

**CORPORATIONS LAW**

**NATIONAL CENTRE FOR VOCATIONAL EDUCATION RESEARCH LTD  
A.C.N. 007 967 311**

**MEMORANDUM OF ASSOCIATION**

**and**

**ARTICLES OF ASSOCIATION**

**Lodged with the Australian Securities Commission**

**This document incorporates  
amendments agreed to at the  
Extraordinary General Meeting  
of the Company on 17 April, 2008**

CORPORATIONS LAW

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

NATIONAL CENTRE FOR VOCATIONAL EDUCATION RESEARCH LTD

A.C.N. 007 967 311

1. The name of the Company is NATIONAL CENTRE FOR VOCATIONAL EDUCATION RESEARCH LTD (hereinafter called "the Company").
2. The objects for which the Company is established are:
  - (1) To establish and maintain, in such parts of South Australia and elsewhere within Australia as shall from time to time be determined by the Company, centres for carrying out research into and developing the needs of vocational education and training in Australia.
  - (2) To carry out research and development programs to satisfy the needs of members in discharging their responsibilities for vocational education and training.
  - (3) Without limiting the generality of paragraph (2) of this clause, carry out, co-ordinate and stimulate:
    - (a) research aimed at:
      - i) analysing the skills required for various occupations;
      - ii) designing, reviewing and evaluating vocational education and training curricula and programs particularly those with national significance;
      - iii) investigating and preparing reports and recommendations on such topics related to vocational education and training as the Company may from time to time direct;
    - (b) the planning and development of learning materials relevant for the needs of vocational education and training;
    - (c) the evaluation, development and promotion of technological aids in education;
    - (d) the development of an informed national awareness of vocational education and training research and development;
    - (e) liaison with authorities responsible for education and training within Australia and elsewhere for the purpose of collecting, assessing and disseminating material relating to vocational education and training curricula and educational materials;
    - (f) the development of officers employed by vocational education and training organisations within Australia in matters where the Company has particular expertise.
  - (4) To operate the facility known as "the National Vocational Education and Training Clearinghouse".

- (5) To acquire hold and dispose of real property of any interest or tenure.
  - (6) To invest any of the funds of the Company from time to time in such securities issued by:
    - any bank, or
    - the Commonwealth Government, or
    - the Governments of any of the States or the Northern Territory, or
    - any instrumentality of such Governments as the Directors think fit.
  - (7) To vary the investments and other assets of the Company.
  - (8) To employ, dismiss or suspend such staff as may be required for the purpose of carrying out the functions of the Company and to enter into arrangements with any employer whereby the services of officers or employees of that employer are made available to the Company.
  - (9) To seek grants and fellowships from funding organisations and authorities with respect to particular projects to be undertaken by the Company.
  - (10) To accept gifts, devises and bequests made to the Company whether of real or personal property and whether upon trust or otherwise and if any such gift, devise or bequest is subject to any trusts then to accept and carry out such trusts and (if necessary) to act as trustee of any monies or other property vested in the Company subject to trusts.
  - (11) To promote vocational education and training within Australia.
3. The Company shall have the powers set forth in the Third Schedule to the Companies Act, 1962-1980 of South Australia with the exception of the powers set forth in paragraphs 1, 2, 4, 5, 11 and 22 thereof which powers are expressly excluded.
4. The objects specified in the sub-paragraphs of clause 2 hereof and the powers of the Company referred to in clause 3 hereof shall be regarded as independent objects and powers respectively and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects and powers of a separate and distinct company.
- 4A (1) The income and property of the Company however derived or obtained shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum and except as to the provisions of the Articles of Association applying upon a winding up no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members.
- (2) Nothing contained in this clause shall prevent:
- (a) the payment of reasonable and proper remuneration to any officer or servant of the Company;
  - (b) the payment of interest, at a rate not exceeding the rate for the time being charged by bankers in Australia for overdrawn accounts, on any money loaned to the Company by any member; or
  - (c) the payment of a reasonable rental for premises leased to the Company by any member.

