

CORPORATIONS LAW

**ME/CHRONIC FATIGUE SYNDROME
ASSOCIATION OF AUSTRALIA
LIMITED**
(ACN 088 896 299)

CONSTITUTION

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CORPORATIONS LAW

The Constitution of ME/Chronic Fatigue Syndrome Association of Australia Limited is divided into two parts, namely:

1. The Memorandum of Association; and
2. The Articles of Association.

CORPORATIONS LAW

MEMORANDUM OF ASSOCIATION

of

ME/CHRONIC FATIGUE SYNDROME ASSOCIATION OF AUSTRALIA LIMITED

(ACN 23 088 896 299)

1. The name of the Company is "ME/Chronic Fatigue Syndrome Association of Australia Limited".
2. The objects of the Society shall be:
 - (a) to collect and distribute information concerning the diagnosis, research into, treatment of and management of Myalgic Encephalomyelitis (ME)/Chronic Fatigue Syndrome (CFS) and related illnesses;
 - (b) to locate people who suffer from ME/CFS or related illnesses and to liaise with member bodies to assist them in the provision of support, advice, information and suggestions for coping with their lives;
 - (c) to liaise with health professionals and others interested in ME/CFS and to actively encourage the development of and support for health facilities and support networks for the treatment and management of ME/CFS and related illnesses;
 - (d) to educate families, friends, health professionals and the general public about ME/CFS and related illnesses;
 - (e) to initiate, encourage and support research into the diagnosis, treatment and management of ME/CFS and related illnesses; and
 - (f) to raise funds in connection with the purposes of this Clause; and
 - (g) to do anything allowed by the operation of Section 161 of the Corporations Law (but only in connection with the purposes of this Clause).
3. The liability of the members is limited.
4. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the Company, contracted before he ceased to be a member, and the costs, charges and expenses of winding up the Company and for the adjustment of the rights of the contributories amongst themselves. The amount of the contribution is as may be required for those purposes but must not exceed \$100 in any event.
5. All income and property of the Company must be applied solely towards the promotion of the objects of the Company as set out in Clause 2. No portion of the income or property may be paid or transferred directly or indirectly by way of

dividend, bonus or otherwise by way of profit or return of capital to members of the Company.

6. Nothing in Clause 5 prevents the payment in good faith of reasonable and proper:
 - (a) remuneration to any of the officers or servants of the Company or to any member in return for any services actually rendered to the Company;
 - (b) interest on money borrowed from any member of the Company for any of the purposes of the Company (provided the interest rate does not exceed the rate charged by the Company's bank on similar borrowings);
 - (c) rent for premises let by any member to the Company; nor
 - (d) payment for any goods supplied to the Company by any member.

7. (a) No remuneration or other benefit in money or moneys worth including salaries, wages, commissions, fees, rewards, allowances, bonuses, incentive schemes or profit sharing schemes ("remuneration") may be paid or given by the Company to any Director except:
 - (i) for the payment of out-of-pocket expenses incurred in the carrying out the duties of a director where the payments do not exceed an amount previously approved by a resolution of the Board;
 - (ii) for any service rendered to the Company in a professional or technical capacity, where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms; or
 - (iii) as an employee of the Company, where the terms of employment have been approved by a resolution of the Board and are on reasonable commercial terms.

- (b) At any meeting of the Board at which a resolution is put for the purposes of Clauses 7(b)(ii) and (iii) ("conflict of interest resolution") the director or directors the object of a conflict of interest resolution and any member of their immediate family or families are not entitled to:
 - (i) be heard in discussion on the conflict of interest resolution;
 - (ii) propose or second a conflict of interest resolution;
 - (iii) vote on a conflict of interest resolution;
 - (iv) be present at the meeting when the conflict of interest resolution is put to the vote.

- (c) At the next general meeting of the Company after the passing of a conflict of interest resolution, the resolution as passed by the Board must be included on the agenda of that meeting for the purposes of ratification.

- (d) If a conflict of interest resolution is not ratified at the subsequent general meeting the Company must immediately cease remuneration of the director.

The director is not required to refund to the Company any remuneration received between the date the conflict of interest resolution was passed by the Board and the date ratification by the general meeting was rejected.

