KINROSS WOLAROI SCHOOL FOUNDATION

CONSTITUTION
CONSTITUTION OF KINROSS WOLAROI FOUNDATION

Name

1. The name of the Foundation hereby constituted is “Kinross Wolaroi Foundation”.

Interpretation

2. In this Constitution the following words and expressions have the meanings assigned to them respectively unless the context otherwise requires:

   “This Constitution” means this Constitution as altered or varied by any alterations or variations lawfully made thereto;
   “The School” means Kinross Wolaroi School of Orange in the State of New South Wales;
   “The Council” means the governing body of the School;
   “The Foundation” means the organisation established by this Constitution;
   “The Board” means the Board of Management or other governing body of the Foundation;
   “The Church” means The Uniting Church in Australia;
   “The Synod” means the New South Wales Synod of the Church;
   “Approved Fund” means any fund established for the benefit of the School approved by the Council and the Board and vested in The Uniting Church in Australia Property Trust (N.S.W);
   “Value” means the value determined by the Board.

Objects

3. The objects for which the Foundation is established are to support and assist the Council to encourage and foster the interest and financial support of past students, parents of students and friends of the School to preserve, improve and develop the standards, services, property and facilities of the School and in particular and without limiting the generality of the foregoing:

   a. To extend invitations to past students, parents of students and friends of the School to become members of the Foundation and through such membership to participate and join more actively and effectively in supporting and assisting the Council to promote and carry out the activities of the School;
   b. To encourage the making of gifts and testamentary dispositions to or for the benefit of the School or any trusts or funds established to benefit the School;
   c. To enlist the support, including the financial support of past students, parents of students and friends of the School for activities calculated to improve the education provided by the School including the employment of teaching staff with special skills, the carrying out of research, the provision of funds for scholarships, bursaries and education allowances, visits from distinguished persons with qualifications which enable them to contribute to the
education of the students and the teaching staff of the School, the acquisition of books, works of art, plant and equipment, land and buildings and the construction and maintenance of buildings and facilities;

d. To raise money for the purposes aforesaid by any method that seems desirable, provided that such methods are not contrary to the philosophies from time to time of the Uniting Church in Australia or the directions of the Synod;

e. To carry out such other activities as may usefully or conveniently be carried out in association with all or any of the foregoing objects.

Property

4. All real and personal property held by the Foundation shall be held and managed in accordance with the provisions of the Uniting Church in Australia Act, 1977 and the regulations and By-Laws made pursuant thereto and the provisions of any Act, Regulation or By-Law for the time being amending or replacing the same.

Control

5. The control of the Foundation shall be vested in the Council.

6. There shall be three classifications of membership as follows:

   a. Members being persons who:

      i. Make a gift of $2,000 or more but less than $5,000 in accordance with Clause 7(a) (i) hereof; or
      ii. Give notification of an intended bequest of $4,000 or more but less than $10,000 in accordance with Clause 7 (a) (ii) hereof;

   b. Fellows being persons who:

      i. Make a gift of $5,000 or more but less than $15,000 in accordance with Clause 7 (a) (i) hereof; or
      ii. Give notification of an intended bequest of $10,000 or more but less than $30,000 in accordance with Clause 7 (a) (ii) hereof;

   c. Governors being persons who:

      i. Make a gift $15,000 or more in accordance with Clause 7 (a) (i) hereof; or
      ii. Give notification of an intended bequest of $30,000 or more in accordance with Clause 7 (a) (ii) hereof;

Provided that persons who qualify for membership prior to 31st December, 1987, shall be classified as Founding Members, Founding Fellows and Founding Governors as the case may be.
Membership

7. Qualification for membership shall be:

   a. i. A gift made after 1st October, 1986, of not less than $2,000 in value to the School or the Foundation or an Approved Fund; and
   ii. Notification in writing to the Board after 1st October, 1986, of an intended bequest of not less than $4,000 in value to the School or the Foundation or an Approved Fund provided that the Board may require confirmation (in such form as it may from time to time determine) of the inclusion of such a bequest in a testamentary document.

