

CORPORATIONS LAW

A Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

A O A RESEARCH FOUNDATION LIMITED

INTERPRETATION AND TABLE 'A'

1. (a) In these Articles:

'an Approved Research Institute' has the same meaning as in subsection 73A(6) of the Income Tax Assessment Act 1936 (C'wealth);

'the Association' means Australian Orthopaedic Association (A.C.N. 000 759 795);

'Directors' means the directors of the Foundation;

'the Foundation' means A O A Research Foundation Limited;

'Law' means the Corporations Law;

'members' means the persons who for the time being are members of the Foundation;

'person' means a natural person, a company or any other legal entity, whether acting as a trustee or not;

'Research Advisory Committee' means the advisory committee established pursuant to Article 75;

'seal' means the common seal of the Foundation and includes any official seal of the Foundation;

'Secretary' means any person appointed to perform the duties of a secretary of the Foundation;

Words importing the masculine gender only include the feminine and neuter genders.

Words importing the singular include the plural and vice versa.

Headings are included for the sake of convenience only and do not affect the meaning of the Articles to which they relate.

A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it.

- (b) Division 10 of Part 1.2 of the Law applies in relation to these Articles as if they were an instrument made under that law as in force on the day when these Articles become binding on the Foundation.
- (c) Except so far as the contrary intention appears in these Articles, an expression has, in a provision of these Articles that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.
- (d) The Regulations contained in Table 'A' in Schedule 1 of the Law do not apply to the Foundation.

OBJECTS OF THE FOUNDATION

- 2. The Foundation is established for the objects set out in the Memorandum of Association.

MEMBERSHIP

- 3. Subject to Article 5, the members of the Foundation shall comprise:
 - (a) the members of the Association; and
 - (b) such other persons;who apply and are accepted as members of the Foundation under Article 4.
- 4. (1) An application for membership of the Foundation:

- (a) must be made in writing in the form set out in Appendix 1 to these Articles; and
 - (b) must be lodged with the Secretary of the Foundation.
 - (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board of Directors which is to determine whether to approve or to reject the application.
 - (3) If the Board of Directors determines to approve an application for membership, the Secretary must, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under Article 10 by a member as the entrance fee and annual subscription.
 - (4) The Secretary must, on payment by the applicant of the amounts referred to in Sub-Article (3) within the period referred to in that Sub-Article, enter the applicant's name in the Register of Members and, on the name being so entered, the applicant becomes a member of the Foundation.
5. For the purposes of these Articles, the subscribers to the Memorandum of Association are deemed to be members of the Foundation as from the incorporation of the Foundation.
6. A person ceases to be a member if the person:
- (a) dies;
 - (b) resigns that membership in accordance with Article 8; or
 - (c) is removed as a member of the Foundation in accordance with Article 9.
7. A right, privilege or obligation which a person has by reason of being a member:
- (a) is not capable of being transferred or transmitted to another person; and

- (b) subject to the Law, the Memorandum of Association and the other provisions of these Articles, terminates upon cessation of the person's membership.
8. A member may resign by giving written notice of his or her resignation to the Secretary.

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9. (1) The Directors shall have the power to expel a member as a member of the Foundation and to erase his or her name from the Register of Members where the member:
- (a) has persistently refused or neglected to comply with any provision or provisions of these Articles;
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Foundation; or
 - (c) has failed to pay the fees as determined under Article 10.
- (2) The Directors shall, before exercising the power in Sub-Article (1), serve notice on the member concerned of their intention to do so.
- (3) The member concerned shall have at least 14 days from service of the notice within which to make written submissions to the Directors in connection with the proposed expulsion.
- (4) The Directors must take into consideration any submissions made under Sub-Article (3), before deciding whether to expel the member.
10. Each Member must pay such fee (if any) upon admission to membership and in respect of his or her membership for each period or year ended 30 June as the Directors may from time to time determine. The amounts payable under this Article must be paid at such time as the Directors determine from time to time.
11. The names, addresses and occupations of the members of the Foundation admitted in accordance with Articles 3 and 5 shall be entered in the Register of Members.

GENERAL MEETINGS

12. The first general meeting shall be held within the relevant time prescribed by the Law at such place as the Directors may determine.
13. An Annual General Meeting of the Foundation must be held in accordance with the provisions of the Law.

