

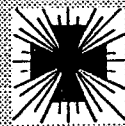
Companies Act, 1961
A Company Limited by Guarantee
under Section 32

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF



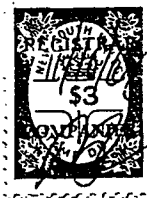
UKRAINIAN AUTOCEPHALIC ORTHODOX CHURCH

IN AUSTRALIA AND NEW ZEALAND LIMITED



NEW SOUTH WALES

No. of Company
104967



Companies Act, 1961
(Section 16 (3))

Certificate of Incorporation of Public Company

This is to Certify that

UKRAINIAN AUTOCEPHALIC ORTHODOX CHURCH IN AUSTRALIA AND
NEW ZEALAND LIMITED

is, on and from the *eleventh* day of *October*,
19 *68*, incorporated under the Companies Act, 1961, and that the company
is a company limited by ~~shares~~ guarantee.

Given under my hand and seal, at Sydney, this *eleventh*
day of *October*, 19*68*.

J. J. O. Byrne

Registrar of Companies.



MEMORANDUM OF ASSOCIATION
OF
UKRAINIAN AUTOCEPHALIC ORTHODOX CHURCH
IN AUSTRALIA AND NEW ZEALAND LIMITED

1. The name of the Company is the **“UKRAINIAN AUTOCEPHALIC ORTHODOX CHURCH IN AUSTRALIA AND NEW ZEALAND LIMITED”** (hereinafter called **“the Church”**).
2. The objects for which the Church is established are:-
 - (a) To carry out religious educational and charitable functions in conformity with any laws existing in Australia and New Zealand regarding religious denominations and to administer church property.
 - (b) To take over the funds and other assets and the liabilities of the present unincorporated association known as the Ukrainian Autocephalic Orthodox Church in Australia and New Zealand.
 - (c) To purchase take on lease or in exchange hire or otherwise acquire any lands buildings easements or property real and personal and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Church. Provided that in case the Church shall take or hold any property which may be subject to any trusts the Church shall only deal with the same in such manner as is allowed by law having regard to such trusts.
 - (d) To establish in accordance with regulations accepted the Church Synod, Church Brotherhoods, and Sisterhoods for the purpose of elevating religious and moral life maintenance and decoration of churches arrangement of solemn liturgical celebrations maintenance of asylums old-age homes foundling homes schools

and other ecclesiastical civic institutions and to conduct the different branches of Christian charity.

- (e) To establish in conformity with Church regulations monasteries and convents which shall be directly responsible to the Governing Bishop.
- (f) To construct improve maintain develop work manage carry out alter or control any buildings churches halls houses grounds or conveniences which may seem calculated directly or indirectly to advance the Church's interests and to contribute to subsidise or otherwise assist and take part in the construction improvement maintenance development working management carrying out alteration or control thereof.
- (g) In furtherance of the objects of the Church to buy sell deal in all kinds of furniture furnishings equipment and apparatus and all kinds of provisions liquid and solid required for any establishment conducted by the Church.
- (h) To appoint employ remove and suspend such managers clerks secretaries servants workmen and other persons as may be necessary or convenient for the purposes of the Church.
- (i) To establish a superannuation fund for the purposes of endowment and assurance of clergymen of the Ukrainian Autocephalic Orthodox Church in Australia and New Zealand Limited and their families in old age and sickness; to establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or part employees of the Church or the dependants or connections of any such persons; and to grant pensions and allowances and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful object.
- (j) To enter into any arrangements with any Government or authority supreme municipal local or otherwise that may seem conducive to the Church's objects or any of them; and to obtain from any such Government or authority any rights privileges and concessions which the Church may think is desirable to obtain; and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- (k) To invest and deal with the money of the Church not immediately required in such manner as may be permitted by law for the investment of trust funds.

- (l) To borrow or raise or secure the payment of money in such manner as the Church may think fit and to secure the same or the repayment or performance of any debts liability contract guarantee or other engagement incurred or to be entered into by the Church in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Church's property (both present and future) and to purchase redeem or pay off any such securities.
- (m) To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading and other negotiable or transferable instruments.
- (n) In furtherance of the objects of the Church 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 Church.
- (o) 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 Church's property of whatsoever kind sold by the Church or any money due to the Church from purchasers and others.
- (p) To take any gifts of property whether subject to any special trust or not for any one or more of the objects of the Church but subject always to the provisions in paragraph (c) of this Clause 2.
- (q) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Church in the shape of donations annual subscriptions or otherwise.
- (r) To print and publish any newspaper periodicals books or leaflets that the Church may think desirable for the promotion of its objects.
- (s) In furtherance of the objects of the Church to amalgamate with any companies institutions societies or associations having objects altogether or in part similar to those of the Church 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 that imposed upon the Church under or by virtue of Clause 3 of this Memorandum.