5. The liability of the members is limited.
6. Each member of the Company undertakes to contribute to the assets of the Company, in the event of its being wound up while he/she is a member or within one year after he/she ceases to be a member, for the payment of the debts and liabilities of the Company contracted before he/she ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Fifty Dollars (\$50.00).
7. The subscribers, being the several persons whose names, addresses and descriptions are set forth hereunder and whose signatures or seals (as the case may be) are subscribed hereto, are desirous of being formed into a company pursuant to this Memorandum of Association.

DATED the 30th day of June, 1981.

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**NAMES ADDRESSES  
DESCRIPTIONS OF SUBSCRIBERS**

**SIGNATURES/SEALS  
OF SUBSCRIBERS**

**WITNESS TO  
SIGNATURE**

---

Honourable WALLACE CLYDE FIFE  
Member of Parliament  
Minister for Education (Cw'th)

Parliament House  
Canberra 2600  
AUSTRALIAN CAPITAL TERRITORY

Honourable DAVID PAUL LANDA  
Minister for Education (N.S.W.)

33 Bridge Street  
Sydney 2000  
NEW SOUTH WALES

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**NAMES ADDRESSES**  
**DESCRIPTIONS OF SUBSCRIBERS**

**SIGNATURES/SEALS**  
**OF SUBSCRIBERS**

**WITNESS TO**  
**SIGNATURE**

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JAMES MURRAY ROBERTSON  
Member of Legislative Assembly  
Minister for Education (N.T.)

Chan Building  
Mitchell Street  
Darwin 5794  
NORTHERN TERRITORY

THE MINISTER FOR EDUCATION OF  
QUEENSLAND  
body corporate Education Act  
(Qld) 1964 as amended

Old Treasury Building  
Queen Street  
Brisbane 4000  
QUEENSLAND

MINISTER OF EDUCATION  
body corporate Education Act  
(S.A.) 1972 as amended

Education Centre  
31 Flinders Street  
Adelaide 5000  
SOUTH AUSTRALIA

HAROLD NORMAN HOLGATE  
Minister of the Crown (Tas.)

Education Department  
116 Bathurst Street  
Hobart 7000  
TASMANIA

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**NAMES ADDRESSES**  
**DESCRIPTIONS OF SUBSCRIBERS**

**SIGNATURES/SEALS**  
**OF SUBSCRIBERS**

**WITNESS TO**  
**SIGNATURE**

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The Honourable ALAN JOHN HUNT  
as Minister of Education for  
the time being in the State of  
Victoria and as the Minister  
for the time being principally  
responsible for the administra-  
tion of matters relating to  
Technical and Further Education  
in the State of Victoria

2 Treasury Place  
Melbourne 3000  
VICTORIA

MINISTER FOR EDUCATION  
body corporate Education Act  
(W.A.) 1928 as amended

Parliament Place  
West Perth 6005  
WESTERN AUSTRALIA

CORPORATIONS LAW

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

NATIONAL CENTRE FOR VOCATIONAL EDUCATION RESEARCH LTD

A.C.N. 007 967 311

INTERPRETATION

1. In these Articles unless the context otherwise requires:
  - (a) "the Act" means the Companies Act, 1962-1980 of South Australia or any statutory modification, amendment or re-enactment thereof for the time being in force;
  - (b) "the Centre" means the centre to be established by the Company in South Australia;
  - (c) "the Commonwealth" means the Commonwealth of Australia;
  - (d) "the Directors" means the directors for the time being of the Company or one or more of the directors as has or have authority to act under these Articles;
  - (e) "month" shall mean a calendar month;
  - (f) "the Northern Territory" means the Northern Territory of Australia;
  - (g) "person" shall include a company or other corporate body;
  - (h) "the Register" means the Register of Members to be kept pursuant to the Act;
  - (i) "the seal" means the Common Seal of the Company;
  - (j) "the Secretary" includes the assistant or acting Secretary and any person appointed to perform the duties of Secretary temporarily;
  - (k) "the States" means the States of New South Wales, Victoria, Queensland, South Australia, Western Australia and Tasmania;
  - (l) words importing the singular number only shall include the plural and vice versa and words importing the masculine gender shall include the feminine and neuter genders.

MEMBERSHIP

2.
  - (a) The number of members with which the Company proposes to be registered is nine but the Directors may from time to time register an increase of members.
  - (b) The only persons entitled to be members of the Company are Ministers of the Crown with responsibility for vocational education and training in any of the States, the Northern Territory, the Australian Capital Territory or the Commonwealth.
3. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with these Articles shall be members of the Company and shall be entered in the Register accordingly.

