

NEW SOUTH WALES

No. 623912

**CERTIFICATE OF INCORPORATION  
OF COMPANY.**

The Companies Act, 1936.  
(Section 28)  
(and Section 34)

*This is to Certify*

*(1) that MUSCULAR DYSTROPHY ASSOCIATION OF NEW  
SOUTH WALES is incorporated under the Companies Act, 1936.*

*(2) that the date of Incorporation of the said Company  
is the twenty first day of February one thousand  
nine hundred and fifty-seven.*

*(3) that the said Company is limited by guarantee.*

*Given under my hand, at Sydney, this twenty-first day of  
February one thousand nine hundred and fifty-seven.*

*A. Swanson  
Deputy Registrar General*

*Exd.*

Corporations Law

A Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

1. The name of the Association is "Muscular Dystrophy Association of New South Wales".

2. The Registered Office of the Association will be situated at Sydney, NSW.

3. The objects for which the Association is established are:

At the discretion of the Board of Directors to promote such activities which are consistent with the Memorandum and Articles hereof and which will be, in the opinion of the Board with respect to Neuromuscular Diseases of benefit to affected persons, their families and the community generally.

4. Solely for the purpose of carrying out the aforesaid objects and not otherwise the Association shall have the following additional powers:

(a) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith.

Provided that no members of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.

(b) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association.

Provided that the Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Clause 3 of this memorandum.

(c) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Association's premises.

- (d) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property, real and personal, and any right or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association.

Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (e) To enter into any arrangements with any Government or authority, supreme municipal, local or otherwise, that may seem conducive to the Association's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- (f) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (g) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association, or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, ground, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute, to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (i) To invest and deal with the money of the Association not immediately required in such manner as permitted by law.
- (j) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Association in any

way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off such securities.

- (k) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (l) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (m) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- (n) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association but subject always to the proviso in paragraph (d) of this Clause 4.
- (o) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- (p) To print and publish any newspapers, periodicals, books, or leaflets that the Association may think desirable for the promotion of its objects.
- (q) To purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (r) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (s) To make donations for patriotic or charitable purposes.
- (t) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

Provided that the Association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restriction, which if an object of the Association would make it a trade union within the meaning of the Trade Unions Act.

5. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association 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 to members of the Association.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate for the time being fixed for the purpose of this paragraph by the Articles of Association on monies borrowed from any members of the Association or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of the Committee or Governing Body shall be appointed to any salaried office of the Association or any office of the Association paid by fees no remuneration or benefit in money or in moneys worth shall be paid or given by the Association to any member of such committee or governing body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent of premises demised or let to the Association.

6. No addition alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Australian Securities Commission and the Minister of the Crown administering the Charitable Collections Act 1934 has approved in writing any alterations to the Memorandum and Articles of Association before they take effect.

7. The fifth (5th) sixth (6th) and eleventh (11th) paragraphs of this Memorandum of Association contain conditions upon which a licence is granted by the Commission to the Association in pursuance of the provisions of Section 383 of the Corporations Law.

For the purpose of preventing any evasion of the provisions of the said paragraphs the Commission may from time to time on giving notice to the Association of its intention to do so and after affording the Association an opportunity of being heard in opposition

thereto, within such time as may be specified in such notice, impose such further conditions which shall be duly observed by the Association.

8. The liability of the members is limited.

9. Every member of the Association undertakes to contribute to the property of the Association in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceased to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves, such amount as may be required but not exceeding \$20.00.

10. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property the same shall not be paid or distributed among the members of the Association, but shall be given or transferred to some other Registered or Exempted Charities in New South Wales having objects similar to the objects of the Association and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed upon this Association by virtue of Clause 5 hereof such institution to be determined by members of the Association at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

11. True accounts shall be kept of the sums of money received and expended by the Association and in the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Association and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association for the time being in force shall be open to the inspection of the members.

Once at least in every year, the accounts of the Association shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Law.

**ARTICLES OF ASSOCIATION**  
  
**OF**  
  
**MUSCULAR DYSTROPHY ASSOCIATION OF NEW SOUTH WALES**

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**PRELIMINARY**

1. For the purposes of Registration the number of members of the Association is declared to be unlimited.
2. The Association is established for the objects expressed in the Memorandum of Association.

**Interpretation**

3. In these Articles unless there is something in the subject or context inconsistent therewith: -

"Association" means "Muscular Dystrophy Association of New South Wales".