14. Any Director may whenever he or she thinks fit convene a general meeting.
15. A member or members may requisition or convene a general meeting in accordance with Sections 246 or 247 of the Law.

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16. A notice of a general meeting shall specify the place, the day and the hour of meeting and shall state the general nature of the business to be transacted at the meeting.
17. All business at a general meeting shall be special except for the election of Directors under Article 49(1), the consideration of the accounts, the reports of the auditors and the Directors and the appointment and fixing of the remuneration of the auditors.

PROCEEDINGS AT GENERAL MEETINGS

18. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
19. Ten members present at a general meeting shall constitute a quorum.
20. For the purpose of determining whether a quorum is present, a person attending as a proxy or attorney shall be deemed to be a member present at the meeting.
21. If a quorum is not present within half an hour from the time appointed for the meeting:
 - (a) where the meeting was convened upon the requisition of members - the meeting shall be dissolved; or
 - (b) in any other case:
 - (i) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and
 - (ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting:
 - (A) 5 members constitute a quorum; or

(B) where a quorum is not present - the meeting shall be dissolved.

22. The person appointed as Chairman of Directors of the Foundation under Article 72 shall preside as Chairman at every general meeting in accordance with that Article.

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23. Where a general meeting is held and:

- (a) the Chairman has not been appointed as provided by Article 22; or
- (b) the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the members present shall elect one of their number to be Chairman of the meeting.

24. 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.
25. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
26. Except as provided by Article 25, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
27. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chairman; or
 - (b) by at least 3 members present in person or by proxy or attorney.

POLL

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

containing the minutes of the proceedings of the 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.

29. The demand for a poll may be withdrawn.
30. If a poll is duly demanded, it shall be taken in such manner and (subject to Article 32) at such time, 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.

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31. The demand for a poll does not prevent the meeting continuing for the purpose of transacting the business other than the question upon which the poll is demanded.
32. A poll demanded on the election of the Chairman or on a question of adjournment shall be taken immediately.

VOTING

33. 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, in addition to his or her deliberative vote (if any), has a casting vote.
34. A member may vote in person or by proxy or attorney.
35. A proxy or attorney need not be a member of the Foundation.
36. On a poll every member present in person or by proxy or attorney has one vote.
37. If a member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, bankruptcy or insolvency, his or her committee or trustee or such other person as properly has the management of his or her estate may exercise any rights of the member as if the committee, trustee or other person were the member.
38. An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
39. Any such objection shall be referred to the Chairman of the meeting, whose decision is final.

40. A vote not disallowed pursuant to such an objection is valid for all purposes.

PROXY

41. An instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing.

42. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

43. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

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44. An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

AOA Research Foundation Limited

I/We,

Of

being a member/members of A O A Research Foundation Limited, hereby appoint

of

or, in his or her absence,

of

as my/our proxy to vote for me/us on my/our behalf at the general meeting/Annual General Meeting of the Foundation to be held on the _____ day of _____ 19_____ and at any adjournment of that meeting.

§ This form is to be used * in favour of the resolution
* against

Signed this _____ **day of** _____ **19**_____

* *Strike out whichever is not desired*
§ *To be inserted if desired*

45. An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, at the registered office of the Foundation or at such other place in Australia as is specified for that purpose in the notice convening the meeting.
46. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind or revocation has been received by the Foundation at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

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APPOINTMENT, REMOVAL AND REMUNERATION OF DIRECTORS

47. (1) The number of Directors shall be at least 5 but no more than 9.
- (2) A Director must be a member of the Foundation.
- (3) Subject to Article 48(2), a Director must retire from office at the fourth Annual General Meeting after his or her election or appointment.
- (4) A retiring Director is eligible for re-election or re-appointment.
48. (1) The first Directors at the time of incorporation of the Foundation shall comprise those persons appointed to be Directors of the Foundation by the Board of Directors of the Association.
- (2) The first Directors appointed under Sub-Article (1) must all retire from office at the first Annual General Meeting.
49. Subject to Article 48, the Directors of the Foundation shall comprise:

- (1) 2 members of the Foundation who are elected by the members at the Annual General Meeting of the Foundation pursuant to Article 50(1); and
 - (2) such other members of the Foundation, being the balance of the Directors, who are appointed as such by the Board of Directors of the Association pursuant to Article 51.
50. (1) Nominations of a member for election as a Director under Article 49(1) shall be:
- (a) made in writing by the a member of the Foundation and accompanied by the written consent of the nominated member (which may be endorsed on the form of the nomination); and
 - (b) delivered to the Secretary of the Foundation at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board of Directors, the members nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
 - (3) If insufficient nominations are received, any vacant positions remaining on the Board of Directors are taken to be casual vacancies.

