

Companies Act, 1961  
(As amended)

A Company Limited by Guarantee  
and not having a Share Capital

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

of

**UKRAINIAN STUDIES FOUNDATION  
IN AUSTRALIA-LIMITED**

---

Booth & Boorman  
Solicitors  
15 Pitt Street  
SYDNEY  
232-2644

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NEW SOUTH WALES  
CORPORATE AFFAIRS COMMISSION

No. of Company  
75786

Companies Act, 1961  
(Section 16(3))

CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY

This is to Certify that

UKRAINIAN STUDIES FOUNDATION IN AUSTRALIA LIMITED

is on and from the sixteenth day of December, 1974  
incorporated under the Companies Act, 1961, that the company limited by guarantee.

GIVEN under the seal of the Corporate Affairs Commission at Sydney, this  
sixteenth day of December, 1974.

F.J. O Ryan,  
Commissioner

(L.S.)

Companies Act, 1961  
(as amended)

A Company Limited by Guarantee  
and Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

of

UKRAINIAN STUDIES FOUNDATION IN AUSTRALIA  
LIMITED

1. The name of the Company is "UKRAINIAN STUDIES FOUNDATION IN AUSTRALIA LIMITED".
2. The objects for which the Company is established are:
  - (1) To promote the education of members of the public in Ukrainian civilisation including but without prejudice to the generality of the word "civilisation" the Ukrainian language and national culture philosophy literature and other fine arts liberal arts sciences and useful arts and the history of and all learning about all such things.
  - (2) To commemorate by means of an endowment or endowments for the advancement of education of members of the public and for other charitable purposes beneficial to the community the memory of Taras Shevchenko and of such other persons as the Company may consider true representatives of Ukrainian civilisation and worthy of being so commemorated.
  - (3) To advance public education and other charitable purposes beneficial to the community in furtherance of any other great cause being a charity which shall in the opinion of the Company be worthy of its support and aid.

- (4) For the furtherance of the above mentioned objects to exercise the following powers:
- (a) To establish and maintain or to assist in or contribute towards the establishment maintenance and conduct of a Department or Departments of Ukrainian Studies in any one or more of the Public Universities in Australia.
  - (b) To establish or to assist in or contribute towards the establishment of any trust and to act as the sole trustee or as one of the trustees of any such trust.
  - (c) To establish maintain and conduct or to assist in or contribute towards the establishment maintenance and conduct of any courses of instruction and the holding of lectures, public meetings, conferences and exhibitions.
  - (d) To establish, maintain and conduct or to assist in or contribute towards the establishment maintenance and conduct of any institution university college school library art gallery or museum.
  - (e) To provide or contribute towards the provision of prizes scholarships and grants to assist persons in pursuing courses of study or in obtaining further training and experience or in carrying out research or in completing new work in any of the fine arts liberal arts sciences and useful arts provided that no such prize scholarship or grant may be awarded to any member of the Company.
  - (f) To publish and distribute or to assist in or contribute towards the publication and distribution of books magazines periodicals newspapers pamphlets and leaflets.
  - (g) To present or to assist in or contribute towards the presentation of plays operas ballets folk dances and other theatrical entertainments.
  - (h) To make and present or to assist in or contribute towards the making and presentation of cinematographic films and sound recordings.
  - (i) To subscribe to become a member of or co-operate with any corporation company club association or organisation whose objects are altogether or in part similar to those of the Company provided that the Company shall not subscribe to or support with its funds
    - (i) any political party,

- (ii) any religious denomination,
  - (iii) any corporation company club association or organisation controlled by supporting or contributing to a political party or a religious denomination, or
  - (iv) any corporation company club association or organisation which does not prohibit the distribution of its property and income among its members to an extent at least as great as that imposed on the Company under or by virtue of clause 4 of this Memorandum.
- 
- (j) To appoint employ remove or suspend such managers secretaries clerks and other persons as may be necessary convenient or desirable for the purposes of the Company.
  - (k) To acquire by purchase lease exchange hire or otherwise any real and personal property or any interest therein in Australia.
  - (l) To construct improve maintain develop work manage carry out or control any buildings works and conveniences and to contribute to subsidise or otherwise assist or take part in the construction improvement maintenance development working management carrying out or control thereof.
  - (m) To manage land buildings and other property whether belonging to the Company or not and to collect rents and income and to supply to tenants and occupiers and others all usual conveniences.
  - (n) To acquire hold deal in or dispose of shares stocks rights to new issues debentures debenture stock bonds obligations and securities issued or guaranteed by any company and debentures debenture stock bonds obligations and securities issued or guaranteed by any government commissioners public body or authority supreme municipal local or otherwise.
  - (o) To acquire any such shares stocks rights to new issues debentures debenture stock bonds obligations or securities by original subscription tender purchase exchange or otherwise either for cash or for a consideration other than cash and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.