"Code" refers to the Companies (NSW) Code and when any provision of the Code is referred to in these Articles the reference shall be taken to mean or apply to such section, provision or regulation as modified by any law for the time being in force.

"Member" means any person upon whom membership as defined within the classes established by these articles has been conferred.

"Director" means any member of the Board of Directors.

Words importing the singular number shall include the plural where applicable and words importing the plural shall include the singular.

Word referring to the masculine gender shall include the feminine.

## MEMBERSHIP

### Provision To Determine Eligibility For Membership

4. The signatories to the Memorandum and Articles of Association and such other persons who agree to become members and who are described in any of the following paragraphs shall be members of the respective classes referred to therein.

- (a) Every application for membership shall be made in a form and manner approved by the Board from time to time and shall be dealt with by the Secretary as soon as reasonably practicable.
- (b) At the next meeting of the Board of Directors after the receipt of any application for membership in any class thereof, such application shall be considered by the Board who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of the applicant.
- (c) Upon the acceptance by the Board of an application for ORDINARY membership the Secretary shall as soon as reasonably practicable thereafter send to the applicant written notice of his acceptance and a request for payment of the first annual subscription.
- (d) Upon payment of the entrance fee (if any) or the first annual subscription the applicant shall become an ORDINARY member of the Association, provided nevertheless that if such payment has not been made within two calendar months of the date of the Notice referred to herein then the Board may in its discretion cancel the acceptance of the applicant for membership and the application shall thereupon lapse.
- (e) The annual subscription payable by ORDINARY members of the Association shall be such as the Association in general meeting shall from time to time prescribe, provided that until the Association shall otherwise resolve the annual subscription shall be \$20.00.
- (f) The annual subscriptions shall be due and payable in advance on the first day of July in every year.
- (g) Not later than two weeks prior to the expiration of each calendar year's membership the Secretary shall transmit to the member an application for renewal of the membership for such period as the member may make application.



- (h) Provided that no action pursuant to clauses 6, 7, 8 or 9 hereof is current at the expiration of the term of the membership of the member then upon payment of the membership fee fixed by the Association the membership of that member shall be renewed automatically for such term or period as may be stated in the application for renewal.

#### CLASSES OF MEMBERSHIP

5. Notwithstanding anything herein contained there shall be the following classes of membership which may, in the discretion of the Board be conferred in the following circumstances:

(a) **"Ordinary Membership".**

Any person or Corporation who or which has given the sum of \$20.00 (twenty dollars) or such other sum as shall have been determined by the Association from time to time shall be eligible to apply for admission as an Ordinary Member for a period not exceeding one year upon such terms and conditions as the Board of Directors shall from time to time determine.

The Board shall have the power to waive in whole or in part the payment of an annual subscription in any case where the applicant for ordinary membership is a person suffering or affected by neuromuscular disease.

(b) **"Special Membership".**

The Board of Directors shall be empowered to admit as Special Members for the following terms any person or corporation who or which has given to the Association the following sums:

\$ 500.00	3 Years Membership
\$ 1,000.00	5 Years Membership
\$ 2,000.00	10 Years Membership

The Association may from time to time in General Meeting by Ordinary Resolution vary the amounts of money or the terms of membership specified in this Article.

(c) **"Life Membership".**

The Board of Directors shall be empowered to admit as Life Members any person or corporation who or which has given to the Association the sum of Five Thousand Dollars (\$5,000.00).

- (d) "Honorary Life Membership".  
The Board of Directors shall be empowered to admit as an Honorary Life Member any person or corporation who or which has rendered free professional or other services to or on behalf of the Association.
- (e) "Life Governor".  
The Board of Directors shall be empowered to admit as a Life Governor any person or corporation who or which has given not less than \$10,000.00 or such other sum as may be determined by the Association from time to time.
- (f) "Honorary Life Governor".  
The Board of Directors shall be empowered to admit as an Honorary Life Governor any person or corporation who or which has rendered free professional or other services to or on behalf of the Association.