- (e) If the Company holds an authority to fundraise in any jurisdiction, no addition, alteration or amendment may be made to or in this Clause for the time being in force unless it is approved by the Minister or other person responsible for the administration of the legislation under which the authority to fundraise is granted.
8. If on the winding up or dissolution of the Company there remains after the satisfaction of all the Company's debts and liabilities any surplus property, the surplus property must not be paid to or distributed among the members of the Company but must be given or transferred to some other institution or institutions having objects similar to the objects of the Company and come within Section 78(1) of the Income Tax Assessment Act provided the institution or institutions 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 and by virtue of Clauses 5 and 7. The institution or institutions must be determined by the members at or before the time of winding up or dissolution. If the determination is not made by the members by that time, the determination is made by the Chief Judge in Equity of the Supreme Court of New South Wales or any Judge of that Court as may have or acquire jurisdiction in the matter. If effect cannot be given to the intentions of this Clause, the surplus property must be paid to another charitable organisation.

2. In these Articles, unless the contrary intention appears:
- words importing the singular number only include the plural and vice versa;
- words importing a gender include all genders; and
- references to the Law or a section of the Law include any amendment, extension or re-enactment and any corresponding law or section for the time being in force.

MEMBERSHIP

3. The members are the persons the Board admits to membership in accordance with these Articles.
4. The Company has the following membership categories:
- (a) Category A: ("State Core Institutional Member") - an Institutional Member which has the largest number of financial members in a State or Territory and is recognised as such under Articles 6 to 8 inclusive;
 - (b) Category B: ("Institutional Member") - an incorporated institution or society which undertakes activities connected with the Company's objectives or activities;
 - (c) Category C: ("Invited Member") - a person who is invited by the Board to apply for membership because the person is able to assist in furthering the Company's objectives or activities; and
 - (d) Category D: ("Associate Member") - a person who is invited by the Board to apply for non-voting membership because the person may use the Company's services or may be connected with the Company's objectives or activities in some other way.
5. The first State Core Institutional Members (but only until the first annual general meeting) are:
- (a) New South Wales - ME/Chronic Fatigue Society of NSW Inc
 - (b) Queensland - ME CFS Syndrome Society of Queensland
 - (c) South Australia - ME/CFS Society (SA) Inc
 - (d) Victoria - ME Chronic Fatigue Syndrome Society of Victoria Inc
 - (e) Western Australia - ME/Chronic Fatigue Syndrome Society of WA (Inc.)
6. State Core Institutional Members (after, and not limited to, the first State Core Institutional Members) are appointed at the commencement of each annual general meeting and continue as such until the commencement of the next annual general meeting. Retiring State Core Institutional Members are eligible for re-appointment.
7. With the exception of the First State Core Institutional Members, the State Core Institutional Member for a State or Territory is the Institutional Member with the largest number of financial members in that State or Territory as at the end of the

Company's financial year. The number of financial members in a State or Territory is determined by certificates from each Institutional Member's auditor given to the Chairman at or before the commencement of each annual general meeting. If no Institutional Member for a State or Territory gives an auditor's certificate, the retiring State Core Institutional Member is re-appointed.

8. An Institutional Member cannot be a State Core Institutional Member for more than 1 State or Territory. If an Institutional Member has the largest number of financial members in more than 1 State or Territory, the Institutional Member must be appointed as State Core Institutional Member of the State or Territory in which it has most financial members. The State Core Institutional Member for each other State and Territory is ascertained by disregarding the Institutional Member to which this Article applies.
9. A retiring State Core Institutional Member may vote at the annual general meeting at which it is appointed but not at which it retires (unless it is re-appointed).
10. The Board may establish sub-categories of each membership category. In these Articles, a reference to a membership category does not include a sub-category unless expressly stated.
11. State Core Institutional Members and Institutional Members are voting members. Invited Members and Associate Members are non-voting members.
12. A membership application must be made in writing, signed by the applicant, in the form prescribed by the Board from time to time and accompanied by payment of the first annual subscription referable to the applicant's proposed membership category and sub-category (if applicable). All applications received by the Company must be considered by the Board at the Board's next meeting.
13. The Board may determine the applicant's qualification for a membership category and sub-category and accept or reject the application (or request further information) in the Board's absolute discretion. The Board is not required to give any reason for the determination of the applicant's qualification for a membership category or sub-category or acceptance or rejection of any application.
14. The Secretary must send a written result of application notice (including the determination of the applicant's appropriate membership category and sub-category) to all applicants promptly after the Board's decision is made. If the application is rejected, the first annual subscription paid on application must be refunded to the applicant with the result of application notice.
15. The annual subscription payable by members is the amount resolved by the Board from time to time. The Board may resolve that different annual subscriptions are payable for different membership categories or sub-categories. Each member must be given at least 1 month's written notice of any change to the member's annual subscription.
16. All annual subscriptions become due and payable in advance on 1 July in every year.