4. No right or privilege of any member shall be in any way transferable but all such rights and privileges shall cease upon the member ceasing to be a member.
5. A member of the Company shall cease to be a member in the following circumstances:
  - (a) if he/she retires as a member by giving notice in writing to the Company of his/her wish to retire;
  - (b) if (being a natural person) he/she dies; or
  - (c) upon his/her ceasing to be a Minister of the Crown with responsibility for vocational education and training in any of the States, the Northern Territory, the Australian Capital Territory or the Commonwealth.
6. Applications for membership shall be made in such form and in such manner as the members may from time to time prescribe and every applicant for membership shall sign an undertaking to be bound by the provisions of the Memorandum and Articles of Association of the Company.

#### GENERAL MEETINGS

7. The Company shall, once in each calendar year, hold a general meeting as its annual general meeting (in addition to any other meetings in that year) such annual general meeting to be held at a time not more than fifteen (15) months after the holding of the last preceding annual general meeting, and also at such place as the Directors may determine.
8. All general meetings other than annual general meetings shall be called Extraordinary General Meetings.
9. The Directors may, whenever they think fit, and shall upon a requisition made in writing and signed by any two or more members, convene an Extraordinary General Meeting.
10. Any requisition made by members shall express the object of the meeting proposed to be called and shall be left at the registered office of the Company.
11. Upon receipt of such requisition the Directors shall forthwith proceed to convene a general meeting, such meeting to be held within sixty (60) days of receipt of the requisition by the Company.

If the Directors do not, within twenty one (21) days of receipt of the requisition, convene a meeting as required, then the requisitionists may themselves convene such a meeting.

12. Subject to the provisions of the Act relating to special resolutions, fourteen (14) days notice, at least, of each general meeting specifying the place, the hour and the day of such meeting and, in the case of special business, the general nature of such business, shall be given to the members in the manner hereinafter specified or in such other manner as the Company in general meeting may prescribe provided always that a meeting may be convened with shorter notice and in such manner as all of the



- members entitled to notice of that meeting shall agree.
13. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by a member shall not invalidate the proceedings at any general meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

14. All business shall be special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an annual general meeting, with the exception of the consideration of the accounts and balance sheets and the ordinary report of the Directors and the report of the auditors, the appointment of Directors in place of those retiring, and the appointment of the auditors.
15. (1) No business shall be transacted at any general meeting unless a quorum of members is present at the commencement of such business.
- (2) Save as herein otherwise provided five (5) members present in person shall be a quorum. For the purposes of this article "member" includes a person attending as a proxy or attorney or as representing a Corporation which is a member.
16. If within thirty minutes from 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, and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the members present (not being less than two in number) shall be a quorum.
17. At every general meeting of the Company the members present shall choose one of their number to be the Chairperson.
18. The Chairperson may, with the consent of the meeting (and shall if so directed by the meeting), adjourn any 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 adjournment took place.
19. (1) At any general meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the show of hands) demanded in accordance with sub-article (4) of this Article.
- (2) At any general meeting, unless a poll is demanded as herein provided, a declaration by the chairperson that a resolution has been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact.
- (3) A poll shall not be demanded on the election of a chairperson of a meeting or on the question of the adjournment of the meeting.
- (4) Subject to sub-clause (3) a poll upon any question submitted to a meeting may be demanded
- (a) by the chairperson, or

- (b) by not less than three members present in person or by proxy.
  - (5) If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the chairperson of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.
  - (6) The demand for a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which a poll has been demanded.
- 19A
- (1) On a show of hands, every person present who is a member or a proxy for a member, shall have one vote.
  - (2) On a poll, every member, whether present in person or by proxy, shall have one vote.
  - (3) In the case of an equality of votes, the chairperson of the meeting shall, both on a show of hands and on a poll, have a second or casting vote in addition to the vote to which he/she may be entitled as a member.
- 19B
- (1) A person may be appointed a proxy if he/she is a member, or if not a member an appropriate senior officer nominated by the member.
  - (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or if such appointor is a corporation under its common seal or the hand of an officer or attorney duly authorised.
  - (3) Every instrument of proxy whether for a special meeting or otherwise shall be in such form as the members may from time to time prescribe or in a particular case accept.
  - (4) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

