

Australian Securities & Investment Commission

A Company Limited by Guarantee

Constitution

of

National Trust of Australia (A.C.T.)

ACN 008 531 182

21 October 2008

Corporations Law
A Public Company Limited by Guarantee

Constitution

Of

National Trust of Australia (A.C.T.)

1. Company Name

- 1.1 The name of the Company is National Trust of Australia (ACT) (hereinafter called "The National Trust").

2. Company Type

The Company is a public company limited by guarantee.

The liability of the Members is limited.

3. Objects

- 3.1 The objects for which the Trust is established are:

- (1) To establish and maintain within the Australian Capital Territory a public educational institution the purposes of which are to educate members of the public and to awaken, stimulate, encourage and maintain the interest of members of the public in and to promote public knowledge of heritage places and objects which are of national or local importance by reason of educational, cultural, historic, architectural, traditional, legendary, artistic, literary, scientific, antiquarian, archaeological or other special interest attaching to them and of places of natural beauty and the flora and fauna thereof, by giving effect to all or any of the objects and purposes hereinafter set out;
- (2) To provide for the holding of classes, lectures, seminars, exhibitions, meetings and conferences calculated directly or indirectly to advance the cause of education of members of the public and things of national or local importance as aforesaid;

- (3) To print, publish, distribute and circulate books and publications and any other material or thing of any and every kind as are calculated to promote and advance the objects of the National Trust;
- (4) To compile and preserve suitable records of places and things, happenings and events of national or local historic interest or which traditionally are held or believed to be identified with the arts, crafts, history, legends and mythology of early inhabitants and pioneers of the Australian Capital Territory and of Australia.
- (5) To take such steps as may be necessary or desirable to manage and preserve any buildings, places or things of national or local importance as aforesaid from time to time owned by or under the control of the National Trust;
- (6) To take such steps as from time to time may be deemed expedient for the purpose of procuring grants, subscriptions and contributions to the funds of the National Trust;
- (7) To accept for the promotion, attainment, maintenance and advancement of the objects herein set out gifts, bequests and legacies of moneys and other valuable assets and property;
- (8) To entrust any land, building, relic, chattel or other things for safe custody and control to any Government Authority, National or other Gallery, museum, association, society or body of persons, whether incorporated or not, upon such terms and conditions as the National Trust thinks fit with power at any time to require the return thereof to the National Trust;
- (9) To enter into agreement with Government Authorities, corporations, societies and individuals for the management, maintenance, preservation and restoration of any places or things of national or local importance as aforesaid;
- (10) To maintain, manage and control, either alone or jointly with any Government or other authority or body of persons (corporate or unincorporate), any places or things of national or local importance as aforesaid;
- (11) To cause such steps to be taken as, in the opinion of the National Trust, are necessary to make places and things of national or local importance as aforesaid readily accessible to the public under proper conditions;

- (12) To charge such fees for admission to lands and buildings vested in it or under its control as the National Trust thinks reasonably necessary for the proper maintenance of those lands and buildings;
- (13) To erect suitable signs and notices on places and things of national or local importance as aforesaid;
- (14) To expend any money and generally take any action for any purpose that in its opinion is necessary for the exercise of or ancillary to any of the objects of the National Trust;
- (15) To give and enter into any guarantee in relation to the payment of moneys and to give and enter into any form of indemnity as may be appropriate for the purpose only of furthering the objects of the National Trust;
- (16) To acquire by purchase, exchange, gift, devise, bequest, lease, hire or otherwise any real or personal property in furtherance of the objects of the National Trust;
- (17) To sell, lease, exchange or otherwise dispose of any real or personal property of the National Trust;
- (18) To construct, build, repair, maintain and alter any buildings and restore faithfully;
- (19) To invest the moneys of the National Trust not immediately required in such manner as may from time to time be deemed expedient;
- (20) To borrow or raise money and secure the repayment thereof on such terms and at such rate of interest and otherwise as the Council of the National Trust from time to time shall think fit and in particular by mortgage or other similar charge on, or security over, any property real or personal of the National Trust;
- (21) To make gifts and to give and make over moneys and other property of the National Trust with or without consideration where the making thereof is calculated to promote the objects of the National Trust;
- (22) To place any moneys of the National Trust on deposit with any Bank or other financial institution and to open and pay moneys of the National Trust into and operate upon accounts current with any other Bank or other financial institution;

