

THE CORPORATIONS LAW

THE

CONSTITUTION

OF

THE

ROYAL AUSTRALIAN REGIMENT
FOUNDATION

A Company Limited by Guarantee

ACN 055 902 433
ABN 31 055 902 433
"Serving The Regiment"
15 June 1992 & amended 22 November 2001

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OF THE
CONSTITUTION

THE ROYAL AUSTRALIAN REGIMENT FOUNDATION

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INTERPRETATION

1 In this Constitution:

"Constitution" means "the Constitution of the Foundation".

"battalion" means a "battalion of the Regiment".

"Regiment" or "RAR" mean the "The Royal Australian Regiment".

"Board" means the directors of the Foundation elected or appointed pursuant to this Constitution.

"Colonel Commandant" means the Colonel Commandant, The Royal Australian Regiment.

"President" means the Colonel Commandant of the Regiment, or that person appointed to conduct his duties when he is unable to do so.

"Enrolled Supporter" means a person accepted by the Board who is serving or has served in the Regiment or who has been associated with the Regiment or who the Board may admit to this category and who wishes to support the Regiment by paying an annual Enrolled Supporter's donation.

"the Foundation" means THE ROYAL AUSTRALIAN REGIMENT FOUNDATION.

"the Law" means the Corporations Law.

"the RAR Council" means The Royal Australian Regiment Council.

"Head of Corps" means Head of Corps of the Royal Australian Infantry Corps.

"Deputy Head of Corps" means Deputy Head of Corps of the Royal Australian Infantry Corps.

"the seal" means the common seal of the Foundation.

"Secretary" means any person appointed to perform the duties of a secretary of the Foundation and includes an honorary secretary.

"Territory" means the Australian Capital Territory.

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

Division 10 of Part 1.2 of the Law applies in relation to this Constitution as if it were an instrument made under the Law as in force on the day when this Constitution becomes binding on the Foundation.

Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

NAME

2 The name of the company is The Royal Australian Regiment Foundation, herein called "the Foundation".

OBJECTS

- 3
- a. The principal objects for which the Foundation is established are both patriotic and charitable. It is intended that the Foundation will become a focus to assist the well-being and interests of Australia and to make the community at large more patriotic.
 - b. The principal objects will be achieved by enabling contributions to the Foundation as a public fund to be utilised in two ways:-

(1) Collective objects will support the RAR, its Associations, and other patriotic organisations; so as to enable the RAR, as the largest single regiment in the Australian Army, to better undertake its duties in the national interest as directed by the Government of Australia.

(2) Specific individual objects will enable the Foundation to assist the comfort recreation and welfare of members of the armed forces of Australia and of needy dependents of those members.

- 4 Without limiting the generality of the foregoing, specific collective objects are:
- a. The making of loans and grants to the Regiment, to one or more battalions, and in special circumstances to the several RAR Associations and to other patriotic community organisations with similar objects as the Foundation and whose constitutions prohibit the distribution of income and property among its members and which satisfy the requirements of section 78(1) (a) of the Income Tax Assessment Act 1936.
 - b. The acceptance and management of gifts and endowments given to the Regiment.
 - c. The management of gifts and endowments given to particular battalions should the relevant Commanding Officer so request.
 - d. The care and control of battalion funds and the custody, preservation and storage of regimental property of a battalion or battalions on behalf of the Australian Army, particularly in the case of deployment on duty overseas, should a relevant request be made to the Foundation.
 - e. The preservation or disposal of regimental property and the disbursement of battalion funds in the event of the disbandment of a battalion.
 - f. The supervision of the proper safeguarding of and accounting for valuable gifts, ornaments and objects donated to the Regiment or to any battalion should a relevant request be made.
 - g. The funding or supplementary funding for:-
 - (1) Amenities, recreation and comforts for the Regiment.
 - (2) The preservation and display of Colours of the Regiment and items of historical significance.
 - (3) Items of historical significance used for ceremonial purposes not available through other sources.
 - (4) Dress accoutrements particular to the Regiment or a battalion and not available through other sources.
 - (5) Initiatives which support the following:
 - (a) Publications and brochures.
 - (b) The production of special videos of educational, social, ceremonial and historical activities.
 - (c) Participation in media projects.
 - (d) Special parades and other activities performed before the public, specifically for the enhancement of the reputation of the Australian Army and the Regiment.