   b. A person may also qualify for membership by a combination of a gift and notification of an intended bequest provided that the value of the bequest is not less than twice the balance of the value of the gift that would otherwise have been payable to enable such person to qualify for membership in his desired classification of membership as hereinafter provided.

   c. If after 1st October, 1986, a person gives notification in writing to the Board of his intention to contribute a gift of not less than $2,000 in value (or a number of gifts of not less than $2,000 in value in aggregate) to the School or the Foundation or an Approved Fund within a period of five years from the date of such notification such person shall for the purposes of this Constitution be deemed to have made a gift of the amount or the aggregate amount as the case may be referred to in the notification subject to the acceptance of such notification by the Board. Any such notifications shall be in the form prescribed from time to time or to like effect or as shall be acceptable to the Board.

8. a. Any person wishing to become a member of the Foundation shall make application for membership in writing in such form as shall be prescribed from time to time by the Board and shall in that application specify the class of membership sought and the way in which qualification therefor in accordance with this Constitution shall be achieved. Applications from other than individual natural persons shall include the nomination (which may be altered from time to time by giving written notice to the Foundation) of an individual natural person to represent such applicant and that person alone shall be able to represent, act as and exercise the membership rights of such member.

   b. The Board may decline to accept any such application or any gift without assigning any reason therefor.

   c. When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of acceptance.

   d. Membership of the Foundation in the case of individual natural persons shall subject to this Constitution be for life and in the case of other than individual natural persons shall subject to this Constitution be for such period of time as the Board shall determine.

9. In the event that any of the provisions contained in this Constitution specifying any amount of money shall be amended any such amendment shall apply only to attainment of membership qualification
thereafter and shall not affect the qualification of any person who is a member of the Foundation at the time of the amendment provided that should any Member or Fellow desire to progress to a higher classification of membership the additional contributions required to be made by such members shall be calculated in accordance with Clause II hereof.

10. Any person may make a gift or give notification of an intention to make a gift or give notification of an intended bequest in accordance with this Constitution and make application to have some other person accepted as a member in the classification of membership for which the value of the gift or intended bequest is a qualifying amount subject however to Clause 8 (b) hereof.

11. Members and Fellows may at any time progress to a higher classification of membership by making or giving notification of intention to make within any period specified by this Constitution such additional contributions as will qualify them for membership at the appropriate higher classification. Such additional contributions shall be calculated (having regard to Clause 7 (b) hereof) by deducting from the qualifying amount for such higher classification at the date of making or giving notification of intention to make additional contributions an amount calculated in accordance with the formula \((A \times B) / C\) where:

\[
A = \text{The value of the member's previous gift or gifts at the date that gift or those gifts were made or were deemed to have been made in accordance with Clause 7 (c) hereof plus one half the value of a member's previously notified bequest at the date the member notified the Foundation of such bequest (excluding any amount in respect of which the member has designated some other person as a member in accordance with Clause 10 hereof).}
\]

\[
B = \text{The qualifying amount for such higher classification at the date of making or giving notification of intention to make additional contributions.}
\]

\[
C = \text{The qualifying amount for such higher classification at the date the member qualified for membership in his existing classification.}
\]

**Cessation of Membership**

12. Any member may resign from membership of the Foundation by giving notice in writing delivered to the office of the Foundation and such member shall thereupon cease to be a member.

13. Unless the Board shall otherwise determine, a member of the Foundation shall cease to be a member if:

   a. A gift referred to in a notification as described in Clause 7 (c) hereof has not been made within six months of the due date; or

   b. The Foundation receives notification from such member being a member who has qualified for membership wholly or partly by giving notification of an intended bequest in accordance with this Constitution that it has been necessarily for him to cancel the bequest or in the event of such a member being declared bankrupt;
Provided that if the School or the Foundation or an Approved Fund has received gifts from such a member the Board may re-admit the member in the classification of membership for which the received gifts are a qualifying amount.

