

In the Supreme Court of Victoria

IN THE PROBATE JURISDICTION

In the Will of HUGH DEAN THOMAS WILLIAMSON
Late of the Athenaeum Club, 87 Collins Street Melbourne
in the State of Victoria, Company Director deceased

BE IT KNOWN that on the 21st day of March
in the year of Our Lord One Thousand nine hundred and eighty-six
the Will (a true copy whereof is hereunto annexed) of the abovenamed deceased
who died on the twentieth day of December
One Thousand nine hundred and eighty-five was proved by
A N Z EXECUTORS & TRUSTEE COMPANY LIMITED of
94 Queen Street Melbourne in the said State, the
executor appointed by the said Will.

Mercia Diane Chapman
of 575 Bourke Street, Melbourne
an Australian Legal Practitioner within the
meaning of the Legal Profession Act 2004
certify that this is a true and complete copy
of the original

Signed:



By the Court—



REGISTRAR Registrar of Probates

DATED

1985

W I L L

of

HUGH DEAN THOMAS
WILLIAMSON

RUSSELL, KENNEDY & COOK,
Solicitors,
257 Collins Street,
MELBOURNE. 3000

Tel: 63-0231

Ref: 52

11/NBD3

THIS IS THE LAST WILL AND TESTAMENT of me HUGH DEAN THOMAS WILLIAMSON of the Athenaeum Club, 87 Collins Street, Melbourne in the State of Victoria, Company Director.

1. I APPOINT ANZ EXECUTORS AND TRUSTEE COMPANY LIMITED of 94 Queen Street, Melbourne executor and trustee of this my Will. ?

2. I GIVE AND BEQUEATH the following legacies free of all duties and charges:

(a) to my late wife's sister DULCIE MACPHERSON of [REDACTED] the sum of TEN THOUSAND DOLLARS (\$10,000.00);

(b) to ELAINE ALICE BERKEFELD of [REDACTED] the sum of TEN THOUSAND DOLLARS (\$10,000.00);

(c) to HAROLD ARTHUR CARRODUS the sum of TEN THOUSAND DOLLARS (\$10,000.00) AND I DIRECT that this legacy is given as a mark of my affection for the said HAROLD ARTHUR CARRODUS and is without reference to his office as a trustee of THE HUGH D.T. WILLIAMSON FOUNDATION;

(d) to VINCENT KISS of [REDACTED] the sum of TWO THOUSAND DOLLARS (\$2,000.00).

3. SUBJECT to the payment thereof of my just debts, funeral and testamentary expenses probate estate legacy succession and other like duties (if any) payable on or in respect of my estate and the legacies bequeathed by Clause 2 of this my Will I GIVE DEVISE AND BEQUEATH all my real and personal estate of whatsoever nature and wheresoever situate to DENIS TRICKS of [REDACTED]

[REDACTED] MALCOLM BENBOW MENELAUS of [REDACTED]

[REDACTED] MARTIN DENNIS CARLSON of [REDACTED]

[REDACTED] and the said HAROLD ARTHUR CARRODUS and the said A.N.Z. Executors and Trustees Company Limited (hereinafter called the "foundation trustees") to hold the same as a perpetual charitable trust to be called THE HUGH D.T. WILLIAMSON FOUNDATION upon the trusts and subject to the conditions hereinafter set forth.

[Handwritten initials]

4. I DIRECT that unless the context otherwise requires the following expressions where hereinafter used shall be interpreted to mean:

"the trust fund" shall mean:

- (a) my residuary estate;
- (b) the investments and property for the time being representing the same or any part or parts thereof or so much thereof as shall continue to be subject to the trusts hereby declared;
- (c) so much of the income of the trust fund as is added thereto from time to time by virtue of the provisions hereinafter contained;
- (d) all moneys, investments and other property from time to time paid or transferred to and accepted by the foundation trustees as additions to the capital of the trust fund;
- (e) all accretions to the capital of the trust fund whether by way of accumulations of income or otherwise;

"authorised charity" shall mean any purpose, hospital, institution, society, organisation, body or fund which:

- (a) is a charitable purpose, hospital, institution, society, organisation, body or fund as the case may be in the technical legal sense of the word "charitable"; and
- (b) is within the State of Victoria; and
- (c) is a purpose, hospital, institution, society, organisation, body or fund of such description that bequests for or to it shall qualify for whatever deductions or exemptions in respect of charitable bequests are available at my death under all legislation imposing probate, estate or other death or the like duty as is then in force in Victoria;

and the expression "authorised charities" shall bear a corresponding meaning.