- (e) Special parades, performances, presentations, displays, carnivals and concerts of the Regiment, its battalions, the bands of the battalions and the massed bands of the Regiment.
 - (f) Regimental competitions.
 - (g) Trophies and awards for competition in military and sporting skills and prowess within the Regiment.
 - (h) Helping battalions, parts of battalions or individuals representing the Regiment or battalions to take part in local, state, national and, in exceptional circumstances, international competitions
 - (i) Contributions towards the construction and maintenance of Regimental monuments and memorials.
- h. The undertaking of initiatives designed to inform, educate and induce the participation of the community in projects of national interest. These will include:
- (1) The establishment and operation of a Military Museum.
 - (2) The establishment and operation of a Regimental history and archives organisation with facilities throughout Australia capable of supporting external community research.
 - (3) The purchasing of items of historical interest to the Regiment and its role in the Australian Army and the defence of Australia.

5 The specific individual objects for which the Foundation is established are charitable. They are the provision of benefits or supplementary benefits to serving members of the Regiment and to their immediate families to alleviate hardship provided that account is taken of assistance available from other sources.

- 6 Without limiting the generality of the foregoing, specific individual objects include:
- a. Subject to paragraph 8 welfare grants to help relieve poverty and distress of the families of serving members of the Regiment who are in need.
 - b. Welfare grants to the widows and children of persons who at the time of their death were serving members of the Regiment, so as to help alleviate hardship.
 - c. Grants and bursaries to help educate in special circumstances children of members of the Regiment and in such circumstances children of persons who at the time of their death were members of the Regiment.

POWERS

7 Solely for the purpose of carrying out the above objects and not otherwise the Foundation shall have the following 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 member of the Foundation shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Foundation.

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 Foundation.

PROVIDED that the Foundation 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 Foundation under or by virtue of Paragraph 8 of this Constitution.

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 Foundation or persons frequenting the Foundation's premises.

d. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights 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 Foundation.

PROVIDED that in case the Foundation shall take or hold any property which may be subject to any trusts the Foundation 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 Foundation's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Foundation 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 Foundation.

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 Foundation or the dependents 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, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Foundation'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 Foundation not immediately required in such manner as may be permitted by law for the investment of trust funds.

j. To borrow or raise or secure the payment of money in such manner as the Foundation 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 Foundation in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Foundation'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 Foundation.

- 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 Foundation's property of whatsoever kind sold by the Foundation or any money due to the Foundation 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 Foundation but subject always to the proviso in sub-paragraph 7d.
- 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 Foundation in the shape of donations, annual subscriptions or otherwise.
- p. To print and publish any newspapers, periodicals, books or leaflets that the Foundation 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 Foundation is authorised to amalgamate.
- r. To transfer all or any part of the property, assets, liabilities and engagements of the Foundation to any one or more of the companies, institutions, societies or associations with which the Foundation 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 Foundation shall not support with its funds any activity or endeavour or impose on or procure to be observed by its members or others any regulations or restrictions which if an object of the Foundation would make it a trade union within the meaning of the Trade Union Act, 1958.

The powers set forth in Section 161(1) of the Corporations Law shall not apply to the Foundation except insofar as they are included in this paragraph 7.

USE OF FOUNDATION FUNDS

8 The income and property of the Foundation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Foundation as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Foundation.

PROVIDED that nothing herein shall prevent the repayment of out-of-pocket expenses, including travel and accommodation expenses, nor the payment in good faith of remuneration to any officer or servant of the Foundation or to any member of the Foundation in return for any services actually rendered to the Foundation or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose by the Board on money borrowed from any member of the Foundation or reasonable and proper rent for premises let by any member to the Foundation.

PROVIDED ALWAYS that no remuneration in money or money's worth shall be paid or given by the Foundation to any member of the governing body of the Foundation.

ALTERATION TO CONSTITUTION

9 No alteration shall be made to or in the Constitution for the time being in force, unless the same shall have been previously approved by both the Australian Securities Commission (the Commission) and if at the relevant time the Foundation is registered under the New South Wales

Charitable Collections Act, 1934 or is involved in making any appeal for support or is conducting charitable activities in that State, the Minister responsible for the administration of that Act.