14. Gifts made to the School or the Foundation or an Approved Fund by a member prior to the cessation of his membership shall in no case revert to the member but shall remain subject to Clause 4 hereof.

Management

15. a. The management and conduct of the Foundation shall be vested in a Board of Management provided that such Board shall not expend any moneys (other than in the ordinary course of the day-to-day administration and operations of the Foundation and the investment of its funds) that is not agreed to by the Council.

b. In the case of a difference of opinion between the Council and the Board as to the interpretation of the phrase “the ordinary course of the day to day administration and operations of the Foundation and the investment of its funds” in subclause (a) hereof the opinion of the Council shall prevail.

c. Any other question or dispute arising between the Board and the Council relating to the Foundation and the application of its funds which cannot be resolved by them shall be referred to the Synod for final determination.

Board of Management

16. a. The Board shall comprise:

i. Each person who qualifies as a Governor and gives to the Foundation written notice of his wish to be a member of the Board, any such person becoming a member of the Board on the Foundation’s receipt of such written notice;

ii. Three representatives of the persons who qualify as Fellows elected by such persons as hereinafter provided;

iii. Two representatives of the persons who have qualified as members of the Foundation elected by such persons as hereinafter provided;

iv. Each Chairman from time to time appointment by the Board of any Standing Committee appointment by the Board;

v. The Chairman of the Council or his nominee appointed by him from time to time;

vi. The Principal or Acting Principal of the School.

b. The representatives elected pursuant to paragraphs (a) (ii) and (a) (iii) of this Clause shall be elected at the Annual General Meeting of the Foundation in each year and (unless such office shall be previously vacated by reason of the death of any such representative or otherwise as prescribed by this Constitution) shall hold office until the next ensuing Annual General
Meeting when they shall retire from office but shall be eligible for re-election without re-nomination.

c. The election of representatives of the Fellows and the representatives of the Members to the Board shall take place in the following manner:

i. Any two Fellows or Members shall be at liberty to nominate any other member of their respective classification of membership to serve as a member of the Board.

ii. The nomination which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least twenty eight days before the Annual General Meeting of the Foundation at which the nomination is to be endorsed.

iii. A list of candidates' names in alphabetical order (showing also the proposers' and seconders' names) shall be circulated to all members of the Foundation at the same time as the notification of the Annual General Meeting.

iv. If the number of candidates standing for election exceeds the number of vacancies, balloting lists shall be prepared containing the names of candidates only in alphabetical order and the classification of membership to which they belong and each member present at the Annual General Meeting shall be entitled to vote for the number of such candidates seeking to represent his classification of membership being equal to the number of vacancies.

v. In case there shall not be any or a sufficient number of candidates nominated the Board may but shall not be bound to fill the remaining vacancy or vacancies from the members of the respective classification of membership.

d. A casual vacancy amongst the members of the Board may be filled by the Board provided that the person elected to fill any such casual vacancy shall have the same qualifications for office pursuant to paragraph (a) of this Clause as the person in whose place he is elected to the Board.

e. A member of the Board who has been elected thereto to represent the Fellows or the Members may be removed by an ordinary resolution of a meeting of the members of the classification of membership by whom he was elected and his place may be filled by an ordinary resolution of a meeting of the members of such classification of membership. A vacancy caused by any such removal shall not be a casual vacancy. Any such meeting shall be called and conducted in similar manner to a General Meeting of the Foundation.