- (t) In furtherance of the objects of the Church to purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements or any one or more of the companies institutions societies or associations with which the Church is authorised to amalgamate.
- (u) In furtherance of the objects of the Church to transfer all or any part of the property assets liabilities and engagements of the Church to any one or more of the companies institutions societies or associations with which the Church is authorised to amalgamate.
- (v) To make donations for patriotic or charitable purposes.
- (w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (x) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Church.

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

3. The income and property of the Church howsoever derived shall be applied solely towards the promotion of the objects of the Church 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 members of the Church.

Provided that nothing herein shall prevent the payment in good faith of:-

- (a) a reasonable and proper remuneration to any officer or servant of the Church or to any Member of the Church in return for any services actually rendered to the Church;
- (b) out of pocket expenses incurred by a Member of the Consistory in the performance of any duty as a Member of the Consistory where the amount payable does not exceed an amount previously approved by the Consistory;
- (c) for services rendered to the Church by a Member of the Consistory in a professional or technical capacity, other than in the capacity as a Member of the Consistory, where the provision

of the service has prior approval of the Consistory and where the amount payable is approved by the Consistory and is not more than an amount which commercially would be reasonable payment for the service;

- (d) any salary or wages due to a member of the Consistory as an employee of the Church where the terms of employment have been approved by the Consistory;
- (e) of an amount which constitutes the provision of a financial benefit to a Director to which sub-section 243K(7A) of the Corporations Law refers or payment of an insurance premium in respect of a Contract insuring a Director to which sub-section 243K(7B) of the Corporations Law refers;
- (f) the payment of interest at the rate charged by the Commonwealth Bank of Australia Limited on ordinary business overdrafts for amounts not exceeding \$50,000.00; or
- (g) reasonable and proper rent for premises demised or let by an Member of the Church.

4. The liability of the members is limited.

5. Every member of the Church undertakes to contribute to the assets of the Church in the event of the same being wound up while he is a member or within one year after he ceases to be a member for the payment of the debts and liabilities of the Church contracted before he ceased 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 not exceeding Five dollars (\$5).

6. If upon a winding up or dissolution of the Church there remains after satisfaction of all its debts and liabilities any property whatsoever same should not be paid to or distributed to Members of the Church but shall be given or transferred to some other institution or institutions with objects similar to the objects of the Church 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 Church under or by virtue of Clause 3 hereof such institution or institutions to be determined by the Members of the Church at or before the time of dissolution **PROVIDED THAT** unless it is otherwise determined the property so remaining will be distributed to **The Ukrainian Autocephalous Orthodox Church in Diaspora** represented by the Metropolitan of the day or its successor in law.

7. True accounts shall be kept of the sums of money received and expended by the Church and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Church and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Church for the time being in force shall be open to inspection of the members. Once at least in every year the accounts of the Church shall be examined and the correctness of the balance-sheet ascertained by one or more properly qualified auditor or auditors.

8. The names addresses and occupations of the subscribers are as follows:-

Rev. Ananij Teodorowysz, Priest - [REDACTED]

Rev. Ivan Manko, Priest - [REDACTED]

Rev. Basyl Czerwaniw, Priest - [REDACTED]

Gregory Bazalicki, Pensioner - [REDACTED]

Rev. Alexander Pihulewskyj, Priest - [REDACTED]


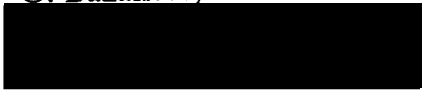



Iwan Lubczyk, Fitter - [REDACTED]

Michael Czyhryn, Real Estate Agent - [REDACTED]

9. WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Church in pursuance of this Memorandum of Association.

DATED this first day of July 1968.

