

## Certificate of Registration on Change of Name

This is to certify that

**RIPON PEACE MEMORIAL HOSPITAL FOUNDATION  
LIMITED**

Australian Company Number 057 005 679

did on the sixteenth day of February 2004 change its name to

**BEAUFORT & SKIPTON HEALTH SERVICE  
FOUNDATION LIMITED**

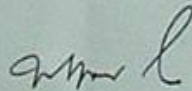
Australian Company Number 057 005 679

The company is a public company.

The company is limited by guarantee.

The company is registered under the Corporations Act 2001 and  
is taken to be registered in Victoria and the date of commencement of  
registration is the second day of October, 1992.

Issued by the  
Australian Securities and Investments Commission  
on this sixteenth day of February, 2004.



Jeffrey Lucy  
Acting Chairman



CERTIFICATE

AUSTRALIAN SECURITIES COMMISSION

MEMORANDUM & ARTICLES OF ASSOCIATION

OF

BEAUFORT & SKIPTON HEALTH SERVICE  
FOUNDATION LIMITED

LIMITED A.C.N. 057 005 679

ABN 25 057 005 679

RHONDA G WILKINSON  
BARRISTERS & SOLICITORS

RMB 702  
BEAUFORT  
VICTORIA 3373  
053 49 2868

# THE CORPORATIONS LAW

A Company Limited by Guarantee and Not Having a Share Capital

## MEMORANDUM OF ASSOCIATION

Of

### BEAUFORT & SKIPTON HEALTH SERVICE FOUNDATION LIMITED

1. The name of the Company is Beaufort & Skipton Health Service Foundation Limited (hereinafter referred to as “the Company”).
2. The objects for which the Company is established are:
  - a. To support and assist the governing body (the Board) of the Beaufort & Skipton Health Service of Beaufort and Skipton in the State of Victoria (“the Hospital”) to encourage and foster the interest and financial support of the public for the benefit of the Hospital including, but not limited to, the preservaton improvement and development of the Hospital’s standard of services, facilities and property and in particular, but without limiting the generality of the foregoing:-
    - i. To extend invitations to the public to become members of the Company and through such membership to participate in supporting and assisting the Board to carry out the activities of the Hospital;
    - ii. To encourage the making of gifts including testamentary gifts to or for the benefit of the Hospital or any of its funds or accounts or any trusts or funds established to benefit the Hospital;
    - iii. To raise money for the purposes aforesaid by any method that seems desirable;
  - b. To act as Trustee for trusts and funds which may be established for the benefit of the Hospital.
3. Without limiting the generality of Section 161 Div. 1. of the Corporations Law the Company will have power to:-
  - i. To invest and deal with money of the Company not immediately required by it from time to time in such manner as may be thought fit save that such investments will only be made in a manner in which Trustees are permitted by any Act of the Federal Parliament and the State Parliament of Victoria to invest trust moneys;
  - ii. To purchase take on lease take in exchange hire and otherwise acquire and to sell lease or otherwise dispose of or deal in or with real and personal property of every description;
  - iii. To borrow or raise money and to secure the same by giving mortgages charges or other securities over any part of the real and personal property present or future of the company;

- iv. To make draw accept endorse discount execute and issue promissory notes bills of exchange warrants debentures and other negotiable or transferable instruments;
  - v. To insure against fire or otherwise any insurable property of the Company and to pay premiums on insurance or assurance policies which the Company may acquire by any means;
  - vi. To act as trustee for trusts and funds which may be established for the benefit of the Hospital.
  - vii. To recommend to the board the production of publications and the issue thereof to the members of the Company and others;
  - viii. To do all such things as are incidental or conducive to the attainment of the above objects and powers or any of them.
4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company, 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 howsoever by way of profit to the members of the Company PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any member of the Company in return for services actually rendered to the Company BUT SO THAT no member of the governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees AND THAT no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such governing body except repayment of proper remuneration as hereinbefore provided PROVIDED THAT the provisions last aforesaid shall not apply to any company of which a member of such governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.
5. No addition alteration or amendment shall be made to or in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Board of the Beaufort & Skipton Health Service.
6. The liability of the members is limited.
7. Each member of the Company undertakes to contribute to the property of the Company 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 Company 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 Twenty Dollars (\$20.00).