17. A member of the Board shall cease to be a member thereof if he:

a. Becomes bankrupt or makes an arrangement or composition with his creditors;

b. 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;

c. Resigns his office by notice in writing to the Foundation;

d. For more than three months is absent without permission of the Board from meetings of the Board held during that period;

e. Ceases to be a member of the Foundation;
f. Is directly or indirectly interested in any contract or proposed contract with the Foundation provided however that a member shall not vacate his office if he has declared to the Board the nature of his interest in any contract or proposed contract;
g. Is removed by the Members of the classification of members which he was elected to represent;
h. Ceases to hold the qualification for office by virtue of which he was elected or appointment to the Board.

**Board of Management**

18. a. The Officers of the Foundation shall comprise a President who shall be Chairman of the Board a Senior Vice President, a Junior Vice President and a Secretary.
b. The Board shall meet within two weeks after the date of the Annual General Meeting in each year and shall from amongst the members of the Board elect a President and a Senior Vice President and a Junior Vice President who shall hold office until such time as their respective successors have been appointed. In the event of any vacancy occurring in any of such offices the Board shall as soon as practicable fill the vacancy.

**Duties of the Board**

19. The Board shall be responsible and shall make provision for all matters pertaining to the management of the Foundation including:
   a. Carrying out and compliance with the policies and directions of the Council, the Synod and the Church and compliance with the provisions of the Regulations of the Church and By-Laws of the Synod;
b. Engagement, dismissal and supervision of staff;
c. Supervision of the activities of the Foundation;
d. Proper and efficient operation of the Foundation;
e. Care and preservation of the property and funds administered by the Foundation;
f. Furnishing of reports at least quarterly to the Council;
g. Furnishing of the reports and financial statements referred to in Clause 32 and 45 hereof to the Council;
h. Establishing and maintaining such fund or funds as it may from time to time determine.

**Meetings**

20. The Board may meet together for the despatch of business adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In the case of an equality of votes the Chairman will have a second or casting vote. The President or Vice President may at any time summon a meeting of the Board.
21. The quorum necessary for transacting the business of the Board shall be two (2) or such greater number as may be fixed from time to time by the Board. The President shall preside an if at any meeting he is not present within ten minutes after the time appointed for holding the meeting the Senior Vice President shall be Chairman or if he is not so present then the Junior Vice President shall be Chairman and none of them be so present the members of the Board present shall choose one of their number to be Chairman of the meeting.

22. A resolution in writing signed by all the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.

23. The continuing members of the Board may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Foundation but for no other purpose.

Delegation

24. The Board may delegate any of its powers functions and duties to one or more Committees consisting of such members or members of the Foundation as the Board thinks fit. Any Committee so formed shall conform to any regulations that may be imposed on it by the Board.

Standing Committees

25. In addition to the any Committee formed in pursuance of Clause 23 there shall be four Standing Committees having the titles specified in Clause 26 each of which shall be appointed by the Board annually and shall consist of a Chairman who shall be a member of the Board and at least three Committee Members all of whom shall be members of the Foundation. Each Standing Committee shall meet as may be determined by its Chairman.

26. The responsibility of the Standing Committees will be:

a. Membership Committee:
   To plan and implement an on-going programme of identifying, cultivating, introducing and registering new members to review current membership and encourage progression of members in membership classifications and to consider appropriate methods of giving recognition to members for outstanding services rendered by them.

b. Allocations and Investments Committee:
   To give consideration to projects submitted by the Council for sponsorship by the Foundation, advise the Board on investments and respond to any requests by the Council or the Board for advice on the possible allocation or investment of funds available to the School or the Foundation or any Approved Funds.
c. **Programme and Projects Committee:**
   To determine and implement programmes of activities to inform, involve and direct the efforts of members towards furthering the objects of the Foundation.

d. **Bequest Committee:**
   To implement an on-going programme to attract bequests legacies and other forms of deferred gifts to the Foundation or any Approved Funds.

**General Meetings**

27. The Foundation shall hold each calendar year a general meeting to be called the Annual General Meeting. All other meetings of the Foundation shall be called General Meetings. All meetings of the Foundation shall be held at such time and place as the Board shall appoint.