- (23) To promote legislation likely to further and advance the objects of the National Trust and to apply for and accept the grant of a Royal Charter for the National Trust.
4. For the purposes of achieving its objects the National Trust shall have power:
- (1) To establish and maintain a library or libraries of both reference and circulating material, to include tapes and films and to be the repository of archival material;
 - (2) To offer, give and contribute toward any scholarship, prize, medal or reward for any research, literary contribution, article, essay or effort connected with the objects of the National Trust;
 - (3) To make grants to persons or organisations approved by the National Trust to assist them to make studies, research or investigations approved by the National Trust;
 - (4) To co-operate with any other institution or society having objects similar to the objects of the National Trust;
 - (5) To acquire by purchase, lease or otherwise any land, structure, building, places and things of national or local importance as aforesaid for the purpose of maintaining, protecting, restoring and preserving them for the benefit of the public;
 - (6) To awaken, encourage and stimulate appreciation, enjoyment and respect by members of the public for places and things of national or local importance;
 - (7) To acquire or accept the gift, devise or bequest of, or control for the time being of, or on loan or lease of any building, place, land, relic, chattel or other things considered to be of national or local importance as aforesaid and if any such gift, devise or bequest or control or loan or lease be subject to any trust, obligation or condition to give effect to such trust, obligation or condition;
 - (8) To do all such other acts and things as are incidental or conducive to the attainment of the above objects or any one of them.
5. The income and property of the National Trust shall be applied solely to promoting and carrying out the objects of the National Trust. The National Trust shall not carry on any trade or business or engage in any transactions with a view to the pecuniary gain or profit of the members thereof. No part of the income or property of the National

Trust shall be paid or transferred, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the National Trust.

- 5.1 Provided that nothing herein contained shall prevent the payment in good faith of remuneration of any servants of the National Trust or to any member of the National Trust in return for any services actually rendered to the National Trust, nor for goods supplied in the ordinary and usual way of business, nor prevent the establishment of a benevolent fund for the servants of the National Trust or their dependents, but so that with the exception of the Executive Director no member of the Council of the National Trust shall be appointed to any salaried office of the National Trust or of any office of the National Trust paid by fees and no remuneration or other benefit in money or money's worth shall be paid or given by the National Trust to any member of such Council, except repayment of out-of-pocket expenses.
6. The liability of the members is limited.
7. True accounts shall be kept of the sums of money received and expended by the National Trust and the manner in respect of which such receipt and expenditure takes place and the property, credits and liabilities of the National Trust and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations of the National Trust for the time being such accounts shall be open to the inspection of the members.
8. The National Trust can only exercise the powers in section 124(1) of the Corporations Law to:
 - (1) carry out the objects of the National Trust set out in clauses 3 and 4; and
 - (2) do all things incidental or convenient in relation to the exercise of power under clause 3.
9. The Constitution for the time being in force will not be altered without prior submission to the Australian Securities and Investment Commission.
- 10. Interpretation**
- 10.1 In this Constitution, unless there is something in the subject or context which is inconsistent:

“Council” means the Council of the National Trust.

“Committee” means a committee of Councillors established in accordance with clause 50.

“Constitution” means this Constitution as amended or supplemented from time to time.

“National Trust” means the company referred to in clause 1.1.

“Councillor” means any person holding the position of a councillor of the National Trust and “Councillors” means the councillors for the time being of the National Trust or as the context permits such number of them as have authority to act for the National Trust.

