

The Corporations Law

*A company, limited by guarantee
incorporated in New South Wales*

*A company limited by guarantee
incorporated in New South Wales*

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

TRANSPARENCY INTERNATIONAL AUSTRALIA LIMITED

(ACN 068 075 525)

(as amended by Special Resolution dated 06/12/2007 (AGM))

(as amended by Special Resolution dated 09/12/2010 (AGM))

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The Corporations Law

MEMORANDUM OF ASSOCIATION

of

TRANSPARENCY INTERNATIONAL AUSTRALIA LIMITED

(ACN 068 075 525)

1. Name of Company

The name of the company is Transparency International Australia Limited.

2. ~~Objects~~

~~The company's objects are:~~

- ~~(a) — to raise public awareness and advance the general education of the public in matters relating to the nature and consequences of corruption in international business transactions, including over seas development initiatives and existing legislation and other guidelines which exist to combat corruption;~~
- ~~(b) — to promote, undertake or commission research for the public benefit in matters relating to the nature and consequences of corruption in international business transactions and the cost-effectiveness of overseas development initiatives and to disseminate the useful results of any such research;~~
- ~~(c) — to support and promote the charitable educational aims and objectives of Transparency International, a not-for-profit organisation under German Law, and in particular to assist in securing support within Australia for Standards of Conduct designed to promote transparency and accountability in international business transactions, and to co-operate with other charitable organisations though out the world with similar objectives;~~
- ~~(d) — to provide assistance and expertise to parties to international trade, investment and economic and social development to assist them in ensuring compliance with existing anti-corruption legislation and Standards of Conduct established in conjunction with Transparency International in Germany and other bodies;~~
- ~~(e) — to give the legislative and public bodies and other facilities for conferring with and ascertaining the views of persons and institutions engaged in combating corruption as regards matter directly or indirectly affecting that activity;~~
- ~~(f) — to arrange, provide, organise or promote alone or with others the provisions of conferences, lectures, seminars, meetings, courses, exhibitions, training, information and advisory services and other events and services in furtherance of the objects of the company;~~

~~(g) to write, make, prepare, edit and print, publish, issue and circulate gratuitously or otherwise, reports, periodicals, books, pamphlets, leaflets, articles, films, video tapes, computer software, electronic devices, materials for study or other documents in furtherance of or necessary for the promotion of the objects of the company, or procure any of the above acts~~

(Deleted as per Special Resolution 06/12/2007 (AGM)).

3. Limited liability

The liability of the members is limited.

4. Extent of liability

Each member undertakes to contribute to the property of the company if the company is wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for payment of the company's debts and liabilities contracted before he, she or it ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding \$10.00.

5. Subscribers

We, the persons whose full names, address and occupations are set out below, wish to form a company pursuant to this Memorandum of Association.

Full names, addresses and occupations of subscribers	Signatures of subscribers	Witness to signature and address of witness
--	---------------------------	---

1. Peter Leslie ROOKE
6 Hopetoun Avenue
Mosman NSW 2088
International Lawyer
2. Isabel Christine BLACKETT
12 Collins Street
Box Hill VIC 3128
Public Health Engineer
3. John Robert Felix LEHANE
15 Highlands Avenue
Gordon NSW 2072
Solicitor
4. John Gavin CAMPBELL
40 Carlotta Avenue
Gordon NSW 2072
Chairman

5. Simon Allen LONGSTAFF
Flat 3/18 Lower Wycombe Road
Neutral Bay NSW 2089
Executive Director
6. Christopher Ivan ROBERTS
26 Julian Street
Mosman NSW 2088
Company Director

Dated:

The Corporations Law

A company, limited by guarantee
incorporated in New South Wales

MEMORANDUM OF ASSOCIATION

of

TRANSPARENCY INTERNATIONAL AUSTRALIA LIMITED

(ACN 068 075 525)

GENERAL

1. Interpretation

1. In these Articles:
 - (a) **Law** means the Corporations Law;
 - (b) **seal** means the common seal of the company and includes any duplicate common seal and any official seal of the company;
 - (c) words denoting any gender include all genders; and
 - (d) headings are for convenience only and do not affect interpretation.
2. Division 10 of Part 1.2 of the Law applies in relation to these Articles as if they were an instrument made under the Law as in force on the day when these Articles become binding on the company.
3. Except so far as a contrary intention appears in these Articles, an expression has, in a provision of these Articles that deals with a particular provision of the Law, the same meaning as in that provision of the Law.
4. A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it.