CESSATION OF MEMBERSHIP

17. If a member's subscription remains unpaid for 2 months after the annual subscription becomes due, the Board may (but is not obliged to) resolve to suspend all membership privileges enjoyed by the member or expel the member from the Company. The Board may (but is not obliged to) resolve to reinstate the member (and the member's privileges) on payment of all arrears.
18. At any time, a member may, by written notice to the Company, resign the member's membership of the Company. The member continues to be liable for:
 - (a) any annual subscription and all arrears due and unpaid at the date of the member's resignation (if any);
 - (b) all other moneys due by the member to the Company; and
 - (c) any amount for which the member is liable as a member of the Company under Clause 4 of the Memorandum.
19. If any member wilfully refuses or neglects to comply with any part of the Company's Memorandum or Articles, by-laws or rules and regulations or is guilty of any conduct which, in the Board's opinion, is unbecoming of a member or prejudicial to the Company's interests, the Board may, by resolution censure, suspend or expel the member from the Company.
20. If the Board proposes to make a resolution to censure, suspend or expel a member from the Company under Article 19, the Board must (at least 1 week before the Board meeting at which the resolution is to be considered) give the member written notice of the meeting, what is alleged against the member and the intended resolution. The member must be given an opportunity to give an oral or written explanation or defence as the member desires.
21. The member may (by written notice to the Board at least 24 hours before the time for holding the Board meeting for the purpose of Article 20) elect to have the question dealt with by the Company in general meeting. If the member so elects, an extraordinary general meeting must be called promptly for that purpose. Any resolution by an extraordinary general meeting for censure, suspension or expulsion must be passed by a majority of at least 67% of those present and voting. In addition to the above, any such resolution for expulsion of a State Core Institutional Member must also receive the unanimous vote in favour from all other State Core Institutional Members.

REGISTER OF MEMBERS

22. (a) In addition to the requirements of the Corporations Law, the Register must contain the following particulars:
 - (i) the name and registered address of each member;
 - (ii) the category and sub-category of membership;
 - (iii) the date on which each member commences to be a member;
 - (iv) the date upon which any member ceases to be a member.

- (b) Any member who changes address must immediately give the Secretary a written notice of change of address.

GENERAL MEETINGS

- 23. The Company must hold an annual general meeting in each calendar year. The place, date and time of the annual general meeting is determined by the Board but must be no later than 15 months after the immediately preceding annual general meeting (subject to any extension of such period permitted by the Corporations Law). All other general meetings are extraordinary general meetings and are held at any place, date and time determined by the Board.
- 24. Any director may convene an extraordinary general meeting.
- 25. (a) Subject to the Corporations Law relating to special resolutions and to shorter notice, at least 21 days' notice of any annual or extraordinary general meeting specifying the place, date and time of meeting (and, if the meeting includes special business, the general nature of the special business) must be given to all members.

(b) The accidental omission to give notice to any member or the non-receipt by any member of the notice does not invalidate the proceedings at any meeting including any resolutions passed at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 26. (a) The business of an annual general meeting is to:
 - (i) receive and consider the Company's accounts and the reports of the Directors and Auditors;
 - (ii) elect Directors and other officers in place of those retiring by rotation or otherwise;
 - (iii) appoint or confirm the appointment of Auditors; and
 - (iv) transact any other business which, under these Articles or the Corporations Law, must be transacted at an annual general meeting.
- (b) All other business transacted at an annual general meeting and all the business at an extraordinary general meeting is deemed to be special business.
- 27. No business may be transacted at any general meeting unless a quorum of members is present at the commencement of the meeting. A quorum is 75% of all members entitled to vote being present in person or by proxy, representatives or attorney.
- 28. A person attending a meeting as a proxy, representative or attorney of a member is deemed for the purposes of the meeting to be a member.

