These Articles shall be construed with reference to the provisions of the Companies Act 1899 and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.
5. In these Articles the following terms shall have the meanings next hereinafter respectively assigned to them if not inconsistent with the subject or context:—

“The Family” means “The Smith Family Joyspreaders.”

“Member” means a person duly accepted as such in accordance with these Articles and whose name is entered in The Family Register, but shall not include an Associate member.

“President” means that member of The Family duly elected in accordance with the terms of these presents as President of The Family for the time being.

“Vice-President” means those persons duly elected in accordance with these presents as Vice-Presidents of The Family for the time being.

“Directors” means the Directors duly elected in accordance with these presents as Directors of The Family or as the case may be the Directors assembled at a Board.

“Board” means a Meeting of Directors duly called and constituted or as the case may be the Directors assembled at a Board.

“Secretary” “Manager” “Auditors” mean those respective officers from time to time of The Family or any persons appointed to act temporarily as such.

“Office” means the Registered Office for the time being of The Family.

“Seal” means the Common Seal of The Family.

“Register” means the Register of Members of The Family kept in pursuance of the Companies Act 1899.

“Meeting” means a Meeting of Members duly called and constituted in accordance with these presents and any adjourned holding thereof.

“Business” means the business which The Family shall or may from time to time or at any time carry on.

“These Presents” mean and include these Articles of Association and the Regulations of The Family from time to time in force.

“The Statute” means and includes The Companies Act 1899 and every other Act from time to time in force in New South Wales affecting this Company.

“In writing” and “written” includes typing or printing lithography or other modes of representing or reproducing words in a visible form.

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

Words importing persons shall include corporations.

“Month” means calendar month.

#### MORAL OBLIGATIONS OF A MEMBER.

6. (a) To devote at least one whole day or its equivalent in 365 to the other fellow.
- (b) When engaged in the official work of The Family at no time to reveal his true identity.
- (c) To personally do all in his power to live up to the principles of The Family in his daily walks of life.

#### BUSINESS AND OBJECTS.

7. The business and management of The Family shall subject to the Memorandum and these Articles be vested in the Directors and shall include the several objects expressed in or within the scope and meaning of the Memorandum of Association and all matters within such and which shall from time to time appear to the Directors to be expedient for attaining these objects. The business may be commenced immediately after the registration of The Family.

#### REGISTERED OFFICE.

8. The Registered Office of The Family shall be within the City of Sydney or such other place as the Directors may from time to time determine.

#### MEMBERS.

9. The following shall be members of The Family:—

- (a) The signatories to the Memorandum and Articles of Association and the Directors and Trustees named in these presents.
  - (b) Every male person over the age of eighteen years who has been duly elected by the Board.
10. Candidates for membership shall be proposed in writing by a member and such proposal shall be submitted for the consideration of the Directors at the regular monthly meeting of the Board who may in their discretion elect the candidate so proposed.

**ANNUAL SUBSCRIPTIONS OF MEMBERS.**

11. Annual subscriptions by members shall be One Guinea (£1/1/-) or such increased or reduced sum as the Directors may from time to time determine provided that the annual subscription shall at no time exceed Two Guineas (£2/2/-).
12. The annual subscription shall be payable in advance on the First day of September in each year provided however that members joining between the First day of March and the Thirty-first day of August may be accepted by the Board on payment of half of the subscription for that year.
13. No person can exercise any rights or privileges as a member until he shall have been duly elected by the Directors and his name has been entered in the register and he shall have paid his subscription.
14. Members and Associate members whose subscriptions remain unpaid for six months after the due date on which the same should have been paid shall if the Board so determine cease to be and remain members or Associate members.

**ASSOCIATE MEMBERS.**

15. The Directors shall have power to admit as an Associate member of The Family such females as they shall in their discretion think advantageous to The Family and may fix and from time to time vary the annual subscription payable by Associate members provided that such annual subscription shall under no circumstances exceed the sum of One Guinea (£1/1/-) PROVIDED FURTHER that no Associate member shall be considered to be a member of The Family within the meaning and intent of these presents other than as an Associate member.