2. Exclusion of Table A

The regulations contained in Table A of Schedule 1 to the Law shall not apply to the company.

MEMBERSHIP

3. Members

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

2. The subscribers of the Memorandum of Association of the company and any other persons admitted to membership in accordance with these Articles, shall be the members of the company.

4. Application for membership

1. An application for membership shall be made in writing and signed by the applicant and shall be accompanied by the appropriate annual subscription.
2. At the next meeting of directors after the receipt of any application for membership accompanied by the appropriate subscription, the application shall be considered by the directors who shall decide whether or not to admit the applicant in their absolute discretion. In no case shall the directors be required to give any reason for the rejection of an applicant.
3. When an applicant has been accepted for membership, the secretary (or other person who the directors may appoint) shall notify the applicant of the acceptance and the applicant shall be registered in the company's register of members and shall immediately become a member of the company.
4. If the applicant is rejected any annual subscription paid in advance will refunded in full.

5. Annual subscriptions

1. The annual subscription payable by members of the company shall be as prescribed by the directors from time to time.
2. The directors may, in their absolute discretion determine a discount for annual subscriptions paid in advance.
3. The annual subscription period shall be computed from 1 July in each year, and annual subscriptions shall be due and payable on 1 July each year in advance.
4. The directors may determine that any member who applies for membership between 1 January and 30 June in 1996 or any subsequent year shall pay only one-half of the annual subscription until that member's next annual subscription falls due.
5. Every member of the company who applies for membership before 1 July 1995 shall not be liable to pay any further sum by way of annual subscription for the period ending 30 June 1996.

CESSATION OF MEMBERSHIP

6. Resignation of a member

A member may at any time, by giving notice in writing to the secretary, resign as a member of the company. The resignation shall not be effective from the date of receipt of the notice by the secretary. That member's name shall be removed from the register of members.

7. Non-payment of subscriptions

If the subscription of a member remains unpaid for a period of 30 days after it becomes due, the secretary shall give notice to the member of that fact. If the subscription remains unpaid on the expiration of 21 days after the date of the notice, the directors may expel the member from membership of the company and remove the member's name from the register of members.

8. Misconduct of a member

1. If any member:
 - (a) is in breach of the provisions of the Memorandum or Articles of Association of the company; or
 - (b) is guilty of any act or omission which, in the opinion of the directors is unbecoming of a member, or prejudicial to the interest of the company,

the directors may expel the member from the company and remove the member's name from the register of members.
2. The directors shall not expel a member under Article 8(1) unless at least seven days' notice has been given to the member stating the date, time and place at which the question of expulsion of that member is to be considered by the directors, and the nature of the alleged misconduct.

9. Other grounds for cessation of membership

A member's membership of the company shall automatically cease:

- (a) in the case of a member who is a natural person on the date that the member:
 - (i) dies;
 - (ii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to the mental health; or
- (b) in the case of a member which is a body corporate on the date that:
 - (i) a liquidator is appointed in connection with the winding-up of the member; or
 - (ii) an order is made by a court for the winding-up or deregistration of the member.

10. Liability for subscription fees and other amounts following cessation

Notwithstanding that the member ceases to be a member of the company, he shall continue to be liable for:

- (a) all annual subscription fees or other amounts owing by him to the company which are due and unpaid as at the date that the member ceases to be a member; and

- (b) amount which the member is or may become liable to pay the company under Clause 4 of the company's Memorandum of Association.

GENERAL MEETINGS

11. Power of directors to convene

Any director may whenever he thinks fit convene a general meeting.

11A. Annual General Meeting

The company will hold a general meeting of its members at least once each year.

12. Notices of meeting

A notice of a general meeting shall specify the place, the day and the hour of meeting and shall state the general nature of the business to be transacted at the meeting.

13. Quorum

1. 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 in these Articles, 5%, or such other amounts as determined by ordinary resolution in a general meeting, of members present in person shall constitute a quorum.
2. For the purpose of determining whether a quorum is present, a person attending as a proxy, or as attorney for a member, or as a representative of a corporation that is a member, shall be taken to be a member present in person.

14. If quorum not present

If a quorum is not present within half an hour from the time appointed for the meeting:

- (a) where the meeting was convened upon the requisition of members – the meeting shall be dissolved; or
- (b) in any other case:
 - (i) the meeting stands adjourned to such day, and at such time and place, as the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place; and
 - (ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting – the meeting shall be dissolved.