29. The Chairman of the Board is entitled to be chairman of all general meetings. If there is no Chairman or the Chairman is unwilling to act as Chairman of the meeting or is not present with 15 minutes after the appointed time for the meeting, the Directors present may appoint any person to be Chairman of the meeting. If no Directors are present within 15 minutes after the appointed time for the meeting, the members present may appoint any person to be Chairman of the meeting.
30. If within 30 minutes after the time appointed for a general meeting a quorum is not present, the meeting if convened upon the requisition of members, must be dissolved. In any other case, the meeting must stand adjourned to a day and time within 21 days and to a place appointed by the Chairman. If at the adjourned meeting a quorum is not present, the member or members present and entitled to vote form a quorum and may transact the business for which the meeting was called.
31. No poll may be demanded on the election of a Chairman or any question of adjournment of a general meeting. No notice need be given of any poll whether or not taken immediately. Subject to the Corporations Law, no poll may be demanded except:
 - (a) by the Chairman;
 - (b) by not less than 3 members entitled to vote at the meeting; or
 - (c) by members representing not less than 10% of the total voting rights of all members entitled to vote at the meeting.
32. Unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost (and an entry to that effect in the minutes of the Company) is conclusive evidence of the fact.
33. If a poll is demanded it must be taken either immediately or at the conclusion of any other business or at another place, date and/or time specified by the Chairman. The result of a poll is deemed to be the resolution of the Company in general meeting as at the date of taking the poll.
34. The demand for a poll may be withdrawn.
35. A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
36.
 - (a) A general meeting must be adjourned if a majority of members present and entitled to vote so require. The Chairman may put a motion for adjournment without the necessity of a seconder.
 - (b) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
37. If a meeting is adjourned for more than 14 days at least 7 days' notice of the adjourned meeting must be given in the same manner as required for the original

meeting. No member is entitled to any notice of any adjournment or of the business to be transacted at any adjourned meeting in any other circumstance.

38. Except in the case of the annual general meeting or of a meeting to pass a special resolution or where otherwise required by the Corporations Law, a resolution signed by members representing at least 67% of the total voting rights of all members, is as valid and effectual as if passed at a duly constituted general meeting. Members may sign separate copies of the resolution which, when taken together, are deemed to form 1 document.

VOTES OF MEMBERS

39. Subject to the rights or restrictions as to voting which may be attached to or imposed upon any class of members, the following provisions apply to voting by members:

- (a) on a show of hands, every person present at a general meeting in 1 or more of the following capacities (namely that of a member or a representative of a member which is a corporation or the attorney or proxy of a member not being present and voting) has 1 vote only;
- (b) on a poll, every member present at the meeting in person or by proxy, representative or attorney has 1 vote; and
- (c) questions at the meeting must be decided in the first instance by a show of hands.

40. In the case of an equality of votes both on a show of hands and at a poll the Chairman, does not have a casting vote in addition to any vote which he may be entitled to exercise as a member.

41. A member whose membership privileges have been suspended is not entitled to be present at a general meeting or to vote on any question either personally or by proxy, representative or attorney or upon any poll or to be included in a quorum.

PROXIES AND POWERS OF ATTORNEY

42. (a) A member may appoint another member as the member's proxy to attend and vote instead of the member at any general meeting.
- (b) The instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's 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.
- (c) Every instrument of proxy whether for a specified meeting or otherwise must be in a form approved by the Board from time to time or a substantially similar form.
43. The instrument appointing the proxy and the power of attorney (if any) under which it is signed and such evidence of the validity and non-revocation of the latter as the Board may require must be deposited at the office or any other place (if any)

specified for that purpose in the notice convening the meeting not less than 24 hours before the time appointed for holding the meeting or adjourned meeting (as the case requires) at which the person named in the instrument proposes to vote.

44. The attorney of any member holding a general power of attorney under seal to attend and vote at meetings of companies or a special power to attend and vote at general meetings of the Company may attend and vote at the meetings provided that the power of attorney and such evidence of the validity and non-revocation of the power of attorney are deposited in the way specified in Article 43.
45. A vote given in accordance with the terms of any instrument appointing a proxy or power of attorney is valid notwithstanding the previous death of the principal or revocation of the proxy or power of attorney in respect of which the vote is given unless notice in writing of the death or revocation has been received at the office at least 24 hours before the meeting.

