

**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

(as amended on 6 September, 2010)

INDEPENDENT PRIMARY SCHOOL

HEADS OF AUSTRALIA LTD

(ACN 059 221 877)

(ABN 31 059 221 877)

MEMORANDUM OF ASSOCIATION

1. The name of the Company is the "Independent Primary School Heads of Australia" (hereinafter called "The Association").
*(Amended by Special Resolution on 15 September, 2008)

2. (a) The objects for which the Association is established are:
 - (i) To provide opportunities for members to meet for discussion and exchange of ideas;
 - (ii) To encourage professional competence amongst members;
 - (iii) To publish and distribute information to members;
 - (iv) To provide a conduit for the better management of educational resources and staff thereby aiming to increase the educational opportunity for all pupils in these schools;
 - (v) To take over the funds and other assets and liabilities of the present unincorporated Association known as the Junior School Heads' Association of Australia;
 - (vi) To initiate, foster or participate in activities, forums, surveys and the like which shall be deemed likely to further the cause of education in general and the cause of education in the non-government sector in particular;
 - (vii) To approve grants of money to eligible members to assist them in completing or extending projects or studies designed to further the cause of primary school education. Recommendations for grants will be made to the Board by the Members' Professional Development Grants Committee after due consideration of applications made to it by members;
*(Amended by Special Resolution on 15 September, 2008)
*(Amended by Special Resolution on 6 September, 2010)
 - (viii) To select an eminent person to deliver a paper at the Biennial Conference entitled the "Wells Oration" in memory of Mr. E.A. Wells. The cost of this activity shall be met from Biennial Conference subscriptions. The cost of publication shall be subsidised as necessary within reason from federal funds.

- (b) Solely for the purpose of carrying out the aforesaid objects and not otherwise the Association shall have the following powers:
 - (i) 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 Association shall receive any prize, award or distinction of monetary value except as a successful competitor in any competition held or promoted by the Association.

- (ii) To subscribe to become a member of and cooperate 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.

- (iii) 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.
- (iv) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property, real and persona, 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 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.

- (v) 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.
- (vi) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association.
- (vii) 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.
- (viii) 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 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.

- (ix) To invest and deal with money of the Association not immediately required in such manner as the Board thinks fit.
- (x) To borrow or raise or secure the payment of money in such manner as the Association may think fit and 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.
- (xi) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (xii) 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.
- (xiii) 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 purchases and others.
- (xiv) 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 (iv) of this Clause 2.
- (xv) 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.
- (xvi) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects and in particular to:
 - a) publish periodically a journal for the dissemination of news, articles, views and other material of interest to the members of the Association. The responsibility for this publication shall be vested in the Board and the publication shall be executed on the Board's behalf by an appointed Editor for the time being;
 - b) to publish periodically a membership directory.
- (xvii) 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.

- (xviii) 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.
- (xix) To make donations for patriotic or charitable purposes.
- (xx) 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 endeavor to impose on or procure to be observed by its members or others any regulations or restrictions which if an object of the Association would make it a trade union within the meaning of the Trades Union Act 1958.

The powers set forth in Section 161(1) of the Corporations Law shall not apply to the Association except insofar as they are included in this Clause 2.

3. 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 the 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 not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association on money 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 director shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any director except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

4. No addition, alteration or amendment shall be made to or in the Memorandum of Articles or Association for the time being in force, unless the same shall have been previously submitted to and approved by the Australian Securities Commission (hereinafter called "the Commission").
5. The third, fourth and ninth clauses 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 the said clauses the Commission may from time to time, on giving notice to the Association of its intention so to do, and after affording the Association 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 Association.
6. The liability of the members is limited.

