

**Companies (New South Wales) Code**

**Company Limited by Guarantee**

***ARTICLES OF ASSOCIATION***

***OF***

***FAMILY PLANNING NSW***

**PRELIMINARY**

**Interpretation:**

1. In these Articles unless there be something in the subject or context inconsistent therewith:

“The Code” means the Companies Act (New South Wales) Code.

“The Company” means the above named Family Planning NSW.

“The Board of Directors” means the members for the time being of the Board of Directors hereby constituted.

“General Secretary” means any person appointed to perform the duties of a secretary of the Company and includes an Honorary Secretary.

“In writing” and “written” shall include printing, typing, lithography and any other mode of representing or reproducing words in visible form.

Words importing the singular number only include the plural number and vice versa.

Words importing the feminine gender only include the masculine gender and vice versa.

Words importing persons including corporations.

**Objects and purposes of the Company:**

2. The Company is established for the purposes expressed in the Memorandum of Association.

## MEMBERSHIP

### Membership of the Company:

3. For the purpose of registration the number of members of the Company is to be taken to be five hundred (500) but the Board of Directors may from time to time register an increase in numbers.
4. Full voting Membership of the Company shall be open to:
  - (a) The signatories to the Memorandum of Association and these Articles.
  - (b) Individuals on payment of the annual subscription payable under these Articles.
  - (c) Persons appointed honorary or life members by members of the Company in general meeting.

A member shall not be entitled to vote at an annual general meeting or any general meeting unless the subscription of that member has been paid at least 28 days prior to the said annual general meeting or general meeting.

5. The privileges of any member of the Company shall not be transferable and shall cease on the death of such member and in case of all members on retirement, exclusion, or, if the Board of Directors so determine, on failure to pay the subscription annually.
6. Every member shall be bound to further to the best of her ability the objects, interest and influence of the Company and shall observe all regulations and by-laws of the Company, made pursuant to the powers in that behalf hereinafter contained.
7.
  - (a) An annual subscription is payable by members of the Company and shall be such as the Company in General Meeting shall from time to time prescribe.
  - (b) Until otherwise fixed the annual subscription shall be \$20.00.
  - (c) The Board of Directors may decide on application by a member to waive or reduce the annual subscription.

## **MANAGEMENT**

### **Management:**

8. The Management shall be vested in the Board of Directors.

### **Board of Directors:**

9. The Board of Directors shall operate throughout the State of New South Wales.
- 10(a) The Board of Directors shall consist of a maximum of 15 members. Of these, a maximum of twelve are appointed by the members. The remaining three positions can be filled by way of an absolute majority vote of the Board of Directors. Any Director appointed by the Board of Directors shall hold office until the next Annual General Meeting.

The Executive of the Board of Directors will consist of: a President, two (2) Vice Presidents and the Honorary Treasurer. An Honorary Legal Adviser may also be appointed.

- 10(b) The Board shall delegate to the Executive any of the powers of the Board to manage and control the affairs of the Company. Decisions of the Executive shall be referred to the Board for ratification.

### **Election of Executive:**

11. The Executive of the Board of Directors shall be elected from and by the Board of Directors at the Board's first meeting after the Annual General Meeting.

### **Business of the Company:**

12. The business of the Company shall be managed by the members of the Board of Directors who may exercise all such powers of the Company as are not by the Companies (NSW) Code or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Code and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

### **Resolutions:**

13. A resolution in writing signed by all the members of the Board of Directors for the time being entitled to receive notice of a meeting of the Board of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors 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 of Directors.

14. All acts done by any meeting of the Board of Directors or of a sub-committee or by any person acting as a member of the Board of Directors shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Directors or person acting as aforesaid, or that members of the Board of Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Directors.
15. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Company or shall be guilty of any conduct which in the opinion of the Board of Directors is unbecoming of a member or pre-judicial to the interest of the Company the Board of Directors shall have power by resolution to censure, fine, suspend or expel the member from the Company and in the latter case to erase her name from the Register of Members provided that at least one week before the meeting of the Board of Directors at which such resolution is passed the member shall have had notice of such meeting and what is alleged against her and of the intended resolution and that she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence she may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Board of Directors, elect to have the question dealt with by the Company in General Meeting called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for her expulsion the member shall be expelled and her name removed from the Register of Members and provided further that no member shall be fined an amount exceeding one half of the annual subscription of an ordinary member of the Company.

**Indemnity:**

16. To each person who is or has been a director, alternate director, executive officer or Advisory Committee member; and to such other officers or former officers of the Company or any wholly owned subsidiary as the directors in each case determine.