DIRECTORS

46. The number of Directors (excluding alternate directors) must be at least 5 but not more than 12 unless otherwise determined by an ordinary resolution passed at a general meeting.
47. The Directors are appointed in the following manner:
 - (a) each State Core Institutional Member appoints no more than 1 Director;
 - (b) the Board elects no more than 5 Directors (1 of whom may, but need not, be the Company's chief executive officer).
48. At every annual general meeting, each Director elected pursuant to Article 45 must retire from office. The retirees are eligible for re-appointment.
49. At the Board's first meeting after every annual general meeting, the Board must elect a Chairman.
50. In addition to the Board's power under Article 47(b), the Board has power at any time to appoint any Directors, either to fill a casual vacancy or as an addition to the existing Board although the total number of Directors must not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed must retire at the next annual general meeting and is eligible for re-appointment.
51. A State Core Institutional Member may remove any Director appointed by it before the expiration of the Director's period of office and may appoint another person as a Director in his stead. The person so appointed must retire at the next annual general meeting but is eligible for re-appointment.
52. Despite Articles 47 and 51, the Company may, by ordinary resolution of which special notice has been given, remove any Director before the expiration of the Director's period of office.
53. The office of a Director becomes vacant if the Director:
 - (a) becomes bankrupt or makes any arrangement or composition with the Director's creditors generally;

- (b) becomes prohibited from being a director of a company by reason of any order made under the Corporations Law;
- (c) ceases to be a Director by operation of Section 228 of the Corporations Law;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (e) resigns the Director's office by written notice to the Company (with effect on the date specified in the notice).

DISQUALIFICATION, RESIGNATION AND REMOVAL OF DIRECTORS AND CONTRACTS WITH DIRECTORS

- 54.
- (a) No Director is, by virtue of such office, disqualified from holding any office or place of profit (other than that of Auditor) in the Company. Any Director may be or become a director of or otherwise hold office or a place of profit in any other company promoted by the Company or in which the Company may be interested as vendor, shareholder or otherwise. Further, any Director may contract or make any arrangement with the Company whether as vendor, purchaser, broker, solicitor or accountant or other professional person or otherwise. Any contract or arrangement entered or to be entered into by or on behalf of the Company in which any Director is in any way interested may not be avoided solely due to the Director's interest.
 - (b) Where a contract or arrangement is entered into by or on behalf of the Company in which a Director is in any way interested, the Director is not liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office or of the fiduciary relationship established, provided that the nature of his interest must be disclosed by him as required by the Corporations Law.
 - (c) Subject to the Corporations Law, a general notice to the Board by a Director disclosing that he is an officer or a member of a specified company or a member of a specified firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that company or firm is sufficient declaration of interest in relation to any contract so made.
 - (d) No Director may vote in respect of any contract or proposed contract or arrangement in which he is interested and if he does so vote his vote must not be counted. This provision does not apply to:
 - (i) any contract by or on behalf of the Company to give any such Director any security for advances or by way of indemnity;
 - (ii) any contract or arrangement in which a Director undertakes to lend money to the Company at interest or to guarantee, underwrite or place debentures of the Company or any shares or debentures of any company promoted by the Company (whether or not he receives remuneration for so doing); or

- (iii) contracts or arrangements between the Company and any other company whether public, private or proprietary in which any Director is interested only as a shareholder, director or liquidator unless such interest is a personal material interest,

and this provision may (subject to the Corporations Law) at any time or times be suspended or relaxed to any extent and either prospectively or retrospectively by a general meeting.

- (e) A Director may, despite his interest and whether or not he is entitled to vote or does vote, participate in the execution of any instrument by or on behalf of the Company.
55. Even if the office of a Director is vacated the continuing Directors may act. However, if the number falls below the minimum fixed by these Articles, the Directors must not act during this time except in an emergency or to increase the number of Directors to the minimum number or to summon a general meeting.

REMUNERATION OF DIRECTORS

56. The Directors must not be paid any remuneration other than as allowed by Clause 7 of the Memorandum.
57. The Directors must be paid out of the funds of the Company all reasonable travelling accommodation and incidental expenses incurred by them in attending and returning from Board meetings or general meetings or otherwise in connection with the Company's business but only as allowed by Clause 7 of the Memorandum.