“Law” means the Corporations Law set out in section 9 of the Corporations Law and “LAW” in the case of a reference to this Law or the Corporations Law of a jurisdiction has the additional meaning given by section 8 and 8A of the law.

“Member” means a member of the National Trust pursuant to clause 11.

“Member Present” means in connection with a meeting of Members, a Member being present in person or by proxy or attorney or, in the case of a corporation, by a Representative.

“Office” means the registered office for the time being of the National Trust.

“Officer” has the same meaning as given to that term in Section 9 of the Law.

“President” and “Vice President” means the persons elected to those offices pursuant to clause 26.

“Registrar” means the register of Members to be kept pursuant to the Law.

“Representative” means a person authorised in accordance with section 250D of the Law to act as a representative of a body corporate that is a member of the National Trust.

“Secretary” means the person appointed as the secretary of the National Trust and includes any assistant or acting secretary.

10.2 In this Constitution, unless there is something in the subject or context which is inconsistent:

- (1) the singular includes the plural and vice versa;
- (2) each gender includes the other two genders;
- (3) the word “person” means a natural person and any partnership, association, body or entity whether incorporated or not;
- (4) the words “writing” and written” include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (5) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (6) a reference to any clause or schedule is to a clause or schedule of this Constitution;
- (7) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.

10.3 An expression used in a particular Part or Division of the Law that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division.

10.4 The provisions of this Constitution displace the replaceable rules (but not replaceable rules which mandatorily apply to a public company) contained in the Law.

10.5 Headings do not form part of or affect the construction or interpretation of this Constitution.

MEMBERSHIP

11. Admission

11.1 The number of members of the National Trust is unlimited.

11.2 The membership of the National Trust shall consist of:

- (1) members ex-officio;
- (2) ordinary members;
- (3) benefactor members;
- (4) life members
- (5) junior members;
- (6) honorary members;
- (7) corporate members; and
- (8) household members.

12. The qualifications for membership of the National Trust shall be as follows:

- (1) **MEMBERS EX-OFFICIO:** Such persons as determined by the Council from time to time shall be entitled to the rights and privileges of membership of the National Trust as Members ex-Officio.
- (2) **ORDINARY MEMBERS** shall be persons elected by the Council as such and who are subscribers to the National Trust of annual fees fixed and determined as hereinafter provided;
- (3) **BENEFACTOR MEMBERS** shall be persons elected by the Council as such who shall have given such sum as the Council from time to time may fix to the funds of the National Trust or an equivalent value in real or personal property in one donation as a life composition for the annual subscription;
- (4) **LIFE MEMBERS** shall be person elected by the Council as such and who shall have given such sum as the Council from time to time may fix to the funds of the National Trust in one donation as a life composition for the annual subscription;
- (5) **STUDENT MEMBERS** shall be persons under the age of 25 years who (at the time of election) are pupils or students at any school or university or college and who are elected by the Council as such and who shall subscribe to the funds of the National Trust such annual fees fixed and determined as hereinafter provided. On attaining the age of 25 years or ceasing to be a pupil or student as aforesaid such a person shall

cease to be a student member but may, on payment of the fee payable by an ordinary member, become an ordinary member.

- (6a) **HONORARY MEMBERS** shall be persons who have rendered distinguished service to the National Trust and who shall have been elected by at a majority of the members present and voting at a duly convened meeting provided that:
- (i) No more than two Honorary Members are elected in any one year; and
 - (ii) An Honorary Member shall be entitled, for such period as the Council may determine to all privileges and rights of an Ordinary member.
 - (iii) For the purposes of 6(a) a member means all categories of members referred to in Clause 11.2.
- (7) **CORPORATE MEMBERS** shall be such persons, businesses or registered companies who have subscribed the annual fee for corporate members as is determined by the Council from time to time.
- (8) **HOUSEHOLD MEMBERS** may be any two adult persons who reside at the same address together with any dependents under the age of 18 years of those persons.

