

**Companies (New South Wales) Code**

**A Company Limited by Guarantee**

**MEMORANDUM & ARTICLES**

**of**

**THE HUNGER PROJECT - AUSTRALIA**

1. The name of the company is "The Hunger Project Australia" (hereinafter "the Company").
2. The exclusive objects for which the Company is established are:-
  - (a) The relief of poverty, sickness, suffering, distress, destitution and helplessness with a particular emphasis on directly aiding and developing those suffering from chronic and persistent hunger in certified developing countries as approved by the Australian Minister for Foreign Affairs from time to time.

The Hunger Project Australia will work towards the sustainable end of hunger by identifying what is missing in achieving the goal of ending hunger and creating strategic initiatives to provide it.

Solely for the purpose of carrying out the aforesaid object and not otherwise;

- (b) To make donations for charitable purposes.
- (c) To co-operate with other bodies or organisations both within Australia and overseas having objects in whole or in part similar to the objectives of the Company.
- (d) For the purpose of furthering the objectives of the Company to raise money by all lawful means and to solicit, receive and enlist financial and other aid from individuals, trusts, companies, corporations, associations and other organisations or authorities and from governments, departments of state and public bodies and to conduct fund raising campaigns.
- (e) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Company.

PROVIDED that the Company 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 Company under or by virtue of Clause 3 of this memorandum and PROVIDED further that such association or organisation is a registered or exempt charity.

- (f) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Company or persons frequenting the Company's premises.
- (g) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company.

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

- h) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- i) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen, contractors, subcontractors and other persons as may be necessary or convenient for the purposes of the Company.
- j) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds work or conveniences which may seem calculated directly or indirectly to advance the Company's interests, part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- k) To invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds.
- l) To make, draw, accept, endorse, discount, execute and issue promissory notes bills of exchange, and other negotiable or transferable instruments.
- m) To see, 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 Company.
- n) To take or hold mortgages, liens and charges to secure payment of the purchase price of any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchases and others.
- o) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to the proviso in paragraph (j) of this clause 2.
- p) 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 Company, in the shape of donations, including monthly and other periodic donations, annual subscriptions or otherwise.
- q) To print and publish any newspapers, newsletters, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.

- r) 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 Company is authorised to amalgamate.
- s) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to associate in terms of the joint agreement in schedule 1.

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

The powers set forth in the Second Schedule to the Companies (New South Wales) Code shall not apply to the Company except insofar as they are included in this Clause.

- 3. The Company's income and property must be applied solely towards promoting the Company's purposes. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members or directors. No directors fees may be paid to directors. All other payments must be approved by the directors including, but not limited to:
  - a) out-of-pocket expenses incurred by a director in performing a duty as a director of the Company; or
  - b) a service rendered to the company by a director in a professional or technical capacity or as an employee, other than in the capacity as a director of the Company, where:
    - 1. the provision of the service has the prior approval of the directors; and
    - 2. the amount payable is not more than an amount which commercially would be reasonable payment for the service,
  - c) indemnification of, or payment of premiums on contracts of insurance of, or any director to the extent permitted by law and this constitution.
- 4. The liability of the Members is limited.
- 5. Every 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 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 amongst themselves, such amount as may be required, not exceeding one hundred dollars (\$100.00).

6. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company being another registered or exempt charity and whose memorandum of association or constitution shall prohibit the distribution of its or their income and property among its other members to an extent at least as great as is imposed on the Company under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Company at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.
7. True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place, and of the property credits and liabilities of the Company; 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 Company 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 Companies (New South Wales) Code.
8. We, the several persons whose signatures are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association