5. (a) The foundation trustees shall hold the trust fund as a common fund in perpetuity and shall pay or apply the income derived therefrom to or for the benefit of such authorised charities or authorised charity (and if

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more than one in such shares) as the foundation trustees shall from time to time in their discretion determine. Without affecting the generality of the foregoing or imposing any binding obligation on the foundation trustees, it is my wish that they shall, unless they see strong reason to the contrary, pay or apply the income of the trust fund in such manner as shall give effect as far as possible to any wishes in this regard expressed by me in writing during my life.

- (b) I DIRECT that the receipt of the treasurer or other proper officer for the time being of any authorised charity shall be a sufficient discharge to the foundation trustees for any moneys paid to or applied by the foundation trustees in its favour pursuant to this clause and the foundation trustees shall not be required to see to the application thereof.

6. THE foundation trustees shall invest the trust fund in the name of or under the control of the foundation trustees in or upon any of the following:

- (a) investments authorised by law for the investment of trust funds in Australia or any State or Territory of Australia;
- (b) the purchase of land of any tenure or any rights or interests in upon or in relation to land in Australia or elsewhere in the world provided that any such land right or interest purchased by the foundation trustees shall be held on trust for sale with power to postpone sale and to retain unsold;
- (c) deposit at interest or otherwise with any bank or company in Australia or elsewhere in the world;
- (d) the fully or partly paid shares or debentures (as those expressions are defined in Section 5 of the Companies (Victoria) Code) of any company regardless of where the same shall be registered;

(e) the units or sub-units of any Unit Trust established in Australia or elsewhere in the world;

with power from time to time to vary or transpose any of the investments held in the trust fund for any others of the kinds herein prescribed.

7. THE foundation trustees shall have the following powers (in addition to any powers conferred by statute or otherwise by law) which they may exercise notwithstanding any interest or concern in the outcome of the exercise thereof:

- (a) Power in the discretion of the foundation trustees to exercise all rights and privileges and perform all duties appertaining to any shares stock or obligations for the time being subject to the trusts hereof and generally to act in all matters relating to the said shares stock or obligations as if the foundation trustees were beneficially entitled thereto.
- (b) Power to sell or deal with the whole or any part or parts of the investments or other property comprised in the trust fund or any interest therein at such time or times and on such terms and conditions as the foundation trustees shall think proper.
- (c) Power without being responsible for loss so long as any real or personal property or interest therein shall form part of the trust fund at the discretion of the foundation trustees to manage and order or join in managing or ordering all the affairs thereof as fully and effectually as if beneficially entitled thereto and in so doing to advance from time to time out of the trust fund such capital as the foundation trustees shall consider necessary. Without prejudice to the generality of the foregoing the foundation trustees shall in relation to real property have full power to deal with all matters relating to insurance use letting (including power to lease for any term) repair maintenance improvement erection of new buildings rebuilding alteration demolition subdivision fencing drainage the forming of roads and drains and

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provision of services and amenities and the granting or acquiring of easements or other rights.

- (d) Power for any purpose of or incidental to the administration of the trust fund or the exercise of any power or authority vested in the foundation trustees to borrow and raise money in such amount and on such terms and conditions, and to secure the payment or repayment of money or the performance of any debt liability contract or guarantee in any way and in particular to mortgage charge deposit or grant security over any property comprised in the trust fund in such manner, as the foundation trustees think fit.
- (e) Power to the foundation trustees to determine whether any moneys are to be considered capital or income and whether any expenses outgoings or other payments are to be paid out of capital or income and to determine all questions and all matters of doubt which may arise in the execution of the trusts and powers herein contained and so that every such determination whether made upon a question actually raised or implied in the acts or proceedings of the foundation trustees shall be conclusive and binding on all persons thereby affected.
- (f) Power to arrange for any company now or hereafter incorporated and having the necessary powers to hold any real or personal property forming part of the trust fund on behalf of the foundation trustees or as nominee of or custodian trustee for the foundation trustees.
- (g) Power to delegate to any person persons or company at such time or times and in such manner as the foundation trustees see fit the management of any of the investments or other assets from time to time comprising the trust fund and the transaction of any business and the doing of any act relating to the trust fund or the management thereof and power to remunerate such person persons or company to such extent as the foundation trustees shall determine.