7. 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 ceases 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 ten dollars (\$10.00).
8. If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to nor distributed among the members of the Association, but shall be given or transferred to some other institution or company having objects similar to the objects of the Association and which is exempted from income tax pursuant to Section 23 of the Income Tax Assessment Act 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 is imposed on the Association under or by virtue of Clause 3 hereof. Such institution or institutions to be determined by the members of the Association at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.
9. True accounts shall be kept of the sums of money received and expended by the Association and 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 Corporations Law.
10. The names, addresses and occupations of the (5) subscribers are as follows:

Graham Theodore Nowacki, Scotch College Junior School, 491 Glenferrie Road, Hawthorn, VIC 3122.

Roy A. Zimmerman, The Master, Wyvern House, Newington College, Stanmore Road, Stanmore, NSW 2048.

Pamela Florence Ayers, Head Mistress, Morris Hall, Melbourne Girls' Grammar School, 100 Caroline Street, South Yarra, VIC 3141.

Natalie Margaret Vandeppeer, Mistress In Charge, Westminster Preparatory School, Alison Avenue, Marion, SA 5043.

Julie Ann Rimes, Head Mistress, The Junior School, St. Michael's Collegiate School, 218 Macquarie Street, Hobart, TAS 7000.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of the Memorandum of Association.

Signatures of Subscribers
(sgd) BR

Witness to and Address
Signatures of Witness

(sgd) Graham T. Nowacki }
(sgd) Roy A Zimmerman }
(sgd) Pamela F Ayers }
(sgd) Natalie M Vandeppeer }
(sgd) Julie Rimes }

(sgd) Brian Rowe J.P.
43 Regency Place
Mudgeeraba 4213

DATED this 30th day of September 1992.

ARTICLES OF ASSOCIATION

INTERPRETATION

1. In these Articles:

“the law” means the Corporations Act 2001 (as amended);
*(Amended by Special Resolution on 15 September, 2008)

“the Board” or “the Board of Directors” means the directors of the Association elected or appointed pursuant to those Articles or any committee of directors elected to carry out the business of the Board;

“the Association” means the Independent Primary School Heads of Australia Limited;
*(Amended by Special Resolution on 15 September, 2008)

“the unincorporated Association” means the unincorporated body known as the Junior School Heads’ Association of Australia whose funds and others assets and liabilities the Association is authorised to take over by Clause 2(a)(v) of the Memorandum of Association;

“Head” means a person designated as such or with an equivalent title;

“Primary School” means a school with a majority of pupils in age from five to fourteen years;
*(Amended by Special Resolution on 15 September, 2008)

“the seal” means the common seal of the association;

“secretary” means any person appointed or elected to perform the duties of a secretary of the association and includes an Honorary Secretary;

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

words or expressions contained in these articles shall be interpreted in accordance with the provisions of the Law;

the masculine form of personal pronouns when a neutral sense is intended has been adopted; all matters discussed herein apply equally to females and males, as appropriate. There is no discrimination intended or implied in any instance in which the masculine gender is used as a generalisation.

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

MEMBERSHIP

3. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with these Articles shall be members of the Association. The categories of membership include:

- 3.1 Full Membership
- 3.2 Associate Membership
- 3.3(a) Honorary State Life Membership
- 3.3(b) Honorary Federal Life Membership
- 3.4 Overseas Membership

Heads of Secondary Schools or Heads of Schools conducted for private profit cannot be admitted to any of the categories of membership of the IPSHA.

*(Amended by Special Resolution on 18 September, 2006)

*(Amended by Special Resolution on 15 September, 2008)

3.1 Full Membership

Heads of Independent Primary or Middle Schools may be invited to apply for and be admitted to Full Active Membership.

*(Amended by Special Resolution on 18 September, 2006)

*(Amended by Special Resolution on 15 September, 2008)

Applications for full membership shall be submitted by all candidates on the appropriate Association form to the appropriate State Branch. Such applications when approved by State Branch shall be submitted to the Treasurer and through him to the President whose further approval must be given before a candidate may be admitted. Should no State Branch be formally constituted an application suitably signed by members nominating and seconding a candidate shall be submitted directly to the Treasurer.