28. The Board may whenever it thinks fit convene a General Meeting and General Meetings shall be convened on the requisition of not less than seven members of the Foundation. Any such requisition shall state the objects of the meeting proposed to be called and shall be delivered to the Secretary.

29. Upon the receipt of such requisition the Board shall forthwith proceed to convene a General Meeting. If it does not proceed to convene the same within twenty-eight days from the date of delivery of the requisition the requisitionists may themselves convene a meeting.

30. At least fourteen clear days’ notice specifying the place, day and hour of meetings of the Foundation and in case of special business the general nature of that business shall be given to the members of the Foundation and to such other persons as are entitled to receive such notices from the Foundation by notice sent by post or otherwise served as hereinafter provided.

31. The accidental omission to give notice of any General Meeting to or the non-receipt of any such notice by any of the members or any other person entitled to receive such notice shall not invalidate any Resolution passed at any such meeting.

**Proceedings at General Meetings**

32. For the purpose of Clause 30:
   a. All business that is transacted at General Meetings shall be special business;
   b. With the exception of receiving and considering the Profit and Loss Account, the Balance Sheet and the Reports of the Board and of the Auditors and electing the members of the Board in the place of those retiring in accordance with Clause 16 hereof, all business transacted at an Annual General Meeting shall be deemed special.

33. Six (6) or more members present personally or by proxy or by attorney or by duly authorised representative shall be a quorum for a meeting of the Foundation and no business shall be transacted at any such meeting unless the quorum requisite be present at the commencement of business.
34. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon such requisition as aforesaid shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board 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 by proxy or by duly authorised representative (being not less than two (2)) shall be a quorum.

35. The President of the Foundation shall preside as Chairman at every General Meeting of the Foundation or if there is no President or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Senior Vice President shall be the Chairman or if he is not present or is unwilling to act the Junior Vice President shall be the Chairman or if he is not so present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.

36. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of a adjournment or the business to be transacted at an adjourned meeting.

37. At the Annual General Meeting and 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 or by representative.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority or lost an entry to that effect in the book containing the minutes of the proceedings of the Foundation 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.

38. If a poll is 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 the poll demanded on the election of a Chairman or on a question of adjournment shall be forthwith.

39. 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.

40. Every member present in person or by his proxy or attorney or duly authorised representative shall have one vote. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed
at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred
to the Chairman of the meeting, whose decision shall be final and conclusive. A vote given in
accordance with the terms of an instrument or proxy or power of attorney revocation or
resignation from or other cessation of membership of the member giving the same provided that no
intimation in writing of the death, revocation, resignation or other cessation shall have been received
at the office of the Foundation or by the Chairman of the meeting before the vote is given.

41. No member who is a member by virtue of a notification referred to in Clause 7 (c) shall be entitled
to vote at any General Meeting unless all moneys presently payable by him in accordance with that
notification have been paid.

42. The instrument appointing a proxy or representative shall be in writing 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. The instrument appointing a
proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy or
representative need not be a member of the foundation. An appointment of a proxy or
representative may be revoked by the appointor at any time.

43. The instrument appointing a proxy or representative may be in the following form or any other form
which the Board may approve and must be lodged with the Foundation office at least 7 days prior to
the meeting.

I/We …………………………………………………………………………………………………

of …………………………………………………………………………………………………

being a member of Kinross Wolaroi Foundation hereby appoint

………………………………………………………………………………………………

of …………………………………………………………………………………………………

as my/our proxy/representative to vote for me/us at the General Meeting

of the Foundation to be held on

………………………………………. and at any adjournment thereof.

