



AusSchol Incorporated

ABN 83 420 919 581

STATEMENT OF OBJECTS

OBJECTS

1. The objects of AusSchol Inc. are:

- (a) To raise moneys and maintain a fund for scholarships to be awarded to Australian citizens and permanent residents of Australia to undertake educational courses or training programs
- (b) To award scholarships to suitable candidates undertaking courses or training programs offered by, or in association with, universities and higher education providers
- (c) To award scholarships under terms and conditions which, to the extent reasonably possible, reflect the wishes of donors
- (d) To encourage and provide facilities for study and research
- (e) To disseminate knowledge and promote scholarship
- (f) To do such other things as the Council of the Association may consider desirable to promote the educational opportunities for Australian citizens and permanent residents of Australia
- (g) To do all such things as are incidental or conducive to the attainment of the above objects and powers or any of them.

2. Notwithstanding anything elsewhere in these objects or in the Rules of Association, the income and property of the Association, shall be applied solely towards the promotion of the objects of the Association as set forth in these objects and no portion thereof shall be paid or transferred, directly or indirectly to the members of the Association, or to any of them or to any person claiming through any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at any commercial rate.

RULES OF INCORPORATION

AusSchol Inc.

PART I - INTERPRETATION

(1) In these Rules, except in so far as the context or subject matter otherwise indicates or requires:

‘the Act’ means the Associations Incorporation Act, 1984 as amended (NSW);

‘the Association’ means AusSchol Inc.;

‘Council’ means the Council of the Association as defined and established in these Rules;

‘Councillor’ means a member of the Council;

‘the Regulation’ means the Associations Incorporation Regulations, 1985 as amended;

‘the Rules’ means the rules of the Association contained herein;

‘secretary’ means:

(a) the person holding office under these rules as secretary of the Association; or

(b) where no such person holds that office — the public officer of the Association;

‘special general meeting’ means a general meeting of the Association other than the annual general meeting.

(2) In these Rules:

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

The provisions of the Interpretation Act, 1897, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Interpretation Act.

PART II – MEMBERSHIP

1. MEMBERSHIP QUALIFICATIONS

The members of the Association shall be the members from time to time of the Council.

2. CESSATION OF MEMBERSHIP

A person ceases to be a member of the Association if the person ceases to be a member of the Council.

3. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

4. REGISTER OF MEMBERS

(1) The public officer of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.

(2) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

5. MEMBERS' LIABILITIES

A member of the Association shall not be liable to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association.

PART III - THE COUNCIL

6. NAME AND POWERS OF COUNCIL

(1) The Council shall be called the Council of AusSchol Inc.

(2) Subject to the Act and the Rules, the Council:

- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these

Rules or the Act to be exercised by a meeting of members of the Association; and

- (c) has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Association.

7. CONSTITUTION AND MEMBERSHIP OF THE COUNCIL

- (1) Subject, in the case of the first members of the Council to Section 21 of the Act, the Council shall consist of a minimum of three (3) members and not more than twenty (20) members.
- (2) The Council shall appoint from amongst their members the office bearers of the Association. The office bearers of the Association shall be:
 - (a) the chairperson;
 - (b) the deputy chairperson;
 - (c) the treasurer; and
 - (d) the secretary.
- (3) At every annual general meeting of the Association, one third of the Councillors or if their number is not a multiple of three, then the number nearest one third, shall retire from office. The Councillors to retire shall be those who have been longest in office since their last election but as between persons who became Councillors on the same day, those to retire shall, unless they otherwise agree, be determined by lot. A retiring Councillor is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the Council, the Council may appoint any person to fill the vacancy.

8. ELECTION OF COUNCIL MEMBERS

- (1) The Council may, by resolution, increase or reduce the number of persons who may be Councillors.
- (2) Nominations of candidates for election as members of the Council:
 - (a) shall be made in writing, signed by two (2) members of the Council and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the secretary of the Association not less than five (5) days before the date fixed for the holding of the meeting at which the election is to take place.
- (3) The Council may by resolution elect a person nominated pursuant to Sub-Rule 8(2) to membership of the Council.

9. EX OFFICIO MEMBERS

(1) The Council may from time to time appoint persons to be ex officio members of the Council which persons may at the invitation of the chairman of the Council attend and participate in discussions at Council meetings but shall not be:

- (a) entitled to vote on any matter or resolution of the Council or the Association; or
- (b) considered members of the Association.

(2) The Council may revoke the appointment of any ex officio member at any time without being required to give a reason.

10. SECRETARY

(1) The secretary of the Association shall, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.

(2) It is the duty of the secretary to keep minutes of:

- (a) all appointments of office bearers and members of the Council; and
- (b) all proceedings at Council meetings and general meetings of the Association.