15. Chairman of meetings

1. If the directors have elected one of their number as chairman of their meetings, he shall preside as chairman at every general meeting.

2. Where a general meeting is held and:
 - (a) a chairman has not been elected as provided by sub-article (1); or
 - (b) the chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,
the members present shall elect one if their number to be chairman of the meeting.

16. Adjournments

1. The chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
2. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
3. Except as provided by sub-article (2), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. Voting at general meetings

1. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairman;
 - (b) by at least five members present in person or by proxy, representative or attorney;
 - (c) by a member or members present in person or by proxy, representative or attorney and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
2. Unless a poll is so demanded, a declaration by the chairman 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, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
3. The demand for a poll may be withdrawn.

18. Procedure for polls

1. If a poll is properly demanded, it shall be taken in such manner, and subject to sub-article (2), either at once or after an interval or adjournment or otherwise as the chairman directs, and the result of the poll shall be resolution of the meeting at which the poll was demanded.
2. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

19. Chairman's casting vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his deliberative vote (if any), has a casting vote.

20. Votes of members

- (a) At meetings of members each member entitled to vote may vote in person or by proxy or attorney.
- (b) On a show of hands every person present who is a member or a representative of a member or an attorney for a member has one vote, and on a poll every member present in person or by proxy or attorney has one vote.

21. Restriction on voting rights

A member is not entitled to vote at a general meeting unless all sums presently payable by him in respect of his membership in the company have been paid.

22. Objections to qualification to vote

- 1. An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 2. Any such objection shall be referred to the chairman of the meeting, whose decision is final.
- 3. A vote not disallowed pursuant to such an objection is valid for all purposes.

23. Proxies

- 1. An instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 2. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument but may vote as he thinks fit on any motion or resolution in respect of which no manner of voting is indicated.
- 3. An instrument appointing a proxy shall be taken to confer authority to demand or join in demanding a poll.
- 4. An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow or in such other form as the directors shall accept.

TRANSPARENCY INTERNATIONAL AUSTRALIA LIMITED
(ACN 068 075 525)

PROXY FORM

I/We _____
of _____
appoint _____
of _____
or in his/her absence _____
of _____

as my/our proxy to vote for me/us on my/our behalf at the [Annual] General Meeting of the Company to be held on _____ 199 and at any adjournment of that meeting.

I/We direct my/our proxy to vote in respect of each resolution to be considered as indicated with an "X" below, and to vote or abstain in respect of any procedural resolution as my/our proxy thinks fit.

	FOR	AGAINST
Resolution No.1	[]	[]
Resolution No.2	[]	[]

If no direction is given above, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of each resolution (including any procedural resolution) to be considered by the meeting and any adjournment of the meeting.

Dated _____ 199

Signature _____

Corporations should execute under seal or by attorney.

5. No instrument appointing a proxy shall be treated as invalid merely because it does not contain the address of the appointor or of a proxy or is not dated or does not contain in relation to any or all resolutions an indication of the manner in which the proxy is to vote and, in any case where the instrument does not contain the name of a proxy, the instrument shall not for that reason be invalid and shall be taken to be given in favour of the chairman of the meeting.

24. Lodgement of proxies

An instrument appointing a proxy shall not be treated as valid unless the instrument or a facsimile of the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than 24 hours (or such lesser period as the directors may permit) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and, in the case of a poll, not less than 24 hours (or such

lesser period as the directors may permit) before the time appointed for the taking of the poll, at the registered office of the company or at such other place within Australia as is specified for that purpose in the notice convening the meeting.

25. Validity of proxies

A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind or revocation 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 or the power is exercised.

25A. Application to Annual General Meeting

All the provisions of this Constitution as to general meetings apply to any annual general meeting which may be held under the operation of this Constitution or the Corporations Act.

25B. Appointment of an auditor

- (a) The annual general meeting will receive the annual audited financial statements.
- (b) The annual general meeting will appoint an independent auditor for the subsequent year.
- (c) The independence auditor will not have any affiliation or interest in the company nor any affiliation with an actual or potential supplier of goods and services, recipient of grant funds or an organisation with competing or conflicting objectives.

DIRECTORS

26. Number of directors

1. The number of the directors and the names of the first directors shall be decided in writing by the subscribers to the memorandum or a majority of them.
2. The company may, by resolution, increase or reduce the number of directors.