OMISSION OF LIMITED FROM NAME

10 The eighth, ninth and fourteenth paragraphs of this Constitution contain conditions upon which a licence is granted by the Commission to the Foundation. In pursuance of the provisions of the said paragraphs the Commission may from time to time, on giving notice to the Foundation of its intention so to do, and after affording the Foundation an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Foundation.

LIABILITY OF MEMBERS

11 The liability of the members is limited.

12 Each member of the Foundation undertakes to contribute to the property of the Foundation, in the event of the same being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Foundation (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 the contributories among themselves, such amount as may be required, not exceeding one hundred dollars (\$100.00).

WINDING UP

13 If upon the winding-up of the Foundation there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Foundation, but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Foundation, and whose 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 is imposed on the Foundation under or by virtue of paragraph 8 hereof, such institution or institutions must satisfy the requirements of clause 78(1) (a) of the Income Tax Assessment Act, 1936 and shall be determined by the members of the Foundation at or before the time of the dissolution and in default thereof by application to such Court as may have or acquire jurisdiction in the matter.

14 If at the start of the winding up any assets of the Foundation are situated in New South Wales and if the Foundation is then subject to the provisions of the New South Wales Charitable Collections Act, 1934, the institution or institutions to which such assets shall be given or transferred shall, if the Minister administering that Act shall so require, be one which is registered or exempt from registration under that Act.

ACCOUNTS

15 True accounts shall be kept of all money received and expended by the Foundation, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Foundation; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution 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 Foundation 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 Corporations Law.

APPLICABLE STATE AND TERRITORY LEGISLATION

16 Notwithstanding any other provision in this Constitution, the Foundation shall comply with such of the provisions of any Commonwealth, State or Territory legislation and the regulations and ordinances thereunder as are applicable to the Foundation, its activities and its officers.

ENROLLED SUPPORTERS

17 An application to become an Enrolled Supporter shall be in writing, signed by the applicant, and be accompanied by the relevant annual donation. The form of the application shall be as the Board from time to time determines.

18 On receipt of an application by a person to become an Enrolled Supporter the Secretary shall as soon as practicable acknowledge the application and donation and enter the applicant's relevant details in the appropriate register of Enrolled Supporters. Upon same being so entered, the applicant shall be an Enrolled Supporter of the Foundation.

19 The annual donation payable by Enrolled Supporters shall be such as the Board shall from time to time prescribe, provided that until the Board shall otherwise resolve the annual donation shall be \$10.00.

20 The annual period for donations by Enrolled Supporters is 1st January to 31st December in each year. All annual donations by Enrolled Supporters shall become due and payable in advance by 23rd November in the previous year.

21 Any Enrolled Supporter whether a new or continuing Enrolled Supporter may at any time pay his annual donation five (5) years in advance. That donation shall be deemed to have been paid in full notwithstanding any subsequent variation in the rate of donations during the pre-paid period. Should such an Enrolled Supporter cease to be an Enrolled Supporter for any reason during such pre-paid period the donation paid in advance shall be deemed to be a gift to the Foundation and shall not under any circumstances be refundable to the Enrolled Supporter.

22 If the annual donation of an Enrolled Supporter is not received by the Foundation by the due date then the Enrolled Supporter shall cease at the end of the then current year to be an Enrolled Supporter of the Foundation PROVIDED that a former Enrolled Supporter may regain his previous status on reapplying for same and being accepted by the Secretary.

23 An Enrolled Supporter may at any time by giving notice in writing to the Secretary resign his position as an Enrolled Supporter.

LIFE GOVERNOR

24 An Enrolled Supporter or a person who is eligible to apply to become an Enrolled Supporter and who meets the conditions determined from time to time by the Board may be appointed by the Board as a Life Governor of the Foundation.

SPONSOR

25 A Sponsor is any person or entity who makes or agrees to make such annual or other donation to the Foundation as the Board may from time to time determine is commensurate with the title Sponsor and is acknowledged by the Board to be a Sponsor of the Foundation for a period determined by the Board.

NATIONAL BENEFACTOR

26 A National Benefactor is any person or entity who makes or agrees to make such annual or other donation to the Foundation as the Board may from time to time determine is commensurate with the title National Benefactor and is acknowledged by the Board to be a National Benefactor of the Foundation for a period determined by the Board.

MEMBERSHIP

27 The subscribers to the Constitution and such other persons who are at any relevant time members of the Board, or members of the RAR Council, or are persons who the Board has resolved may be admitted to membership in accordance with these Constitution are eligible to be members of the Foundation.