13. Subscriptions

The annual or other periodic subscription (if any) entitling a person to become and to continue to be a member of the National Trust shall be fixed and determined from time to time by the Council. Until so fixed and determined the subscriptions shall be as follows:

- (1) No subscription shall be payable by a Member Ex-Officio or by a Benefactor Member or by a Life Member or by an Honorary Member;
- (2) An ordinary member, corporate member or household member shall pay in advance in respect of each financial year ending on the anniversary of acceptance as a member to the National Trust such subscription as from time to time is fixed by the Council;
- (3) A Student Member shall pay an amount equal to one half of the annual subscription payable by an ordinary member or such other sum as the Council from time to time may determine.

14. If a member shall fail to pay the periodic subscription payable by him for a period of three calendar months after the last day for the payment thereof the Council may notify such member in writing of the termination of his membership of the National Trust and the rights and privileges of such person as a member shall thereupon cease.
15. A member having paid all arrears of subscriptions due to the National Trust shall be at liberty to withdraw from membership upon giving notice in writing of such withdrawal to the Council and his name shall be removed from the Register as from the date on which his resignation is received.
16. No member shall be entitled to attend or vote at any general meeting of the National Trust or to hold or be represented in any office thereof unless all moneys presently payable to the National Trust have been paid provided that the Council may at its discretion extend the time for payment of subscription fees either generally or in any particular case.

17. Register of Membership

The Council shall keep a register of all members in which will be recorded such particulars as the Council may, subject to the Law, from time to time prescribe.

GENERAL MEETINGS

18. A general meeting to be called the Annual General Meeting of the National Trust shall be held once in each calendar year at such time (not being more than fifteen months after the holding of the last preceding Annual General Meeting) and place as the Council may determine.
19. All other general meetings shall be called Extraordinary General Meetings. The Council may whenever they may think fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such requisitions as is provided by the Law.

Notice of General Meetings

20. Subject to the provisions of the Law, twenty one days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting.
21. The accidental omission to give notice of meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings of any meeting.

22. Special Business

All business shall be deemed special that is transacted at an Extraordinary General Meeting.

23. Proceedings at General Meetings

23.1 Quorum

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 and save as herein otherwise provided, twenty members of the National Trust present personally shall be a quorum.

- 23.2 If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved and in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting the members present shall be a quorum.

- 23.3 The chairperson (if any) of the Council shall preside as chairperson at every general meeting of the National Trust.

- 23.4 If there is no such chairperson or if at any meeting he is not present within thirty minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson the members present shall choose some one of their number to be chairperson.

- 23.5 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 ten days or more at any one time

notice of the adjourned meeting 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 of the business to be transacted at an adjourned meeting.

- 23.6 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 by at least two members present in person or by proxy entitled to vote, and 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 of the proceedings of the National Trust shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution.
- 23.7 If a poll is duly demanded it shall be taken in such manner as the chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 23.8 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.
- 23.9 A poll demanded on the election of a chairperson or on a question of adjournment shall be taken at such time as the chairperson of the meeting directs.
- 23.10 Every member shall have one vote.
- 23.11 No member shall be entitled to vote at any general meeting unless all subscriptions presently payable by him to the National Trust have been paid.
- 23.12 On a poll votes may be given either personally or by proxy or attorney.
- 23.13 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under the seal or under the hand of an officer or attorney so authorised. A proxy need not be a member of the National Trust.
- 23.14 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the registered office of the National Trust not less than forty-eight hours

before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

- 23.15 An instrument appointing a proxy may be in the following form or any other form which the Council approves:

“NATION TRUST OF AUSTRALIA (A.C.T)

I _____ of _____
being a member of the National Trust of Australia (ACT) hereby appoint
_____ of _____
as my proxy to vote for me and on my behalf at the (ordinary or
extraordinary as the case may be) general meeting of the National Trust
of Australia (A.C.T.) to be held on the _____ day of _____
and at any adjournment thereof.