8. If upon the winding up or dissolution of the Company there remains after satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to the hospital to be used for the benefit of the Hospital or if the Hospital shall cease to exist to one or more other funds institutions or entities within the State of Victoria established with similar objects to the Company and which 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 Company under or by virtue of Clause 3 hereof such other funds institutions or entities to be determined by the members of the Company at or prior to the time of winding up or dissolution and in so far as effect cannot be given to the aforesaid provision then to some charitable object within the State of Victoria.

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this memorandum of Association.

The full names, addresses and occupation of the subscribers hereto are:

ALAN WALLACE NEIL LYONS OF "Wongabeena" Skipton Road, Beaufort, Company Director.

KENNETH DAVID FLEAY OF "Cahirblonig" Buangor 3377, Grazier

WILLIAM ROBERT RICARDO BEGGS of "Buln Gherin" Stockyard Hill, Beaufort 3373, Grazier and Company Director.

JOHN ESCOTT FINCH of 2/8 Neill Street, Beaufort 3373, Marketing Manager.

LENARD JAMES CAREY of Cnr Speke and Stuart Streets, Beaufort 3373, Businessman.

ALAN WILBUR BROWN of 35 South Street, Beaufort 3373, Retired School Teacher.

RHONDA GAYE WILKINSON of R.M.B. 702, Beaufort 3373, Barrister and Solicitor.

PETER RICHARD MITCHELL of "Mawallok", R.M.B., Beaufort 3373, Company Director.

THE CORPORATIONS LAW  
A Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

- of -

BEAUFORT & SKIPTON HEALTH SERVICE FOUNDATION LIMITED

PRELIMINARY

1. In these regulations:

“the Act” means The Corporations Law.

“the Company” means Beaufort & Skipton Health Service Foundation Limited.

“the Hospital” means Beaufort & Skipton Health Service.

“the Hospital Board of Management” means the governing body of the Hospital.

“Foundation Council” means the governing body of the Company.

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

“gift” means a gift of cash or a gift of an asset or assignment of income made or untransferred during the donor’s lifetime;

“bequest” means and includes a legacy or a devise or other benefit passing under a testamentary document and includes an assignment of income;

“Approved fund” means any fund established for the benefit of the Hospital and approved as an Approved Fund by the Foundation council and the Hospital Board of Management in writing;

“value” means the value determined by the Foundation Council;

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

“State” means the State of Victoria;

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.

Where herein used and where the context shall so admit words importing the singular number or plural number shall include the plural number or the singular number respectively and words importing the masculine gender shall include the feminine gender or neuter gender.

Words importing persons shall unless the contrary intention appears to be construed as including companies corporations institutions organizations and public bodies.

2. The number of members with which the Company proposes to be incorporated is 2,000 but the Foundation Council may from time to time register an increase of members.
  3. (a) The members of the Company shall consist of
    - (i) the Subscribers to the Memorandum of Association;
    - (ii) such other persons as shall be admitted to membership in accordance with these Articles;
  - (b) Any persons wishing to become a member of the Company shall make application for membership in writing in such form as shall be prescribed by the Foundation council from time to time and shall in that application specify the class of membership sought and the way in which qualification thereof in accordance with these Articles shall be achieved. Application from other than natural persons shall include the nomination of a natural person to represent such applicant and that person alone shall be able to represent act and exercise the membership rights of such member. The nomination of a person to represent a member as aforesaid may be withdrawn and another nomination made by such member giving written notice to the Company.
  - (c) The Foundation Council may decline to accept any application for membership or any gift without assigning any reason therefore.
  - (d) When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance.
  - (e) Membership of the Company in the case of natural persons shall subject to these Articles be for life and in the case of other than natural persons shall subject to these Articles be for such period of time as the Foundation Council shall determine.
4. (a) A person will be qualified to make an application for membership of the Company if such persons:-
    - i. makes a gift to the Company in accordance with 5A herein; or
    - ii. notifies the Company of an intended bequest to the Company of not less than FIVE HUNDRED DOLLARS (\$500.00) provided that the Foundation Council may require confirmation (in such form or forms



as it may determine) of the inclusion of such a bequest in a testamentary document.

(b) A person may qualify for membership by a combination of a gift and notification of an intended bequest.