*(Amended by Special Resolution on 27 June, 2004)

Full Members, duly admitted, will:

- a) pay an annual subscription fee, which shall be an amount as determined from time to time by the Association at an annual general meeting plus an annual state fee determined from time to time by the relevant State Branch;
- b) be entitled to attend and receive notice of all meetings and functions of the appropriate State Branch, all general meetings and conferences of the Association;
- c) be eligible to vote at such State and Federal Meetings;
- d) be eligible to hold office at a State and Federal level;
- e) be entitled to receive copies of Association publications including the Membership Directory, published minutes and statements, official invitations to general State and Federal functions and activities, and such other documents as may from time to time be made available by State or Federal bodies for general publication to members.

3.2 Associate Membership

State Branches may nominate for the Associate category former members of not less than five years standing who are resident in their State. In the case of former Heads with less than five years' membership prior approval for nomination must be given by the Treasurer and President before the State Branch invitation is extended.

*(Amended by Special Resolution on 27 June, 2004)

Associate Members duly admitted will:

- pay an annual subscription fee which will be a percentage, determined from time to time by the Board, of the fee for a full Active Member plus a fee determined from time to time by the relevant State Branch;
- be entitled to receive copies of the Association's journal;
- be eligible to attend meetings and conferences at their own expense;
- be eligible to receive copies of all documents to which Full Members are entitled;
- be ineligible to vote at Federal or Branch meetings;
- be ineligible to hold office at Federal or Branch level.

3.3 There are two categories of Life Membership – Honorary State Life Membership and Honorary Federal Life Membership, with only Federal Life Membership being transferable from State to State;

(a) Honorary State Life Membership

State Branches may nominate for the Honorary State Life Membership category former members of not less than ten years standing who are resident in their state and who have made an outstanding and sustained contribution to the Branch. Nominations shall be submitted in writing to the Treasurer, thence to the President.

*(Amended by Special Resolution on 27 June, 2004)

Honorary State Life Members duly admitted will:

- be eligible to attend meetings and conferences at their own expense;
- be guests of their State Branch at annual dinners following their election;
- be entitled to any other benefits as determined by the State Branch;
- be entitled to receive copies of all documents to which Full Members are entitled;
- be ineligible to vote at Federal or Branch meetings;
- be ineligible to hold office at Federal or State level.

(b) Honorary Federal Life Membership

This is the Association's highest honour. It is a category to which former members of not less than ten years standing may be admitted on giving written indication to their State Branch of their intention to retire in the near future and the timing thereof, in recognition of their outstanding service to the Association through exceptional and sustained contribution given as a member of the Board and within their State Branch. Candidates for Honorary Federal Life Membership are to be nominated by State Branches to the Board. Their nomination must have the approval of a majority of their State Branch Full Members and be accompanied by a citation of their contribution to the IPSHA. Following the Board's approval, awards to candidates so approved will be announced promptly. Subsequently their citation and photograph will be published in the Association's Journal and also read at the Annual General Meeting next following announcement of their award.

Honorary Federal Life Members duly admitted will:

- be eligible to attend meetings and conferences at their own expense;
- be guests of the Association at the conference next following announcement of the Award. As guests of the Association the State Branch organising the Conference will pay, from Conference funds, their Conference registration fee and accommodation costs and the Association will pay their travel costs, to the value of a standard return air fare. Thereafter the State Branch organising the Conference will pay their Conference registration fee only;
- be guests of their State Branch at annual dinners following their election;
- be entitled to any other benefits as determined by the State Branch;
- be eligible to vote on all matters at Federal and State Branch Meetings;
- be entitled to receive all documents to which Full Members are entitled both at Federal level and from the State Branch relevant to their place of residence;
- be ineligible to hold executive office at Federal or State Branch levels.
*(Amended by Special Resolution on 29 September, 1994)
*(Amended by Special Resolution on 15 September, 2008)

3.4 Overseas Membership

This is a category for Heads of Primary Schools in countries outside Australia. Nominations for a candidate in this category will be approved by the Federal Executive, after due consideration of the candidate's professional background.