27. Appointment of directors

A person may, by resolution of the company or by resolution of the directors, be appointed to be a director either to fill a casual vacancy or in addition to the existing directors but so that the total number of directors does not at any time exceed the number decided in accordance with these Articles.

28. Retirement at each annual general meeting

1. Subject to Article 48(3):
 - (a) no director shall hold office for a period in excess of three years, or will until the third annual general meeting following the director's appointment, whichever is the longer, without submitting himself for re-election; and
 - (b) at every annual general meeting one-third of the directors or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third (or such number as is necessary to ensure compliance with paragraph (1)(a)), shall retire from office and be eligible for re-election.
2. The directors to retire in every year shall be the directors longest in office since last being elected or re-elected. Between directors who were elected on the same day the director to retire shall be decided by lot unless they agree otherwise.
3. A retiring director shall be eligible for re-election without needing to give any prior notice of an intention to submit for re-election and shall hold office as a director until the end of the meeting at which the director retires.

29. Remuneration of directors

1. The directors shall not be paid remuneration.
2. The directors may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or otherwise in connection with the business of the company.

30. Vacation of office

In addition to the circumstances in which the office of a director becomes vacant by virtue of the Law, the office of a director becomes vacant if the director:

- (a) 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;
- (b) resigns his office by notice in writing to company;
- (c) is absent without the consent of the directors from meetings of the directors held during a period of six months; or
- (d) is removed from office by resolution of the company.

POWERS AND DUTIES OF DIRECTORS

31. Powers of directors

1. Subject to the Law and to any other provisions of these Articles, the business of the company shall be managed by the directors, who may pay all expenses incurred in promoting and forming the company, and may exercise all such powers of the company as

are not, by the Law or by these Articles, required to be exercised by the company in general meeting.

2. Without limiting the generality of sub-article (1), the directors may exercise all the powers of the company to borrow money, to charge any property or business of the company and to issue debentures or give any other security for a debt, liability or obligation of the company or of any other person.

32. Power to use seals

The directors may exercise all the powers of the company in relation to any official seal, any duplicate common seal and any branch register.

33. Appointment of attorneys

1. The directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the directors), for such period and subject to such conditions as they think fit.
2. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.

34. Negotiable instruments

All cheques, promissory notes, bankers drafts, bills of exchange, and other negotiable instruments shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such persons and in such manner as the directors may decide, and unless so decided, by any two directors.

PROCEEDINGS OF DIRECTORS

35. Convening meetings

1. The directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
2. A director may at any time, and a secretary shall on the requisition of a director, convene a meeting of the directors.
3. A meeting of the directors will be convened not less than 3 times each year.

36. Meetings of directors

Where, through a link established by means of any system of telephone, audio or audio-visual communication approved by the directors and made known to each director for the

purpose of any meeting of the directors, one or more of the directors absent from the place appointed for the meeting can hear and be heard by not only one another (if more than one) but also the director or directors in attendance at that place for the purpose of being present at the meeting, such of those absent directors and the directors or directors so in attendance as are able to hear and be heard by one another shall, for the purpose of every provision of these Articles concerning meetings of the directors, be taken to be assembled together at a meeting held at that place and all proceedings of those directors conducted with the aid of the link shall be as valid and effectual as if conducted at a meeting at which all of them were present.

37. Quorum at meetings

1. At a meeting of directors, the number of directors whose presence is necessary to constitute a quorum is such number as is determined by the directors and, unless so determined, is 3.
2. The fact that a director is in any way, directly or indirectly, interested in any matter arising for decision at a meeting of directors does not prevent that director being counted in a quorum.

38. Chairman of meetings

1. The directors shall elect one of their number as chairman of their meetings and may decide the period for which he is to hold office.
2. Where such a meeting is held and:
 - (a) a chairman has not been elected as provided by sub-article (1); or
 - (b) the chairman is not present within ten minutes after the time appointed for the holding of the meeting or is unwilling to act,the directors present shall elect one of their number to be chairman of the meeting.

39. Proceedings at meetings

Subject to these Articles, questions arising at a meeting of directors shall be decided by a majority of votes of directors present and voting and any such decision shall for all purposes be taken to be a decision of the directors.

40. Chairman's casting vote

In case of an equality of votes, the chairman of the meeting, in addition to his deliberative vote, has a casting vote.