5A There shall be four classifications of membership as follows:-

(a) Persons who:-

i. Make a gift of FIFTY DOLLARS (\$50.00) or more but less than FIVE HUNDRED DOLLARS (\$500.00) will qualify as Associate Members, provided that such a gift may be paid in one lump sum or by instalments within a period of five (5) years'

(b) Persons who:-

i. make a gift of FIVE HUNDRED DOLLARS (\$500.00) or more but less than ONE THOUSAND DOLLARS (\$1,000.00) provided that such a gift may be paid in one lump sum or by instalments over a period of five (5) years; or

ii. give notification of an intended bequest of ONE THOUSAND DOLLARS (\$1,000.00) or more but less than TEN THOUSAND DOLLARS (\$10,000.00) in accordance with Article 4(a) (ii) hereof will qualify as Members;

(c) Persons who:-

i. make a gift of ONE THOUSAND DOLLARS (\$1000.00) or more, provided that such a gift may be paid in one lump or by instalments over a period of five (5) years; or

ii. give notification of an intended bequest of TEN THOUSAND DOLLARS (\$10,000.00) or more in accordance with Article (4(a)(ii) hereof will qualify as a Life Member;

(d) A person who:-

i. makes exceptional and significant contribution whether by way of gift or service to the Company and its objects may in the absolute discretion of the Foundation council be appointed a Patron.

Provided that persons who qualify for membership prior to 31<sup>st</sup> December, 1992 shall be classified as Founding Associate Members, Founding Members or Founding Life Members, as the case may be.

5. Persons who make gifts of less than FIFTY DOLLARS (\$50.00) or give notification of an intended bequest of less than FIVE HUNDRED DOLLARS (\$500.00) will not qualify for Membership although such persons may be acknowledged by the Company in such manner as the Foundation Council sees fit.

6. In the event that any of the provisions of these Articles specifying any amount of money shall be amended any such amendment shall apply only to attainment of membership qualifications thereafter and shall not affect the qualification of any [person who is a member of the Company at the time of the amendment provided that should any member desire to progress to a

higher classification of membership the additional contributions required to be made by such member shall be calculated in accordance with Article 8 hereof.

7. Any persons may make a gift or give notification of intention to make a gift or give notification of an intended bequest in accordance with these Articles and make application to have some other person accepted as a Member in the classification of membership for which the value of the gift or intended bequest is a qualifying amount subject however to Article 3(c) hereof.
8. Members may at an time progress to a higher classification of membership by making or giving notification of intention to make within any period specified by these Articles such additional contributions as will qualify them for membership at the higher classification. Such additional contributions shall be calculated by deducting from the qualifying amount for such higher classification at the date of making or giving notification of intention to make additional contributions an amount calculated in accordance with the formula  $A \times B/C$  where:
  - A = the value of the member's previous gift or gifts at the date that gift or those gifts were made or were deemed to have been made in accordance with Article 4© hereof (excluding any amount in respect of which the member has nominated some other person as a member in accordance with Article 7 hereof).
  - B = the qualifying amount for such higher classification at the date of making or giving notification of intention to make additional contributions.
  - C = the qualifying amount for such higher classification at the date the member qualified for membership in his existing classification.

#### CESSATION OF MEMBERSHIP

9. A member may resign his membership of the Company by giving notice in writing to the Company. Any notice given pursuant to this Article shall be delivered to the registered office of the Company and shall thereupon cease to be a member.
10. Unless the Foundation Council shall otherwise determine a member of the Company shall cease to be a member if:
  - a. In the case of a gift to be paid by instalments pursuant to Articles 5.A.(b)(i) or 5.A.(c)(i) or 5.A.(d)(i) hereof any instalment is not paid within two (2) years of payment of the previous instalment or the whole of the gift is not paid within five (5) years of the gift being made; or
  - b. The Foundation Council receives notification from such member being a member who has qualified for membership wholly or partly by giving notification of an intended bequest in accordance with these Articles that it has been necessary for him to cancel the bequest or in the event of such a member being declared bankrupt.

11. All gifts made to the Beaufort & Skipton Health Service Foundation Limited by a member before the cessation of his membership shall remain the absolute property of the Beaufort & Skipton Health Service Hospital Foundation Limited.

### MANAGEMENT

12. The control management and conduct of the Company shall be vested in a Foundation Council.
13. (a) The Foundation Council shall comprise:
  - ii. Persons who qualify as Patrons and make written election to be members of the Foundation Council;
  - iii. Persons who qualify as Life Members and make written election to be members of the Foundation Council;
  - iii. Three representatives of the persons who qualify as Members elected by such persons as hereinafter provided
  - iv. Two representatives of the persons who qualify as Association Members elected by such persons as hereinafter provided.