28 An application for membership shall be in writing, signed by the applicant, and be accompanied by the relevant annual subscription. The form of the application shall be as the Board from time to time determines.

29 On receipt of an application for membership from an eligible person, the Secretary shall as soon as practicable acknowledge the application and enter the applicant's relevant details in the register of members. Upon same being so entered, the applicant shall be a member of the Foundation.

30 The annual subscription payable by members of the Foundation shall be such as the Board shall from time to time prescribe, provided that until the Board shall otherwise resolve the annual subscription shall be \$10.00.

31 The membership year of the Foundation is 1st January to 31st December in each year. All annual subscriptions shall become due and payable in advance by 23rd November in the previous year.

CESSATION OF MEMBERSHIP

32 If the subscription of a member is not received by the Foundation by the due date 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.

33 A member may at any time by giving notice in writing to the Secretary resign his membership of the Foundation 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 to the Foundation and in addition for any sum not exceeding one hundred dollars (\$100.00) for which he is liable as a member of the Foundation under paragraph 12 of the Constitution.

34 If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Foundation the Board shall have power by resolution to censure suspend or expel the member from the Foundation PROVIDED that at least fourteen (14) days 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 (24) 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 Foundation in general meeting and in that event an extraordinary general meeting of the Foundation 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 vote to be taken by ballot) the member concerned shall be dealt with accordingly and in the case of a resolution for his expulsion the member shall be expelled.

35 Should any person as a member have elected in accordance with the preceding paragraph to have a question of censure, suspension or expulsion dealt with by the Foundation in general meeting and should the relevant resolution be passed by the relevant majority at such a meeting then if same was held for no purpose other than dealing with the matters referred to in the preceding paragraph that person shall reimburse the Foundation for all expenses incurred by the Foundation in calling and holding the meeting.

GENERAL MEETINGS

36 An annual general meeting of the Foundation shall be held in accordance with the provisions of the Law. All general meetings, other than the annual general meetings, shall be called extraordinary general meetings.

37 The President, the Deputy President or any two (2) members of the Board who are entitled to vote at Board meetings may whenever they think fit require the Secretary to convene an extraordinary

general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Law.

38 Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, fourteen (14) 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 Foundation.

39 For the purpose of the preceding paragraph 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, and the report of the Board and Auditors, and the appointment of the Auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

40 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 fifteen (15) members present in person or by proxy shall be a quorum.

41 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 Board 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.

42 The President shall preside as Chairman at every general meeting of the Foundation, 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 unable or unwilling to act, the Deputy President shall be the Chairman or if there is no Deputy President or if he is not present or is unable or unwilling to act then the members present shall elect one of their number who is a director to be Chairman of the meeting and if there is no such director present and able and willing so to act then the members present shall elect one of their number to be Chairman of the meeting.

43 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 (30) 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 of the business to be transacted at an adjourned meeting.

44 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;
- 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 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 Foundation 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.

45 If a poll is duly demanded it shall be taken in such 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.

46 In the case of an equality of votes, whether on a show of hands or on a poll, the President or Deputy President if present and sitting as 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.

47 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.

48 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 vote, whether on a show of hands or on a poll, by his trustee or by such other person as properly has the management of his estate, and any such trustee or other person may vote by proxy or attorney.

49 No member shall be entitled to vote at any general meeting if his annual subscriptions shall be in arrears at the date of the meeting.

50 Any instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. 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.

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

THE ROYAL AUSTRALIAN REGIMENT FOUNDATION - PROXY

I,of

being a member of THE ROYAL AUSTRALIAN REGIMENT FOUNDATION hereby appoint

..... of or failing him

..... of

as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Foundation, to

be held on theday of20

and at any adjournment thereof.

My proxy is hereby authorised to vote in *favour of/*against the following resolutions:

Signed thisday of20

To be inserted if desired.

* Strike out whichever is not desired.

52 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 Foundation, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

53 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 Foundation at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE BOARD (INCLUDING OFFICE-BEARERS)

54 a. The office-bearers of the Foundation shall be the 'Chairman of the Board' and 'Secretary of the Foundation'.

b. The Colonel Commandant of the Royal Australian Regiment is the President of the Foundation and also the 'Chairman of the Board'. He may nominate another Foundation member to act as 'Chairman of the Board'. The individual so nominated shall hold the position of 'Chairman of the Board' at the discretion of the Colonel Commandant.