SIGNATURES OF SUBCRIBERS

Gertrude Maureen Hayson

G.M. Hayson

Kerry Lynne Hillier

Kerry Hillier

David John Torr

D.J. Torr

Paul James Franklin

P.J. Franklin

Lee Christine Torr

L. Torr

Lionel Edward Fifield

L.E. Fifield

Derek Charles Hampson

D.C. Hampson

Renate Franklin

R. Franklin

WITNESS TO SIGNATURES

P.A. Hayson (Peter Andrew)  
71 Eastern Avenue  
Kingsford NSW  
Customs Officer

P.A. Hayson (Peter Andrew)  
71 Eastern Avenue  
Kingsford NSW  
Customs Officer

P.A. Hayson (Peter Andrew)  
71 Eastern Avenue  
Kingsford NSW  
Customs Officer

P.A. Hayson (Peter Andrew)  
71 Eastern Avenue  
Kingsford NSW  
Customs Officer

P.A. Hayson (Peter Andrew)  
71 Eastern Avenue  
Kingsford NSW  
Customs Officer

P.A. Hayson (Peter Andrew)  
71 Eastern Avenue  
Kingsford NSW  
Customs Officer

P.A. Hayson (Peter Andrew)  
71 Eastern Avenue  
Kingsford NSW  
Customs Officer

P.A. Hayson (Peter Andrew)  
71 Eastern Avenue  
Kingsford NSW  
Customs Officer

DATED this Sixteenth day of June, 1983

**“A”**

**Companies (New South Wales) Code**

**A Company Limited by Guarantee**

## **ARTICLES OF ASSOCIATION**

**of**

# **THE HUNGER PROJECT-AUSTRALIA**

### **INTERPRETATION**

1. In these regulations:

“the Code” means the Companies (New South Wales) Code and any statutory amendment thereof.

“the Company” means “The Hunger Project-Australia.

“Board” means the Board of Directors of the Company.

“the Seal” means the common seal of the Company.

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

“Australia” means all the states and territories of Australia.

Expressions of referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, facsimile,

transmission, laser printing, photocopying, computer discs, E-mail 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 Companies & Securities (Interpretation and Miscellaneous Provisions) (New South Wales) Code and the codes as in force at the date at which these Articles become binding of the Company.

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

## **MEMBERSHIP**

3. The number of members with which the Company proposes to be registered is a minimum of 100 but the Board may from time to time register an increase of members.
4. 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 Company.
5. Every applicant for membership of the Company (other than the subscribers to the Memorandum of Association) shall be proposed by one member of the Company. The application for membership shall be made in writing, signed by the applicant in such form as the Board from time to time prescribes after the applicant has made a donation of three hundred dollars (\$300.00) or more in one calendar year.
6. At the next meeting of the Board after receipt of any application for membership, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection to give any reason for the rejection of an applicant.

When an applicant has been accepted for membership, the Secretary shall forthwith send to the applicant written notice of his acceptance.

7. A member may at any time by giving notice in writing to the Secretary resign his membership of the Company but shall continue to be liable for all moneys due by him to the Company and in addition for any sum not exceeding one hundred dollars for which he is liable as a member of the Company under Clause 7 of the Memorandum of Association of the Company. In addition, members shall cease to be members if they do not donate three hundred dollars (\$300.00) or more in any two consecutive years unless otherwise determined by the Board. When a member has his membership cancelled, the Secretary shall forthwith send to the member notice of cancellation of membership.



8. If any member shall willfully refuse or neglect to comply with the provisions of the memorandum of articles of association of the Company or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Company the Board shall have the power by resolution to censure, fine, suspend or expel the member from the Company.

PROVIDED that at least one week before the meeting of the Board at which such a resolution is passed, the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defense he may think fit and provided further that any such member may by notice in writing lodged with the Board at least twenty four hours before the time for holding the meeting at which the resolution is to be considered by the Board elect to have the question dealt with by the Company in general meeting and in that event a general meeting of the Company shall be called for the purpose of 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**

9. An annual general meeting of the Company shall be held in accordance with the provisions of the Code and shall be held not later than five (5) months following conclusion of the financial year of the Company. The Company's financial year shall end on December 31 in each calendar year.
10. Any member of the Board may whenever he thinks fit, convene a general meeting and general meetings shall be convened on such requisitions or in default may be convened by such requisitionists as provided by the Code.
11. Subject to the provisions of the Code relating to special resolutions and agreements for shorter notice, fourteen (14) days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company,.
12. For the purpose of Article 11 all business shall be special that is transacted at a general meeting, and also all that is transaction at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Board and Auditors, the election of officers and other members of the Board in the place of those retiring and the appointment of the Auditors, if necessary.