41. Disclosure of interests

1. A director is not disqualified by his office from contracting with the company in any capacity whatsoever.

2. A contract or arrangement made by the company with a director or in which a director is in any way, directly or indirectly, interested shall not be avoided merely because the director is a party to or interested in it.
3. A director is not liable to account to the company for any profit derived in respect of a matter in which he has a material interest, merely because of his office or the fiduciary relationship it entails, if the director has:
 - (a) declared his interest in the matter as soon as practicable after the relevant facts have come to the director's knowledge; and
 - (b) not contravened these Articles or the Law in relation to the matter.

A general notice that the director is an office or member of a specified body corporate or firm stating the nature and extent of his interest in the body corporate or firm shall, in relation to a matter involving the Company and that body corporate or firm, be a sufficient declaration of the director's interest, provided the extent of that interest is no greater at the time of first consideration of the relevant matter by the directors than was stated in the notice.
4. A director may hold any office of employment or profit in the company (other than auditor) in addition to holding office as a director.

42. Alternate directors

1. A director may, with the approval of a majority of the other directors, appoint a person (whether a member of the company or not) to be an alternate director in his place during such period as he thinks fit.
2. An alternate director is entitled to notice of meetings of the directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in his stead.
3. An alternate director may exercise any powers that the appointor may exercise and the exercise of any such power by the alternate director shall be taken to be the exercise of the power by an appointor.
4. The appointment of an alternate director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the alternate director has not expired and terminates in any event if the appointor vacates office as a director.
5. An appointment, or the termination of an appointment, of an alternate director shall be effected by service on the company of a notice in writing signed by the director who makes or made the appointment.

43. Vacancies

In the event of a vacancy or vacancies in the office of a director or offices of directors, the remaining directors may act but, if the number of remaining directors is not sufficient to constitute a quorum at a meeting of directors, they may act only for the purpose of increasing the number of directors to a number sufficient to constitute such a quorum.

44. — Delegations to committees

1. — ~~The directors may delegate any of their powers to a committee or committees consisting of such of their number as they think fit and may authorise the delegate to sub-delegate all or any of the powers so delegated.~~
2. — ~~A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the directors and a power so exercised shall be taken to have been exercised by the directors.~~
3. — ~~The members of such a committee may elect one of their number as chairman of their meetings.~~
4. — ~~Where such a meeting is held and:
(a) — a chairman has not been elected as provided by sub-article (3); or
(b) — the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act,
the members present may elect one of their number to be chairman of the meeting.~~
5. — ~~A committee may meet and adjourn as it thinks fit.~~
6. — ~~Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.~~
7. — ~~In the case of an equality of votes, the chairman, in addition to his deliberative vote, has a casting vote.~~

(Deleted as per Special Resolution 09/12/2010 (AGM))

44. Board Committees

1. The directors may delegate any of their powers to committees consisting of one or more directors as they think fit and may revoke the delegation.
2. A committee must, in the exercise of the powers delegated to it, conform to any regulations or guidelines imposed by the directors.
3. Subject to any such regulations or guidelines, the meetings and proceedings of a committee are governed by the provisions of this Constitution as to the meetings and proceedings of the directors so far as they are applicable.

(Inserted as per Special Resolution 09/12/2010 (AGM))

45. — Advisory Council

~~In addition to any committee formed under Article 44, the directors may, from time to time, appoint and remove members (who shall not be directors) and determine the functions of and procedures to be adopted by an Advisory Council.~~

(Deleted as per Special Resolution 09/12/2010 (AGM))

45. Advisory Committees

1. The directors may also create advisory and specialist committees ("**advisory committee**") (whether or not they include non-directors and irrespective of the name given to the committee).
2. The functions of each advisory committee are as decided by the directors and, subject to any such decision, are to inform the directors on matters within the remit of the committee and the experience of its members and to recommend appropriate actions to the board arising therefrom.
3. The directors may appoint and remove, or make provision for the appointment and removal of, members of the advisory committees.
4. An advisory committee may consist of a single individual or such number of individuals that the directors decide.
5. A director may be a member of an advisory committee but it is not necessary that an advisory committee includes a director.
6. The directors may terminate an advisory committee at any time.
7. The directors may specify:
 - (a) the manner in which proceedings of each advisory committee are to be conducted;
 - (b) the matters which the advisory committee must consider in carrying out its functions; and
 - (c) any other matters concerning the advisory committee or its functions that the directors decided.
8. In the absence of any decision by the directors to the contrary, the meetings and proceedings of an advisory committee are governed by the provisions of this Constitution as to the meetings and proceedings of the directors so far as they are applicable.

