

**NEW SOUTH WALES
COMPANIES (NEW SOUTH WALES) CODE
ARTICLES OF ASSOCIATION
OF
GEORGES RIVER GRAMMAR SCHOOL LIMITED
A COMPANY LIMITED BY GUARANTEE**

1. In these regulations:

“the Code” means the Companies (New South Wales) Code.

“the Company” means Georges River Grammar School Limited.

“Council” means the Board of Directors and Governing Council of the Company.

“Secretary” means any person appointed to perform the duties of a Secretary of the Company and includes an Honorary Secretary.

“State” means the State of New South Wales.

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

Words or expressions contained in these articles shall be interpreted in accordance with the provisions of the Companies & Securities (Interpretation & Miscellaneous Provisions) (New South Wales) Code and of the Code as in force at the date at which these articles become binding on the Company.

2. The Company is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

3. The number of members which the Company proposes to be registered is fifty (50) but the Council may from time to time register an increase of members.
4. The subscribers to the Memorandum of Association and such other person as the Council shall admit to membership in accordance with these articles shall be members of the Company.
5. Every applicant for membership of the Company (other than the subscribers to the Memorandum of Association) shall be proposed by one and seconded by another member of the Company to both of whom the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and his/her proposer and seconder and shall be in such form as the Council from time to time prescribes.
6. At the next meeting of the Council after the receipt of any application for membership, such application shall be considered by the Council, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Council be required to give any reason for the rejection of an applicant.

CESSATION OF MEMBERSHIP

7. A member may at any time, by giving notice in writing to the Secretary, resign his/her membership of the Company but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his/her resignation and for all other moneys due by him/her to the Company and in addition for any sum not exceeding one hundred dollars for which he/she is liable as a member of the Company under Clause 6 of the Memorandum of Association of the Company.
8. If any member shall willfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Company, or shall be guilty of any conduct which in the opinion of the Council is unbecoming of a member or prejudicial to the interest of the Company, the Council shall have power by resolution to censure, fine, suspend or expel the member from the Company.

Provided that, at least one week before the meeting of the Council at which such a resolution is passed, the member shall have had notice of such meeting and of what is alleged against him/her and of the intended resolution and that he/she shall at such meeting and before the passing of such resolution, have had an opportunity of giving orally or in writing any explanation or defence he/she may think fit and provided further that any such member may, by notice in writing, lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Council, elect to have the question dealt with by the Company in a general meeting and in that event an extraordinary general meeting of the Company shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such a vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled.

GENERAL MEETINGS

9. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Company and at such place as the Council may determine.
10. An Annual General meeting of the Company shall be held in accordance with the provisions of the Code. All general meetings, other than the Annual General Meetings, shall be called Extraordinary General Meetings.
11. Any member of the Council may whenever he thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Code. Members numbering not less than ten per centum (10%) of the total membership may by requisition addressed to the Council require the Council to call an Extraordinary General Meeting in accordance with the Code.
12. Subject to the provisions of the Code relating to special resolutions and agreements for shorter notice, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.

13. For the purposes of Article 12 all business shall be special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Council and Auditors, the election of officers and other members of the Council in the place of those retiring, and the appointment of the Auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

14. 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 four (4) members present in person shall be a quorum. For the purpose of this article "member" includes a person attending as a proxy or as representing a corporation which is a member.¹
15. If within half an hour 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, or to such other day and at such other time and place as the Council may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
16. The Chairman of the Council shall preside as Chairman at every general meeting of the Company, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chairman shall be the Chairman or if the Deputy Chairman is not present or is unwilling to act then the members present shall elect one of their number to be the Chairman of the meeting.
17. 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 an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands or by written vote unless a poll is (before or on the declaration of the result of the show of hands or by written vote) demanded –
- (a) by the Chairman, or
 - (b) by at least three members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands including any written votes been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.²

¹ Reviewed August 2005 - left at 5; reviewed May 2014 decreased to 4

² Amended August 2014

19. If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
20. (a) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

(b) In the instance where the vote being taken is for the position of Chairman then in the case of an equality of votes as in article 20(a), the immediate past Chairman would have the second or casting vote.³
21. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
22. A member who is of unsound mind or whose person or estate is liable to be dealt with in anyway under the law relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his/her estate, and any such Council, trustee or other person may vote by proxy or attorney.
23. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his/her proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he/she thinks fit.
24. The instrument appointing a proxy may be in the following form or in a common or usual form:

Georges River Grammar School Limited

I, of
being a member of Georges River Grammar School Limited hereby appoint
..... of
or failing him of
as my proxy to vote for me on my behalf at the (annual/extraordinary), as the case may be, general meeting of the Company, to be held on the day of 19... and at any adjournment thereof. My proxy is hereby authorised to vote + in favour of/+ against the following resolutions.