(3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

11. TREASURER

It is the duty of the treasurer of the Association to:

- (a) ensure that all money due to the Association is collected and received and that all payments authorised by the Council are made;
- (b) ensure that correct books and accounts are kept showing the financial affairs of the Association including full details of all income and expenditure connected with the activities of the Association.

12. CASUAL VACANCIES

For the purposes of these Rules, a casual vacancy in the office of a member of the Council occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) becomes insolvent under administration within the meaning of the Corporations Law;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under Rule 13;

- (f) 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
- (g) is absent without the consent of the Council for three (3) consecutive meetings of the Council of which the Councillor has been notified.

13. REMOVAL OF A COUNCIL MEMBER

- (1) The Council may by resolution remove any member of the Council from such office before the expiration of his term of office and may by resolution appoint another person to hold office pursuant to Sub Rule 7(4).
- (2) Where a member of the Council to whom a proposed resolution referred to in Sub-Rule 13(1) relates makes representations in writing to the secretary or chairperson (not exceeding a reasonable length) and requests that the representations be notified to the members of the Council, the secretary or the chairperson may send a copy of the representations to each member of the Council or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

14. MEETINGS, QUORUM AND NOTICE

- (1) The Council shall meet at least twice (2 times) in each period of twelve (12) months provided always that the Council shall meet at least once in each period of six (6) months at such place and time as the Council may determine.
- (2) Any member of the Council may, upon giving not less than five (5) business days oral or written notice either to the secretary or to all the other members of the Council present in Australia, requisition a meeting of the Council provided that the period of notice may be varied upon the unanimous consent of those members of the Council present in Australia at the time when the notice is given.
- (3) Notice of a meeting given under Sub-Rule 14(2) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.
- (4) Any two (2) members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
- (5) No business shall be transacted by the Council unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.

(6) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

(7) At a meeting of the Council:

(a) the chairperson; or

(b) if the chairperson is absent or unwilling to act such one of the remaining members of the Council as may be chosen by the members present at the meeting

shall preside.

(8) Notice of any meeting of Council or any other matter relating to the Council shall only be given to those Councillors present in Australia at the time the notice is given.

15. DELEGATION BY COUNCIL TO SUB-COMMITTEE

(1) The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Council as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:

(a) this power of delegation; and

(b) a function which is a duty imposed on the Council by the Act or by any other law.

(2) A function the exercise of which has been delegated to a subcommittee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

(3) A delegation under Rule 15 may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

(4) Notwithstanding any delegation under Rule 15, the Council may continue to exercise any delegated function.

(5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under Rule 15 has the same force and effect as it would have if it had been done or suffered by the Council.

(6) The Council may, by instrument in writing, revoke wholly or in part any delegation under Rule 15.

(7) A sub-committee may meet and adjourn as it thinks proper and shall appoint a secretary who shall keep proper minutes of all meetings and provide the Council with copies of the minutes of every meeting of the sub-committee.

(8) A sub committee shall appoint a chairman from amongst their number who shall preside at sub-committee meetings.

16. VOTING AND DECISIONS

- (1) Questions arising at a meeting of the Council or of any subcommittee appointed by the Council shall be determined by a majority of the votes of members of the Council or subcommittee present at the meeting.
- (2) Each member present at a meeting of the Council or of any subcommittee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Sub-Rule 14(5), the Council may act notwithstanding any vacancy on the Council.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.

17. TELEPHONE MEETINGS

- (a) Meetings of the Council may be held by telephone or other electronic means of oral communication, notwithstanding the members are not all present in the one place at the same time, on the following terms:
 - (i) subject to Sub Rule 14(8) all members shall, unless not reasonably practical, be notified of the proposed meeting;
 - (ii) each member participating in the meeting must be able to hear clearly, and be heard clearly by, each of the other members participating in the meeting;
 - (iii) a member may not leave the meeting by disconnecting his telephone or other electronic means of communication or otherwise unless he has previously obtained the express consent of the chairman of the meeting or if it is the chairman the consent of the meeting and the relevant member shall be presumed conclusively to have been present and to have formed part of the quorum, at all times during the meeting unless he has previously obtained the express consent of the chairman or of the meeting as the case may be to leave the meeting;
 - (iv) a minute of the proceedings at the meeting shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified to be a correct minute by the chairman of the meeting; and
 - (v) all other provisions of these Rules relating to meetings of the Council shall apply to such meeting.

- (b) (i) If all the members of the Council have signed a document containing a statement that they are in favour of a resolution of the members in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Council held on the day on which the document was signed and at the time at which the document was last signed by a member or, if the members signed the document on different days, on the day on which, and at the time at which, the document was last signed by a member.
- (ii) For the purposes of Sub-Rule 17(b)(i), two (2) or more separate documents containing statements in identical terms each of which is signed by one or more members shall together be deemed to constitute one document containing a statement in those terms signed by those members on the respective days on which they signed the separate documents.
- (iii) A reference in Sub-Rule 17(b) (i) to all the members does not include a reference to a member who, at a meeting of the Council, would not be entitled to vote on the resolution.