NAME, ADDRESS AND OCCUPATION OF SUBSCRIBER	WITNESS TO SIGNATURES
Rev. Ananij Teodorowycz, Priest [REDACTED]	Greg Woloszyn
Rev. John Manko, Priest [REDACTED]	Nicholas P. Gustawsky

NAME, ADDRESS AND OCCUPATION OF SUBSCRIBER	WITNESS TO SIGNATURES
Rev. B. Czerwaniw, Priest 	Jaroslaw Solowij
G. Bazalicki, Pensioner 	Myshailo Wojtowycz
Rev. Alexander Pihulewskji, Priest 	Nicholas Swiderski J.P.
I Lubczyk, Fitter 	Joseph Wasyluk
M. Czyhryn, Real Est. Agent 	Helen Schorsch

ARTICLES OF ASSOCIATION
OF
UKRAINIAN AUTOCEPHALIC ORTHODOX CHURCH
IN AUSTRALIA AND NEW ZEALAND LIMITED

INTERPRETATION

1. In these Articles of Association and the Memorandum of Association of the Church:

“The Act” means the Companies Act, 1961.

“The Company” hereafter referred to as “**the Church**” means the “The Ukrainian Autocephalic Orthodox Church in Australia and New Zealand Limited”.

“The Company” means the Church.

“The Church” means the Company.

“Constitution” means the Constitution of the Ukrainian Autocephalic Orthodox Church in Diaspora the Diocese of Australia and New Zealand as amended from time to time by the Diocesan Sobor.

“Consistory” means the Board of Directors.

“Diocese” means The Ukrainian Autocephalic Orthodox Church in Diaspora the Diocese of Australia and New Zealand.

“Diocesan Council” means the current ruling body of the Diocese as elected at the immediately preceding Diocesan Sobor.

“Diocesan Sobor” means the assembly of the clergy and laity of the Diocese held in accordance with the Constitution.

“Governing Bishop” means the Bishop of the Diocese.

“Internal Audit Committee” means the Internal Audit Committee elected at the immediately preceding Diocesan Sobor.

“Members of the Consistory” means the Directors.

“The Unincorporated Association” means the unincorporated body known as the “Ukrainian Autocephalic Orthodox Church in Australia and New Zealand” whose funds and other assets and liabilities the Church is authorised to take over by Clause 2(b) of the Memorandum of Association.

“The Seal” means the common seal of the Church.

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

“State” means State of New South Wales.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including works in a visible form;

Words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Interpretation Act of 1897 and of the Act as in force at the date at which these regulations became binding on the Church.

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

MEMBERSHIP

3. The number of members with which the Church proposes to be registered is Two thousand (2,000) but the Diocesan Sobor may from time to time register an increase of members.
4. The members of the Church shall be:-
 - (a) Subscribers to the Memorandum of Association;
 - (b) The Governing Bishop;

- (c) All other Bishops of the Diocese;
 - (d) All clergy of all grades of the Diocese except those under episcopal suspension;
 - (e) All Members of the Diocesan Council except those who decline to be Members;
 - (f) Members of the Consistory;
 - (g) All duly elected or appointed representatives of the parishes of the Diocese as provided in the Constitution for the election of delegates to the Diocesan Sobor, except those who decline to be Members;
 - (h) Such other persons of the Ukrainian Orthodox faith who are Members of parishes of the Diocese, who apply in writing to become Members of the Church and who are accepted to Membership by the Consistory.
5. If the whole of the funds and other assets of the unincorporated association become the absolute property of the Church forthwith after its incorporation then every person who at the date of incorporation of the Church comes within the categories set out in the Articles 4(b), (c) and (d) in the unincorporated association and who on or before the first day of October 1968 agrees in writing to become a member of the Church shall be admitted to membership of the Church.

CESSATION OF MEMBERSHIP

6. A member shall cease to be a member if:-
- (a) being a clergyman he is suspended from his duties following a decision of the Governing Bishop, or
 - (b) at any time by notice in writing to the Secretary he resigns his membership,
- but he shall continue to be liable for any moneys due by him to the Church and in addition for any sum not exceeding Five dollars (\$5.00) for which he is liable as a member of the Church under Clause 5 of the Memorandum of Association.
7. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Church or shall be

guilty of any conduct which in the opinion of the Consistory is prejudicial to the interest of the Church the Members of the Consistory shall have power to expel the member from the Church and remove his name from the Register of Members provided that at least one week before the meeting of Members of the Consistory at which a resolution for his expulsion is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution for his expulsion and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution for his expulsion is to be considered by the Members of the Consistory elect to have the question of his expulsion dealt with by the Church in general meeting and in that event an extraordinary general meeting of the Church shall be called for the purpose and if at the meeting a resolution for the expulsion of the member be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member shall be expelled and his name removed from the Register of Members.