55 The person who for the time being holds the appointment of:

a. Colonel Commandant of the Regiment shall be the President of the Foundation. The Colonel Commandant may appoint a person to be the Chairman of the Board to conduct his duties when he is unable to do so.

b. The Head of Corps shall be the Deputy President of the Foundation and shall be represented by the Deputy Head of Corps in his absence.

56 The persons who have subscribed to the Constitution shall constitute the initial Board.

57 All of the persons named in the preceding Paragraph (other than the office-bearers) shall retire at the first annual general meeting. Then:

a. At the annual general meeting in every subsequent year one-third of the directors for the time being (other than the office-bearers), or, if their number is not 3 or a multiple of 3, then the number nearest one-third, shall retire from office.

b. A retiring director is eligible for re-election.

c. After the first annual general meeting the Board shall, subject to the Law and this Constitution, consist of the office-bearers and not more than seven (7) other persons.

58 The directors to retire at an annual general meeting other than the first annual general meeting are those who have been longest in office since their last election, but, as between persons who became directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

59 At each annual general meeting vacancies in the Board for the positions of directors, other than the office-bearers, shall be filled by election by the members in the manner set out herein.

a. Any two members of the Foundation may nominate any person, who is a member of the Foundation or is eligible to be a member, to serve as a director.

b. The nomination, which shall be in writing and signed by the nominee and his 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 at the head office of the Foundation for at least seven days immediately before the annual general meeting.

d. Balloting lists shall be prepared (if necessary) containing only the names of the candidates in alphabetical order, and if so determined by the President, the ranks, appointments and decorations of the candidates. 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.

e. If there shall not be a sufficient number of candidates nominated, the Board may fill the remaining vacancy or vacancies.

60 If requested by the President the Foundation 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 Board.

61 The directors may at any time appoint any person, who is either a member of the Foundation or an eligible person to become a member, to be a director (other than an office-bearer), either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors does not at any time exceed the number determined in accordance with the preceding paragraphs. Any director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at that meeting.

62 The Foundation may, by ordinary resolution of which special notice pursuant to Section 227 of the Law has been given, remove any officebearer or other director before the expiration of his period of office and may by an ordinary resolution, appoint another person in his place; the person so appointed shall hold office only until the next following annual general meeting.

63 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 a company by reason of any order made under the Law;
- c. ceases to be a director by operation of Section 228 of the Law;
- d. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- e. resigns his office by notice in writing to the Foundation;
- f. for more than three (3) months is absent without permission of the Board from meetings of the Board held during that period;
- g. holds any office of profit under the Foundation;
- h. ceases to be a member of the Foundation, or if not a member at the time he becomes a director falls to become a member within two (2) months of becoming a director; or
- i. is directly or indirectly interested in any contract or proposed contract within the meaning of Section 231 of the Law with the Foundation and does not disclose same to the President as soon as practicable. Provided always that nothing in this sub-paragraph shall affect the operation of paragraph 8 of the Constitution.

ASSOCIATE DIRECTORS

64 The directors may from time to time appoint any person other than a person who is at that time a member of the Board to be an associate director and may from time to time terminate any such appointment.

65 The directors may from time to time determine the powers and duties of any person so appointed, however no such person shall have a vote at any meeting of the directors nor shall the attendance of an associate director at a Board meeting be taken into account for the purpose of determining whether or not a quorum of Board members is present.

66 A person so appointed does not except by the invitation and with the consent of the directors, have any right to attend at any meeting of directors however notices of meetings of the directors shall be sent to all associate directors at the same time as they are sent to the other directors.

67 A person appointed as an associate director shall not be required to become a member of the Foundation.

68 A person who is an associate director shall immediately cease to hold such position if he becomes a member of the Board.

POWERS AND DUTIES OF THE BOARD

69 The business of the Foundation shall be managed by the Board who may pay all expenses incurred in promoting and registering the Foundation, and may exercise all such powers of the Foundation as are not, by the Law or by these paragraphs, required to be exercised by the Foundation in general meeting.

70 Without limiting the generality of paragraph 69 the Board may exercise all the powers of the Foundation 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 Foundation.