(Inserted as per Special Resolution 09/12/2010 (AGM))

46. ~~Circular resolutions~~

- ~~1. If a document containing a statement that the signatories to it are in favour of a resolution in the terms set out or otherwise identified in the document has been signed by all the directors (excluding each director, if any, who would not be entitled to vote on that resolution at a meeting of the directors), a resolution in those terms shall be taken to have been passed at a meeting of the directors held on the day on which and at the time at which the document was last signed by a director.~~
- ~~2. For the purposes of sub-article (1):
 - (a) two or more separate documents containing statements in identical terms each of which is signed by one or more directors shall together be taken to constitute one document containing a statement in those terms signed by those directors on the respective days on which they signed the separate documents;~~

~~(b) — a reference to all the directors does not include a reference to an alternate director whose appointor has signed the document, but an alternate director may sign the document in the place of his appointor; and~~

~~(c) — a telex, telegram or facsimile message which is received by the company and is expressed to have been sent by a director or alternate director shall be taken to be a document signed by that director or alternate director at the time of receipt of the telex, telegram or facsimile message by the company.~~

(Deleted as per Special Resolution 09/12/2010 (AGM))

46. Written Resolutions

1. A resolution in writing signed by all directors or a resolution in writing of which notice has been given to all directors and which is signed by a majority of the directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of directors) is a valid resolution of the directors and is effective when signed by the last of all directors or the last of the directors constituting the majority, as required.
2. For the purposes of this clause 46, the references to directors include any alternate director appointed by a director who is not available to sign the document or is otherwise unable to sign the document within a reasonable time but do not include any other alternate director.
3. The resolution may consist of several documents in the same form each signed by one or more of the directors. A facsimile transmission or other document produced by mechanical or electronic means under the name of a director with the director's authority (including an email) is considered a document in writing signed by the director and is deemed to be signed when received in legible form.

(Inserted as per Special Resolution 09/12/2010 (AGM))

47. Defects in appointments

Notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a director, or a member of a committee, or to act as a director, or that a person so appointed was disqualified, all acts done by any meeting of the directors or of a committee of directors or by any person acting as a director are as valid as if the person had been duly appointed and was qualified to be a director or to be a member of the committee.

EXECUTIVE DIRECTOR

48. Power to appoint executive director

1. The directors may from time to time appoint one or more of their number to the office of executive director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.

2. Any executive director's appointment shall automatically terminate if he ceases for any reason to be a director.
3. The provisions of Article 28 do not apply to an executive director.

49. Remuneration

An executive director shall, subject to the terms of any agreement entered into in a particular case, receive such remuneration as the directors decide.

50. Delegation of powers to executive director

1. The directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon a executive director any of the powers exercisable by them.
2. Subject to sub-article (3), any powers so conferred upon may be concurrent with the powers of the directors.
3. The directors may at any time withdraw or vary any of the powers so conferred on a executive director.

SECRETARY AND OTHER OFFICERS

51. Secretary

A secretary of the company holds office on such terms and conditions, as to remuneration and otherwise, as the directors decide. The directors may at any time terminate the appointment of a secretary.

52. Other officers

The directors may from time to time create any other position or positions in the company with such powers and responsibilities as the directors may from time to time confer and the directors may appoint any person, whether or not a director, to any such position or positions. The directors may at any time terminate the appointment of a person holding such a position and may abolish the position.

SEALS

53. Safe custody

The directors shall provide for the safe custody of the seals.

54. Other seals

The company may have for use in place of its common seal outside the jurisdiction in which its common seal is kept one or more official seals, each of which shall be a facsimile

of the common seal with the addition on its face of the name of every place where it is to be used.

55. Use of seals

1. The common seal shall be used only by the authority of the directors, or of a committee of the directors authorised by the directors to authorise the use of the common seal, and every document to which the common seal is affixed shall be signed by a director and be countersigned by another director, a secretary or another person appointed by the directors to countersign that document or a class of documents in which that document is included.
2. Any seal that the company has in conformity with Article 54 shall be used only in the manner prescribed by sub-article (1) in relation to the common seal or in accordance with such regulations as the directors may from time to time by resolution prescribe in relation to the seal in question.
3. Regulations prescribed by the directors in relation to a particular seal that the company has in conformity with Article 54 may:
 - (a) specify the person or persons who may affix and attest the affixing of that seal; and
 - (b) provide that any impression of that seal or any signature attesting the affixing of it may be a facsimile impression or signature which is printed by some mechanical or electronic means.
4. A certificate signed by any director or the secretary which sets out the terms of any regulations so prescribed by the directors shall be, as against the company, conclusive evidence of those regulations.
5. Any seal that the company has in conformity with Article 54 shall be taken to be duly affixed if it is affixed and attested in the manner prescribed by sub-article (1) in relation to the common seal or in accordance with regulations prescribed by the directors in relation to that seal.