#### BOARD OF DIRECTORS

20. There shall be nine (9) directors of the Company.
22. (1) At all times:
- (a) five of the Directors shall be nominated by the members of the Company;
  - (b) one of the Directors shall be nominated by the Australian Council of Trade Unions;
  - (c) one of the Directors shall be nominated jointly by the Business Council of Australia and the Australian Chamber of Commerce and Industry;
  - (d) one of the Directors shall be nominated by the Board on the recommendation of the Chairperson appointed pursuant to Article 38 hereof;
  - (e) one of the Directors shall be the Managing Director of the Centre

(sometimes referred to herein as "the Managing Director").

- (2) The Company in appointing persons as directors shall seek to ensure that both male and female members are included on the Board of Directors.
  - (3) The Company in appointing persons as directors shall seek to ensure a balanced range of skills and expertise, including experience in policy development, public administration and delivery of vocational education, both public and private.
  - (4) With the exception of any person appointed either as the Managing Director or to be a Director to fill a casual vacancy, all persons appointed as Directors of the Company pursuant to the requirements of sub-article (1) of this Article shall be appointed for a term of three years.
  - (5) No Director (with the exception of the Managing Director) shall hold office for more than three years without being subject to re-election.
23. The Managing Director shall retire when he/she ceases to hold the position of Managing Director of the Centre, and the person succeeding him/her in such a position shall be appointed as a Director in his/her place.
24.
  - (1) At the close of business on the 31st day of December in each year the Directors, whose term of appointment has expired shall retire from office.
  - (2) The Company in general meeting shall, prior to the 31st day of December in each year, and subject to the requirements of the Articles of Association, appoint a person to be a Director of the Company in the stead of each of the persons retiring as Directors pursuant to sub-article (1) of this Article, and the persons so appointed as Directors of the Company shall take office forthwith upon the retirement of the retiring Directors.
  - (3) A Director retiring pursuant to sub-article (1) of this Article shall be eligible for re-election.
25. The remuneration of the Directors shall be determined from time to time by the Company in general meeting. That remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses incurred by them in attending and returning from meetings of the Directors or any committee of Directors or general meetings of the Company or in connection with the Company. Such travelling, hotel and other expenses shall not exceed the rates from time to time specified for members of the Public Service of the State of South Australia.
26. Subject to Article 22, the Company may, by ordinary resolution remove any Director (other than the Managing Director) from office and may, by ordinary resolution appoint any person a Director of the Company.
27. Subject to Article 22, the Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Any person so appointed to fill a casual vacancy shall hold office for the balance of the term of the

appointment of the Director creating such vacancy.

28. The office of Director shall become vacant if the Director:
- (a) ceases to be a Director by virtue of the Act;
  - (b) becomes bankrupt;
  - (c) becomes prohibited from being a Director by reason of any order made under the Act;
  - (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/her office by notice in writing to the Company;
  - (f) for more than three months is absent without permission of the Directors from meetings of the Directors held during that period;
  - (g) subject to the limitation in respect of the Managing Director contained in Article 26, is removed by ordinary resolution of the Company in general meeting; or
  - (h) ceases to hold the qualifications for appointment as a Director set out in Article 22(1), by virtue of which he/she was appointed a Director of the Company.

#### POWERS AND DUTIES OF DIRECTORS

29. The business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act, and to such regulations being not inconsistent with these Articles or the Act, 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 Directors which would have been valid if that regulation had not been made.
30. 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, endorsed or otherwise executed as the case may be in such manner as the Directors may determine from time to time.
31. The Directors shall, in each year, prepare a proposed budget setting out in detail the funds required to cover the operating costs of the Centre for the next financial year. The proposed budget shall be submitted to the members at the annual general meeting and any resolution to approve the proposed budget must be carried by the unanimous decision of all the members.
32. (a) The Directors shall cause minutes to be made
- i) of all appointments of officers;
  - ii) of the names of Directors present at all meetings of the Company and of the Directors; and
  - iii) of all proceedings at all meetings of the Company and of the Directors.