## **PROCEEDINGS AT GENERAL MEETINGS**

13. 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. Except, as otherwise provided three (3) 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.
14. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two (2)) shall be a quorum.
15. The Chairperson shall preside every general meeting of the Company 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 the members present shall elect one of their number to be Chairperson of the meeting.
16. The Chairperson may, with the consent of any meetings 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.
17. 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 two 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 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.

18. 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 but a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.
19. 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.
20. 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.
21. 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 Board or by his trustees or by such other person as properly has the management of his estate, and any such Board, trustee or other person may vote by proxy or attorney.
22. No member shall be entitled to vote at any general meeting unless all monies payable by him to the Company have been paid as prescribed for the Memorandum and Articles.
23. An instrument appointing a proxy shall be in writing under the hand of 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 in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he sees fit.
24. An instrument appointing a proxy or representative may be in or to the effect of the following form or any other form which the Board may approve.

I, .....of.....being a member of The Hunger project-Australia, hereby appoint.....as my proxy to vote for me and on my behalf at the general meeting of the Company to be held on .....and at any adjournment thereof.

Signed this .....day of .....20.....

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

25. 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 taking of the poll and in default the instrument of proxy shall not be treated as valid.
26. 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 Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

### **THE BOARD (INCLUDING OFFICE-BEARERS)**

27. 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 below:-

President	- Gertrude Maureen Hayson
Vice-President	- Kerry Lynne Hillier
Honorary Treasurer	- David John Torr
(Committee Members)	- Paul James Franklin, Lee Christine Torr, Lionel Edward Fifield, Derek Charles Hampson and Renate Franklin.

They shall all retire at the first annual general meeting, but shall be eligible for re-election.

28. The Board shall consist of up to 12 members of the Company who shall be elected as herein provided. All members of the Board shall be directors.
29. At the annual general meeting of the Company in each year, members of the Board shall be elected from among the members and such members of the Board shall hold office until the next annual general meeting when they shall retire but they shall be eligible for re-election.

30. The election of the office-bearers and other members of the Board 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 the Chairperson, or a Director of the Board.
  - (b) The nomination shall be lodged with the Chairperson either prior to or at the annual general meeting at which the election is to take place.
  - (c) At the first Board meeting immediately after each annual general meeting, the Directors shall elect a Chairperson who will, subject to articles 34 and 35, serve and Chair of Directors until the next annual general meeting.
31. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Board PROVIDED HOWEVER at all times the majority of the members of the Board, or three (3) such members, whichever is greater, shall reside in Australia.
32. The Board shall have power at any time, and from time to time, to appoint any member to the Board, either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the Board but so that the total number of office-bearers or other members of the Board shall not at any time exceed the number fixed in accordance with these Articles. Any office-bearers or other members of the Board so appointed shall hold office only until the next following annual general meeting but may be reappointed to office at the next annual general meeting.
33. The Company may by ordinary resolution of which special notice has been given remove any office-bearer or other member of the Board before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.
34. The office of a member of the Board shall become vacant if the member:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors
  - (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 Board by operation of section 226 of the Code;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) resigns his office by notice in writing to the Company;
  - (f) for more than six (6) months is absent without permission of the Board from meetings of the Board held during that period;

(g) ceases to be a member of the Company.

Provided always that nothing in this paragraph shall affect the operation of clause 3 of the Memorandum of Association of the Company.

### **POWERS AND DUTIES OF THE BOARD**

35. The business of the Company shall be managed by the Board 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 Board may be disallowed by the Company in general meeting and provided further that no resolution or regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

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

37. The Board shall cause minutes to be made:

(a) of all appointments of directors, officers, managers, clerks, secretaries, servants, workpersons, contractors and subcontractors;

(b) of names of members of the Board present at all meetings of the Company and of the Board; and

(c) of all proceedings at all meetings of the Company and of the Board.

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

### **PROCEEDINGS OF THE BOARD**

38. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, subject to the requirement that it must meet at least 2 times each year..