(h) Power to open and operate upon accounts of all descriptions with any bank or building society and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

8. MY foundation trustees shall not be liable for any loss or damage occasioned by the exercise or failure to exercise of any discretion or power conferred on them or as a consequence of any error or default on their part or on the part of any company or person having dealings with or in respect of the trust fund unless any breach of duty or trust shall be proved to have been committed or omitted in personal conscious bad faith by the foundation trustees.

9. I DIRECT that the foundation trustees shall be remunerated for their pains and trouble in administering the trust fund as follows:-

(a) in respect of the first year after my death -

(i) the said DENIS TRICKS shall be paid the sum of THREE THOUSAND DOLLARS (\$3,000.00);

(ii) the said MALCOLM BENBOW MENELAUS shall be paid the sum of ONE THOUSAND FIVE HUNDRED DOLLARS (\$1,500.00);

(iii) the said MARTIN DENNIS CARLSON shall be paid the sum of ONE THOUSAND FIVE HUNDRED DOLLARS (\$1,500.00);

(iv) the said HAROLD ARTHUR CARRODUS shall be paid the sum of ONE THOUSAND FIVE HUNDRED DOLLARS (\$1,500.00);

AND I FURTHER DIRECT that the remuneration paid to the foundation trustees shall be varied on each anniversary of my death in accordance with the formula set out in the next succeeding paragraph and the amount as so varied shall be the amount of the remuneration for the year commencing on that anniversary.

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(b) The amount of the remuneration shall be determined on any anniversary of my death by multiplying the sum of the remuneration payable to each of the foundation trustees by the fraction $\frac{A}{D}$

where D is the Consumer Price Index Weighted Average of Six Capital Cities last published by the Australian Bureau of Statistics prior to my death and A is the same index last so published prior to that anniversary.

(c) If the basis of computing the abovementioned index (weighted average) is materially changed or if it ceases to be published or if, for any other reason, it is not possible or is not practicable to apply, then the foundation trustees shall apply such other index or criterion as is, in their opinion, substantially equivalent to that prescribed in this clause but, if they are unable to discover such an index or criterion, then I DIRECT that they shall, at the times above prescribed, make such variation to the amount of their remuneration as they consider reasonable and proper in order to maintain the purchasing power of their remuneration and to give effect to my intention as evidenced by this clause.

(d) I DIRECT that any trustee appointed in substitution for any of the aforesaid foundation trustees shall be remunerated in like manner.

10. IT is my wish that the firm of Roach Tilley Grice & Co. Limited sharebrokers or any firm carrying on business in succession thereto shall be engaged by the foundation trustees as sharebroker to the Foundation.

11. I APPOINT the said DENIS TRICKS as chairman of the foundation trustees and on his death or retirement as a trustee of the Foundation or at any time and from time to time if so decided by a majority of the foundation trustees I EMPOWER the foundation trustees to appoint such other of them as chairman of the foundation trustees.

12. IN the administration of the Foundation I DIRECT that any decision of the foundation trustees may be made by a simple majority and in the case of equality, the chairman shall have a casting vote.

13. ~~I DIRECT that my executor shall not be entitled to charge or be paid any commission or other remuneration on the capital of my estate or the trust fund of The Hugh D.T. Williamson Foundation.~~

14. I DIRECT that the firm of Russell, Kennedy & Cook of 257 Collins Street, Melbourne or any firm carrying on business in succession thereto shall be engaged as solicitors to my executor and trustees in connection with the execution of the provisions of this Will, any Codicil thereto, the administration of my estate, the administration of The Hugh D.T. Williamson Foundation and generally in all other matters relating to my estate or the administration of the trusts constituted by my Will.

15. I REVOKE all prior wills and testamentary dispositions.

IN WITNESS whereof I have hereunto set my hand this 4th day of *November* One thousand nine hundred and eighty-five.