- (b) Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

#### PROCEEDINGS OF DIRECTORS

33. The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit. A Director may, at any time, and the Secretary shall, on the requisition of a Director, summon a meeting of the Directors..
- 33A (1) Notice of every Directors' meeting shall be given to each Director;  
(2) A notice convening a meeting of Directors:-  
(a) shall be in writing and shall be given by one of the following means:-  
i) by delivering it to the address of the Director being served as set out in the company's register of its Directors,  
ii) by sending it by pre-paid post to the address of the Director being served referred to in paragraph (i), or  
iii) by sending it by telex or facsimile to the machine situated at the address of the Director being served referred to in paragraph (i);  
and  
(b) shall be given or deemed to be given:-  
i) if delivered personally, upon delivery,  
ii) if sent by pre-paid post, four clear days after the date of posting,  
iii) if sent by telex, on receipt by the sender of the recipient's answerback code and number, and  
iv) if sent by facsimile on receipt by the sender of a transmission report confirming successful receipt at the conclusion of the transmission.
- 33B (1) For the purposes of these Articles, the contemporaneous linking together by conference telephone of a number of consenting Directors not less than the quorum together with the Secretary, whether or not any one or more of the Directors is out of Australia, shall be deemed to constitute a meeting of the Directors and all the provisions of these Articles as to the meetings of the Directors shall apply to such meetings held by conference telephone so long as the following conditions are met:-  
(a) all the Directors for the time being entitled to receive notice of the meeting of Directors shall be entitled to notice of a meeting by conference telephone and to be linked by conference telephone for the purposes of such meeting. Notice of any such meeting shall be given in any manner permitted by Article 33A;  
(b) each of the Directors taking part in the meeting by conference telephone and the Secretary must be able to hear each other at the commencement of the meeting; and  
(c) at the commencement of the meeting each Director must acknowledge his/her presence for the purpose of a meeting of the Directors of the

Company to all the other Directors taking part.

- (2) A Director may not leave the meeting by disconnecting his/her conference telephone unless he/she has previously obtained the expressed consent of the Chairperson of the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by conference telephone unless he/she has previously obtained the expressed consent of the Chairperson of the meeting to leave the meeting as aforesaid.
  - (3) A minute of the proceedings at such meeting by conference telephone shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting and by the Secretary.
34. Subject to these Articles, questions arising at any meeting of the Directors shall be decided by a majority of votes and a determination by a majority of Directors shall, for all purposes, be deemed a determination of the Directors. In case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
36. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be five (5).
37. The continuing Directors 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 the Articles of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
38.
  - (1) The members of the Company shall appoint one of the Directors of the Company appointed pursuant to Article 22(1)(a) hereof to be the Chairperson of the Directors for the period for which he/she is to hold office. The Chairperson shall act as Chairperson of meetings of the Directors.
  - (2) Where such a meeting is held and either a chairperson has not been appointed as provided by sub-article (1) or the chairperson is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their members to be chairperson of the meeting.
39. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
40. All acts done by any meeting of the Directors or of a committee of the Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or of such a person acting as aforesaid or that they or any of them were disqualified, be as valid as if he/she had been duly appointed and was qualified to be a Director.

41. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.

#### SECRETARY

42. The Directors shall appoint a Secretary in accordance with the Act, for such term at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by the Directors.

#### SEAL

43. The Directors shall provide for the safe custody of the seal, which shall be used only by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

#### ACCOUNTS

44. Any bank account required to be opened and operated in the Company's name shall be with such bank as the Company in general meeting shall direct.
45. The Directors shall cause true accounts to be kept of all sums of money received and expended by the Company, and of the matters in respect of which such receipt and expenditure takes place, and of all the property, assets and liabilities of the Company.
46. The accounts shall be kept at the registered office of the Company or at such other place or places as the Directors shall determine and shall be open at all times to the inspection of the Directors and the members of the Company or any of them.
47. The Directors shall, at every annual general meeting, lay before the Company a statement of the income and expenditure of the Company during the preceding year, and also an audited balance sheet and profit and loss account covering the same period, together with a report of the Directors as to the state and progress of the Company.
48. A copy of every such statement, balance sheet, profit and loss account and report shall be sent to every member of the Company at least fourteen (14) days before the meeting at which they will be presented.

#### AUDIT

49. The Company shall appoint auditors whose duties shall be regulated in accordance with the provisions of the Act or any statutory modification thereof for the time being in force.