39. 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 members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
40. The quorum necessary for the transaction of the business of the Board shall be a majority of the total Board as provided in Article 29 or 3 members of the Board, whichever is the greater number.
41. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Company, but for no other purpose.
42. The Chairman shall preside at every meeting of the Board, or if there is no Chairman, or if at any meeting he is not present within fifteen (15) minutes after the time appointed for holding the meeting, then the members may choose one of their number to be Chairman of the Meeting.
43. The Board may delegate any of its powers and/or functions (not being duties imposed on the Board 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 Board thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Company and all members of such sub-committees shall have one vote.
44. The Board may appoint one or more advisory boards consisting of such member or members of the Board as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of the Company and all members of such advisory boards shall have one vote.
45. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
46. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

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

### **SECRETARY**

48. The Secretary shall in accordance with the Code be appointed by the Board for such term, upon such conditions as it thinks fit, and any secretary so appointed may be removed by it. Nothing herein shall prevent the Board from appointing a member of the Company as Honorary Secretary and any member so appointed shall forthwith become a member of the Company and, if not already a member of the Board, ex officio a member of the Board and he shall be subject to the provisions of Clause 3 of the Memorandum of Association.

### **COLLECTIONS**

49. The Company shall ensure that all collections conducted in the name of the Company comply with the Charitable Collections Act as amended and all regulations made under the Act and in particular that all collectors shall have attained the age of at least seventeen (17) years and that the requirements attached to any permission or authority required to be obtained under the Local Government Act 1919 or the Metropolitan Traffic Act 1900 shall be complied with.

The Company shall also ensure that the following conditions apply to any person collecting on behalf of the Company in places of public entertainment or public refreshment.

- (a) the Board shall be notified of all collection activities undertaken.
- (b) The persons making the collection shall be in possession of a written authority in the form of Regulation 10 under the Charitable Collections Act 1934.
- (c) The Board of the Company shall be responsible for the correct accounting for all monies received in connection with such collection.
- (d) Where a collection is taken, and irrespective of the fact that admission has been regulated by payment of money, by ticket or otherwise such collection shall be taken in collecting boxes complying with the requirements set out in Regulation 17 under the Charitable Collections Act 1934.

### **SEAL**



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

### **ACCOUNTS**

51. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Code provided however, that the Board shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account as required by the Code.
52. The Board shall from time to time determine in accordance with Clause 9 of the Memorandum of Association at what times and places under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.

### **AUDIT**

53. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Code.
54. Any notice required by law or by under these articles to be given to any member shall be given by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the 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 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.
55. (1) Notice of every general meeting shall be given in any manner herein before authorised to:
- a) Every member except those members who (having no registered address within the State) have not supplied to the Company an address within the State for the giving of notices to them; and
  - b) The auditor or auditors for the time being of the Company.
- (2) No other person shall be entitled to receive notices of general meetings.

## **WINDING UP**

56. The provisions of Clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these articles.

## **INDEMNITY**

57. Every member of the Board, 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 judgment 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.

## **FUNDS**

58. (1) All monies received by the Company shall be deposited at the earliest possible date to the credit of the Company's bank account. Receipts for monies received shall be issued promptly.
- (2) All payments in excess of one hundred dollars (\$100.00) made by the Company shall be paid by cheque signed in such manner as the Board from time to time determines.

## **AUTHORISATION OF ACCOUNTS**

59. The Board shall be advised of all accounts presented to and passed for payment at a Board meeting and full details of all payments shall be entered in the accounting records.