Signed this day of _____ day of” _____ ”

- 23.16 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

24. Council of the National Trust

The Council shall consist of thirteen persons, twelve elected in accordance with Article 27 and the Executive Director.

25. Election of Members to Council

- (1) Each candidate for membership of the Council (other than the Executive Director) shall be a member of the National Trust and shall be nominated by two members of the National Trust. The names of all candidates together with the names of their nominators shall be delivered or posted to reach the Honorary Secretary of the National Trust at least one month before the Annual General Meeting at which the election will be held. Each such nomination shall be accompanied by the consent in writing of the candidate proposed or such other evidence of consent as may be accepted by the Honorary Secretary.
- (2) Where there are insufficient nominations for membership of the Council in writing by the date nominated in clause 25(1) nominations may be received from the floor of the Annual General Meeting provided the nominated member consents to be a member

of Council and is proposed and seconded by two members present at the meeting.

26. Office Bearers

- (1) At the first duly convened meeting of the Council following each Annual General Meeting the Councillors shall elect from amongst the elected Councillors:
 - (a) the President;
 - (b) the Vice President;
 - (c) the Honorary Secretary; and
 - (d) the Honorary Treasurer.
- (2) Each office-bearer may hold office until the Council meeting following the next Annual General Meeting but is entitled to stand again for office.
- (3) If a casual vacancy occurs among the office bearers, the Council may fill the vacancy from among the members of Council. The person chosen to fill the casual vacancy shall hold office until the first meeting of Council following the next Annual General Meeting.
- (4) The office-bearers are responsible for the day-to-day operations of the National Trust between meetings of the Council.

27. Minutes

The Council shall cause minutes to be made in books provided for the purpose –

- (a) of all appointments of officers made by the Council;
- (b) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council;
- (c) of all resolutions and proceedings at all meetings of the National Trust and of the Committees of the Council.

28. Disqualification of Members of Council

The office of a member of the Council shall be ipso facto vacated if:

- (1) he becomes prohibited from being a member of the Council by reason of the provisions of the Law; or
- (2) by notice in writing to the National Trust, he resigns his office; or
- (3) he ceases to be a member of the National Trust; or
- (4) he is directly or indirectly interested in any contract or proposed contract with the National Trust and fails to declare the nature of his interest in manner required by the Law; or
- (5) with the exception of the Executive Director, he is appointed to any salaried office or to any office (paid by fees) of the National Trust or accepts remuneration, payment or other benefits as hereinafter provided in this article.

29. Rotation of Members of Council

Each member of the Council will hold office for two years with half the Councillors to be elected at each Annual General Meeting. The Councillors to retire every two years shall be those elected members who have been longest in office since their last election but as between persons who become members of the Council on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

30. Any casual vacancy occurring in the Council may be filled by a member of the National Trust but the person so chosen shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member in whose place he is appointed was last elected a member of the Council.
31. The National Trust may by ordinary resolution remove any member of the Council before the expiration of his period of office and may by an ordinary resolution at the meeting at which he is removed appoint another person in his stead or if no such appointment is made, the position may be filled as a casual vacancy. The person so appointed shall be subject to retirement at the same time as if he had become a member of the Council on the day on which the member in whose place he is appointed was last elected a member of the Council.

32. Proceedings of the Council

- (a) The members of the Council shall meet together for the dispatch of business at least once in every two months during the year.