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- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held in such usual and proper manner as the Board of Directors may direct.
51. The Association may, by resolution of its Board of Directors, appoint such members of the Foundation to be Directors of the Foundation as provided for in Articles 48(1) or 49(2) and remove any Director so appointed and appoint another person instead.
52. The Directors may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Foundation or otherwise
53. In the event of a casual vacancy occurring in respect of a Director elected pursuant to Article 49(1), the Board of Directors of the Foundation may appoint a member of the Foundation to fill the vacancy. In the event of a

casual vacancy occurring in respect of a Director appointed pursuant to Articles 48(1) or 49(2) the Board of Directors of the Association may appoint a member of the Foundation to fill the vacancy. Any member so appointed is to hold office, subject to these Articles, until the conclusion of the Annual General Meeting next following the date of appointment if he or she replaces a Director elected pursuant to Article 49(1) or in the case of a Director appointed pursuant to Articles 48(1) or 49(2), holds office, subject to these Articles, until removed pursuant to Article 51 or retirement pursuant to Article 47(3).

54. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Law, the office of a Director becomes vacant if the Director:
- (a) 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;
 - (b) resigns his or her office by notice in writing to the Foundation;
 - (c) retires pursuant to Article 47(3);
 - (d) is removed pursuant to Article 51;
 - (e) is absent without the consent of the Directors from meetings of the Directors held during a period of 6 months; or
 - (f) ceases to be a member of the Foundation.

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POWERS AND DUTIES OF DIRECTORS

55. Subject to the Law and any other provision of these Articles, the business of the Foundation shall be managed by the Directors, who may pay all expenses incurred in promoting and forming the Foundation, and may exercise all such powers of the Foundation as are not, by the Law or by these Articles, required to be exercised by the Foundation in general meeting.
56. Without limiting the generality of Article 55, the Directors may exercise all the powers of the Foundation to borrow money and mortgage or charge its property, or any part, and to issue debentures or give any other security for a debt, liability or obligation of the Foundation.

57. The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Foundation for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
58. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.
59. All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Foundation, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 Directors or in such other manner as the Directors from time to time determine.
60. The Directors shall cause minutes to be made:
- (a) of all appointments of officers and employees; and ;
 - (b) of all proceedings at all meetings of the Directors and all general meetings of the Foundation.

Such minutes shall be signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting.

PROCEEDINGS OF DIRECTORS

61. The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

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62. A Director at any time, and the Secretary shall on the requisition of a Director, convene a meeting of the Directors.
63. Subject to these Articles, questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors.
64. In case of an equality of votes, the Chairman of the meeting, in addition to his or her deliberative vote (if any), has a casting vote.

65. At a meeting of the Directors, the number of Directors whose presence is necessary to constitute a quorum is a majority of the Directors.
66. The Directors may meet either in person or by telephone or by other means of electronic communication by which all persons participating in the meeting are able to hear the entire meeting and to be heard by all other persons attending the meeting. A meeting conducted by telephone or by other means of electronic communication will be taken to be held at the place agreed on by the Directors attending the meeting, provided that at least one of the Directors present at the meeting was at that place for the duration of the meeting.

ALTERNATE DIRECTOR

67. A Director may appoint a member of the Foundation to be an Alternate Director in his or her place during such period as he or she thinks fit.
68. An Alternate Director is entitled to notice of meetings of the Directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in his or her place.
69. An Alternate Director may exercise any powers that the appointor may exercise and the exercise of any such power by the Alternate Director shall be deemed to be the exercise of the power by the appointor.
70. The appointment of an Alternate Director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor vacates office as a Director.
71. An appointment, or the termination of an appointment, of an Alternate Director shall be effected by a notice in writing signed by the Director who makes or made the appointment and served on the Foundation.