Proceedings at General Meeting

44. The Board shall cause to be kept and recorded minutes of all resolutions and proceedings of General
Meetings of the Foundation and all meetings of the Board of Management and shall cause such
minutes to be signed by the Chairman of the meeting or of the next meeting. Copies of all such
minutes shall be sent forthwith to the Members of the Board and to the Council.
Accounts

45. The Board shall cause:

   a. Proper accounts to be kept with respect to all sums of money received and expended by the Foundation and the matter in respect of which the receipt and expenditure takes place and the assets and liabilities of the Foundation.
   
   b. All monies received by or on account of the Foundation to be deposited in a bank account or accounts in the name of the Foundation and all payments other than petty cash items made on account of the Foundation to be made by cheque.
   
   c. The bank account or accounts of the Foundation to be operated on by any two signatories, namely the President, Senior Vice President, Junior Vice President, Secretary or other person or persons for the time being authorised by the Board.
   
   d. A balance sheet and a statement of income and expenditure to be drawn up as at 30th June each year in respect of the Foundation.

   The accounts shall be subject to audit and a duly audited copy of the balance sheet and statement of income and expenditure shall be furnished to all members of the Foundation, to the Council and to the Synod, not less than 14 days prior to the date of the Annual General Meeting at which the Annual Accounts are to be presented.

46. The accounts shall be kept at the office of the Foundation or such other place or places as the Board thinks fit from time to time and shall be open for inspection during normal business hours by any member of the Board and by the duly appointed agent or agents of the Council of the Synod.

Money Received by the Foundation

47. All monies (other than contributions to the School or any other approved fund) received by or on behalf of or as a result of the activities of the Foundation shall after meeting normal management operation and collection costs be applied for the promotion of the objects of the Foundation subject to the prior agreement in writing of the Council 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 Foundation PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Foundation or to any Members of the Foundation in return for goods and services actually supplied or rendered to the Foundation BUT SO THAT no member of the Board shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees AND THAT no remuneration or other benefit in money or monies worth shall be given by the Foundation to any Member of the Board except repayment of out of pocket expenses PROVIDED THAT the provisions last aforesaid shall not apply to any company of which a Member of such governing body may be a Member.
Audit

48. A qualified Auditor or Auditors shall be appointed each year at the Annual General Meeting of the Foundation. The Auditor shall report to the members of the Foundation and in his report shall state whether in his opinion the accounts are properly drawn up so as to give a true and fair view of the financial position of the Foundation.

Secretary

49. The Secretary shall be appointed by the Board and for such term at such remuneration and upon such conditions as it thinks fit and any Secretary so appointed may be removed by the Board. Nothing herein shall prevent the Board from appointing a member of the Foundation as Honorary Secretary in satisfaction of its obligation to appoint a Secretary.

Notice

50. A notice may be given by the Foundation 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 Commonwealth of Australia) to the address if any within the Commonwealth of Australia supplied by him to the Foundation 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 meeting on the day after the day of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post. A certificate in writing signed by the Secretary or by any member of the Board that the letter containing the notice was so addressed prepaid and posted shall be conclusive evidence thereof.

51. Notices of General Meeting shall be given to the Auditor or Auditors for the time being of the Foundation and in any manner hereinbefore authorised to every member except those members who (having no registered address within the Commonwealth of Australia) have not supplied to the Foundation an address within the Commonwealth of Australia for the giving of notices to them. No other person shall be entitled to receive notices of General Meetings.

Amendment

52. This Constitution may be altered or varied in any way by resolution at a meeting of the Board such resolution to be passed by a three quarters majority of the members of the Board present at the meeting at which the resolution is voted upon provided that any proposed amendment shall have the prior approval in writing of the Council and shall be deemed to have no effect until approved by the Synod.
Winding Up

53. The Foundation shall be wound up or dissolved if the Synod so determines.

54. If upon the winding up or dissolution of the Foundation there remains after satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Foundation but shall be transferred to the Council to be used for the benefit of the School and in so far as effect cannot be given to the aforesaid provision then to the Synod for such other Schools conducted by the Church or if there be no schools to such other activities of the Church having similar aims and objects which meet the requirements of Section 78 (1) of the Income Tax Assessment Act, 1936 as amended.

WH: 8449F