

COMPANIES (VICTORIA) CODE
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
"PARTNERS IN AID PTY LTD"

INTERPRETATION

1. In these regulations:

"The Code" means the Companies (Victoria) Code.

"The Company" means "Partners in Aid".

"The Incorporated Association" means the body incorporated under the Associations Incorporations Act and formerly known as "The Society For Those Who Have Less Inc and For Those Who Have Less - Action Aid Australia Ltd." Whose fund and other assets and liabilities the Company is authorised to take over by Clause 41 of the Memorandum of Association.

"Committee" means the Board of Directors and the governing Council of the Company.

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

"State" means the State of Victoria.

"He" means she or he.

"His" means hers or his.

"Him" means her or him.

2. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, email and other modes of representing or reproducing words in a visible forms; words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and of the Code as in force at the date at which these Articles became binding on the Company.
3. The Company is established for the objects set out in the Memorandum of Association.

MEMBERSHIP

4. The number of members which the company proposes to be registered is unlimited.

5. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with these Articles shall be members of the Company.
6.
 - a. If the whole of the funds and other assets of the Incorporated Association become the absolute property of the Company forthwith alters its incorporation then every person who at the date of incorporation of the Company is a member of the Incorporated Association and who on or before the first day of June 1987 agrees in writing to become a member of the Company shall be admitted by the Committee to membership of the Company.
 - b. Every member of the Company who previously to his agreeing to become a member of the Company has paid his subscription due on the first day of March 1987 as a member of the Incorporated Association shall not be liable to pay any further sum by way of annual subscription to the Company for the period to the thirtieth day of March, 1988.
7. Every applicant for membership of the Company (other than subscribers to the Memorandum of Association and members of the Incorporated Association referred to in Article 6) shall be proposed by one member and seconded by another member of the Company to both of whom the Applicant shall be known. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Committee from time to time prescribes.
8. At the next meeting of the Committee after the receipt of any application for membership, may be considered by the Committee who may there upon determine upon the admission or rejection of the application. If an application for membership has been refused, the applicant will be advised in writing.
9. When an applicant has been accepted for membership, the Secretary shall forthwith send to the applicant written notice of his acceptance and a request for payment of the first annual subscription. Upon payment of the first annual subscription the applicant shall become a member of the Company, provided nevertheless that if such payment be not made in two calendar months after the date of the notice, the Committee may in its discretion cancel its acceptance of the applicant for membership of the Company.
10. The annual subscription payable by the members of the Company shall be such as the Committee shall from time to time prescribe.
11. All annual subscriptions shall become due and payable in advance on the first day of July in every year or upon such day as determined by the Committee from time to time.

CESSATION OF MEMBERSHIP

12. If the subscription of a member shall remain unpaid for a period of two calendar months after it become due then the member may after the notice of default shall

have been sent to him from the Company be debarred by resolution of the Committee from all privileges of membership provided that the Committee may reinstate the member on payment of all arrears if the Committee thinks fit to do so.

13. A member may at any time by giving notice in writing to the Secretary resign his membership of the Company by shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other monies due by him to the Company and in addition for any sum not exceeding Fifty Dollars (\$50.00) which he is liable as a member of the Company under the provisions of the Articles of Association.
14. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum of Association or Articles of Association of the Company or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member of prejudicial to the interests of the Company the Committee shall have power by resolution to censure suspend or expel the member from the Company.
 - a. Provided that at least one week before the meeting of the Committee of which such resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any member may by notice in writing lodged with the Secretary at least twenty four hours before holding the meeting at which the resolution is to be considered by the Committee, elect to have the question dealt with by the Company, in general meeting and in that event an Extraordinary General Meeting of the Company shall be called by a majority of two-thirds of those present.
 - b. At the meeting a vote shall be taken by secret ballot on whether the member concerned shall be censured, suspended or expelled.

GENERAL MEETING

15. An Annual General Meeting of the Company shall be held in accordance with the Code. All general meetings, other than the Annual General Meetings, shall be called Extraordinary General Meeting.
16. Any member of the Committee may whenever he thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or in default may be convened with the provisions of the Code.
17. Subject to the provision of the Code relating to special resolutions and agreements for shorter notice, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the day and the hour of the meeting and case of special business, the general nature of that business shall be given to such persons who are entitled to receive such notices from the Company.