(a) Indemnity

The Company must indemnify, on a full indemnity basis and to the extent permitted by law, each person to whom this article applies for all losses and liabilities incurred by the person as a director, an officer or an Advisory Committee member of the Company or of a wholly owned subsidiary, including, but not limited to liability for negligence or for reasonable costs and expenses incurred.

- i) 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
  - ii) in connection with an application, in relation to such proceedings in which the Court grants relief to the person under the Corporations Law.
- (b) Insurance

The Company may, to the extent permitted by law:

- i) purchase and maintain insurance; or
- ii) pay or agree to pay a premium for insurance;

for any person to whom this article applies against any liability incurred by the person as a director, an officer or an Advisory Committee member of the Company or a wholly owned subsidiary, including , but not limited to liability for negligence, or for reasonable costs and expensed incurred in defending proceedings whether civil or criminal and whatever their outcome.

**Elections:**

17(a) At least one- third of the Board of Directors shall become vacant and shall be elected annually and each Director shall be elected for a term of three (3) years provided that if less than one-third of the Board of Directors is vacant or eligible to stand for re-election then the longest-serving members of the Board of Directors shall retire and become eligible until one-third is eligible to stand.

**Nominations:**

17(b) Nominations for members of the Board of Directors must be signed by at least two (2) members of the Company and the nominee. The definition of member shall be as in Clause 4.

17(c) Election of the Board of Directors shall be conducted by postal ballot provided that if an equivalent number of nominations or insufficient nominations are received to fill all the vacancies on the Board of Directors, the candidates nominated shall be deemed elected and no postal ballot shall be necessary.

17(d) The manner of conducting the postal ballot referred to in 17(c) shall be as follows:

- (i) all members will be informed by mail of the ballot and provided with nomination forms no later than fourteen days (14) days before the date specified for close of receipt of nominations by the Returning Officer;
- (ii) all members will be sent ballot papers consisting of a voting paper listing all candidates in order selected by ballot, information about the candidates as provided by them and an unmarked addressed envelope for return of the voting paper;

- (iii) ballot papers will be provided to members no later than fourteen (14) days prior to the close of the ballot, which shall be seven (7) days prior to the date of the Annual General Meeting;
  - (iv) the Company's Auditor will be the Returning Officer for these elections;
  - (v) each candidate for office will have the right to nominate a scrutineer to be present when votes are opened and counted by the Returning Officer;
  - (vi) the results of the ballot will be declared at the Annual General Meeting.
- 17(e) All retiring elected or appointed members of the Board of Directors shall be eligible for re-election.
- 17(f) The qualifications for office for any position on the Board of Directors shall be (i) at least three (3) months membership at time of nomination or appointment, and (ii) subject to the nominee signing a statement of agreement with the Objects of the Memorandum of Association.
18. The Company may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of officers or other members of the Board or Directors.

**Casual Vacancies:**

19. The Board of Directors shall have power at any time, and from time to time, to appoint any person to the Board of Directors, either to fill a casual vacancy or as an addition to the existing officers or other members of the Board of Directors but so that the total number of officers or other members of the Board of Directors shall not at any time exceed the number fixed in accordance with these regulations. Any officer or other member of the Board of Directors so appointed shall hold office only until the next Annual General meeting.

**Removal of officer or member of Board of Directors:**

20. The Company may by ordinary resolution remove any officer or other member of the Board of Directors before the expiration of his or her period of office, and may by an ordinary resolution appoint another person in his or her stead; the person so appointed shall hold office only until the next Annual General meeting.

**Minutes:**

21. The Board of Directors shall cause minutes to be made:
- (a) of all appointments of office bearers and members of advisory boards;

- (b) of the names of the members of the Company present at all meetings of the Company and the Board of Directors; and
- (c) of all the proceedings at all meetings of the Company and of the Board of Directors. Such minutes shall be signed by the Chairperson of the Company at which proceedings were held or by the Chairperson of the next succeeding meeting.

**Resolutions:**

- 22. Subject to these regulations questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and a determination by a majority of the members of the Board of Directors shall for all purposes be deemed a determination of the Board of Directors. In a case of equality of votes the Chairperson of the meeting shall have a second or casting vote.