**GENERAL MEETINGS.**

16. The Statutory Meeting shall be held at such time (not being more than four months after the incorporation of The Family) and at such place in Sydney as the Directors may determine. Ordinary General Meetings shall be held once at least in every year at such time and place as may be prescribed by the Directors or Chairman and if no other time or place is prescribed in the month of September in every year and at such time and place as may be determined by the Directors.
17. The abovementioned General Meetings shall be called Ordinary General Meetings. All other meetings shall be called Extraordinary General Meetings.
18. The Directors or the Chairman of the Board may whenever they or he think fit and they shall upon a requisition made in writing and signed by seven or more members convene an Extraordinary General Meeting at such time and place as they shall think fit.
19. Every such requisition shall specify the object of the Meeting required and shall be signed by the members making the same and shall be deposited at the Office. The Meeting must be convened for the purposes specified in the requisition and if convened otherwise than by the Directors for those purposes only.
20. If the Directors within fourteen days after the receipt of any such requisition do not issue notices calling a Meeting in accordance

thereupon the requisitionists or any seven or more of them may themselves convene an Extraordinary General Meeting at such time and place as they think fit.

21. Not less than seven days' notice specifying the place the day and the hour of meeting and in cases of special business the general nature of such business shall be given as hereinafter provided to the members but the accidental omission to give any such notice to any member or the non-receipt of such notice by any member shall not invalidate any proceedings taken or any resolution passed at any such meeting.

22. The Directors shall have power to postpone the holding of any Meeting provided that the postponed meeting shall be held within twenty days of the date it was originally called for. Whenever any meeting is adjourned or postponed for more than ten days three days' notice shall be sent in like manner of every such adjourned or postponed meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at such adjourned or postponed Meeting.

**PROCEEDINGS AT GENERAL MEETINGS.**

23. Minutes of the proceedings of every meeting shall be kept and shall be signed by the Chairman of the same meeting or by the Chairman of the next succeeding meeting and the same when so signed shall be evidence of all proceedings and of the proper election of a Chairman.

24. The business of an Ordinary General Meeting shall be to receive and consider the profit and loss account, the balance sheet and the reports of the Directors and to elect Directors, a President, Vice-President, and an Honorary Treasurer. All other business transacted at an Ordinary General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

**QUORUM.**

25. No business shall be transacted at any Meeting unless a quorum of members is present in person at the time when the Meeting proceeds to business. Eleven members personally present at the time the Meeting starts business shall be a sufficient quorum for all purposes.

26. No member shall be entitled to take part in or be present at any Meeting or to be reckoned in a quorum or exercise any rights or privileges as a member until he shall have been registered in the Register and shall have paid all subscriptions due and payable by him to The Family.

27. No member shall as regards any special business be at liberty to move at any meeting any resolution not previously approved of by the Directors unless he has given not less than five days' previous notice in writing of his intention to move such resolution at such Meeting by leaving the same and a signed copy of the resolution at the Office.

28. If within fifteen minutes of the time appointed for the holding of a Meeting a quorum is not present the Meeting if convened upon such requisition as aforesaid or for the purpose of winding up The Family voluntarily shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time

and place and if at such adjourned meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the Meeting was called.

29. The President or in his absence either of the Vice-Presidents shall preside at every Meeting but if there shall be no such Chairman willing to act the members present shall choose one of the Directors as Chairman and if no Director be present or if all the Directors present decline to take the Chair then the members present shall choose one of their number to be the Chairman of the Meeting.

30. The Chairman with the consent of any Meeting at which the requisite quorum shall be present may adjourn any Meeting from time to time and from place to place as the Meeting shall determine and members shall not be entitled to any notice of the adjournment or of the business to be transacted at the adjourned Meeting but no business shall be transacted at any adjourned meeting other than the business left unfinished at or for which notice was given for the meeting for which the adjournment took place and which might have been transacted at that Meeting.