PROCEEDINGS OF DIRECTORS

58. (a) Subject to paragraph (c) of this Article the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as the Board thinks fit.
- (b) Until otherwise determined by the Company in general meeting, 75% of all Directors form a quorum. A Director interested in an item of business may be counted in a quorum on all business conducted at the meeting other than the item of business in which he is interested.
- (c) The Board may regulate the period and method of notice of Board meetings.
59. Where a Chairman is present at a meeting he is entitled to be Chairman of the meeting. If no such Chairman is elected or if at any meeting the Chairman is unwilling to be Chairman of the meeting or is not present within 15 minutes after the time appointed for the meeting, the Directors present may choose any person to be Chairman of the meeting.
60. A meeting of the Board at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions by or under the Articles which are vested in or exercisable by the Board. A determination at any such meeting is for all purposes under these Articles deemed to be a determination by the Board.

61. A Director may, at any time, and the Secretary upon the request of a Director must convene a Board meeting.
62. Board meetings must be held at the place or places determined by the Board. Every Director present at the meeting (including the Chairman of the meeting) has 1 vote and all questions arising at the meeting must be determined by a majority of votes. In the case of equality of votes, the Chairman has a second or casting vote except where only 2 Directors competent to vote on the question are present.
63.
 - (a) The Directors may delegate any of their powers to committees consisting of such persons as they think fit provided that a majority of voting members of the committee are Directors. A committee so formed must, in the exercise of the powers so delegated, conform to any regulations imposed on the committee by the Board.
 - (b) A committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is unwilling to be chairman of the meeting or is not present within 15 minutes after the time appointed for the meeting, the members of the committee present may choose any person to be Chairman of the meeting.
 - (c) The meetings and proceedings of any committee consisting of 2 or more persons is governed by the provisions of these Articles regulating the Board's meetings and proceedings so far as they are applicable and are not superseded by any regulations imposed on the committee by the Board.
64. All acts done by any Board meeting or of a committee or by any person acting as a Director are valid even if it is later discovered that there was some defect in the appointment of any such Director, committee member or person acting as a director or that they or any of them were disqualified from so acting.
65. A resolution in writing signed by a majority of the Directors for the time being in Australia (being not less than a quorum) is as effective as a resolution passed at a meeting of the Board. The resolution may be signed by counterparts and all counterparts taken together are deemed to be 1 document. The resolution takes effect on the earlier of the date specified or when the last Director needed for form a majority signs the resolution.
66. Board meetings may be held using any form of technology provided each Director present can receive communication from and communicate with all other Directors present virtually instantaneously. Without limitation, communication by telephone, teleconference and interactive computer link are permissible.

POWERS OF THE BOARD

67. Subject to the Corporations Law and to any other provisions of these Articles, the Company's business is managed by the Board. The Board must pay from the Company's funds, all expenses incurred in promoting and forming the Company and may exercise all powers of the Company which are not required by the Corporations Law or by these Articles to be exercised by the Company in general meeting.

68. Without limitation:

- (a) all cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for moneys paid to the Company may be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board may from time to time by resolution determine;
- (b) the Board may exercise all the powers of the Company to borrow money for the purposes of the Company and may raise or secure the repayment of such moneys in any way and upon any terms and conditions as the Board thinks fit and in particular by the issue of debentures or debenture stock of the Company charged upon all or any property of the Company (both present and future) and such debentures or other securities so issued may be issued at a discount, premium or otherwise.

CHIEF EXECUTIVE OFFICER

- 69.
- (a) The Board must appoint a chief executive officer for such period and upon such conditions as the Board may determine. The Board may, subject to the provisions of any contract between the chief executive officer and the Company at any time remove or dismiss the chief executive officer from office and appoint another person in his place.
 - (b) The Board may from time to time entrust to and confer upon the chief executive officer such of the powers exercisable under these Articles by the Board as the Board thinks expedient and may from time to time revoke, withdraw, alter or vary all or any of such powers. The chief executive officer is subject to the Board's control.

MINUTES

- 70.
- (a) The Board must cause minutes to be signed and to be entered in books kept for that purpose.
 - (b) The minutes must include:
 - (i) the names of the persons present at each Board meeting, committee meeting and/or general meeting;
 - (ii) all declarations made or notices given by any Director (either generally or specially) of his interest in any contract or proposed contract or of his holding of any office or property whereby any conflict of duty or interest may arise;
 - (iii) all orders made by the Board and committees;
 - (iv) all resolutions and proceedings of Board meetings, committee meetings and/or general meetings,

and if purporting to be signed by the Chairman of the meeting to which they relate or by the Chairman of the next succeeding meeting are prima facie evidence of the matters stated .