#### CESSATION OF MEMBERSHIP

6. If the subscription of an ordinary member shall remain unpaid for a period of two calendar months after it becomes due and payable then the member may after notice of the default shall have been sent to him by the Secretary or Honorary Treasurer be debarred by resolution of the Board from all privileges of membership provided that the Board may reinstate the member on payment of all arrears if the Board thinks fit to do so.
7. Any member may at any time by giving notice in writing to the Secretary resign his membership of the Association but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him (if any) to the Association and in addition for any sum not exceeding 20 dollars for which he is liable as a member of the Association under Clause 10 of the Memorandum of Association of the Association.
8. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Association or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Association the Board shall have power by resolution to censure, fine, suspend or expel the member from the Association.
9. Provided that at least one week before the meeting of the Board at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he 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 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 Board, elect to have the question dealt with by the Association in general meeting and in that event an extraordinary general meeting of the Association 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

10. An ANNUAL GENERAL MEETING of the Association 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. The Board of Directors may at any time convene an extraordinary general meeting and shall on a requisition signed by not less than ten members stating the objects of the meeting summon an extraordinary general meeting of the Association to be held not less than one month and not later than six weeks after the receipt of any such requisition. If the Board of Directors neglects to do so within fourteen days after the receipt of such requisition the requisitionists may summon such meeting. The notice convening such meeting shall specify the particular matter or matters to be discussed and no business other than that specified in the requisition shall be transacted.

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 Association.

13. For the purpose of Article 10 all business shall be special that is transacted at the extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Board and Auditors, the election of Directors in the place of those retiring and the appointment of the Auditors, if necessary.

14. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

15. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided TEN members present in person shall be a QUORUM. For the purpose of the Article "member" includes a person attending as a proxy or as representing a corporation which is a member.

16. If within fifteen 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, or to such other day and at such other time and place as the Board of Directors may determine and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.

17. The President shall preside as Chairman at every general meeting of the Association, or if there is no President, 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 Vice-President shall be the Chairman or if the Vice-President 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.

18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

19. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) 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 show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association 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.

20. 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.

21. 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.

22. 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.

23. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may only 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 estate, and any such committee, trustee or other person may vote by proxy or attorney.

24. No ordinary member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor 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 proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.

26. The instrument appointing a proxy may be in the following form or in a common or usual form.

.....

I, ..... of .....

being a member of the .....

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 Association, 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.

Signed this ..... day of ..... 19 ....

.....

NOTE: In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.

\* Delete whichever is not desired.

27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than twenty four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

28. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed. If no intimation, in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

#### MANAGEMENT

29. The management of the Association shall be under the control of the Board of Directors.

30. The Board of Directors shall consist of not less than EIGHT persons and not more than TWELVE persons including the President, Vice Presidents, a Treasurer and a Medical Director, all of whom shall be members of the Association.

30A. The election of Members of the Board of the Association shall take place in the following manner:

Any two Members of the Association shall be at liberty to nominate a member to serve as Director of the Board of the Association.

The nomination, which shall be in writing and signed by the member and his/her proposer and seconder, shall be lodged with the Secretary at least seven (7) days before the Annual General Meeting at which the election is to take place.

31. The Board of Directors after the Annual General Meeting of the Association in any year or at any meeting of the Board thereafter within that year shall be entitled to select not more than three additional persons to serve as Appointed Directors of the Association.

32. Such Appointed Directors shall have the same power of voting and the same rights and privileges as the remaining Directors and they shall automatically retire from office at the Annual General Meeting of the Association next following the date of their appointment.

33. Any Appointed Director shall not be disqualified from being reappointed in any year subsequent to his retirement as a Director.

34. Any Director elected by the Members in General Meeting shall subject to the provisions contained herein be elected for a term of three years.

35. At each Annual General Meeting of the Association one third of the Directors shall retire from office by rotation and the vacancies so caused shall be filled by election of Directors by the members in General Meeting.

36. A retiring Director shall be eligible for re-election and shall, unless he declares in writing to the Secretary his intention not to renominate his candidacy for election be renominated automatically.

37. The election of office-bearers of the Association shall take place in the following manner:-

- (a) One of the Directors shall be the President of the Association who shall be appointed annually by members of the Association in general meeting. The President shall be eligible to preside at all general meetings.
- (b) One or more of the Directors (not exceeding three) shall be Vice-Presidents of the Association who shall be appointed by the members of the Association at the Annual General Meeting.
- (c) One of the Directors shall be Treasurer of the Association who shall be appointed by the members of the Association at the Annual General Meeting. The Treasurer may at any time be removed by the Board of Directors and he shall perform such functions as shall be assigned to him by the Board of Directors.
- (d) One of the Directors shall be a Medical Director of the Association who shall be appointed by the members of the Association at the Annual General Meeting.
- (e) In the case there shall not be sufficient number of candidates nominated the Board may fill up the remaining vacancy or vacancies.



38. The Association may from time to time by Special resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Board.

39. The Board shall have power at any time, and from time to time, to appoint any member to the Board either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the Committee but so that the total number of office-bearers or other members of the Board shall not at any time exceed the number fixed in accordance with these Articles. Any office-bearer or other member of the Board so appointed shall hold office only until the next following annual general meeting.