- (p) To lend and advance money or give credit to any person or company to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company and otherwise to assist any person or company.
- (q) To purchase or otherwise acquire take hold own sell transfer mortgage pledge or otherwise dispose of or deal in as principal agent or otherwise bills of sale mortgages and other securities debentures debenture stock bonds obligations and other choses in-action and while holder thereof to exercise all the rights and privileges and to carry on and transact every kind of guarantee and indemnity business.
- (r) To apply for purchase or otherwise acquire any patents patent rights copyrights trade marks formulas licences concessions and the like and to use exercise develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired.
- (s) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (t) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future) and to purchase redeem or pay off any such securities.
- (u) To draw make accept endorse discount execute and issue promissory notes bills of exchange bills of lading and other negotiable or transferable instruments.
- (v) To sell improve manage develop exchange lease dispose of turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (w) To take or hold mortgages liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the property of the Company sold by the Company or any money due to the Company from purchasers and others.



- (x) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Company provided that if the Company takes any gift of property subject to any trust then the Company shall only deal with the same in such manner as is allowed by law having regard to such trust.
- (y) To undertake and execute any trusts and also to undertake the office of executor administrator trustee agent attorney and any other offices or situations of trust or confidence and to perform and discharge the duties and functions incident thereto and generally to transact all kinds of trust and agency business.
- (z) To appoint from among the officers of the Company nominees or syndics to act on behalf of the Company for the purpose of applying for grants of letters of administration cum testamento annexo in all cases where the Company is appointed executor under any will or testamentary document either solely or jointly with others.
- (aa) To take such steps as may from time to time be deemed expedient for making known the objects of the Company and obtaining contributions to its funds.
- (bb) To enter into any arrangements with any government or authority supreme municipal local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the Company may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- (cc) To apply for secure acquire by grant legislative enactment assignment transfer purchase or otherwise any charter licence power authority franchise concession right or privilege which any government or authority or any corporation or other public body may be empowered to grant and to pay for aid in and contribute towards carrying the same into effect.
- (dd) To apply for promote and obtain any statute order regulation of other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company and to oppose any bills proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

- (ee) To procure the Company to be registered or recognised in any country or place outside the State.
- (ff) To establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or past employees of the Company or the dependents or connections or any such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable objects.
- (gg) To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.

The powers set forth in the Third Schedule to the Companies Act, 1961 shall not apply to this Company except in so far as they are included in this clause 2.

3. The liability of the members is limited.
4. The income profits and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Company, or to any of them, or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Company, or to any member thereof, or other person in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Company, but so that no director of the Company shall be appointed to any salaried office of the Company, or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any director of the Company except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company. Provided that the provision last aforesaid shall not apply to any payment to any company of which a director of the Company may be a member and in which such director shall not hold more than one-hundredth part of the capital and such director shall not be bound to account for any share of profits he may receive in respect of such payment.
5. Every member of the Company undertakes to contribute to the assets of

the Company in the event of the same being wound Lp while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required, not exceeding ten dollars (\$10.00).

6. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of this Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of the Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
7. True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association of the Company for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.
8. The full names, addresses and occupations of the subscribers hereto are:

<u>Name</u>	<u>Address</u>	<u>Occupation</u>
Stephen Balko	8 Eldon Street Riverwood, NSW	Public Accountant
George Baschul	376 Pacific Highway Hornsby, NSW	Retired Agronomist
Ivan Denys	198 Horsley Road Horsley Park, NSW	Retired Teacher
Orest Hlib Dubyk	92 Albyn Road Strathfield, NSW	Dental Surgeon

Bohdan Goot

5 Fredrick Street  
Lidcombe, NSW

Company  
Director

Iryna Iwasyk

20 Riga Avenue  
Greenacre, NSW

Articled  
Law Clerk

Volodymyr Shumsky

37 John Street  
Lidcombe, NSW

Editor &  
Publisher

Nicholas Swiderski

14 Kara Street  
Sefton, NSW

Accountant

9. We, the several persons whose signatures are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Signature of Subscribers	Witness to Signatures
Stephen Balko	Witness to all signatures W. Drabyna 2/591 New South Head Road Rose Bay NSW 2029  Taxi Driver  Wolodymyr Drabyna
G. Baschul	
I. Denys	
O.H. D byk	
B. Goot	
I. Iwasyk	
Volodymyr Savchak	
W. Shumsky	
N. Swiderski	

DATED this third day of December, 1974.