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CHAIRMAN

72. (1) The Board of Directors of the Association shall, by resolution, appoint one of the Directors of the Foundation to be the Chairman of Directors of the Foundation to act as Chairman of all Directors' meetings of the Foundation and all general meetings of the Foundation and may determine the period for which he or she is to hold office.

- (2) The Board of Directors of the Association may, by resolution, remove or replace a person appointed as Chairman of Directors of the Foundation and appoint another person in his or her place pursuant to Sub-Article (1).

73. Where a meeting of Directors is held and:

- (a) the Chairman has not been elected as provided by Article 72; or
- (b) the Chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Directors of the Foundation present shall elect one of their number to be Chairman of the meeting.

APPLICATION OF FUNDS :

74. (1) The funds of the Association shall comprise:

- (a) gifts for which the donor is entitled to an allowable deduction under Section 78(4) Table 3 Item 3.1.1. of the Income Tax Assessment Act 1936 (Commonwealth); and
- (b) other moneys received by the Foundation.

(2) The Directors shall open and maintain separate accounts for the funds referred to in Sub-Articles (I)(a) and (I)(b).

(3) The Directors must not expend any of the funds of the Foundation referred to in Sub-Article (I)(a) on any of the activities outlined in clause 2 of the Memorandum of Association, except in accordance with a recommendation of the Research Advisory Committee pursuant to Article 77.

(4) The Directors may expend any of the funds of the Foundation under Sub-Article (I)(b) on any of the activities outlined in clause 2 of the Memorandum of Association as they think fit.

RESEARCH ADVISORY COMMITTEE

75. There shall be a Research Advisory Committee appointed by the Directors of at least 5 and no more than 9 natural persons.

76. The first members of the Research Advisory Committee are as follows:

Bruce Richard Tylden Love
John Meredith Harrison
Bruce Kristian Foster
Donald William Howie
Michael John Paul Fogarty
Michael Desmond Ryan
Francis William Marsden

77. The role of the Research Advisory Committee is to receive and assess proposals presented to it for the carrying out of any of the activities outlined as the objects of the Foundation in clause 2 of the Memorandum of Association and to make recommendations to the Directors, with or without conditions, to approve the expenditure of funds of the Foundation in accordance with any of those recommendations.
78. The Directors may at any time remove a member of the Research Advisory Committee and appoint another person to take his or her place or may appoint an additional person as a member of the Research Advisory Committee.
79. The Directors shall obtain the necessary approvals in relation to any appointment to the Research Advisory Committee to ensure that the Foundation remains an Approved Research Institute.
80. Every member of the Research Advisory Committee is entitled to be paid or reimbursed by the Foundation for all reasonable travelling, accommodation and other out-of-pocket expenses incurred in attending meetings of the Research Advisory Committee or while engaged on the business of the Research Advisory Committee or the Foundation. A member of the Research Advisory Committee is not to be paid any remuneration in excess of those reasonable out-of-pocket expenses.
81. The Research Advisory Committee may from time to time determine the manner in which its proceedings are to be conducted, the matters which the Research Advisory Committee shall have regard to in carrying out its duties and powers, and such other matters with regard to the Research Advisory Committee or its duties and powers as the Directors from time to time determine.

82. Prior to the first meeting of the Research Advisory Committee in each financial year the members shall appoint one of their number to be Chairman who shall hold office for that financial year. The Chairman shall preside at all

meetings of the Research Advisory Committee and if he or she is absent the members present shall elect a Chairman to preside at that meeting.

83. The Research Advisory Committee may from time to time make such regulations for the conduct of its meetings, including the time and place of meetings and the requirements as to notice of meetings, as it shall think fit. Unless otherwise determined by the Directors, a majority of the members of the Research Advisory Committee shall be a quorum for a meeting of the Research Advisory Committee.
84. Questions arising at any meeting of the Research Advisory Committee shall be decided by a majority of votes. Each member shall have one vote and a determination by a majority of the members shall for all purposes be deemed a determination of the Research Advisory Committee. In case of an equality of votes the Chairman shall have a second or casting vote.
85. The Research Advisory Committee may act for all purposes notwithstanding any vacancy in their number and all proceedings at meetings of the Research Advisory Committee shall be valid and effectual notwithstanding that it may afterwards be discovered that any of the members of the Research Advisory Committee was not properly appointed.
86. The Research Advisory Committee shall cause minutes of all their meetings to be kept recording those present and all resolutions passed and the minutes, after approval as a correct record, shall be signed by the Chairman or a member of the Research Advisory Committee present at that meeting and shall be conclusive evidence of the matters contained in those minutes.