³ Amended August 2014

31. The election of the office-bearers and other members of the Council shall take place in the following manner:
- (a) Any two members of the Company shall be at liberty to nominate any other member to serve as an office-bearer or other member of the Council;
 - (b) The nomination, which shall be in writing and signed by the member or his/her proposer and seconder shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place;
 - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the registered office of the Company for at least seven days immediately preceding the Annual General Meeting;
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
32. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Council.
33. The Council shall have power at any time, and from time to time, to appoint any member to the council, either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the Council but so that the total number of office-bearers or other members of the Council shall not at any time exceed the number fixed in accordance with these articles. Any office-bearer or other member of the Council so appointed shall hold office only until the next following Annual General Meeting.
34. The company may, by ordinary resolution of which special notice has been given, remove any office-bearer or other member of the Council before the expiration of his/her period of office, and may by an ordinary resolution appoint another person in his/her stead; the person so appointed shall hold office only until the next following Annual General Meeting.
35. The office of a member of the Council shall become vacant if the member –
- (a) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - (b) becomes prohibited from being a director of a company by reason of any order made under the Code;
 - (c) ceases to be a member of the Council by virtue of the Code;
 - (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 six months is absent without permission of the Council from meetings of the Council held during that period;
- (g) holds an office of profit under the Company;
- (h) ceases to be a member of the Company; or
- (i) is directly or indirectly interested in any contract or proposed contract with the Company provided, however, that member shall not vacate his/her office by reason of his/her being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Company if such corporation, society or association is among the class of Companies referred to in Clause 4 of the memorandum of Association of the Company and if he/she shall have declared the nature of his/her interest in the manner required by the Code.

Provided always that nothing in this paragraph shall affect the operation of Clause 4 of the Memorandum of Association of the Company.

POWERS AND DUTIES OF THE COUNCIL

- 36. The business of the Company shall be managed by the Council who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Code or by these articles, required to be exercised by the Company in general meeting, subject nevertheless, to any of these articles to the provisions of the Code, and to such regulations, being not inconsistent with the aforesaid articles or provisions, as may be prescribed by the Company in general meeting; provided that any rule regulation or by-law of the Company made by the Council may be disallowed by the Company in general meeting and provided further that no resolution or regulation made by the Company in general meeting shall invalidate any prior act of the Council which would have been valid if that resolution or regulation had not been passed or made.
- 37. The Council may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.
- 38. For the purpose of Clause 4 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Company shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.
- 39. 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, by any two members of the Council or in such other manner as the Council may from time to time determine.

40. The Council shall cause minutes to be made –
- (a) of all appointments of officers and servants;
 - (b) of names of members of the Council present at all meetings of the Company and of the Council; and
 - (c) of all proceedings at all meetings of the Company and of the Council.

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

PROCEEDINGS OF THE COUNCIL

41. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Council may at any time and the Secretary shall on the requisition of a member of the Council summon a meeting of the Council.
42. Subject to these articles questions arising at any meeting of the Council shall be decided by a majority of votes and a determination by a majority of the members of the Council shall for all purposes be deemed a determination of the Council. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
43. The continuing members of the Council may act notwithstanding any vacancy in the Council, but if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of the Council, the continuing member or members may act for the purpose of increasing the number of members of the Council to that number or of summoning a general meeting of the Company, but for no other purpose.
44. The Council may delegate any of its powers and or functions (not being duties imposed on the committee as the Directors of the Company by the Code or the general law) to one or more sub-committees consisting of such member or members of the Company as the Council thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Council and subject thereto shall have the power to co-opt any member or members of the Company but a member so co-opted is not entitled to vote.
45. The Council may appoint one or more advisory boards consisting of such member or members of the Council as the Council thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Council and subject thereto shall have power to co-opt any member or members of the Company and all members of such advisory boards shall have one vote and the Chairman of such advisory board shall have a second or casting vote. Any such advisory board may co-opt up to four additional persons.
46. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

47. The quorum necessary for the transaction of the business of the Council shall be three (3) or such greater number being not more than four (4) as may be fixed by the Council.⁵
48. All acts done by any meeting of the Council or of a sub-committee or by any person acting as a member of the Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid, or that the member of the Council or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Council.
49. A resolution in writing signed by all the members of the Council in Australia for the time being entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Council.

SECRETARY

50. The Secretary shall in accordance with the Code be appointed by the Council for such term, upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Council from appointing a member of the Company as Honorary Secretary and any member so appointed shall forthwith become an office-bearer of the Company and, if not already a member of the Council, ex officio a member of the Council and he/she shall be subject to the provisions of Clause 4 of the Memorandum of Association.

SEAL

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

ACCOUNTS

52. The Council shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors' report thereon as required by the Code provided, however that the Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than six months before the date of the meeting.
53. The Council shall from time to time determine at what times and places under that conditions or regulations the accounting and other records of the company shall be open to the inspection of members.

⁵ Amended May 2014 maximum decreased from 5 to 4

AUDIT

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

NOTICE

55. Any notice required by law or by or under these articles to be given to any member shall be given by sending it by post to him/her at this registered address, or (if he/she has no registered address within the State) to the address, if any, within the State supplied by him/her to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
56. (i) Notice of every general meeting shall be given in any manner hereinbefore authorised to –
- (a) every member except those members who (having no registered address within the State) have not supplied to the Company an address within the State for the giving of notices to them; and
 - (b) the auditor or auditors for the time being of the Company.
- (ii) No other person shall be entitled to receive notices of general meeting.

WINDING UP

57. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these articles.

INDEMNITY

58. Every member of the Council, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his/her office which is incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he is acquitted or in connection with any application under the Code in which relief is granted to him/her by the Court in respect of any negligence default breach of duty or breach of trust.

We the several persons whose signatures are subscribed hereto being the subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

Signature of Subscribers	Witness to Signatures and address of witness
Anthony Robert WOOD Robert John JACKSON Arthur Alexander ROSSITER Brian CHAMBERLAIN John Joseph HEY	Witness to all Signatures Brian Paul LEITCH 24 Lake View Parade UMINA. 2257 School Teacher
Dated 30 th day of May, 1986.	