**Vacancies:**

- 23. The office of a member of the Board of Directors shall become vacant if that member:
  - (a) ceases to be a member of the Board by virtue of the Code;
  - (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
  - (c) becomes prohibited from being a director of a company by reason of any order made under the Code;
  - (d) becomes a person of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
  - (e) resigns her office by notice in writing to the Company;
  - (f) for more than six months is absent without permission of the Board from meetings of the Board held during that period;
  - (g) holds any office of profit under the Company;
  - (h) ceases to be a member of the Company; or
  - (i) is directly or indirectly interested in any contract or proposed contract with the Company, provided however, that a member shall not vacate her office by reason of her being a member of any corporation, society or association, which has entered or proposes to enter into a contract with the Company if such corporation, society or association is among the class of companies referred to in the proviso to Clause 4 of the Memorandum of Association of the Company and if she shall have declared the nature of her interest in manner required by the Act.

Provided always that nothing of this Article shall affect the operation of Clause 4 of the Memorandum of Association of the Company.

**Delegation of powers and functions:**

24(a) Delegation of Directorial Functions

The Board of Directors may delegate any of its powers or functions to one (1) or more task-oriented sub-committees consisting of not less than two (2) members of the Board of Directors. Any sub-committee so formed shall conform to any regulations that may be imposed by the Board of Directors. All members of the sub-committee shall have one vote.

24(b) Medical Advisory Board

There shall be a Medical Advisory Board of no less than eight, appointed three annually by the Board of Directors and which the Board Directors shall have the power to enlarge the numbers or replace members when necessary. The Medical Advisory Board shall be summoned from time to time by the Board of Directors and shall act merely in a medical advisory capacity on matters submitted to it by the Board of Directors at such meetings.

24(c) Advisory Panels

The Board of Directors may appoint one (1) or more advisory panels consisting of such members of the Board of Directors and other person as the Board of Directors decides. Such advisory panels shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board of Directors and subject thereto shall have the power to co-opt any members of the Company and all members of the advisory board shall have one (1) vote.

24(d) Family Planning Federation of Australia

The Board of Directors may appoint from time to time a person or persons in accordance with the Constitution and Rules of the Family Planning Federation of Australia Inc. to act as a delegate to such Federation to represent the policy interests and objectives of the Company.

24(e) The Board of Directors may appoint one (1) or more, working parties, consisting of such members as the Board of Directors decides. Such working parties shall act in an advisory capacity only and shall have power to co-opt any members of the Company on its staff. The working parties shall report to the Board of Directors.

**Employees:**

25(a) The Chief Executive Officer shall be appointed or removed by the Board of Directors on the recommendation of a Committee appointed by the Board for that purpose. Staff shall be represented on the Committee.



25(b) The Chief Executive Officer shall be responsible for the day to day administration and management of the Company.

**Meetings of the Board of Directors:**

26. The Board of Directors may meet together for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote. The President shall be the Chairperson of all meetings of the Board of Directors or of any Committee or Committees at which she is present, or failing her, one of the Vice-Presidents, and in the absence of the President and the Vice-Presidents, the Board of Directors shall appoint a Chairperson from amongst their number.
27. The Board of Directors may, and the General Secretary of the Company shall, on the requisition of a least three Directors, summon a meeting of the Board of Directors.

**Quorum:**

28. The Quorum necessary for the transaction of the business of the Board of Directors shall be six (6).

**GENERAL MEETINGS OF THE COMPANY**

**Annual General Meetings:**

29. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Code.

**Extraordinary General Meetings:**

30. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
31. All business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Board of Directors and Auditors, the election of officers and other members of the Board of Directors in the place of those retiring, and the appointments and fixing of the remuneration of the Auditors.
32. Annual General Meetings of the Company shall be held once in each year, at such time, not being more than five (5) months after the end of the financial year and at such place as the Board of Directors shall appoint and if no time or place be so appointed, then in the month of August in each year, at the registered office of the Company or at such other place as shall be from time to time determined by the Board of Directors.

33. The Board of Directors may, whenever they think fit, and they shall, upon a requisition made in writing by any two (2) or more members of the Company, convene an Extraordinary General Meeting.
34. Any requisition made by members shall express the object of the meeting proposed to be called and shall be left at the registered office of the Company.
35. Upon the receipt of such requisition the Board of Directors shall forthwith proceed to convene a General Meeting. If they do not proceed to convene the meeting within twenty one (21) days from the date of the requisition, the requisitionists may themselves convene the meeting.
36. At least fourteen (14) days before every general meeting notice thereof specifying the place, the day, the hour of meeting, and in case of special business the general nature of such business shall be given to the members in the manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Company in General Meeting, but the non-receipt of such notice by any members shall not invalidate the proceedings at any General Meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

### **Quorum:**

37. No business shall be transacted at any general meeting unless a quorum of not less than twenty (20) members including proxies is present at the commencement of such business.
38. If within half an hour from the time appointed for the meeting a quorum be not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum be not present, it shall be adjourned indefinitely.