18. For the purposes of Article 17, all business shall be special that is transacted at an Extraordinary General Meeting, and also transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, the election of officers and other members of the Committee in the place of those retiring, and the appointment of Auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

19. No business shall be transacted at a General Meeting unless a quorum of members is present at the time when the meeting proceeds the business. Save as herein otherwise provided five (5) members present in person shall be a quorum. For the purpose of this Article, a "member" includes a person attending as a proxy or as representing a corporation which is a member.
20. The Chairperson shall preside as Chairperson at every General Meeting of the Company, or if there is no Chairperson or if he is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act, then the Deputy Chairperson shall preside as Chairperson, but if the Deputy Chairperson is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting.
21. 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 or more, notice of the adjournment shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjournment or the business to be transacted at an adjourned meeting.
22. At any General Meeting a resolution shall be decided on the show of hands unless a poll is (before or on the declaration on the result of the show of hands) demanded by:
- a. The Chairperson; or
 - b. 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 being carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of a number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

23. 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 Chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded. Any poll duly demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith.

24. 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.
25. A member may vote in person or by proxy or by attorney or by a duly authorised representative and on a show of hands every person present who is a member or a duly authorised representative or a member proxy or attorney shall have one vote and on a poll every person present who is a member or a duly authorised representative or a member proxy or attorney shall have one vote.
26. 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.
27. 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.
28. The instrument appointing a proxy shall be in writing under the hand or the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit. The instrument appointing the proxy may be in the form attached to Schedule 1 hereof, or on a common or usual form of proxy.

SCHEDULE 1

PROXY FORM

DATE .../.../.....

I, of
being a member of
hereby appoint of
or failing him of
as my proxy to vote for me on my behalf at the (Annual or Extraordinary or as the case may be) General Meeting of the Company, 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 following resolutions.

Signed Date

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

* Strike out whichever is not desired.

- 29. 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 company or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the holding of the poll and in default the instrument of the proxy shall not be treated as valid.
- 30. 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 or such death, unsoundness of mind or revocation as aforesaid has been received by the Company before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE COMMITTEE (INCLUDING OFFICE BEARERS)

- 31. All Committee positions shall be honorary. The Office-bearers shall consist of a Chairperson, Deputy Chairperson, Secretary and Treasurer, all of whom shall be members of the Company elected by the members at the Annual General Meeting, except for the original Office bearers described in Article 32. The original Office bearers shall be entitled to remain as ex-officio members of the Committee after their retirement at the first Annual General Meeting should they not be re-elected as members of the Committee.

32. The following named persons who have subscribed to the Memorandum of Association shall constitute the First Committee and the first Office bearers shall be set out as below.

Chairperson E.W. Ashcroft

Deputy Chairperson K.P. Lethbridge

Treasurer M. Bramley

Secretary J. Doeg

33. Each of the Office Bearers named in Article 32 hereof shall retire at the first Annual General Meeting, but shall be eligible for re-election. Thereafter the Committee shall consist of the Office Bearers and a maximum of eight other members of the Company all of whom shall be elected as provided herein.

34. At the first Annual General Meeting of the Company and at the Annual General Meeting of the Company in each year thereafter the Office Bearers and other members of the Committee shall be elected from among the members and such Office Bearers and other members of the Committee shall hold office until the next Annual General Meeting subject to the provisions herein, when they shall retire but they shall be eligible for re-election.

35. The election of Office Bearers and other members of the Committee shall take place in the following manner:

- a. Any two members of the Company shall be at liberty to nominate any other member to serve as an Office Bearer or other member of the Committee.
- b. The nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Honorary Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place.
- c. All members will be advised of the list of the candidates' names in alphabetical order, with the proposers' and seconders' name at least seven (7) days immediately preceding the Annual General Meeting.
- d. Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such Candidates not exceeding the number of vacancies.
- e. In case there shall not be a sufficient number of candidates nominated the Committee may co-opt a member or members to fill up the remaining vacancy or vacancies.

36. The Company from time to time by resolution passed at a General Meeting increase or reduce the number of Office Bearers or the other members of the Committee.

37. The Committee shall have power at any time, and from time to time, to appoint any member to the Committee, either to fill a casual vacancy or as an addition to the existing Office Bearers or other members of the Committee shall not at any time exceed the number of fixed in accordance with these Articles. Any Office Bearer or other members of the Committee so appointed shall hold office only until the next following Annual General Meeting.
38. The Company may by resolution of which special notice has been given remove any Office Bearer or other member of the Committee before the expiration of his period of office, and may by resolution appoint another person in his stead; the person so appointed shall hold office only until the next following Annual General Meeting.
39. The office of a member of the Committee shall become vacant if the member:
- a. Becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - b. Becomes prohibited from being a Director of a Company by reason of any order made under the Code;
 - c. Ceases to be a member of the Committee by operation of Section 226 of the Code;
 - d. Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - e. Resigns his office by notice in writing to the Company;
 - f. For more than six months is absent without permission of the Committee from meetings of the Committee held during that period;
 - g. Ceases to be a member of the Company.