SIGNED by the said HUGH DEAN)
THOMAS WILLIAMSON the)
Testator as and for his last)
Will and Testament in the)
presence of us both being)
present at the same time who)
at his request in his presence)
and in the presence of each)
other have hereunto subscribed)
our names as attesting witnesses:)

H. Jones
W. Williams
Melbourne

Glen Har.
46 Ak Valley Rd
Glen Iris
Secretary

OK
AK

H. D. Williamson

1110

In the Supreme Court

IN THE PROBATE JURISDICTION

IN THE WILL OF HUGH DEAN THOMAS
WILLIAMSON
LATE OF THE ATHENAEUM CLUB,
87 Collins Street Melbourne
Company Director deceased

PROBATE

PLEASE RETURN TO
ALL EXECUTORS & TRUSTEE COMPANY LIMITED
94 QUEEN ST., MELBOURNE

RUSSELL, KENNEDY & COOK,
SOLICITORS
257 COLLINS STREET,
MELBOURNE, 3000
Ref: 52.14 622284
Tel: 63 0231

Harrison, Partridge & Co. Pty. Ltd., Printers, Melbourne.
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Baker

EXPIRES AT
AUST. & NEW ZEALAND
BANKING GROUP LIMITED
382 COLLINS ST. MELB.
150/1

20/1/11/84

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THIS DEED OF APPOINTMENT OF TRUSTEE is made the ^{17th} day of FEBRUARY 2015

BETWEEN:

EQUITY TRUSTEES WEALTH SERVICES LIMITED (ABN 33 006 132 332)

of 575 Bourke Street, Melbourne in the State of Victoria

-AND-

MARTIN DENNIS CARLSON OAM

[REDACTED]

-AND-

SUSAN ALLISON HUGHES

[REDACTED]

-AND-

STEPHEN HIBBERT NEWTON AO

[REDACTED]

Mercia Diane Chapman
of 575 Bourke Street, Melbourne
an Australian Legal Practitioner within the
meaning of the Legal Profession Act 2004
certify that this is a true and complete copy
of the original

Signed:



("the Continuing Trustees")

AND:

DENIS TRICKS AM

[REDACTED]

("the Retiring Trustee")

AND:

STIRLING DAVID PITT

[REDACTED]

("the New Trustee")

RECITALS:

- A. Hugh Dean Thomas Williamson late of the Athenaeum Club, 87 Collins Street Melbourne in the State of Victoria ("**the Deceased**") died on 20 December 1985 leaving a Will dated 4 November 1985 ("**the Will**").
- B. On 21 March 1986 probate of the Will was granted by the Supreme Court of Victoria to the said ANZ Executors & Trustee Company Limited.

- C.** By clause 3 of his Will the Deceased gave his residuary estate to ANZ Executors & Trustee Company Limited, Denis Tricks, Martin Dennis Carlson, Harold Arthur Carrodus and Malcolm Benbow Menelaus to hold as a perpetual charitable trust to be called The Hugh D.T. Williamson Foundation (“**the Foundation**”).
- D.** Malcolm Benbow Menelaus died on 12 September 2000.
- E.** By a Deed of Appointment of Trustee made on 27 March 2003, Anthony Hugh Barrington Baird was appointed a New Trustee in place of the said Malcolm Benbow Menelaus.
- F.** By a Deed of Retirement of Trustee made on 23 July 2007, Anthony Hugh Barrington Baird retired as a Trustee of the Foundation.
- G.** On 26 July 2007, ANZ Executors & Trustee Company Limited changed its name to ANZ Trustees Limited.
- H.** By a Deed of Appointment of Trustee made on 9 March 2011 the said Susan Allison Hughes was appointed a trustee in the place of Anthony Hugh Barrington Baird.
- I.** By a Deed of Retirement and Appointment of Trustee made on 14 May 2014, the said Harold Arthur Carrodus retired as a Trustee of the Foundation and the said Stephen Hibbert Newton was appointed in his stead.
- J.** On 4 July 2014, ANZ Trustees Limited became known as Equity Trustees Wealth Services Limited.
- K.** The Retiring Trustee wishes to retire as a trustee of the Will of the Deceased and to appoint a new trustee in his stead. The Continuing Trustees consent to the retirement of the Retiring Trustee and the appointment of the New Trustee.
- L.** All executorial duties have been completed.

SIGNED SEALED AND DELIVERED by the)
said **MARTIN DENNIS CARLSON**)
in the presence of:)





SIGNED SEALED AND DELIVERED by the)
said **SUSAN ALLISON HUGHES**)
in the presence of:)




SIGNED SEALED AND DELIVERED by the)
said **STEPHEN HIBBERT NEWTON**)
in the presence of:)




SIGNED SEALED AND DELIVERED by the)
said **DENIS TRICKS**)
in the presence of: )



SIGNED SEALED AND DELIVERED by the)
said **STIRLING DAVID PITT**)
in the presence of:)