Save that only persons who hold or have held positions of responsibility in the Community will be eligible to become members of the Foundation Council, and a majority of these persons must at all times be persons who because of their tenure of some public office or other position or activity in the community may be expected to have a high degree of responsibility to the public and who at the time of their appointment fall into one of the following categories – a Judge, a Clergyman, a Solicitor, a Doctor, a Town Clerk, a Member of Parliament, a Town Councillor, a Justice of the Peace, or a person whose appointment is approved by the Chancellor or Vice Chancellor of an Australian university or by the Chief Justice of the Supreme Court of any State in Australia or by a Commissioner or Deputy Commissioner of Taxation. The representatives elected pursuant to paragraphs (a) (ii) and (a) (iii) of this Articles shall be elected at the Annual General Meeting of the Company to be held each year and (unless such office shall be previously vacated by reason of death of any such representative or otherwise as prescribed by these Articles) shall hold office until the next ensuing Annual General meeting when they shall retire from office but shall be eligible for re-election without re-nomination.

- (b) The election of the representatives of the Members and the representatives of the Associate Members to the Foundation Council shall take place in the following manner:
  - i. Any two members or any two Associate Members shall be at liberty to nominate any other members of their respective classification of membership to serve as a member of the Foundation Council.
  - ii. The nomination which shall be in writing and signed by the member and his nominators shall be lodged with the Secretary at least

fourteen days before the Annual Meeting of the Company at which the election is to take place.

- iii. A list of candidates' names in alphabetical order with the nominators' names shall be posted in a conspicuous place in the registered office of the Company at least seven days immediately preceding the Annual General Meeting.
  - iv. If the number of candidates standing for election exceeds the number of vacancies balloting lists shall be prepared containing the names of the candidates only in alphabetical order and the classification of membership to which they belong and each member present at the Annual General Meeting shall be entitled to vote for the number of such candidates seeking to represent his classification of membership being equal to the number of vacancies.
  - v. In case there shall not be a sufficient number of candidates nominated the Foundation Council may fill the remaining vacancy or vacancies from the members of the respective classification of membership.
- (c) A member of the Foundation Council who has been elected thereto to represent the Members or the Associate Members may be removed by an ordinary resolution of a meeting of the members of the classification of membership by whom he was elected and his place may be filled by an ordinary resolution of a meeting of the members of such classification of membership. A vacancy caused by any such removal shall not be a casual vacancy. Any such meeting shall be called and conducted in similar manner to a general meeting of the Company.
- (d) A casual vacancy amongst the members of the Foundation Council may be filled by the Foundation Council provided that the person elected to fill any such casual vacancy shall have the same qualifications for office pursuant to paragraph (a) of this Article as the person in whose place he is elected to the Foundation Council.
14. A member of the Foundation Council shall cease to be a member thereof if he:
- a. ceases to be a member thereof by virtue of the Act;
  - b. becomes bankrupt or makes an arrangement or composition with his creditors
  - c. becomes prohibited from being a member thereof by reason of any order made under the Act'
  - d. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health
  - e. resigns his office by notice in writing to the Company;
  - f. Is absent without permission of the Foundation Council from three successive meetings of the Foundation council;
  - g. ceases to be a member of the Company;
  - h. is removed by the members of the classification of members which he was elected to represent;

- i. is directly or indirectly interested in any contract or proposed contract with the Company provided however that a member shall not vacate his office by reason of his being a member of any corporation society or association which has entered or proposes to enter into a contract with the company if such corporation society or association is among the class of companies referred to in the last proviso to Clause (4) of the Memorandum of Association of the Company and if he shall have declared the nature of his interest in manner required by the Act.

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

### OFFICERS

15. (a) The Officers of the Company shall comprise a Chairman of the Foundation Council and two Vice-Chairman of the Foundation Council and a Secretary.
- (b) The Foundation Council shall meet within two weeks after the date of the Annual General Meeting each year and shall from amongst its members elect a Chairman and two Vic-Chairman who shall hold office until such time as their respective successors have been appointed. In the event of any vacancy occurring in any of the such offices the Foundation Council shall as soon as practicable fill the vacancy.
- (c) The subscribers to the Memorandum of Association shall constitute the first Foundation Council despite that those persons have not otherwise qualified in accordance with these Articles to e members of the Foundation council and such persons shall retire at the first Annual General Meeting, save that such persons will be eligible for re-election at the first Annual General Meeting if they otherwise meet the requirements of these Articles.
- (d) The provisions of Articles 13, 14 and 15 hereof will not be amended without the consent first received of the Commissioner of Taxation.