#### VOTES.

31. Every question submitted to a Meeting shall be decided in the first instance by a show of hands.

32. Where in the opinion of the Chairman it is not practicable to decide the question by a show of hands he shall direct the taking of a poll. Every member on a show of hands or at a poll shall have one vote only and in the case of an equality of votes the Chairman shall on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as a member.

33. No objection shall be made to the validity of any vote except at the Meeting or poll at which such vote shall be tendered and every vote not disallowed at such Meeting or poll shall be deemed valid for all purposes at such Meeting or poll whatsoever.

34. The Chairman of any Meeting shall be the sole judge of the validity of every vote tendered at such Meeting and the Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. PROVIDED that the majority of the Directors may refer the decision of the Chairman to a Barrister selected by the Board of Directors for opinion and such Barrister's opinion shall be final and conclusive.

35. At a Meeting a declaration by the Chairman that a Resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of The Family shall be conclusive evidence of the fact without proof of the number and proportion of the votes recorded in favour of or against such resolution unless a poll is demanded by at least three members present and entitled to vote.

36. If a Poll is demanded as aforesaid it shall be taken in such manner and either by ballot or otherwise and at such time not exceeding fourteen days from the meeting at which the same is demanded and at such place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll

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shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

37. Any poll duly demanded on the election of a Chairman of a Meeting or on any question of adjournment shall be taken at the meeting and without an adjournment.

#### PRESIDENT AND VICE-PRESIDENTS.

38. The Company in General Meeting shall elect from its Board of Directors a President, not less than two nor more than four Vice-Presidents, and an Honorary Treasurer, who shall hold office until their successors are appointed in accordance with these presents.

#### DIRECTORS.

39. The first Directors of The Family shall be the Hon. R. B. Orchard, Dr. Laurence Hughes, H. B. Jamieson, E. A. Laurence, D. McNeill, W. P. Renshaw, S. E. Chatterton, P. L. James, Keith Oatley, R. J. Sands, and Dr. R. A. R. Green, of whom Dr. Laurence Hughes shall be the President; the Hon. R. B. Orchard and Stanley E. Chatterton shall be Vice-Presidents, and H. B. Jamieson the Honorary Treasurer. The Directors and other officers aforesaid shall retain office until their successors are appointed in accordance with these presents.

40. Until the members shall otherwise determine the number of Directors shall not exceed twenty or be less than ten and shall include the President, Vice-Presidents and Honorary Treasurer. The continuing Directors for the time being may act notwithstanding any vacancy in their body provided always that in case the Directors shall at any time be reduced in number to less than ten it shall be lawful for the remaining Directors to act as Directors for the purpose of filling up vacancies but not for any other purpose.

41. The Directors shall have power at any time to appoint any other Director a Vice-President, either to fill up a casual vacancy or as an additional Vice-President, but so that the total number of Vice-Presidents shall not at any time exceed four.

42. The Directors shall have power at any time to appoint any other member to be a Director either to fill up a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed and any Director so appointed as last aforesaid shall only hold office until the next Ordinary General Meeting but shall be eligible for re-election.

#### DISQUALIFICATION OF DIRECTORS.

43. The office of a Director shall be *ipso facto* vacated:—

- (a) If he become bankrupt or suspend payment or compound with his creditors.
- (b) If he fail to pay his subscription for the space of one month or such further time as the Board shall allow after the time when the same should have been paid.
- (c) If he be found or declared a lunatic or of unsound mind.
- (d) If he shall absent himself without leave from four consecutive Meetings of the Board.
- (e) If he is removed by the members in terms of Article 49.

## ELECTION OF DIRECTORS.

44. All the Directors, including the President, Vice-Presidents and the Honorary Treasurer, shall retire at the Ordinary General Meeting each year, but each shall be eligible for re-election.

45. The Family at any General Meeting at which the Directors retire shall (unless it be decided to reduce the number of Directors) fill up the vacated offices by re-electing the same or some other members.