SEAL

71. The Board must provide for the safe custody of the seal. The seal must only be used by the authority of the Board and every document to which the seal is affixed must be signed by a Director and counter-signed by a second Director, the Secretary or some other person appointed by the Board for the purpose.

ACCOUNTS

72. The Board must cause to be kept the accounting and other records required by the Corporations Law. The records must be kept at the office or at any other place or places as the Board thinks fit.
73. The Board may (subject to the provisions of the Corporations Law) determine whether and to what extent and at what times and places and under what conditions and regulations the accounting and other records of the Company or any of them are open to inspection by the members and a member other than a Director or the Auditor of the Company does not have any right of inspecting any account or books or documents of the Company except as provided by the Corporations Law or authorised by the Board or by a general meeting. A member other than a Director is not entitled to require or receive any information concerning the Company's business, trading or customers or any trade secret or secret process of or used by the Company.
74. Subject to the Corporations Law, the Board at the annual general meeting in each year must provide the members with a report, profit and loss account and balance sheet made up for the period since the preceding accounts to a date not more than 4 months before the issue of the accounts. The report, profit and loss account and balance sheet must comply with the provisions of the Corporations Law. The Board is not bound to disclose greater details of the result or extent of the Company's trading and transactions than the Board deems expedient or is required by the Corporations Law.
75. A copy of every such report, profit and loss account and balance sheet including every document required by law to be annexed or attached must not less than 14 days prior to the meeting be served on each of the members in the manner in which notices are directed by these Articles to be served.

AUDIT

76. At least once in every year the Company's accounts must be examined and the correctness of the profit and loss account and balance sheet ascertained by an Auditor or Auditors.
77. The appointment, removal, remuneration, functions, rights, duties, and liability of Auditors are regulated by and subject to the Corporations Law.

NOTICES

78. A notice may be served by the Company on any member either personally or by posting the notice in a prepaid letter addressed to the member at his registered address and the signature to any notice may be written or printed. No member who has omitted to provide an address for registration is entitled to any notices.
79. Any member residing out of Australia must, from time to time, notify the Secretary in writing of an address within Australia as his registered address. Any member who does not provide the Company with a registered address in Australia is not entitled to any notices.
80. Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting an envelope containing the notice, and to have been effected, on the day after the date of posting.
81. Subject to the Corporations Law, where a specified number of days' notice or notice extending over any period is required to be given, the day of service is excluded but the day upon which the notice expires is included in the number of days or other period.
82. The following are entitled to receive notices of general meetings:
 - (a) every voting member and every Director; and
 - (b) the Auditor or Auditors for the time being of the Company.

WINDING UP

83. If on the winding up or dissolution of the Company there remains after the satisfaction of all the Company's debts and liabilities any surplus property, the surplus property must be dealt with in accordance with Clause 8 of the Memorandum.

INDEMNITY

84. Except as precluded by the Corporations Law, every officer, Auditor and agent of the Company must be indemnified by the Company against any liability incurred by the person in that capacity. The Company may effect insurance for the benefit of the Company and every officer, Auditor and agent of the Company in connection with any matter touching upon the indemnity.

DISPUTE RESOLUTION

85. If any Director or member has any dispute about the manner in which the affairs of the Company are conducted, that person may refer the dispute to the Board. The resolution of the dispute must be effected by the procedures set out in Articles 20 and 21 (with any necessary modifications).

The subscribers agree to this Constitution.

Corporate Names and Addresses
of the Registered Officers of Subscribers

Witness to Signatures

ME/Chronic Fatigue Society of NSW Inc

[Signature]
Officer SECRETARY

Date: 9/3/99

[Signature]
Witness

ME/CFS Syndrome Society of Queensland

[Signature]
Officer President

Date: 18/3/99

[Signature]
Witness

ME/Chronic Fatigue Syndrome Society of Victoria Inc

[Signature]
Officer Acting secretary

Date: 26.3.99

[Signature]
Witness

ME/CFS Society (SA) Inc

[Signature]
Officer (Acting) President

Date: 20.4.99

[Signature]
Witness

ME/Chronic Fatigue Syndrome Society of WA (Inc.)

[Signature]
Officer A. REITH - PRESIDENT

Date: 1.6.99

[Signature]
Witness
1/5/99