### POWERS AND DUTIES OF THE FOUNDATION COUNCIL

16. Without affecting the generality of the foregoing Articles the Foundation Council may:
  - a. Raise money for the benefit of the Hospital, the Company or any Approved fund and for these purposes or any of these to give security by Mortgage charge or lien over all or any of the property of the company subject to the approval of the Board in each instance;
  - b. Invest money under the control of the Company on such securities or otherwise and in such manner as the Foundation Council may in its absolute discretion determine and from time to time vary such investments, save<sup>3</sup> that such investments will only be made in a manner in which Trustees are permitted by any Act of the Federal

Parliament and the State Parliament of Victorian to invest trust moneys;

- c. Appoint any professional advisers or acquire any other assistance or service required by the Company in the carrying out of its activities and operations and pay reasonable remuneration and fees therefore;
- d. Open any banking account and operate the same in the ordinary course of business.

### PROCEEDINGS OF THE FOUNDATION COUNCIL

17. The Foundation Council may meet together for the dispatch of business adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes and a determination by a majority of the members of the Foundation Council shall for all purposes be deemed a determination of the Foundation Council. In the case of an equality of votes the Chairman will have a second or casting vote. The Chairman or a Vice-Chairman may at any time summon a meeting of the Foundation Council.
18. The quorum necessary for transacting the business of the Foundation Council shall be four or such greater number as may be fixed from time to time by the Foundation Council. The Chairman shall preside and if at any meeting he is not present within ten minutes after the time appointed for holding the meeting a Vice-Chairman shall be Chairman if none of them be so present the members of the Foundation Council present shall choose one of their members to be Chairman of the Meeting.
19. A resolution in writing signed by all the members of the Foundation Council shall be as valid and effectual as if it had been passed at a meeting of the Foundation Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Foundation Council.
20. The continuing members of the Foundation Council may act notwithstanding any vacancy in the Foundation Council but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Foundation Council the continuing member or members may act for the purpose of increasing the number of members of the Foundation Council to that number by summoning a general meeting of the Company but for no other purpose.
21. The President of the Hospital Board of Management or his nominee or alternate from time to time declared by him and the Chief Executive Officer of the Hospital or his nominee or alternate from time to time declared by him

shall be entitled to attend every meeting of the Foundation Council and any Standing Committee appointed by the Foundation Council. When present they shall be entitled to speak on any matter but shall not be entitled to vote unless otherwise qualified in accordance with these Articles.

22. The day to day administration of the Company shall be under the control of an Executive Committee which shall also be responsible for implementing the policies of the Foundation Council  
The Executive Committee shall include the following member ex officio:
  - a. The Chairman of the Company;
  - b. The Vice-Chairman of the Company;
  - c. The President of the Hospital Board of Management or his nominee or alternate from time to time declared by him; and
  - d. The Chief Executive Officer of the Hospital or his nominee or alternate from time to time declared by him.
23. The Foundation Council may delegate any of its powers functions and duties (not being duties imposed on the Foundation Council by the Act or the general law) to one or more Committees consisting of such member or members of the Company as the Foundation Council thinks fit.

#### GENERAL MEETINGS

24. The accounting year of the Company shall end on the 30<sup>th</sup> day of June each year. Annual General Meetings shall be held in accordance with the provisions of the Act at such time and place as the Foundation Council may determine.
25. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
26. The Foundation Council may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisition as are provided by the Act.
27. Subject to the provisions of the Act relating to special resolutions an agreements for shorter notice fourteen days notice at lease (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which the 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 the members of the Company.
28. For the purpose of Article 27 all business shall be special that is transacted at an extraordinary general meeting and also that all is transacted at an annual general meeting with the exception of the consideration of the

accounts balance sheets and the reports of the Foundation Council and the Auditors the election of the members of the Foundation council in the place of those retiring and the appointment of the Auditors.

### PROCEEDINGS AT GENERAL MEETINGS

29. The business of Annual General Meetings shall be to receive and consider the accounts balance sheets and the report of the Foundation Council and the report of the Auditors elect the members of the Foundation Council in the place of those retiring in accordance with Article 13 hereof and appoint and fix the remuneration of the Auditors and to consider whether the quantum of the gifts and bequests set down in Article 5 hereof for membership should be varied.
30. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided ten members present in person shall be a quorum. For the purpose of this Article "member" includes a person attending as a proxy or representative of a member.
31. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if not 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 Foundation Council may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present (being not less than 4) shall be a quorum.
32. The Chairman of the Company shall preside as Chairman at every general meeting of the Company or if there is not Chairman or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act then a Vice-Chairman shall be the Chairman or if he is not so present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
33. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.



34. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

a. By the Chairman; or

b. By at least three members present in person or by proxy or by representative.

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

35. 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 or adjournment shall be taken forthwith.

36. In the case of equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

37. Every member present in person or by his proxy or representative duly appointed in writing shall have one vote.

38. The instrument appointing a proxy or representative shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorized. A proxy or representative need not be a member of the Company. An appointment of a proxy or representative may be revoked by the appointor at any time.

39. The instrument appointing a proxy or representative may be in the following form or any other form which the Foundation Council may approve.

BEAUFORT & SKIPTON HEALTH SERVICE FOUNDATION LIMITED

I/We

Of

Being a member of Beaufort & Skipton Health Service Foundation Limited

HEREBY APPOINT

Of

As my/our/representative to vote for me/us at the General Meeting of the Company to be held on

And at any adjournment thereof and at any subsequent meeting until due notice of revocation of such appointment is given.

SIGNED this                      day of                      19

In the presence of:

#### MINUTES

40. The Foundation Council shall cause to be kept and recorded minutes of all resolutions and proceedings of General Meetings of the Company and all meetings of the Foundation Council and shall cause such minutes to be signed by the Chairman of the meeting or of the next meeting. Copies of all such minutes shall be sent forthwith to the members of the Foundation Council and to the Board.

#### ACCOUNTS

41. The Foundation Council shall:
- a. Cause proper accounts to be kept with respect to all sums of money received and expended by the Company and the matter in respect of which the receipt and expenditure takes place and the assets and liabilities of the Company.
  - b. Cause to be prepared a Balance Sheet and a Statement of Income and Expenditure drawn up at 30<sup>th</sup> day of June each year.

The accounts shall be subject to audit and a duly audited copy of the Balance Sheet and Statement of Income and Expenditure shall be furnished to all members of the Company and the Board not less than fourteen days prior to the date for the Annual General Meeting at which the annual accounts are to be presented.

42. The accounts shall be kept at the office of the Company or at such other place or places as the Foundation Council thinks fit from time to time and shall be open for inspection during normal business hours by any member of the Foundation council and by any duly authorized representative of the Board.

#### AUDIT

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

SECRETARY

- 44. The Secretary shall be appointed by the Foundation Council and for such term at such remuneration and upon such conditions as it thinks fit and any Secretary so appointed may be removed by the Foundation Council. Nothing herein shall prevent the Foundation Council from appointing a member of the Company as Honorary Secretary in satisfaction of its obligation to appoint a Secretary.
- 45. The Foundation Council shall provide for the safe custody of the seal which shall be used only by the authority of the Foundation Council and every instrument to which the seal is affixed shall be signed by two members of the Foundation Council or by any one such member and the Secretary.

SEAL

The following shall be the form of attestation to be used by the Company on affixing the seal:-

THE COMMON SEAL of BEAUFORT & SKIPTON )  
HEALTH SERVICE FOUNDATION LIMITED was )  
Hereunto duly affixed by the authority )  
Of the Foundation Council in the )  
Presence of: )

.....Director

.....Secretary

- 46. Notice may be given by the Company to any member their personally or by sending it by post to him at his registered address or (if he has no registered address within the Commonwealth of Australia) to the address if any within the Commonwealth of Australia supplied by him to the Company 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 meeting on the day after the day of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post. A certificate in writing signed by the Secretary or by any member of the Foundation Council that the letter contained the notice was so addressed prepaid and posted shall be conclusive evidence thereof.
- 47. Notices of every General Meeting shall be given to the Auditor or Auditors for the time being of the Company and in any manner hereinbefore authorized to every member except those members who (having no registered address

within the Commonwealth of Australia) have not supplied to the Company an address within the Commonwealth of Australia for the giving of notices to them.

No other person shall be entitled to receive notices of General Meetings.

#### INDEMNITY

48. Any member of the Foundation Council the Secretary and any other officer and employee of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal taken against him by reason of his actions in relation to or connected with the company in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

#### BY-LAWS

49. The Foundation Council may with the prior approval in writing of the Board determine By-Laws for the operation of the Company and its Committees not otherwise provided for in these Articles.

We, the several persons whose signatures appear hereunder being subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.