- (b) In addition to the requirements of paragraph (a), the President may convene such meetings of the Council as he believes necessary.
- 33.
 - (a) Each member of Council shall receive at least 7 days notice of each Council meeting.
 - (b) Notwithstanding paragraph (a), it is not necessary to give notice of a Council meeting to a Councillor who:
 - (i) has been given leave of absence; or
 - (ii) is absent from Australia and has not left a facsimile number at which he may be given notice.
 - (c) Any notice of a meeting of the Council may be given in writing, or orally, and whether by facsimile, telephone or any other means of communication.
- 34. Questions arising at a meeting of Council shall be decided by a majority of votes of Councillors present and voting. In the case of equality the chairperson shall have a second or casting vote.
- 35. A member of Council shall not vote in respect of any contract in which he is interested or any matter arising there from and if he does so his vote shall not count.
- 36. The continuing members of the Council may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum, the continuing members of the Council may act for the purpose of increasing the number of members of the Council to that number or of summoning a general meeting of the National Trust but for no other purpose.
- 37. The quorum necessary for the transaction of the business of the Council shall be 7 Councillors.
- 38. The members of the Council may elect a chairperson of their meetings and determine the period for which he is to hold office but if no such chairperson is elected, or if at any meeting the chairperson is not present within twenty minutes after the time appointed for holding the same, the members may choose one of their number to be chairperson of the meeting.

POWERS OF COUNCILLORS

39. General Powers

- 39.1 Subject to the Law and this Constitution, the management and control of the business and affair of the National Trust shall be vested in the Councillors who may exercise all powers of the National Trust which are not by the Law or this Constitution required to be exercised by the National Trust in general meeting.
- 39.2 No resolution passed by the National Trust in a general meeting shall have the effect of invalidating any prior act of the Councillors which would have been valid if the resolution had not been passed.

40. Borrowing Powers

- 40.1 The Councillors may exercise all the powers of the National Trust to:
- (1) raise or borrow any sum or sums of money for the purposes of the National Trust; and
 - (2) secure the payment or repayment of any amount payable by the National Trust and any other obligation or liability in such manner and on such terms and conditions as they think fit whether upon the security of any mortgage or charged upon all or any of the property, undertaking and assets of the National Trust both present and future.

42. Negotiable Instruments

- 42.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the National Trust must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by the persons and in the manner determined from time to time by the Councillors and failing such determination by any two Councillors.

43. Conferment of Powers

- 43.1 The Councillors may from time to time confer upon any Councillor for the time being or any other person as they may select such of the powers exercisable under this Constitution by the Councillor as they may think fit for such time and to be exercised for such purposes and on such terms and conditions and with such restrictions as they think expedient.
- 43.2 Powers conferred under this clause may be exercised concurrently with the powers of the Councillors in that regard and the Councillors may from time to time withdraw, revoke or vary all or any of such powers.

COUNCILLOR'S DISCLOSURE OF INTEREST

44. Contracts with Councillors

44.1 A Councillor and any firm, body or entity in which a Councillor has a direct or indirect material interest may in any capacity:

- (1) enter into any contract or arrangement with the National Trust; and
- (2) act in a professional capacity, other than as auditor, the National Trust.

and any Councillor or firm, body or entity so contracting or being so interested is not liable to account to the Councillor for any profit realised by any such contract or arrangement by reason only of the Councillor holding that office or of the fiduciary relationship established by the Councillor holding that office.

44.2 A Councillor must disclose his interest in accordance with the Law and the Secretary must record all declarations in the minutes of the relevant meeting.

44.3 The Council shall, at its absolute discretion, determine whether the interest of a Councillor is material.

44.4 Where such interest is material no payment or benefit shall be paid by the National Trust for such services other than for the recovery of fair and reasonable out of pocket expenses, unless the Council gives specific approval for such additional payments or benefits.

44.5 A Councillor's failure to make disclosure under this clause does not render void or voidable a contract or arrangement in which the Councillor has a direct or indirect interest.

44.6 No Councillor shall vote as a Councillor in respect of any contract or arrangement in which he has a material interest and if does purport to vote his vote shall not be counted.

44.7 A Councillor may not attest the affixing of the common seal to any document relating to a contract or arrangement or proposed contract or arrangement in which the Councillor has an interest.

44.8 A general note given to the Council by a Councillor that the Councillor is an officer, a member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Councillor's interest in the corporation or shall, in relation to any matter involving the

National Trust and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Councillor's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Councillors than was stated in the notice.