Overseas members duly admitted will:

- pay an annual subscription fee which will be a percentage determined from time to time by the Board of the fees for an active Full Member;
- be eligible to attend meetings and conferences at their own expense;

- be entitled to receive copies of all documents to which active full Members are entitled;
- be ineligible to vote at Federal or Branch meetings;
- be ineligible to hold office at Federal or Branch level.

*(Amended by Special Resolution on 27 June, 2004)

*(Amended by Special Resolution on 15 September, 2008)

4. Fellowships

This is an Award to recognise and honour outstanding service by a current Full Member to the Association and/or primary education. Candidates for a Fellowship are to be nominated by State Branches to the Secretary for consideration by the Federal Board. The nomination must have the approval of a majority of the State Branch Full and Honorary Federal Life Members and be accompanied by a citation of the nominee's contribution to the Independent Primary School Heads of Australia Ltd, and/or primary education.

The criteria for nomination includes :

- outstanding contribution to the Association at either Federal and/or State level;
- willingness to show initiative and take on work for the Association;
- special contribution to primary education; and
- regular involvement in Association activities.

Following the Board's approval, awards to candidates so approved will be announced promptly. Subsequently their citation and photograph will be published in the Association's journal and also acknowledged at the Annual General Meeting next following announcement of their Award.

*(Amended by Special Resolution on 27 June, 2004)

*(Amended by Special Resolution on 15 September, 2008)

5. If the whole of the funds and other assets of the unincorporated Association become the absolute property of the Association forthwith after its incorporation then every person who at the date of incorporation of the Association is a member of the unincorporated Association and who on or before the thirty-first day of December 1992 agrees in writing to become a member of the Association shall be admitted by the Board to the membership of the Association.

Every member of the Association who previously to his agreeing to become a member of the Association has paid his subscription due on the first day of January 1992 as a member of the unincorporated Association shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the first day of March 1993.

Annual subscription fees for each calendar year shall be due on the first day of March of each year and payable directly to the Treasurer.

*(Amended by Special Resolution on 27 June, 2004)

Full, Associate and Overseas Members admitted to membership after 30 June of a calendar year shall pay the subscription fee equivalent to one-half of that for the complete current calendar year.

*(Amended by Special Resolution on 18 September, 2006)

6. When an applicant has been accepted for a particular category of membership the Treasurer shall forthwith send to the applicant written notice of his acceptance and a request for payment of this first annual subscription. Upon payment of the first annual subscription the applicant shall join the Association and be entitled to enjoy the benefits that the relevant category of membership bestows upon him, provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant for membership.
*(Amended by Special Resolution on 27 June, 2004)
7. The entrance fees and annual subscription payable by members of the Association shall be such as the Association in a general meeting shall from time to time prescribe, provided that until the Association shall otherwise resolve the annual subscription shall be \$120.00.

CESSATION OF MEMBERSHIP

8. If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may, after notice of the default shall have been sent to him by the Secretary or 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.
*(Amended by Special Resolution on 27 June, 2004)
9. A member may at any time, by giving notice in writing to the Treasurer, resign his membership of the Association but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other monies due by him to the Association and in addition for any sum not exceeding ten dollars (\$10.00) for which he is liable as a member of the Association under clause 7 of the Memorandum of Association of the Association.
*(Amended by Special Resolution on 27 June, 2004)
10. 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 interests of the Association the Board shall have power by resolution to censure, fine, suspend, or expel the member from the Association. 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 he may think fit and provided further, that any such member may, by notice in writing lodged with the Secretary at least seventy-two (72) 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. In that event a 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 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