INSPECTION OF RECORDS

56. Inspection of records

The directors shall decide whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the company or any of them will be open to the inspection of members (other than those who are also directors).

57. Rights of members

A member other than a director does not have the right to inspect any document of the company except as provided by law or authorised by the directors or by the company in general meeting.

NOTICES

58. Notices generally

1. A notice may be given by the company to any member either by serving it on him personally or by sending it by post to him at his address as shown in the register of members or the address supplied by him to the company for the giving of notices to him.
2. 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 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. Notices of general meeting

1. Notice of every general meeting shall be given in the manner authorised by Article 58 to:
 - (a) every member; and
 - (b) the auditor for the time being of the company.
2. No other person is entitled to receive notices of general meetings.

APPLICATION OF INCOME AND PROPERTY

60. Application of income and property

1. Subject to sub-article (2), the profits (if any) or other income and property of the company shall be applied solely towards the promotion of the objects of the company as set forth in the company's Memorandum of Association and no portion of it shall be paid or transferred, directly or indirectly, to any member of the company whether by way of dividend, bonus or otherwise.
2. Nothing in sub-clause (1) shall prevent any payment in good faith by the company of:
 - (a) reasonable and proper remuneration to any member, officer or employee of the company (whether or not such a person is a director) for any services actually rendered to the company;
 - (b) reasonable and proper rent for premises let or demised by any member of the company to the company;
 - (c) moneys to any director for out-of-pocket expenses; or
 - (d) moneys to any director, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer in connection with the promotion of the above objects.

WINDING UP

61. Winding up

If, upon the winding up or dissolution of the company by any means and for any reason, there remains any property, after the satisfaction of all the company's debts and liabilities, the property shall not be paid to or distributed among the members of the company, but shall be given or transferred:

- (a) to one or more institutions selected by the members of the company at or before the dissolution of the company, having objects similar to the company and prohibiting, or agreeing to prohibit the distribution of its or their income and property, to an extent at least as great as they imposed on the company under Article 60. However, in making the distribution, the company must ensure it satisfies all obligations under the law relating to any funds over which a charitable trust exists; and
- (b) if effect cannot be given to paragraph (a), to some other body, the objects of which are the promotion of charity (whether or not the body is a member of the company).

Such a body must be at law either a registered, approved or licensed charity or a charity exempt from registration, approval or the requirement to hold a licence according to the provisions of the relevant State legislation.

INDEMNITY

62. Indemnity

1. To the extent permitted by law and without limiting the powers of the company, the company must indemnify each person who is, or has been, a director, principal executive director or secretary of the company against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served in that capacity:
 - (a) to any person (other than the company or a related body corporate), which does not arise out of conduct involving a lack of good faith or conduct known to the person to be wrongful; and
 - (b) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted, or in connection with any application in relation to such proceedings in which the court grants relief to the person under the Law.
2. The Company need not indemnify a person as provided for in paragraph (1) in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.
3. To the extent permitted by law and without limiting the powers of the company, the board of directors may authorise the company to, and the company may enter into any:
 - (a) documentary indemnity in favour of; or
 - (b) insurance policy for the benefit of,

a person who is, or has been, a director, principal executive director, secretary, auditor, employee or other officer of the company.

4. The benefit of each indemnity given in paragraph (1) continues, even after its terms or the terms of this paragraph (4) are modified or deleted, in respect of a liability arising out of acts or omissions occurring prior to the modification or deletion.

* * * *

We, the several persons whose signatures are subscribed below, being the subscribers to the Memorandum of Association, agree to the Articles of Association set out above.

Signature of subscribers

Signature of witness and
address of witness

1. Peter Leslie ROOKE
 2. Isabel Christine BLACKETT
 3. John Robert Felix LEHANE
 4. John Gavin CAMPBELL
 5. Simon Allen LONGSTAFF
 6. Christopher Ivan ROBERTS
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Dated this day of