#### NOTICES

50. A notice may be given by the Company to any member either personally or by sending it by post to him/her at his/her registered address. 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.
51. (a) Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- i) every member,
  - ii) every Director, and
  - iii) the Auditor for the time being of the Company.
- (b) No other person shall be entitled to receive notice of general meetings.

#### INDEMNITY

52. No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy or tortious act of any person, with whom any monies, securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his/her part or for any other loss, damage or misfortune whatever which shall happen in the execution of his/her office or in relation thereto unless the same happened through his/her own dishonesty.
53. Every Director, agent, 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 incurred by him/her in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application under the Act in which relief is granted to him/her by the Court in respect of any negligence, default, breach of duty or breach of trust.



#### RECONSTRUCTION AND WINDING UP

54. Any sale or disposal by the Directors of the Company's main undertaking shall be subject to ratification by the members in general meeting.
55. If the Company shall be wound up, the assets (if any) remaining after the payment of the costs and expenses of and attending the liquidation and the debts and liabilities of the Company shall be distributed among the members so that each member shall be entitled thereto in the same proportion as the total contribution of such member to the operation of the Company bears to the total contribution of all members to the operation of the Company.

That in the event of the Company being wound-up or upon it ceasing to carry out research activities, any surplus remaining in the research funds be transferred to another research fund or organisation which has been approved by the Commissioner of Taxation for the purpose of any of the sub-paragraphs of paragraph 78(1) (a) of the Income Tax Assessment Act.

#### RESEARCH GIFTS TO THE CENTRE

56. (a) All donations, for which a tax deduction is to be claimed, are to be paid into a special research fund which must be used exclusively to finance scientific research;
- (b) the research fund is to be under the control of a special research committee, the members of which have been approved by the Commonwealth Department of Employment, Education and Training;
- (c) any changes in the membership of the research committee are to be subject to the approval of the Commonwealth Department of Employment, Education and Training, such approval to be obtained before the new member takes up his or her position on the committee; and
- (d) the results of research financed from the research fund should be freely available and, wherever possible, published in the scientific press.

We, the several persons whose names and addresses are subscribed hereunder, being the subscribers to the Memorandum of Association, hereby agree to the foregoing Articles of Association as the Articles of Association of the Company.

DATED this 30th day of June 1981.

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**NAMES ADDRESSES**  
**DESCRIPTIONS OF SUBSCRIBERS**

**SIGNATURES/SEALS**  
**OF SUBSCRIBERS**

**WITNESS TO**  
**SIGNATURE**

---

Honourable WALLACE CLYDE FIFE  
Member of Parliament  
Minister for Education (Cw'th)

Parliament House  
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AUSTRALIAN CAPITAL TERRITORY

Honourable DAVID PAUL LANDA  
Minister for Education (N.S.W.)

33 Bridge Street  
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NEW SOUTH WALES

JAMES MURRAY ROBERTSON  
Member of Legislative Assembly  
Minister for Education (N.T.)

Chan Building  
Mitchell Street  
Darwin 5794  
NORTHERN TERRITORY

THE MINISTER FOR EDUCATION OF  
QUEENSLAND

body corporate Education Act  
(Qld) 1964 as amended

Old Treasury Building  
Queen Street  
Brisbane 4000  
QUEENSLAND

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**NAMES ADDRESSES**  
**DESCRIPTIONS OF SUBSCRIBERS**

**SIGNATURES/SEALS**  
**OF SUBSCRIBERS**

**WITNESS TO**  
**SIGNATURE**

---

MINISTER OF EDUCATION  
body corporate Education Act  
(S.A.) 1972 as amended

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HAROLD NORMAN HOLGATE  
Minister of the Crown (Tas.)

Education Department  
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Hobart 7000  
TASMANIA

The Honourable ALAN JOHN HUNT  
as Minister of Education for  
the time being in the State of  
Victoria and as the Minister  
for the time being principally  
responsible for the administra-  
tion of matters relating to  
Technical and Further Education  
in the State of Victoria

2 Treasury Place  
Melbourne 3000  
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MINISTER FOR EDUCATION

body corporate Education Act  
(W.A.) 1928 as amended

Parliament Place

West Perth 6005

WESTERN AUSTRALIA