Companies Act, 1961  
(as amended)

A Company Limited by Guarantee  
and Not Having a Share Capital

ARTICLES OF ASSOCIATION

of

UKRAINIAN STUDIES FOUNDATION IN AUSTRALIA  
LIMITED

**PRELIMINARY**

1. In these articles unless there shall be something in the subject or context inconsistent therewith:

"Company" means "UKRAINIAN STUDIES FOUNDATION IN AUSTRALIA LIMITED.

"Act" means the Companies Act, 1961 as amended from time to time.

"Articles" means the Articles of Association of the Company for the time being in force.

"Directors" means the whole or any number (not being less than a quorum) of the directors for the time being of the Company assembled at a meeting of directors in accordance with these articles.

"Secretary" means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary or acting secretary.

"Office" means the registered office for the time being of the Company.

"Special resolution" has the meaning assigned thereto by the Act.

"Month" means calendar month.

"In writing" and "written" include printing lithography and other modes of reproducing or representing words in a visible form.

Words importing the singular number only include the plural and vice versa.

Words importing the masculine gender only include the feminine gender.

Words importing persons include corporations and companies.

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

### MEMBERSHIP

3. The number of members with which the Company proposes to be registered is one thousand (1,000) but the directors may from time to time register an increase of members.

4. (a) There shall be five (5) classes of members, namely -

Patron members, Endower members, Ordinary members, Pensioner members and Student members.

- (b) Any Ordinary member or Pensioner member of the Company may on first becoming a member or at any time thereafter become either a Patron member or an Endower member by making for the furtherance of the objects of the Company a gift of the amount specified below opposite the respective class of membership:

Patron membership	\$1,000.00
Endower membership	\$ 500.00

- (c) A Pensioner member is a person in receipt of a pension from the Australian Government under the Social Services Act, 1947 (as amended) or under the Repatriation Act 1920 (as amended) or under any statutory modification or re-enactment of either of those Acts.
- (d) A Student member is a member under the age of twenty-five (25) years who in the opinion of the directors is engaged on any course

of study at a University or other institution of tertiary education.

5. The members of the Company shall be:
- (a) The several persons who have subscribed to the Memorandum of Association and these articles of whom GEORGE BASCHUL, IVAN DENYS and VOLODYMYR SAVCHAK shall be Pensioner members and IRYNA IWASYK a student member and all others Ordinary members.
  - (b) Every other person who shall make application for membership and be admitted as a member of the Company.

6. Every applicant for membership of the Company (other than the subscribers to the Memorandum of Association) shall be proposed by one and seconded by another member of the Company to both of whom the applicant shall be personally known. The application for membership shall be made in writing signed by the applicant and his proposer and seconder and until the directors shall otherwise prescribe shall be in the following form:

"To the Secretary,  
UKRAINIAN STUDIES FOUNDATION IN AUSTRALIA LIMITED.

I accept and am in sympathy with the objects of the UKRAINIAN STUDIES FOUNDATION IN AUSTRALIA LIMITED as set forth in the Memorandum of Association.

I desire to become a member of the Company and I hereby agree if elected to become a member of the Company to be bound by the Memorandum and Articles of Association of the Company.

Full name .....

Address .....

Occupation .....

Degrees or other like qualifications held, year qualification achieved, and institution(s) from which qualification(s) was received:

.....

University or other institution  
of tertiary education at which  
I am now a student and nature  
of the course of study .....



Date and place of birth of applicant  
applying for membership .....

.....  
Signature

The above named candidate is personally known to us and we believe him  
suitable person to be elected a member of the UKRAINIAN STUDIES  
FOUNDATION IN AUSTRALIA LIMITED.