GENERAL MEETINGS

8. *Article deleted 12.11.1995..*
9. An annual general meeting of the Church 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.
10. The Members of the Consistory or the Chairman of the Consistory may whenever they or he think fit convene an extraordinary general meeting. Extraordinary General Meetings shall also be convened by such requisitionists as provided by the Act.
11. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, seven days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which the notice is given) specifying the place the day and the hour of the meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Church.
12. All business shall be special that is transacted at any extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Members of the Consistory and Auditors, and the appointment and fixing of the remuneration of the Auditors.

PROCEEDINGS AT GENERAL MEETINGS

13. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided twenty members present in person shall be a quorum. For the purposes of this Article "member" includes a person attending as a proxy or as representing a corporation which is a member.
14. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day one hour later at the same time and place, or to such other day and at such other time and place as the Consistory may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
15. The Governing Bishop shall preside as Chairman at every general meeting of the Church, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the Bishop Vicarious shall be the Chairman or if the Bishop Vicarious is not present or unable or unwilling to act then the members present shall elect one of their number to be chairman of the meeting.
16. 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 the 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.
17. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
 - (a) By the 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 Church shall be conclusive

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

18. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the 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.
19. 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.
20. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
21. 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 or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Church. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
22. 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 admit.

UKRAINIAN AUTOCEPHALIC ORTHODOX CHURCH
IN AUSTRALIA AND NEW ZEALAND LIMITED

I, _____ of _____
being a member of the above-named Church hereby appoint
.....of.....or
failing him,.....of.....
as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be)
general meeting of the Church, 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 / against the resolution.
Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he thinks fit.)*

23. 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 Church 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.

24. 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 Church at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is issued.

MEMBERS OF THE CONSISTORY AND OTHER OFFICERS

25. Unless otherwise determined by a General Meeting the number of Members of the Consistory shall be not less than 3 or more than 7.
26. The Members of the Consistory shall be those persons elected as such at the Diocesan Sobor and the Governing Bishop if he so consents to act.
27. The Members of the Consistory as at the date of this Resolution, the Very Reverend Mykola Serdiuk, the Very Reverend Wolodymyr Lulka, the Very Reverend Ivan Pashula, Mr Wolodymyr Buschtedt and Mr Jaroslaw Solowij are hereby confirmed and appointed as Directors of the Church until the next Diocesan Sobor to be held in accordance with the Constitution in 1997 at which time they shall all retire but be eligible for re-election in accordance with Article 26 hereof.
28. The Consistory shall have the power at any time and from time to time to appoint any person to the Consistory to fill a vacancy or an addition to the existing Members of the Consistory, but so that the total number of members of the Consistory shall not at any time exceed the number fixed in accordance with these Articles. The first two persons appointed by the Consistory pursuant to the provisions of this Article, shall be selected from the two substitutes elected at the preceding Diocesan Sobor. Any Member of the Consistory so appointed shall hold office only until the next following Diocesan Sobor.
29. Any Member of the Consistory may be removed from office by the decree of the Governing Bishop in accordance with the provisions of the Constitution.

30. Any Member of the Consistory may hold any other office under the Church in conjunction with the office of the Member of the Consistory (save and except that of Auditor, Member of the Diocesan Council and Internal Audit Committee) and on such terms as to remuneration and otherwise as the Consistory may determine and subject to the provisions of Clause 3 of the Memorandum of Association.
31. The continuing Members of the Consistory may act notwithstanding any vacancy in their body but so that if the number falls below the minimum above fixed the Members of the Consistory shall not except for the purpose of filling vacancies act so long as the number is below the minimum.
32. The office of a Member of the Consistory shall ipso facto be vacated:-
- (a) If he accepts or holds the office of Auditor.
 - (b) If he becomes bankrupt or suspends payment or compounds with his creditors.
 - (c) If he is found mentally ill or becomes of unsound mind or be permanently incapacitated from performing his duties.
 - (d) If by notice in writing to the Church he resigns his office and also by contemporaneous notice in writing to the Consistory resigns as a Member of the Consistory.
 - (e) If he is removed from office under Article 29 hereof.
 - (f) If he becomes prohibited from being a Member of the Consistory by reason of an order made under Section 194 of the Corporations Law.

PROCEEDINGS OF MEMBERS OF THE CONSISTORY

33. The Members of the Consistory shall meet together for the despatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit. Four Members of the Consistory shall be a quorum.
34. A Member of the Consistory may at any time and the Secretary shall upon the request of the Member of the Consistory convene a meeting of the Members of the Consistory. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a second or casting vote.