45. Chairperson

- 45.1 The President shall, if present, preside as chairperson of every meeting of the Councillors.
- 45.2 If a meeting of Councillors is held and the President is not present within 10 minutes after the time appointed for the holding of the meeting or, if present, does not wish to chair the meeting, the Vice President shall preside as chairperson of the meeting or, if the Vice President is not present or is unwilling to act then the other Councillors present must elect one of their number to be chairperson of the meeting.

46. Voting

- 46.1 A resolution of the Councillors must be passed by a majority of votes of the Councillors present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Councillors will for all purposes be taken to be a determination of the Councillors.
- 46.2 Each Councillor shall have one vote.
- 46.3 In case of an equality of votes at a meeting of councillors, the chairperson has a casting vote in addition to his deliberative vote.

47. Circular Resolutions by Councillors

- 47.1 A resolution in writing signed by a majority of the Councillors for the time being entitled to vote in relation to the resolution (not being less than a quorum) and stating that the signatories are in favour of the resolution will be as valid and effectual from the time it is signed by the last councillor as if it had been passed at a duly convened meeting of Councillors provided each Councillor has received 24 hours notice of the resolution.
- 47.2 A resolution in writing may consist of several documents in like form each signed by one or more Councillors.
- 47.3 Every such resolution shall be deemed to have been passed on the day and at the time at which the document was last signed by a Councillor.

47.4 A facsimile transmission or email message which is received by the National Trust and which purports to have been signed by a Councillor shall for the purposes of this clause be taken to be in writing and signed by that Councillor at the time of the receipt of the facsimile transmission by the National Trust in legible form.

48. Committee of Councillors

48.1 The Councillors may form and delegate any of their powers to a Committee consisting of such Councillors as they think fit and may from time to time revoke such delegation.

48.2 A Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Councillors. A power so exercised shall be taken to be exercised by the Councillors.

48.3 The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Councillors contained in this Constitution.

48.4 A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Councillors are required by the Law and this Constitution to be made entered and signed.

49. Validation of Acts of Councillors

49.1 All acts done:

(1) at any meeting of the Councillors; or

(2) by a Committee; or

(3) by any person acting as a Councillor.

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Councillor or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Councillor and had been entitled to vote.

MINUTES

50. Minutes

- 50.1 The Councillors must cause minutes to be kept in accordance with the Law for the purposes of recording:
- (1) the names of the Councillors present at each meeting of the Councillors and of Councillors present at each meeting of any Committee;
 - (2) all orders, resolutions and proceedings of general meetings and of meetings of Councillors and of Committees;
 - (3) such matters as are required by the Law to be recorded in the record books of the Company including without limitation all declarations made or notices given by any Councillor of his interest in any contract or proposed contract or of the holding of any office or property whereby any conflict of duty or interest may arise.
- 50.2 Such minutes shall be signed by the chairperson of the meeting, or the chairperson of the next succeeding meeting and the minutes which purport to be signed accordingly shall be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.

EXECUTION OF DOCUMENTS

51. Execution of Documents

- 51.1 Without limiting the manner in which the National Trust may execute any contract, including as permitted under section 126 of the Law, the National Trust may execute any agreement, deed or other document by:
- (1) two Councillors signing the same; or
 - (2) one Councillor and the Secretary signing the same.
- 52.2 Nothing in this Constitution requires the National Trust to execute any agreement, deed or other document under common seal for the same to be effectively executed by the National Trust.

ACCOUNTS AND INSPECTION OR RECORDS

53. Accounts and Inspection

- 53.1 The Councillor shall cause proper financial records to be kept and must distribute copies of the financial reports of the National Trust and a

Councillor's report in accordance with the requirements of the Law and also from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the National Trust or any of them will be open to the inspection of Members not being Councillors.

- 53.2 The Councillors must cause the accounts of the National Trust to be audited in accordance with the requirements of the Law.