40. The Association may by ordinary resolution of which special notice has been given remove any office-bearer or other member of the Board before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.

41. The office of a member of the Board shall become vacant if the member:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) becomes prohibited from being a director of an association by reason of any order made under the Code;
- (c) ceases to be a member of the Board by operation of Section 226 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 office by notice in writing to the Association;
- (f) for more than 4 consecutive meetings is absent without permission of the Board from meetings of the Board held during that period;
- (g) holds any office of profit under the Association;
- (h) ceases to be a member of the Association; or
- (i) is directly or indirectly interested in any contract or proposed contract with the Association.

Provided always that nothing in this paragraph shall affect the operation of Clause 6 of the Memorandum of Association of the Association.

42. All Members of the Board of Directors shall remain in office until their successors are appointed or confirmed in office by election of Members in General Meeting.

43. Any Director who is or will attain the age of 72 years within the next twelve months following his election shall be eligible to be elected only until the next following General Meeting.

44. If at any extraordinary general meeting summoned upon the requisition of members a resolution disapproving of any act of the Board of Directors shall be passed by a majority of three quarters of the members present and voting on the question, the Members of the Board of Directors shall immediately cease to hold office and an election for Directors shall be held at that meeting Provided that any of the Members who have ceased to hold office shall be eligible for re-election.

#### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

45. The business of the Association shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not, by the Code or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless, to any of these Articles to the provision of the Code, and to such regulations, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Association in general meeting; provided that any rule, regulation or by-law of the Association made by the Board may be disallowed by the Association in general meeting and provided further that no resolution or regulation made by the Association in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

46. The Board may exercise all the powers of the Association 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 Association.

47. For the purpose of Clause 6 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Association shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.

48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Board or in such other manner as the Board from time to time determines.

49. The Board shall cause minutes to be made:-

- (a) of all appointments of officers and servants;
- (b) of names of members of the Board present at all meetings of the Association;
- (c) of all proceedings at all meetings of the Association;
- (d) of all expenditure approved by the Board of Directors.

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 BOARD OF DIRECTORS

50. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time and the Secretary shall on the requisition of a member of the Board summon a meeting of the Board of Directors. X

51. Subject to these Articles questions arising at any meeting of the Board shall be decided by a majority of votes and determination by a majority of the members of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

52. The QUORUM necessary for the transaction of the business of the Board shall be a majority of the Board as previously defined in Article 30.

53. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the committee, the continuing member or members may act for the

purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Association, but for no other purpose.

54. The President shall preside as Chairman at every meeting of the Board, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman of if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

55. The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the Directors of the Association by the Code or the general law) to one or more sub-committees consisting of such member or members of the Association as the Board thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have the power to co-opt any member or members of the Association and all members of such sub-committees shall have one vote. X

56. The Board may appoint one or more advisory committees consisting of such member or members of the committees as the Board thinks fit. Such advisory committees shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Association and all members of such advisory boards shall have one vote.

57. 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. X

58. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the member of the Board 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 Board.

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

### SECRETARY

60. The Secretary shall in accordance with the Code be appointed by the Board 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 Board from appointing a member of the Association as Honorary Secretary and any member so appointed shall forthwith become an office-bearer of the Association and, if not already a member of the Board, ex officio a member of the Committee and he shall be subject to the provisions of the Memorandum and Articles of Association.

### SEAL

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

### ACCOUNTS

62. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document 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 Board shall cause to be made out and laid before each annual general meeting a balance-sheet and profit and loss account made up to a date not more than five months before the date of the meeting.

63. The Board shall from time to time determine in accordance with Clause 12 of the Memorandum of Association at what times and places under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of members.

### AUDIT

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

### NOTICE

65. 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 at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

Notice of every general meeting shall be given in any manner herein - before authorised to:-

- (a) every member except those members who (having no registered address within the State) have not supplied to the Association an address within the State for the giving of notices to them;

and

- (b) the Auditor or Auditors for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.

### WINDING UP

66. The provisions of Clauses 10 and 11 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

### INDEMNITY

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

The Articles of Association of the Muscular Dystrophy Association of New South Wales were amended by way of a Resolution passed by members at an Extraordinary Meeting held on 13 December 1989.

The Memorandum of Association of the Muscular Dystrophy Association of New South Wales was amended by way of a Special Resolution passed by members at the Annual General Meeting of the Association held on 29 November 1991.

November 1991