35. The Head of the Consistory elected at the Diocesan Sobor shall act as Chairman of the Meetings of the Consistory. If the Chairman is not present at the time appointed for the holding of same the Deputy Head of the Consistory elected as such by the Diocesan Sobor shall act as Chairman of such Meeting.
36. A meeting of the Members of the Consistory for the time being at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under the Articles of the Church for the time being vested in or exercisable by the Members of the Consistory generally.
37. The Members of the Consistory may delegate any of their powers to committees consisting of such members of the Church as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Members of the Consistory.
38. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Members of the Consistory so far as the same are applicable thereto and are not superseded by any regulations made by the Members of the Consistory under the last preceding Clause.
39. All acts done by any meeting of the Members of the Consistory or by a committee of Members of the Consistory or by any person acting as a Member of the Consistory shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Members of the Consistory or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Member of the Consistory.
40. A resolution in writing signed by all the Members of the Consistory shall be as valid and effectual as if it had been passed at a meeting of the Members of the Consistory dully called and costituted.
41. The Members of the Consistory shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Church.
42. It shall not be necessary to give notice of any meeting of the Members of the Consistory to any Member of the Consistory who may be absent from the State of New South Wales nor shall any meeting of the Members of the Consistory be invalid on the ground that notice of such meeting was not given to or received by any Member or Members of the Consistory in sufficient time to enable him or them to be present at such meeting.

MINUTES

43. The Members of the Consistory shall cause minutes to be duly entered in books provided for the purpose:-
- (a) Of all appointments of Officers.
 - (b) Of the names of the Members of the Consistory present at each meeting of the Members of the Consistory and of any committee of Members of the Consistory.
 - (c) Of all orders made by the Members of the Consistory and committees of Members of the Consistory.
 - (d) Of all resolutions and proceedings of General Meetings and of meetings of the Members of the Consistory and committees.

And any such minutes of any meeting of the Members of the Consistory or of any committee or of the Church if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

POWERS OF MEMBERS OF THE CONSISTORY

44. The Management of the business of the Church shall be vested in the Members of the Consistory who in addition to the powers and authorities by these presents or otherwise expressly conferred upon them may exercise all such powers and do all such acts and things as may be exercised or done by the Church and are not hereby or by statute expressly directed or required to be exercised or done by the Church in General Meeting but subject nevertheless to the provisions of the statutes and of these presents and to any regulations from time to time made by the Church in General Meeting; provided that no regulation so made shall invalidate any prior act of the Members of the Consistory which would have been valid if such regulation had not been made.
45. Without prejudice to the general powers conferred by the last preceding Clause and the other powers conferred by these presents it is hereby expressly declared that the Members of the Consistory shall have the following powers, that is to say power:-
- (a) To pay out of any moneys of the Church the costs charges and expenses preliminary and incidental to the promotion

formation establishment and registration of the Church.

- (b) To purchase or otherwise acquire for the Church any real or personal property and any rights or privileges over or connected therewith which the Church is authorised to acquire at such price and generally on such terms and conditions as they think fit.
- (c) To sell or lease or give an option of purchase or lease of the undertaking property and assets of the Church or any part thereof to any person or company for such consideration and on such terms as they think fit.
- (d) To secure the fulfilment of any contracts or engagements entered into by the Church by mortgage or charge over all or any of the property of the Church in such manner as they think fit.
- (e) To appoint and at their discretion remove or suspend such financial and other managers secretaries officers clerks agents and servants for permanent temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.
- (f) To determine who shall from time to time be entitled to sign and endorse on the Church's behalf bills notes receipts acceptances endorsements cheques releases contracts and documents.
- (g) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Church any property belonging to the Church or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees.
- (h) To refer any claims or demands by or against the Church to arbitration and to observe and perform awards.
- (i) To institute conduct defend compound or abandon any legal proceedings by or against the Church or its officers or otherwise concerning the affairs of the Church and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Church.
- (j) To make and give receipts releases and other discharges for money payable to the Church and for the claims and demands of the Church.

- (k) To insure against loss or damage by fire or at sea or from accident or otherwise any insurable property of the Church and to insure any of the servants of the Church against risk accident or fidelity and to effect insurances indemnifying the Church in respect of claims by reason thereof and to pay all premiums on such insurances.
- (l) To invest or deal with any of the moneys of the Church not immediately required for the purposes thereof upon such securities and in such manner as they may think fit and from time to time to vary or realise such investments.
- (m) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Church as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Church.