..... Proposer Date: .....  
(Signature)

..... Seconder Date: .....  
(Signature) "

7. Every applicant for admission to membership must in the opinion of the directors -
- (a) accept and be in sympathy with the objects of the Company, and
  - (b) intend to support the Company in furtherance of its objects, and
  - (c) be -
    - (i) a Ukrainian,
    - (ii) a descendant of persons some of whom are or were Ukrainians,
    - (iii) a person fluent in the Ukrainian language, or
    - (iv) a person learning to speak the Ukrainian language and making satisfactory progress.
8. At the next meeting of the directors after the receipt of any application for membership such application shall be considered by the directors who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the directors be required to give any reason for the rejection of an applicant.
9. (a) When an applicant has been accepted for membership the secretary shall send to the applicant at the address given on his nomination for membership written notice of his acceptance and a request for

payment of his entrance fee and first annual subscription (if any).

- (b) Upon payment of his entrance fee and first annual subscription (if any) the applicant shall become a member of the Company and shall be deemed to agree to be bound by the Memorandum and Articles of Association of the Company and by the by-laws from time to time in force of the Company provided nevertheless that if such payment be not made within two calendar months after the date of the notice the directors may in their discretion cancel their acceptance of the applicant for membership of the Company.
- (c) When in the opinion of the directors a Student member shall have ceased to be entitled to be a Student member they shall resolve that he shall thenceforward be an Ordinary member and the secretary shall send to him a written notice to that effect and a request for payment of his first annual subscription as an Ordinary member.

10. The entrance fees and annual subscriptions payable by members of the Company shall be such as the Company in general meeting shall from time to time prescribe provided that until the Company shall otherwise resolve such entrance fees and annual subscriptions shall be as follows:

- (a) Entrance fees for all classes of members who are employed other than Student members \$100.00  
The Board has the right to waive the entrance fee set forth in this clause where an Applicant has donated to the Foundation and or the Shevchenko Trust an amount substantially greater than \$1,000.
- (b) Entrance fees for all classes of members whoa are not employed and Student members \$10.00
- (c) Annual subscriptions for all classes of members who have employment \$20.00  
except for persons who have donated to the Foundation \$1,000 or more and have become Patrons of the Foundation according to Clause 4(a) whose annual subscription shall be NIL
- (d) Annual subscriptions for all classes of members who do not have employment

Provided that the first subscription of a member elected or changing from Student membership to Ordinary membership after the first day of January in any year other than 1974 shall be \$5.00 only.

11. All annual subscriptions (except the first subscriptions of new members and the first subscriptions of Student members on becoming Ordinary members) shall be payable in advance on the first day of July in each year.

## CESSATION OF MEMBERSHIP

12. If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may after notice of the default shall have been sent to him by the secretary be debarred by resolution of the directors from all privileges of membership and his name may be removed by the directors from the register of members provided that the directors may re-instate the member and restore his name to the register on payment of all arrears if the directors think fit to do so.
13. A member may at any time by giving notice in writing to the secretary resign his membership of the Company but shall continue liable for any moneys due by him to the Company and in addition for any sum not exceeding ten dollars (\$10.00) for which he is liable as a member of the Company under clause 5 of the Memorandum of Association of the Company.
14. If any member shall have ceased in the opinion of the directors to accept and be in sympathy with the objects of the Company or shall wilfully refuse or neglect to comply with the provisions of the Memorandum of Association or of these articles or of any by-law of the Company or shall be guilty of any offensive unseemly or ungentlemanly conduct or of any conduct deemed by the directors to be unbecoming of a member or prejudicial to the interests of the Company such member may be requested to appear before the directors to give an explanation of such cessation refusal neglect or conduct as aforesaid. Such request shall be in writing signed on behalf of the directors and shall set out brief particulars of the cessation refusal neglect or conduct complained of and shall be given to the member at least seven days before the date of the meeting at which he is requested to attend. Notice that a member has been so requested to attend shall also be given to each of the directors at least seven days before the date of such meeting. At such meeting the member shall have the opportunity of hearing full particulars of what is alleged against him and of giving any explanation of the alleged cessation neglect refusal or conduct. If the directors find the complaint proved they may expel suspend or caution the member provided that a member shall not be expelled from the Company unless two-thirds of the directors present at such meeting vote in favour of expulsion. A member suspended under this article shall not during the period of suspension be eligible to be elected or appointed to any office or continue to hold any office or be in or upon the premises of the Company or hold himself out as representing the Company elsewhere.