46. If at any Meeting at which an election of Directors ought to take place the place of a retiring Director is not filled up the retiring Director shall if willing (unless it be decided to reduce the number of Directors) be deemed and taken to have been re-elected.

47. No member shall be eligible for election to the office of President, Vice-President, Honorary Treasurer, or Director at any General Meeting unless he or some other person intending to propose him has at least ten clear days before the Meeting left at the Office a notice in writing duly signed signifying his candidature for the office. Such notice must be in writing and signed by the candidate and by at least one other member as the nominator or the seconder of the candidate. If the candidate intends to stand for the office of President, Vice-President, or Honorary Treasurer, such intention must be specifically stated in the notice.

48. The Family in General Meeting may from time to time elect new or additional Directors and may increase or reduce the number of Directors provided that there shall never be less than ten Directors and the aforesaid business of the Meeting shall be deemed "special" within the meaning of these presents and dealt with accordingly.

49. The Family may by Extraordinary Resolution passed at any General Meeting remove any Director and/or Auditor before the expiration of his period of office and appoint another qualified person in his stead. The person so appointed shall hold office during such time only as the Director and/or Auditor in whose place he is appointed would have held the same if he had not been removed.

## PROCEEDINGS OF DIRECTORS.

50. The Directors may meet together at the Office for the despatch of business. The President or in his absence a Vice-President shall be Chairman of the Board. The Directors may adjourn and otherwise regulate their meetings as they think fit and subject as herein provided determine the quorum necessary for the transaction of business. A Meeting of Directors shall be held not less than once in every month and the Directors for the time being or Secretary may at any time summon a Meeting of Directors. Until otherwise determined a quorum of Directors shall not be less than five present in person. Notice of every Meeting of the Board shall be given to each member of the Board at least three days before such Meeting unless urgent circumstances require shorter notice but the proceedings of any Meeting shall not be invalidated by any irregularity in respect of such notice.

51. Questions at any Meeting of the Directors shall be decided by a majority of votes. Each Director present shall have one vote and in case of an equality of votes the Chairman for the time being shall have a second or casting vote.

## MINUTES.

52. The Directors shall cause Minutes to be duly entered in the Minute Book provided for the purpose:—

(a) Of the names of the Directors present at each Meeting of the Directors and Committees of Directors.

(b) Of all orders resolutions and proceedings made passed and taken at such Meetings and all Meetings of the Company.

(c) Of the appointment of all officers.

Any such Minutes as aforesaid if purporting to be signed by any person purporting to be the Chairman of such Meeting or of any Meeting of the Directors or of any Committee of Directors or by any two Directors shall be received in evidence without any further proof as conclusive evidence that the matters and things recorded by or appearing in such Minutes actually took place or happened as recorded or appearing in such Minutes and of the regularity thereof in all respects and that the same took place at a Meeting duly convened and held provided that nothing herein shall be deemed to give a conclusive effect to any matter or thing involving or arising out of any breach of Clause 4 of the Memorandum of Association.

53. A Meeting of Directors for the time being at which a quorum is present at the time the Meeting proceeds to business shall be competent to exercise all or any of the authorities powers and discretions by or under these presents or any regulations of The Family for the time being vested or exercisable by the Directors generally and every Resolution and Order of such Meeting shall be deemed the Resolution and Order of all the Directors.

54. The Directors shall cause to be kept a Register of Members and a Register of Mortgages and such registers shall contain the respective information and particulars required by the Statute.

## DELEGATION.

55. For the purpose of undertaking and completing any specific work or activity of The Family, the Directors may from time to time entrust to and confer upon any Director for the time being or such other person as the Board may select such of the powers exercisable under these Articles by the Directors as they may think fit and they may confer such powers for such time upon such terms and conditions and with such restrictions as they think expedient provided that no such delegation shall be to the exclusion of or in substitution for the powers of the Directors in that behalf and the Directors may from time to time revoke withdraw or vary all or any of such powers.