11. An Annual General Meeting of the Association shall be held in accordance with the provisions of the Law.
12. Any director may, whenever he thinks fit, convene a general meeting. General meetings shall also be convened on such requisition, or in default may be convened by such requisitions as provided by Sections 246 or 247 of the Law.
13. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, fourteen days (14) notice at the least (exclusive of the day on which the notice 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 the 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.
14. For the purpose of Article 13 all business shall be special that is transacted at a 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 reports of the directors and Auditors, the election of office-bearers and other directors in the place of those retiring, and the appointment of the Auditors, if necessary.
*(Amended by Special Resolution on 18 September, 2006)

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 members present in person shall be a quorum. For the purpose of this Article "member" includes a person attending as a proxy or as representing a corporation which is a member. A quorum for a general meeting shall be one-quarter of the membership.
*(Amended by Special Resolution on 18 September, 2006)
16. 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. 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.
17. The President shall preside 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 President-Elect is not present or is unwilling to act, then the members shall elect one of their number to be Chairperson of the meeting.
*(Amended by Special Resolution on 27 June, 2004)

18. The Chairperson 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 (30) 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 Chairperson; or
 - b) by at least three members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairperson 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 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 Chairperson 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 Chairperson 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 Chairperson 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 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 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 to vote 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.

PROXY VOTING FORM

I, _____ of

(Please print name)

(School Address)

being a member of the IPSHA Ltd. ACN 059 221 877 hereby appoint

_____ of

(Please print name)

(School Address)

as my proxy to vote for me on my behalf at the Annual General Meeting (or General Meeting as the case may be) of the Association to be held on the _____ day of _____ 20____ and at any adjournment thereof.

My proxy is hereby authorised to vote * in favour of / * against the resolutions put forward at the forthcoming Annual General Meeting (or General Meeting as the case may be).

Signature: _____

Signed this _____ day of _____, 20____

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

* Strike out whichever is not desired.

*(Amended by Special Resolution on 15 September, 2008)

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 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. In the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll. 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.

THE BOARD OF DIRECTORS

29. The Board of Directors of the Association shall consist of the following: President, President-Elect, Immediate Past President, Secretary and Treasurer, together with one representative appointed by each State Branch. The President, President-Elect, Immediate Past President, Secretary and Treasurer shall also be known as office bearers and constitute the Federal Executive. The Board may exercise all such powers of the Association as are not, by the Law or these Articles, required to be exercised by the Association in general meeting, subject, nevertheless, to any of these Articles, the provisions of the Law, and such directions, not being 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 issued or made by the Board may be disallowed by the Association in general meeting; and provided further that no resolution passed by the Association in general meeting shall invalidate any prior act of the Board, which would have been valid if that resolution had not been passed.
- *(Amended by Special Resolution on 27 June, 2004)
*(Amended by Special Resolution on 15 September, 2008)
30. The President shall be the President-Elect from the previous Biennium. The following named persons who have subscribed to the Memorandum of Association shall constitute the first Board of Directors.

Graham Theodore Nowacki
R. A. Zimmerman
Natalie Margaret Vandeppeer
Julie Anne Rimes

They shall all retire at the Annual General Meeting (of every second year) and except in the case of the President be eligible for re-election.

*(Amended by Special Resolution on 27 June, 2004)