PART IV - GENERAL MEETINGS

18. ANNUAL GENERAL MEETINGS - HOLDING OF

The Association shall, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Association, convene an annual general meeting of its members.

19. ANNUAL GENERAL MEETINGS — CALLING OF AND BUSINESS AT

(1) The annual general meeting of the Association shall, subject to the Act and to Rule 18, be convened on such date and at such place and time as the Council thinks fit.

(2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the Council reports on the activities of the Association during the last preceding financial year;
- (c) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act; and
- (d) to elect members of the Council.

(3) An annual general meeting shall be specified as such in the notice convening it.

20. SPECIAL GENERAL MEETINGS — CALLING OF

(1) The Council may, whenever it thinks fit, convene a special general meeting of the Association.

(2) The Council shall, on the requisition in writing of not less than two (2) members, convene a special general meeting of the Association.

(3) A requisition of members for a special general meeting:

(a) shall state the purpose or purposes of the meeting;

(b) shall be signed by the members making the requisitions;

(c) shall be lodged with the secretary; and

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the Council fails to convene a special general meeting to be held within one (1) month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.

(5) A special general meeting convened by a member or members as referred to in Sub-Rule 20(4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

21. NOTICE

(1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Sub-Rule 21 (1), stating the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Sub-Rule 21 (2).

(4) A member desiring to bring any business before a general meeting must give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

22. PROCEDURE

(1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

(2) Two (2) members present in person (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than two (2)) shall constitute a quorum.

23. PRESIDING MEMBER

(1) The chairperson shall preside as chairperson at each general meeting of the Association.

(2) If the chairperson is absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

24. ADJOURNMENT

(1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) Where a general meeting is adjourned for fourteen (14) days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) Except as provided in Sub-Rules 24 (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

25. MAKING OF DECISIONS

(1) A question arising at a general meeting of the Association shall be determined on the basis of one vote for each member.

(2) At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than two (2) members present in person or by proxy at the meeting.

(3) Where a poll is demanded at a general meeting, the poll shall be taken:

(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

26. SPECIAL RESOLUTION

A resolution of the Association is a special resolution if it is passed by a majority which comprises not less than three quarters of such members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which not less than twenty one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

27. VOTING

(1) Upon any question arising at a general meeting of the Association a member has one vote only.

(2) All votes shall be given personally or by proxy but no member other than the chairperson, may hold more than five (5) proxies.

(3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

28. APPOINTMENT OF PROXIES

Each member of the Association shall be entitled to appoint another member as proxy by notice in writing given to the secretary no later than seventy two (72) hours before the time of the meeting in respect of which the proxy is appointed.

PART V - MISCELLANEOUS

29. INSURANCE

- (1) The Association shall effect and maintain insurance pursuant to Section 44 of the Act.
- (2) In addition to the insurance required under Sub-Rule 30(1), the Association may effect and maintain other insurance.

30. FUNDS - SOURCE

- (1) The funds of the Association shall be derived from donations and gifts from members of the public, investment income and other sources
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank accounts.
- (3) The Association shall, as soon as practicable after receiving any donation or gift, issue an appropriate receipt.

31. FUNDS - MANAGEMENT

- (1) The funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Council, being members authorised to do so by the Council or any employees of the Association authorised by the Council to sign such instruments.

32. ALTERATION OF OBJECTS AND RULES

The statement of objects of the Association and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

33. COMMON SEAL

- (1) The Association will dispense with the common seal.
- (2) Any document requiring that the common seal shall be affixed shall be satisfied by the signature of any two members of Council as authorised by Council from time to time.

34. CUSTODY OF BOOKS, ETC.

Except as otherwise provided by these Rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

35. INSPECTION OF BOOKS, ETC.

The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

36. SERVICE OF NOTICES

(1) For the purposes of these Rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it to the member at the member's physical or email address shown in the register of members.

(2) Where a notice is sent to a person by properly addressing, prepaying and posting to the person a letter containing the notice, the notice shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post. Where a notice is sent by email the notice shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been received on the business day if it is sent before 5:00pm on that business day, otherwise it is deemed to have been delivered the following business day.

37. SURPLUS PROPERTY

In the event of the winding up or the cancellation of the incorporation of the Association any surplus property of the Association shall vest in the University of Sydney for the purpose of providing scholarships.

38. FUNDS NOT TO GO TO MEMBERS

Notwithstanding anything elsewhere in the Rules, the income and property of the Association, howsoever derived, shall be applied solely towards the promotion of the objects of the Association, and no portion thereof shall be paid or transferred, directly or indirectly to the members of the Association, or to any of them or to any person claiming through any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at any commercial rate.