## COMMITTEES.

56. The Directors may delegate any of their powers to Committees consisting of such members Directors or other persons as they think fit. Any Committee so formed shall in the exercise of the powers as delegates conform to any regulation that may from time to time be imposed on it by the Directors.

57. The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulation made by the Directors under Article 56.

58. Every resolution of a Committee shall be reported to the Directors and they may adopt or decline to adopt the same and any such resolution if adopted by the Directors shall become the act or resolution of the Directors and take effect accordingly.

59. The following shall be conditions precedent to the formation of any Committee by the Board as aforesaid and shall be accepted by the members forming the personnel of every such Committee:—

- (a) Each Committee shall be solely responsible for all debts and liabilities incurred by or on behalf of it and the members thereof on acceptance of their appointment shall be deemed to indemnify and agree to hold harmless The Family and the remaining members thereof from and against all actions claims and demands arising out of anything done by such Committee or any particular members thereof whether with or without its authority.
  - (b) A monthly report of the operations and receipts and expenditures shall be forwarded to the Head Office of The Family during the first week in every month setting out the position as at the end of the preceding month.
  - (c) In cases where the same shall be necessary an account shall be opened at such Bank as the Board shall approve and all cheques on such account shall be signed by such persons as the said Committee shall appoint for that purpose.
  - (d) The funds collected by each Committee shall be subject to the control of the Board and such funds shall be transferable to the Board as and when directed by the Board having regard to the responsibilities of the Committee under Sub-Clause (a) hereof.
60. The Directors and Officers of The Family shall not be held in any way responsible or liable for each other's acts neglects or defaults.

#### POWERS OF DIRECTORS.

61. The management and control of the business of The Family shall be vested in the Directors who in addition to the powers and authorities by these presents or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by The Family by virtue of its Memorandum of Association or by these Articles and are not hereby or by Statute expressly directed or required to be exercised or done by The Family in General Meeting but subject nevertheless to the provisions of the Statute the Memorandum and of these Articles and to any regulations from time to time made by The Family in General Meeting PROVIDED that no regulation so made by The Family in General Meeting shall invalidate any prior act of the Directors which would have been valid if such Regulation had not been made.

#### TRUSTEES.

62. Without limiting or otherwise detracting from the powers vested in the Directors by Article 61 the Directors shall have power:—

- (a) To appoint any person or company whether incorporated or not to accept and hold in trust for The Family any property belonging to The Family or in which it is interested and for any other purpose and to execute all such deeds and docu-

ments and to do all such things as may be requisite in relation to any such trust and to provide for the reasonable remuneration of such Trustee not being a Member of the Board of Directors, the Council of Management, or Governing Body.

The first Trustees of The Family shall be: The Honourable Richard Beaumont Orchard, Dr. Frederick Arthur Maguire, and David McNeill. The Trustees need not be Directors of The Family.

- (b) From time to time to form or sanction the formation of such auxiliary and assistant bodies as the Directors may consider advantageous to the conduct of the work or proposed work of The Family and to impose on such bodies such rules and regulations controlling and regulating their work operations and subscription as the Directors shall in their discretion think proper. No such body shall use the name of The Family except with the written authority of and upon terms and conditions imposed by the Directors who shall at all times have full power exercisable in their absolute discretion to withdraw the authority to use the name of The Family to dismiss all or any members of the Executive or any of the officers or employees of any such body and to disband such body and wind up its affairs so far as the same may appertain to The Family.
- (c) Subject to Section 53 of the Statute to acquire any land of any tenure in the name of The Family or in the name of the Trustees and subject to the provisions of the Memorandum to build upon pull down rebuild add to alter repair improve sell or dispose of or otherwise deal with any land buildings or premises for the use of The Family.
- (d) Generally and subject as aforesaid to purchase take on lease or in exchange buy or otherwise acquire any real and personal property and any rights or privileges which The Family may think necessary or convenient for the purposes of its business and to construct maintain and alter any buildings hospitals homes or works necessary or convenient for the purposes of The Family and as provided by the Memorandum to carry on the business of farmers dairymen market gardeners and dealers in and producers of garden produce of all kinds fruit and vegetables also milk cream butter cheese eggs and poultry.
- (e) To enter into all contracts agreements arrangements deeds and documents for the purpose of acquiring or otherwise taking over any real or personal property business or assets or which may be requisite and necessary in connection with the general or specific conduct of the business of The Family.
- (f) To expend the funds of The Family in such manner as they shall consider most beneficial for the purposes of The Family and subject to Section 53 of the Statute to invest in the name of The Family or in the name of the Trustees such part thereof as may seem fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale for the purposes of The Family.
- (g) And from time to time to make repeal or alter regulations as to the management of The Family and the affairs thereof and as to the duties of any officers or servants of The Family