31. At the first Annual General Meeting of the Association and thereafter at the Annual General Meeting of every second year a President-Elect, Secretary and Treasurer shall be elected from among full members of the Association and shall hold office subsequently for two years whereupon they shall retire. The Secretary and Treasurer shall be eligible thereafter for re-election but not the President-Elect. The President-Elect, Immediate Past President, Secretary and Treasurer, together with the President, constitute the Federal Executive of the Association as per Article 29 and are empowered to conduct the business of the Association on behalf of the Board.
 *(Amended by Special Resolution on 27 June, 2004)
 *(Amended by Special Resolution on 18 September, 2006)
 *(Amended by Special Resolution on 15 September, 2008)
32. The election of the office-bearers who constitute the Federal Executive shall take place in the following manner:
- a) Any two members of the Association shall be at liberty to nominate any other member to serve as an office-bearer;
 - b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the President-Elect at least seventy (70) days before the Annual General Meeting and shall include the following information: name, address and school of nominee, proposer and seconder; position sought; nominee's professional vitae including IPSHA experience and recent photograph;
 - c) A copy of each completed nomination shall be distributed to all members at least forty two (42) days before the Annual General Meeting, with any necessary balloting lists;
 - d) Such balloting lists shall be prepared (if necessary), containing the names of the candidates only, in alphabetical order. Each Full and Honorary Federal Life Member shall be entitled to vote for any number of such candidates not exceeding the number of such vacancies;
 - e) Balloting lists shall be required to be returned to the nominated Returning Officers at least fourteen (14) days before the Annual General Meeting, whereupon such votes shall be counted. The successful candidates shall then be announced at the Annual General Meeting.
 - f) In the event of more than two persons being nominated for any one of the four positions a system of preferential voting shall be used to determine the ballot;
 - g) In case there shall not be a sufficient number of candidates nominated, the Committee may fill up the remaining vacancy or vacancies.
 *(Amended by Special Resolution on 27 June, 2004)
 *(Amended by Special Resolution on 15 September, 2008)
33. a) The duties of the Secretary shall be, inter alia, to keep true and accurate minutes of Annual General Meetings, Council Meetings, Executive Meetings and all Extra-ordinary Meetings; to maintain necessary correspondence; to publish due notice of meetings, to prepare agendas; and to conduct necessary business on behalf of the Association.

- b) The duties of the Treasurer shall be, inter alia, to receive all monies paid to the Federal body of the Association, to maintain the Membership database; to deposit the same in secure interest-bearing or cheque accounts in the name of the Association and to pay out therefrom such sums as are approved for payment by the Executive or the Board of the Association; to keep regular and accurate accounts; and to prepare appropriate statements which, after due audit, shall be presented to the Annual General Meeting of the Association for adoption and approval. The Treasurer shall also submit to the Annual General Meeting an estimate of receipts and expenditure for the ensuing year.
*(Amended by Special Resolution on 23 September, 2002)
34. The Association may from time to time by resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Board.
35. The Board shall have power at any time, and from time to time, to appoint any member of the Association as a director, either to fill a casual vacancy or as an addition to the existing office-bearers or other directors, but so that the total number of office-bearers shall not at any time exceed the number fixed in accordance with Article 29. Any office-bearer or other director so appointed shall hold office only until the next following Annual General Meeting but is eligible for re-election.
*(Amended by Special Resolution on 18 September, 2006)
36. The Association may, by ordinary resolution of which special notice pursuant to Section 227 of the Law has been given, remove any office-bearer or other director 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.
37. The office of a director shall become vacant if the director –
- a) becomes insolvent under administration 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 Association;
 - f) for more than six 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 Association;
 - h) ceases to be a member of the Association; or

- i) is directly or indirectly interested, within the meaning of Section 231 of the Law in any contract or proposed contract with the Association. Provided always that nothing in this sub-Article shall affect the operation of clause 3 of the Memorandum of Association of the Association.

POWERS AND DUTIES OF THE BOARD

38. The Board shall have the power to hold a meeting by telephone conference call facility and to sign any resolution and have same transferred by facsimile.
39. 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.
40. For the purpose of clause 3 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 the ANZ Bank in respect of term deposits.
*(Amended by Special Resolution on 15 September, 2008)
41. 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 directors or in such other manner as the Board from time to time determines.
42. The Board shall cause minutes to be made –
- a) of all appointments of officers and servants;
 - b) of the names of the directors present at all meetings of the Association and of the Board;
 - c) of all proceedings at all meetings of the Association and of the Board.