## GENERAL MEETINGS

15. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings, other than the annual general meetings shall be called extraordinary general meetings.
16. The directors may whenever they think fit convene an extraordinary general meeting and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Act.
17. Subject to the provisions of the Act relating to special resolutions fourteen days' notice at the least specifying the place the day and the hour of meeting and in case of special business the general nature of the business shall be given to the members in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Company in general meeting; but the non-receipt of such a notice by any member shall not invalidate the proceedings at any general meeting.
18. All business shall be deemed special that is transacted at an extraordinary meeting and all that is transacted at an annual meeting with the exception of the consideration of the accounts balance sheets the reports of the directors and auditor or auditors the election of directors in the place of those retiring and the appointment and fixing of the remuneration of the auditor or auditors.

## PROCEEDINGS AT GENERAL MEETINGS

19. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided fifteen members present in person shall be a quorum. For the purposes of this article "member" includes a person attending as a proxy.
20. If within half an hour from the time appointed for the meeting a quorum of members is not present the meeting if convened on the requisition of the members shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place; and if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting the members present (being not less than two) shall be a quorum.
21. The chairman (if any) of the board of directors shall preside as chairman at every general meeting of the Company or if there is no such chairman or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act the members present shall elect

one of their number to be chairman of the meeting.

22. The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
23. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
  - (a) by the chairman; or
  - (b) by at least three members present in person or by proxy.

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 shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

24. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
25. 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 shall be entitled to a second or casting vote.
26. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every such member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
27. No member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrear at the date of the meeting.
28. The instrument appointing a proxy shall be in writing (in the common or

usual form) under the hand of the appointor or of his attorney duly authorised in writing. A proxy must be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand to join in demanding a poll.

29. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

UKRAINIAN STUDIES FOUNDATION IN AUSTRALIA  
LIMITED

I, \_\_\_\_\_ of \_\_\_\_\_  
being a member of the above named Company hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_

or failing him  
of \_\_\_\_\_

as my proxy to vote for me and on my behalf at the  
(annual or extraordinary as the case may be) general  
meeting of the Company to be held on the  
day of \_\_\_\_\_ 19\_\_\_\_ and at any adjournment  
thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_.

This form is to be used \* in favour of the resolution.  
against

\* Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he thinks fit.)

30. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
31. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death unsoundness of mind or revocation as aforesaid has been

received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

## DIRECTORS

32. Until otherwise determined by a general meeting of the Company there shall be fifteen directors.

33. The subscribers to the Memorandum of Association and these articles shall be the first directors of the Company. STEPHEN BALKO shall be the first chairman. They shall all retire at the first annual general meeting but shall be eligible for re-election.

34. (a) At the next annual general meeting of the Company, Directors shall be elected from the members and such Directors shall hold office for two years, subject to clauses (b) and (c) as follows:-

(b) At the annual general meeting of the company in the calendar year 1995, all Directors shall retire but shall be eligible for re-election.

(c) at the annual general meeting of the company in the calendar year 1996, seven of the Directors shall retire but shall be eligible for re-election. The Chairman at the Director's meeting prior to the annual general meeting shall call for the names of Directors who shall retire at the annual general meeting.

If the number of Directors who shall volunteer to retire does not reach the required number of seven, then the Chairman shall place the names of the remaining Directors in a hat and the names of the Directors shall be drawn until the required number of seven is reached.

35. The election of the directors each year shall take place in the following manner:

(1) Any two members of the Company entitled to vote shall be at liberty to nominate as a director any other member eligible to hold office.

(2) Each such nomination shall be in writing setting out the names of the nominee and of his proposer and seconder and shall be signed by the proposer seconder and nominee and may if so desired by the nominee include brief particulars not exceeding one hundred and fifty words in length and certified to be correct by proposer seconder and nominee of the occupation of the nominee of any orders or decorations conferred upon him of any degrees or like qualifications and of fellowships of any colleges or learned societies held by him and of any offices held by him in any other companies clubs associations or organisations.