Subject to Article 47, any person who holds any office of profit under the Company or is directly or indirectly interested in any contract or proposed contract within the Company may be elected a member of the Committee, provided always that nothing in this paragraph shall effect the operation of Clause 5 of the Memorandum of Association of the Company.

POWER AND DUTIES OF THE COMMITTEE

40. The business of the Company shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Code or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless, to any of these Articles to the provisions of the Code, and to such regulations, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in General Meeting; provided that any rule regulation or by-law of the Company made by the Committee may be disallowed by the Company in General Meeting and provided further that no resolution of or regulation made by the

company in General Meeting shall invalidate any prior act of the Committee which would have been valid if that resolution or regulation had not been passed or made.

41. The Committee may not exercise the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company. For the purpose of Clause 5 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Company shall not exceed the lowest rate paid for the time being by the State Bank of Victoria in respect of term deposits.
42. All cheques, promissory notices, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by any two members of the Committee or in such other manner as the Committee from time to time determines. All receipts of money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by any member of the Committee or in such other manner as the Committee from time to time determines
43. The Committee shall cause minutes to be made:
 - a. Of all appointments of officers and servants;
 - b. Of all the names of members of the Committee present at all meetings of the Company and of the Committee; and
 - c. Of all proceedings at all meetings of the Company and of the Committee.

Such minutes shall be accepted at the next succeeding meeting and signed by the Chairperson.

PROCEEDINGS OF THE COMMITTEE

44. The Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee summon a meeting of the Committee.
45. Subject to these Articles questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In cases of an equality of votes, the Chairperson shall have a second or casting vote.
46. Subject to Article 39, a member of the Committee shall not vote in respect of any contract or proposed contract with the Company in which it is interested, or any matter arising thereout, and if he does so his vote shall not be counted.
47. The quorum necessary for the transaction of business of the Committee shall be a majority of the total Committee as provided in the Articles herein or such greater number as may be fixed by the Committee from time to time.

48. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the committee to that number or of summoning a General Meeting of Association, but for no other purposes.
49. The Chairperson shall preside as Chairperson at every meeting of the Committee, or if there is no Chairperson or if at any meeting he is not present within ten minutes of the time appointed for holding the meeting, the Deputy Chairperson shall be Chairperson or if the Deputy Chairperson is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
50. The Committee may delegate any of its powers and or functions (not being duties imposed on the Committee as the Directors of the Company by the Code or the general law) to one or more Sub Committees consisting of such member or members of the Company as the Committee sees fit. Any Sub Committee so formed shall conform to any regulation that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Company and all members of such Sub Committees shall have one vote.
51. The Committee may appoint one or more advisory boards consisting of such member or members of the Committee as the Committee thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regularities that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Company and all members of such advisory boards shall have one vote.
52. The Sub Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes the Chairperson shall have a second or casting vote.
53. All acts done by any meeting of the Committee or of a Sub Committee or by any person acting as a member of the Committee shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such members of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such had been duly appointed and was qualified to be a member of the Committee.
54. A Resolution in writing signed by all members of the Committee in Australia for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

ACCOUNTS

55. The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the

Auditors report thereon as required by the Code provided, however, that the Committee shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than five months before the date of the meeting.

56. The Committee shall from time to time determine in accordance with Clause 58 of these Articles of Association at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.

AUDIT

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

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 email, by post at his registered address or to the address, if any, within the State supplied by him to the Company for the giving of notices to him. Where a notice is sent by email, service of the notice shall be deemed effected when the message is both sent from the origin server and not rejected by the recipient server. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

59. Notice of every General Meeting shall be given in manner hereinbefore authorised to:
- a. Every member who has supplied to the Company an address, postal or electronic, for the giving of notices to them; and
 - b. The Auditor or Auditors for the time being of the Company.

WINDING UP

60. 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 or distributed amongst the members of the Company but shall be given or transferred to some other Organisation or Organisations having objects similar to the objects of the Company and who Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property amongst its members, such Organisation or Organisations to be chosen or determined by the members of the Company at or before the time of winding up or dissolution and in default there by application to the Supreme Court of Victoria for determination.
61. Every member of the Committee, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against

any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Code in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

We, the several person whose names and address are subscribed, being the Subscribers of the Memorandum of Association, hereby agree to the foregoing Articles of Association.