79. Any notice sent by post shall be deemed to have been served at the expiration of twenty-four hours after the same is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, stamped and put into a pillar box or receiver and a certificate in writing signed by any Director Secretary or other officer of The Family that the envelope or wrapper containing the notice was so addressed stamped and posted shall be conclusive evidence thereof.

80. The signature to any notice requiring authentication by The Family or by other authorised officer of The Family may be written printed or stamped.

#### GENERAL.

81. Notwithstanding anything herein contained if it be found that some formality required by these Articles to be done has been inadvertently omitted or has not been carried out such omission shall not invalidate any resolution act matter or thing which but for such omission would have been valid unless it is proved to the satisfaction of the Directors or a majority of them that such omission has directly financially prejudiced any members. The decision of a majority of Directors shall be conclusive and final and shall be binding on all members.

82. If at any time there should be any doubt as to the meaning of any clause in these Articles such interpretation shall be placed on such clause as will tend to further the interests of and protect The Family and the Directors so far as the language of such clause may permit.

#### INDEMNITY.

83. Every Director Manager Secretary Auditor Trustee and other officer or servant of The Family and their executors and administrators shall be indemnified by The Family against and it shall be the duty of the Directors out of the Funds of The Family to pay all costs losses and expenses which any such officer Director or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such Director officer or servant or in any way in the discharge of his duties including travelling expenses except as a result of their own act or wilful default and the amount for which such indemnity is provided shall immediately attach as a lien on the property of The Family and have priority as between the members over all other claims.

84. No Director or other officer of The Family shall be liable for the acts receipts neglects or defaults of any other Directors or other officers for joining in any receipt or other act conformity or for any loss or expense happening to The Family through any insufficiency of or deficiency of title to any property acquired by order of the Directors for or on behalf of The Family or for the insufficiency or deficiency of any security in or upon which any of the moneys of The Family shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any moneys securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own act or wilful default.

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WE, the several persons whose names and addresses are subscribed hereto, being the subscribers to the Memorandum of Association, hereby agree to the foregoing Articles of Association.

Names, Addresses, and Descriptions of Subscribers.	Witness to Signatures of Subscribers.
Laurence H. Hughes, 193 Macquarie Street, Sydney. Physician.	A. Coyne, 193 Macquarie Street, Sydney.
R. B. Orchard, 101 Yarranabbe Road, Darling Point.	H. J. Hiller, 81 Pitt Street, Sydney.
S. E. Chatterton, Market Street, Sydney. Merchant.	H. J. Hiller, 81 Pitt Street, Sydney.
Ernest Albert Laurence, No. 6 Wynyard Street, Sydney. Solicitor.	J. Bruce Ferguson, 1 Veret Street, Hunter's Hill.
Harry Brisbane Jamieson, 115 Pitt Street, Sydney. Chartered Accountant (Aust.).	A. K. Paterson, 115 Pitt Street, Sydney.
D. McNeill, 142a Brook Street, Coogee. Staff Manager.	R. W. Bindolf, 24 Huntley's Point Road, Huntley's Point.
Raymond John Sands, 17 O'Connell Street, Sydney. Chartered Accountant (Aust.).	J. Giasson, Carabella Street, Kirribilli.

DATED this Twenty-fourth day of April, 1935.

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