SECRETARY

46. The secretary of the Church shall be the Secretary of the Consistory elected as such at the Diocesan Sobor.

THE SEAL

47. The Members of the Consistory shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Members of the Consistory previously given and in the presence of two Members of the Consistory who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary or some other person appointed by the Members of the Consistory.

48. The following shall be the form of attestation to be used by the Church on affixing the Seal:-

UKRAINIAN AUTOCEPHALIC ORTHODOX CHURCH
IN AUSTRALIA AND NEW ZEALAND LIMITED

The common Seal of "Ukrainian Autocephalic Orthodox Church in Australia and New Zealand Limited" was hereto affixed in pursuance of a resolution of the Consistory and in the presence of:-

.....
Secretary

.....
Members of the Consistory

49. Any instrument bearing the Common Seal of the Church and issued for valuable consideration shall be binding on the Church notwithstanding any irregularity touching the authority of the Members of the Consistory to issue the same.

ACCOUNTS

50. The Members of the Consistory shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act provided, however, that the Members of the Consistory 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.

AUDIT

51. A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with Sections 10-17, 1066, 1067 and 1068 of the Corporations Law and Clause 7 of the Memorandum of Association.

NOTICES

52. A notice may be given by the Church to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any within the State supplied by him to the Church for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of 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.
53. (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 Church an address within the State for giving of notices to them; and
 - (b) the auditor or auditors for the time being of the Church.
- (2) No other person shall be entitled to receive notices of general meetings.

WINDING -UP

54. The provisions of Clause 6 of the Memorandum of Association relating to the winding-up or dissolution of the Church shall have effect and be observed as if the same were repeated in these regulations.

INDEMNITY

55. (a) Every Member of the Consistory shall be indemnified by the Church against a liability to another person (other than the Church) arising out of any contract entered into or act or thing done or acts or things omitted to be done by that first person as a Member of the Consistory or in any way in discharge of his or her duty unless the liability arises out of conduct involving a lack of good faith.

(b) Every Auditor and officer or employee of the Church may by resolution of the Consistory be indemnified by the Church against a liability to another person (other than the Church) arising out of any contract entered into or act or thing done or acts or things omitted to be done by that first person as Auditor or other officer (other than as a Member of the Consistory) or employee (as the case may be) or in any way in discharge of his or her duty unless the liability arises out of conduct involving a lack of good faith.

(c) Every Member of the Consistory, Auditor and other officer or employee of the Church may by resolution of the Members of the Consistory be indemnified out of the assets of the Church against liability for costs and expenses incurred by that person:

- (i) in defending any proceedings (whether civil or criminal) in which judgement is given in favour of that person or in which the person is acquitted; or
- (ii) in connection with an application, in relation to such proceedings, in which the Court grants relief to that person under the Law.

(d) The Church may by resolution of the Consistory pay, or agree to pay, either directly or indirectly through one or more interposed entities, a premium in respect of a contract insuring a person who is or has been a Member of the Consistory, Auditor or other officer or employee of the Church against:-

- (i) any liability other than a liability incurred by the person as such a Member of the Consistory, Auditor or other officer or employee and arising out of conduct involving:-

- (1) a wilful breach of duty in relation to the Church; or
- (2) without limiting sub-paragraph (1), a
contravention of sub-section 232(5) or (6) of the
Corporations Law; or
- (ii) a liability for costs and expenses incurred by the person in
defending proceedings, whether civil or criminal and
whatever their outcome.

THE CONSTITUTION







56. **The church and the Consistory acknowledge:-**

- (a) **The existence of the Constitution which governs and regulates the
conduct of ecclesiastical matters within the Diocese.**
- (b) **That the Company (the Church) has been established and these
Memorandum and Articles of Association adopted for the more
specific purpose of regulating matters pertaining to the property
and assets of the Diocese and its objects as set out herein.**

**The Church and the Consistory in the exercise of their powers and in pursuits
of the objects of the Church shall at all times to the fullest extent possible
adhere to the Constitution.**

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

DATED this First day of July 1968

SIGNATURES OF SUBSCRIBERS	SIGNATURES AND ADDRESSES OF WITNESSES
Rev. Ananij Theodorowycz	Greg Woloszyn 
Rev. I. Manko	Nicholas P. Gustawsky 
Rev. B. Czerwaniw, Priest 125 Longfield Str., Cabramatta	Jaroslaw Solowij 
G. Bazalicki	Mychajlo Wojtowycz 
Rev. A. Pihulewskyj	Nicholas Swiderski 
I. Lubczyk	Joseph Wasyluk 
M. Czyhryn	Helen Schorsch 