## **ESTABLISHMENT AND OPERATION OF PUBLIC FUND**

60. For the purposes of Articles 60 - 65 Responsible Person means an individual who:
- (1) performs a significant public function;
  - (2) is a member of a professional body having a code of ethics or rules of conduct;
  - (3) is officially charged with spiritual functions by a religious institution;
  - (4) is a director of a company whose shares are listed on the ASX;

- (5) has received formal recognition from government for services to the community; or
  - (6) is approved as a Responsible Person by the Commissioner.
61. The Company must maintain a relief fund to be known as the Hunger Project Relief Fund (**Relief Fund**) for the non-profit purpose of the Company outlined in clause 1 of the Memorandum of Association.
62. The Company must ensure that:
- (1) the Relief Fund receives all gifts of money and property for the purpose of the Company;
  - (2) all money (including interest, income or money from the realisation of property) derived from money or property in the Relief Fund is paid into the Relief Fund;
  - (3) the Relief Fund does not receive any money or property other than money or property described in Articles 62(1) and 62(2);
  - (4) the Relief Fund is only used to further the Company's purpose;
  - (5) a separate bank account is established and maintained for the Relief Fund into which all money in the Relief Fund will be paid and that the members of the committee referred to in Article 63 who are permanently located in Australia are the only signatories to the account;
  - (6) the Australian Taxation Office is notified of any material changes to Articles 60- 65 inclusive; and
  - (7) the public is invited to make gifts to the Relief Fund for the purpose of the Company.
63. (1) At a particular time, the Board may administer the Relief Fund if a majority of the Board are then Responsible Persons. If at that time that is not the case, the Board must delegate the power to administer the Relief Fund to a committee of at least three persons, a majority of whom are Responsible Persons permanently located in Australia.
- (2) The Board or the committee, as the case may be, must authorise the release of money from the Relief Fund, manage the investment of the Relief Fund, and authorise the sale of its assets.
  - (3) The Board may appoint the members of the public fund committee and remove members of the public fund committee.
  - (4) Subject to this Article, the Board may specify:
    - a) the manner in which proceedings of the committee are to be conducted;

- b) that the release of money from the Relief Fund authorised by the committee is in accordance with the annual operating plan and budget, as it may be amended from time to time to reflect updates and changes in operational priority prepared by the Board;
- c) the matters which the committee must have regard to in carrying out its functions; and
- d) any other matters concerning the committee or its functions that the Board decide.

64. At the first occurrence of:

- (1) the winding up of the Relief Fund;
  - (2) the Relief Fund ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of ITAA 97; or
  - (3) the Company ceasing to be endorsed as a deductible gift recipient for the operation of the Relief Fund,
- any surplus assets of the Relief Fund must be transferred to a public fund:
- (4) which is charitable at law; and
  - (5) gifts to which can be deducted under Subdivision 30-B due to it being characterised as a public fund declared by the Treasurer to be a relief fund as described in item 9.1.1 of the table in section 30-80 of ITAA 97,

as the members decide.

65. (1) The Company must maintain a separate bank account for the Relief Fund.

(2) Receipts for gifts to the Relief Fund must include:

- a) the Australian Business Number and name of the Company;
- b) name of the Relief Fund on behalf of the Company;
- c) the date the donation was received;
- d) the fact that the receipt is for a gift;
- e) signature of a person authorised to act on behalf of the Relief Fund;
- f) name of the donor; and
- g) type of donation (money or property) and value.

Signatures of Subscribers, Witness to signatures and address of Witness:-

<u>SIGNATURES OF SUBCRIBERS</u>	<u>WITNESS TO SIGNATURES</u>
Gertrude Maureen Hayson G.M. Hayson	P.A. Hayson (Peter Andrew) 71 Eastern Avenue Kingsford NSW Customs Officer
Kerry Lynne Hillier Kerry Hillier	P.A. Hayson (Peter Andrew) 71 Eastern Avenue Kingsford NSW Customs Officer
David John Torr D.J. Torr	P.A. Hayson (Peter Andrew) 71 Eastern Avenue Kingsford NSW Customs Officer
Paul James Franklin P.J. Franklin	P.A. Hayson (Peter Andrew) 71 Eastern Avenue Kingsford NSW Customs Officer
Lee Christine Torr L. Torr	P.A. Hayson (Peter Andrew) 71 Eastern Avenue Kingsford NSW Customs Officer
Lionel Edward Fifield L.E. Fifield	Felicity Taylor 2/31 Osborne Avenue Glen Iris VIC Clerical Officer
Derek Charles Hampson D.C. Hampson	Wendy A. Kelsall (Wendy Adair) 6 Sara Avenue Brighton VIC Information Officer