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

PROCEEDINGS OF THE BOARD OF DIRECTORS

43. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A director may at any time, and a Secretary shall, on the requisition of a director, convene a meeting of the Board.
44. Subject to these articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the directors present shall for all purposes be deemed a determination of the directors. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.

45. The quorum necessary for the transaction of business of the Board at Annual General Meetings shall be six members or their proxies, with representation from at least FOUR states.
46. The continuing directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by Article 45 as the necessary quorum of the Board, the continuing director or directors may act for the purpose of increasing the number of directors to that number or of convening a general meeting of the Association, but for no other purpose.
*(Amended by Special Resolution on 18 September, 2006)
47. The President shall preside 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, or if being present, he is unwilling to preside, the President-Elect shall be Chairperson or if the President-Elect is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
*(Amended by Special Resolution on 27 June, 2004)
48. 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 Law or the general law) to one or more committees consisting of such member or members of the Association as the Board thinks fit. Any committee so formed shall conform to any regulations that may be given by the Board and subject thereto shall have power to co-opt any member or members of the Association and all members of such committees shall have one vote.
49. The Board may appoint one or more advisory committees consisting of such member or members of the Board and such other member or members of the Association as the Board thinks fit. Such advisory committees shall act in advisory capacity only. They shall conform to any regulations that may be given by the Board and, subject thereto, shall have power to co-opt any other member or members of the Association and all members of such advisory committees shall have one vote.
50. At its first meeting following the Annual General Meeting the Board shall also proceed to the appointment of an Auditor for the new biennium at this meeting.
*(Amended by Special Resolution on 23 September, 2002)
51. Cost of (a) travel and accommodation provided for members attending Executive and/or Board Meetings; (b) the production of the Association's journal and similar publications; (c) the operation of the Members' Professional Development Grants Committee; and (d) the production of the IPSHA Directory shall be met from Federal funds.
*(Amended by Special Resolution on 15 September, 2008)
*(Amended by Special Resolution on 6 September, 2010)
52. Every committee or advisory 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 Chairperson shall have a second or casting vote.

53. All acts done by any meeting of the Board, the Federal Executive, and sub-committee or by any director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board, committee or director, or that the directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director or committee member.
54. A resolution in writing signed by all directors 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 directors.
55. The Secretary shall, in accordance with Section 240 of the Law 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 Board and any member so appointed shall be subject to the provisions of clause 3 of the Memorandum.

SEAL

56. 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 the Board authorised by the directors in that behalf. 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 that purpose.
57. The Board shall from time to time determine in accordance with clause 9 of the Memorandum of Association at what times and places and under what conditions or regulations, the accounting and other records of the Association shall be open to the inspection of members.

NOTICE

58. 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 to the address, if any, supplied by him for the giving of notices. Whether 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.

59. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to -
- (a) every member except those members for whom the Association has no registered address or other address or an address or the giving of notices to them; and
 - (b) the Auditor or Auditors for the time being of the Association.
- (2) No other person shall be entitled to receive notices of general meetings.

WINDING-UP

60. The provisions of clause 8 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

61. Every director, Auditor, Secretary and other officer for the 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 Law in which relief is granted to him by the Court pursuant to Section 241(2) of the Law in respect of any negligence default breach of duty or breach of trust.

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|-----|-------------------------------|--------------------------|-------------------------------------|
| 62. | Signatures of
Subscribers | Witness to
Signatures | and Address of
Witness |
| | (sgd) BR | | |
| | (sgd) Graham T. Nowacki } | (sgd) Brian Rowe J.P. | 43 Regency Place
Mudgeeraba 4213 |
| | (sgd) R. A. Zimmerman } | | |
| | (sgd) Pamela F. Ayers } | | |
| | (sgd) Natalie M. Vandeppeer } | | |
| | (sgd) Julie Rimes } | | |

DATED the 30th Day of September 1992.