COMMITTEES

87. The Directors may delegate any of their powers to such other committee or committees consisting of such of their number and other persons as they think fit.
88. A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors.
89. The members of such a committee may elect one of their number as Chairman of their meetings.

90. Where such a meeting is held and:

- (a) the Chairman has not been elected as provided by Article 89; or
- (b) the Chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the members present may elect one of their number to be Chairman of the meeting.

- 91. A committee may meet and adjourn as it thinks proper.
- 92. Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.
- 93. In the case of an equality of votes, the Chairman, in addition to his or her deliberative vote (if any), has a casting vote.

SIGNED RESOLUTIONS

- 94. If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- 95. For the purposes of Article 94, 2 or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- 96. A reference in Article 94 to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.

DEFECTS IN APPOINTMENT

- 97. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the committee, or to act as, a Director, or that a person so appointed was disqualified, is as valid as if the

person had been duly appointed and was qualified to be a Director or to be a member of the committee.

SECRETARY

98. A Secretary of the Foundation shall be appointed by the Directors and holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine.

SEAL

99. The Directors shall provide for the safe custody of the seal.
100. The seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the seal, and every document to which the seal is affixed shall be signed by a Director and be countersigned by another Director, the Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

ACCOUNTS

101. The Directors shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by the Law to be attached thereto) accompanied by a copy of the auditor's report as required by the Law, provided however that the Directors shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than 6 months before the date of the meeting.

INSPECTION OF RECORDS

102. The Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Foundation or any of them will be open to the inspection of members other than Directors, and a member other than a Director does not have the right to inspect any document of the Foundation except as provided by the Law or authorised by the Directors or by the Foundation in general meeting.

AUDIT

103. A properly qualified auditor or auditors shall be appointed and removed and their duties regulated in accordance with the Law.

NOTICES

104. A notice may be given by the Foundation to any member either by serving it on him or her personally or by sending it by post to him or her at his or her address as shown in the Register of Members or the address supplied by him or her to the Foundation for the giving of notices to him or her.
105. 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 on the second day after the date of its posting.
106. Notice of every general meeting shall be given in the manner authorised by Articles 104 and 105 to:
- (a) every member; and
 - (b) the auditor for the time being of the Foundation.
107. No other person is entitled to receive notices of general meetings.

WINDING UP

108. The provisions of clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Foundation shall have effect and be observed as if repeated in these Articles of Association.

INDEMNITY AND INSURANCE

107. (a) To the extent permitted by law, and unless the Directors in their absolute discretion resolve that the circumstances do not justify indemnification, the Foundation must indemnify each person who is, or has been, an officer or employee of the Foundation (to the extent that the officer or employee is not otherwise indemnified) against all liability incurred by that person as such an officer or employee:
- (i) to any person (other than the Foundation or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; or
 - (ii) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted or in connection with an application, in relation to such proceedings in which the Court grants relief to the person under the Law.

- (b) To the extent permitted by law, the Foundation may pay or agree to pay a premium in respect of a contract insuring a person who is, or has been, an officer or employee of the Foundation against a liability incurred by the person as such an officer or employee, including, but without limiting the generality of the foregoing a liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal and whatever their outcome.
- (c) In this Article:
 - (i) 'officer' has the same meaning as in Section 241 of the Law;
 - (ii) 'related body corporate' has the same meaning as in Section 9 of the Law.

INTERNAL DISPUTES

110. The Directors shall ensure that a mechanism is established for resolving internal disputes within its membership. This may include:
- (a) the appointment of an independent person to arbitrate in the dispute;
 - (b) a process to bring the parties together to resolve the dispute at an early stage; and/or
 - (c) a process to ensure that all parties receive a full and fair opportunity of presenting their case.