- (3) Each such nomination shall be sent to the secretary of the Company not later than the last day of September in the year of the annual general meeting.
- (4) If there be only the requisite number nominated to fill the vacancies the chairman shall at the annual general meeting declare those nominated as duly elected.
- (5) (a) If there be more than the requisite number nominated to fill the vacancies there shall be delivered to each member fourteen days at least before the annual general meeting -
- (ii) a list of the candidates for election setting out such brief particulars referred to in subarticle (2) of this article as have been included in the nomination forms and setting out in respect of any candidate who is a director his attendance record at meetings of the directors since the last preceding annual general meeting;
  - (ii) a ballot paper containing the names of the candidates in alphabetical order;
  - (iii) an envelope endorsed:  
  
"UKRAINIAN STUDIES FOUNDATION IN  
AUSTRALIA LIMITED  
  
Ballot Paper for Election of Nine Directors  
  
This envelope must contain the Ballot Paper  
and nothing else."
  - (iv) a card designed so that the member voting may print his name in block letters thereon and sign it;
  - (v) an envelope addressed to the secretary of the Company.
- (b) Each member entitled to vote for any number of candidates not exceeding the number of vacancies.
- (c) Each member so entitled and proposing to vote shall complete the ballot paper and the card referred to in paragraph (a) (iv) of this sub-article and shall place the completed ballot paper in the envelope provided for that purpose which he shall then seal and send together with the completed card to the secretary of the Company.



- (6) (a) If there be not a sufficient number of nominees there shall be set out in the notice convening the annual general meeting
    - (i) a list of the nominees setting out such information in respect of each as is prescribed by sub-article 5(a)(i), and
    - (ii) a statement that additional nominations may be verbally made and consented to at the annual general meeting.
  - (b) Additional nominations shall be called for at the annual general meeting.
  - (c) If then there be only the requisite number nominated to fill the vacancies the chairman shall declare those nominated as duly elected.
  - (d) Ballot papers shall be prepared (if necessary) containing the names of the candidates in alphabetical order.
  - (e) Such ballot papers shall be issued to members present entitled to vote by the returning officer and collected by him when marked.
  - (f) Each member present at the annual general meeting and entitled to vote may vote for any number of candidates not exceeding the number of vacancies.
- (7) There shall if necessary be elected at the annual general meeting a returning officer and two scrutineers.
  - (8) The returning officer shall count the votes and report the result of the ballot to the chairman.
  - (9) The decision of the returning officer as to formality or informality of any vote shall be final.
  - (10) If two or more candidates for the last vacancy or vacancies to be filled obtain an equal number of votes the chairman shall select by lot from such candidates the candidate or candidates who is or are to be elected.
36. At the first meeting of the directors held after the annual general meeting each year the directors shall elect out of their number a chairman to hold office until the next annual general meeting.
  37. The Company may from time to time by ordinary resolution passed at a

general meeting increase or reduce the number of directors.

38. The directors shall have power at any time and from time to time to fill a casual vacancy in their number by the appointment thereto of a member of the Company and to fill a casual vacancy in the office of chairman by appointment thereto of a member out of their own number. Any chairman or director so appointed shall hold office only until the next following annual general meeting but shall then be eligible for re-election.
39. The Company may by ordinary resolution remove any director before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting but shall then be eligible for re-election.
40. The office of director shall become vacant if the director -
  - (a) ceases to be a director by virtue of the Act;
  - (b) becomes bankrupt or makes an arrangement or composition with his creditors generally;
  - (c) becomes prohibited from being a director by reason of any order made under the Act;
  - (d) becomes of unsound mind or Q person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) resigns his office by notice in writing to the Company;
  - (f) for more than three months is absent without permission of the directors from meetings of the directors held during that period;
  - (g) holds any office of profit under the Company;
  - (h) ceases to be a member of the Company; or
  - (i) is directly or indirectly interested in any contract or proposed contract with the Company provided however that a member shall not vacate his office by reason of his being a member of any corporation society or association which has entered or proposes to enter into a contract with the Company if such corporation society or association is among the class of companies referred to in the proviso to clause 4 of the Memorandum of Association of the Company and if he shall have declared the nature of his interest in the manner required by the Act. Provided always that nothing in this article shall affect the operation of clause 4 of the Memorandum of Association of the Company.