NOTICES

54. Service of Notices

- 54.1 A notice may be given by the National Trust to any Member by:
- (1) serving it on the Member personally;
 - (2) sending it by post to the Member or leaving it at the Member's address shown in the Register or otherwise the address supplied by the Member to the National Trust for the giving of notices.
 - (3) facsimile to the facsimile number supplied by the Member to the National Trust for the giving of notices; or
 - (4) sending it to the electronic address supplied by the Member to the National Trust for the giving of notices.
- 54.2 Any Member who has not left at or sent to the Office of the National Trust his place of address for inclusion in the Register as the place at which notices may be given to the Member shall not be entitled to receive any notice.
- 54.3 Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing prepaying and posting a letter containing the notice and shall be deemed to have been effected on the day after the date of posting. Service of a notice to a Member outside Australia shall be deemed to have been made in the ordinary course of the post.
- 54.4 Where a notice is sent by facsimile or other electronic means, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the business day after it is sent.
- 54.5 A note may be given by the National Trust to the persons entitled to a share in consequence of the death, lunacy or bankruptcy of a Member by:

- (1) service on the Member personally;
- (2) sending it by post addressed to the person by name or by the title of the representative of the deceased or lunatic or the assignee of the bankrupt or by any like description at the address, if any, within Australia supplied for the purpose by the person claiming to be entitled;
- (3) by giving the notice in any manner in which the same might have been given if the death, lunacy or bankruptcy had not occurred.

54.6 Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any Officer of the National Trust to that effect shall be conclusive evidence of service.

55. Notices of General Meeting

55.1 Subject to clause 54.2, notice of every general meeting must be given in any manner authorised by this Constitution to:

- (1) every Member; and
- (2) the auditor (if any) for the time being of the National Trust.

WINDING UP

56. Winding Up

56.1 If the National Trust is wound up:

- (1) each Member; and
- (2) each person who ceased to be a Member in the preceding year

undertakes to contribute to the property of the National Trust for the:

- (3) payment of the debts and liabilities of the National Trust (but in relation to those persons referred to in paragraph (2) above, only those contracted before the person ceased to be a Member) and payment of the costs, charges and expenses of winding up; and
- (4) adjustment of the rights of the contributories amongst themselves,

such amount as may be required but not exceeding \$20.00.

56.2 If any surplus remains following the winding up of the National Trust, the amount of that surplus shall be transferred to any institution or corporation:

- (1) which has similar objects to the objects of the National Trust as set out in clause 3.1.
- (2) which is accepted by the Commissioner of Taxation for the purposes of Division 30 of the Income Tax Assessment Act 1997.

PATRONS

57. The Council from time to time may declare that any person distinguished by reason of his having rendered public service or any person being the holder for the time being of any public office be elected a Patron of the National Trust. A Patron in his capacity shall be entitled to receive notices of, and to attend but not to vote at, any general meeting of the National Trust.

INDEMNITY

58. Indemnity

58.1 To the extent permitted by law every Officer (and former Officer) of the National Trust shall be indemnified out of the funds of the National Trust against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no such Officer (or former Officer) shall be indemnified out of the funds of the National Trust under this clause unless:

- (1) it is in respect of a liability to another person (other than the National Trust or a related body corporate to the National Trust) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (2) it is in respect of a liability for costs and expenses incurred.
 - (a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
 - (b) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Law.

59. Payment of Indemnity Policy Premium

59.1 To the extent permitted by law the National Trust may at the discretion of the Councillors enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the National Trust against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:

- (1) a liability arising out of conduct involving a wilful breach of duty in relation to the National Trust; or
- (2) a contravention of Part 2B.1 of the Law.

The Councillors shall have the discretion to approve the terms and conditions of any such policy of insurance.

59.2 Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the National Trust shall not be required to indemnify the Officer under clause 52 except to the extent that the indemnity affected by the insurance policy does not fully cover the persons liability.

60. Indemnity to Continue

60.1 The indemnity granted by the National Trust contained in clause 58 shall continue in full force and effect notwithstanding the deletion or modification of that clause 58 shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.