71 For the purposes of paragraph 8 of the Constitution the rate of interest payable in respect of money lent by any member to the Foundation shall not exceed the rate paid for the time being by the Commonwealth Bank of Australia in respect of savings accounts in the sum lent by the relevant member.

72 The Board may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Foundation for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Board), for such period and subject to such conditions as it thinks fit. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.

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

74 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 Foundation and of the Board;
- c. of names of associate directors present or in attendance at all meetings of the Foundation and of the Board; and
- d. of all proceedings at all meetings of the Foundation and of the Board.

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

75 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.

76 Without limiting the general power conferred on the Board by the preceding paragraph the members of the Board may conduct their meetings by telephone. A member shall be deemed to be present at such a meeting if his speech via the telephone is audible to each other member of the Board who is present at the relevant meeting and if he can hear the speech of each other member present.

77 Subject to these paragraphs questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board present and voting shall for all purposes be deemed a determination of the Board. In case of an equality of votes the President, or Deputy President if present and sitting as Chairman of the meeting, shall be entitled to a second or casting vote.

78 The quorum necessary for the transaction of the business of the Board shall be a majority of the members of the Board from time to time.

79 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 paragraphs as the necessary quorum of the Board, the continuing member or members may act for the purpose of summoning a general meeting of the Foundation, but no other purpose.

80 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 Deputy President shall be Chairman or if the Deputy President is not present at the meeting then the members present may choose one of their number to be Chairman of the meeting.

81 The Board may delegate any of its powers and or functions (not being duties imposed exclusively on the Board as the directors of the Foundation by the Law or the general law or these paragraphs) to one or more committees consisting of such directors as the Board thinks fit. Any committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Foundation and to seek and obtain advice and assistance from persons who are not members of the Foundation.

82 The Board may appoint one or more advisory boards consisting of such members of the Board or associate directors as the Board thinks fit. Such advisory boards 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 Foundation and to seek and obtain advice and assistance from persons who are not members of the Foundation.

83 A committee or advisory board 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 voting in person or by proxy, each such member (including in the case of an advisory board, each relevant associate director) having one vote and in the case of an equality of votes the Chairman shall have a second or casting vote.

84 All acts done by any meeting of the Board or of a committee of the Board 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 persons acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

85 A resolution in writing signed by either the President or the Deputy President and all the other 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.

SECRETARY

86 A secretary shall in accordance with the Law be appointed by the Board for such term, and 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 Foundation as Honorary Secretary.

SEAL

87 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 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 a director and shall be countersigned by the Secretary or by a second director or by some other person appointed by the Board for the purpose.

88 The Board shall cause a register to be kept in which shall be recorded each use of the seal and sufficient information to identify each document to which the seal is affixed.

ACCOUNTS

89 The Board shall, in accordance with Section 315 of the Law, cause proper accounting and other records to be kept and shall, prior to each annual general meeting, distribute copies of the financial statements of the Foundation, the Auditor's report and all other relevant documents to each person who is entitled to receive notices of general meetings of the Foundation.

90 The Board shall from time to time determine in accordance with paragraph 14 of the Constitution at what times and places and under what conditions the accounting and other records of the Foundation shall be open to the inspection of members.

BANK ACCOUNT

91 All moneys received by the Foundation without deduction for expenses or commission shall be paid into a separate account at a suitable financial institution (being an institution with which trustees are authorised to invest funds) which account shall be kept in the name of the Foundation and such account shall at all times be operated on by not less than two (2) persons jointly.

AUDIT

92 A qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Law.

93 So long as the Foundation is subject to the provisions of the New South Wales Charitable Collections Act, 1934 or any regulations made thereunder the Board will on receipt of audited accounts in respect of the Foundation cause copies of such accounts to be sent to the Minister responsible for the administration of that Act.

NOTICE

94 Any notice required by law or by or under these paragraphs 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 Australia) to the address, if any, within Australia supplied by him to the Foundation 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.

- 95 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 Australia) have not supplied to the Foundation an address within Australia for the giving of notices to them;
 - b. the Auditor or Auditors for the time being of the Foundation;
 - c. all members of the Board and all associate directors.

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

WINDING UP

- 96 The provisions of paragraph 13 of the Constitution relating to the winding-up or dissolution of the Foundation shall have effect and be observed as if the same were repeated in this Constitution.

INDEMNITY

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