## POWERS AND DUTIES OF DIRECTORS

41. The business of the Company shall be managed by the directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Act or by these articles required to be exercised by the Company in general meeting subject nevertheless to any of these articles to the provisions of the Act and to such regulations being not inconsistent with the aforesaid articles or provisions as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.
42. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Company.
43. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the directors shall from time to time by resolution determine.
44. The directors shall have power from time to time to make alter and repeal all such by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company. The directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such by-laws amendments and repeals; and all such by-laws so long as they shall be in force shall be binding upon all members of the Company. Provided nevertheless that no by-law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company and that any by-law may be set aside by a special resolution of a general meeting of the Company.
45. The directors shall cause minutes to be entered in a book provided for that purpose -
  - (a) of all appointments of officers;
  - (b) of the names of directors present at all meetings of the Company and of the directors; and
  - (c) of proceedings at all meetings of the Company and of the directors.

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

### PROCEEDINGS OF DIRECTORS

46. The directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. A director may at any time and the secretary shall on the requisition of a director summon a meeting of the directors.
47. Subject to these articles questions arising at any meeting of directors shall be decided by a majority of votes and a determination of a majority of directors shall for all purposes be deemed a determination of the directors. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
48. A director shall not vote in respect of any contract or proposed contract with the Company in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted.
49. The quorum necessary for the transaction of the business of the directors shall be five or such greater number as may be fixed by the directors.
50. The continuing directors 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 the articles of the Company as the necessary quorum of directors the continuing directors may act for the purpose of increasing the number of directors to that number or of summoning a general meeting of the Company but for no other purpose.
51. If at any meeting the chairman is not present within ten minutes after the time appointed for the meeting the directors present may choose one of their number to be chairman of the meeting.
52. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors.
53. A committee may elect a chairman of its meetings; if no such chairman is elected or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the meeting the members present may choose one of their number to be chairman of the meeting.
54. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote.

55. All acts done by any meeting of the directors or of a committee or by any person acting as a director shall notwithstanding that it is afterwards discovered that there was some defect in the appointment or continuance in office of any such director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed or had duly continued in office and was qualified and had continued to be a director and had been entitled to be a director.
  
56. A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors.

## SECRETARY

57. The secretary shall in accordance with the Act and subject as hereinafter provided be appointed by the directors for such term at such remuneration and upon such conditions as they think fit; and any secretary so appointed may be removed by them. Nothing herein shall prevent the directors from appointing subject to the provisions of the Memorandum of Association one of their number or any other member of the Company as honorary secretary.

## SEAL

58. The directors shall provide for the safe custody of the seal which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf and every instrument to which the seal is affixed shall be signed by at least two directors and shall be countersigned by the secretary or by some other person appointed by the directors for that purpose.

## ACCOUNTS

59. The directors shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the Act provided however that the directors shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than six months before the date of the meeting.
60. The directors shall from time to time determine in accordance with clause 7 of the Memorandum of Association at what times and places and under what conditions and regulations the accounting and other records of the Company shall be open to the inspection of members not being directors and no member (not being a director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or by clause 7 of the Memorandum of Association or authorised by the directors or by the Company in general meeting.

## AUDIT

61. A properly qualified auditor or auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with the Act and clause 7 of the Memorandum of Association.

## NOTICES

62. A notice may be given by the Company to any member or a ballot paper and the other documents referred to in article 35(5)(a) delivered to him either personally or by sending it or them by post to him at his registered address or (if he has no registered address within the State) to the address (if any) within the State supplied by him to the Company for the giving of notices to him. Where a notice is or a ballot paper and associated documents are sent by post service of notice or delivery of ballot paper and associated documents shall be deemed to be effected by properly addressing prepaying and posting a letter containing (as the case may require) either the notice or the ballot paper and associated documents 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.
63. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to -
- (a) every member except those members who (having no registered address within the State) have not supplied to the Company an address within the State for the giving of notices to them;
  - (b) the auditor or auditors for the time being of the Company.
- (2) No other person shall be entitled to receive notices of general meetings.

## WINDING UP

64. The provisions of clause 6 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these articles.

## INDEMNITY

65. Every director auditor secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the court in respect of any negligence default breach of duty or breach of trust.

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

Signature of Subscribers	Witness to Signatures
Stephen Balko	
G. Baschul	Witness to all signatures W. Drabyna 2/591 New South Head Road Rose Bay NSW 2029
I. Denys	Taxi Driver  Wolodymyr Drabyna
O.H. D byk	
B. Goot	
I. Iwasyk	
Volodymyr Savchak	
W. Shumsky	
N. Swiderski	

DATED this third day of December, 1974.