### **Chairperson:**

39. The President, or in her absence, a Vice-President to be elected by members present, shall preside as Chairperson at every General Meeting of the Company.
40. If neither the President, nor any Vice-President be present at the time of holding the meeting, the members present shall choose one of their number to be Chairperson at such meeting.

### **Resolutions:**

41. Every question submitted to a meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairperson shall, both on a show of hands and at a poll, have a casting vote in addition to the vote to which he/she may be entitled as a member.

42. At any General Meeting, unless a poll is demanded by at least five (5) persons entitled to vote, or by the Chairperson, a declaration by the Chairperson that a resolution has been carried or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
43. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairperson of the meeting directs, and either at once or after an interval of adjournment, or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of the poll may be withdrawn.

**Adjournments:**

44. The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than that left unfinished at the meeting from which the said adjournment took place.
45. Each member shall have one vote, both on a show of hands and on a poll. On a poll votes may be given personally or by proxy.
46. No member shall be entitled to vote at any General Meeting if his or her annual subscription shall be in arrear at the date of the meeting.

**Proxies:**

47. The instrument appointing a proxy shall be in writing. A proxy must be a member of the Company.
48. The instrument appointing a proxy and the Power of Attorney or other authority if any under which it is signed or a notarially certified copy of that Power of Authority shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument appointing a proxy shall be treated as valid.
49. An instrument appointing a proxy may be in the following form or in a common or usual form:  
I .....of.....being a member of the Family Planning NSW hereby appoint .....of.....or failing him or her .....of.....as my proxy to vote for me on my behalf at the annual (or extraordinary as the case may be) general meeting of the Company to be held on the .....day of ..... and at any adjournment thereof. My proxy is hereby authorised to vote \* in favour of/\*against the following resolutions:

Signed this.....day of.....

Note 1

In the event of the member desiring to vote for or against any resolution he or she shall instruct his or her proxy accordingly.

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

#### **GENERAL SECRETARY**

51. The General Secretary shall in accordance with the Code be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as the Board thinks fit and any Secretary so appointed may be removed by it.

#### **SEAL OF THE COMPANY**

52. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of at least one member of the Board and the General Secretary, who shall sign every instrument to which the seal of Company is so affixed in their presence.

#### **ACCOUNTS**

##### **Financial Year:**

53. The financial year of the Company will be from July 1 to June 30 of the following year. The Board of Directors shall cause true accounts to be kept of all sums of money received and expended by the Company, and of the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Company.
54. Subject to any reasonable restrictions that may be imposed by the Company in General Meeting from time to time as to the time and manner of inspecting the same, all books of account of the Company shall be open to the inspection of any member between the hours of three and five on every day except Saturday and Sunday and statutory public holidays.
55. The Board of Directors shall at every Annual General Meeting lay before the Company a statement of the income and expenditure of the Company during the preceding year, and also a balance sheet covering the same period, together with a report of the Board of Directors as to the state and progress of the Company.
56. A copy of such statement, balance sheet and report shall be sent to every member at least fourteen (14) days before the Annual General Meeting.

## **AUDITORS**

57. A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with Division 3 or Part VI of the Act and Clause 9 of the Memorandum of Association.
58. A casual vacancy in the office of Auditor shall be filled up by the Board of Directors in accordance with the Code.
59. Every Auditor of the Company shall have the right of access at all times to the books and accounts and vouchers of the Company, and shall be entitled to require from the General Secretary and other officers of the Company such information as may be necessary for the purposes of the duties of the Auditors.
60. The Auditors shall sign a Certificate at the foot of the balance sheet stating whether or not all their requirements as Auditors have been complied with, and shall make a report to the Company of the accounts examined by them on every balance sheet laid before the Company in General Meeting during their tenure of office and in every such report the Auditors shall state whether, in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs as shown by the books of the Company, and such report shall be placed before the Company at the Annual General Meeting. Generally, the Auditors shall perform their duties in accordance with the requirements of the Companies (New South Wales) Code.

## **NOTICES**

61. Any notice required by law or by or under these Articles to be given to any member shall be given either personally or by sending it through the post in a prepaid letter addressed to such member at her usual place of abode, or if a member so elects in writing at the time of joining the Company by affixing a copy of it in some conspicuous place in the registered office of the Company or by advertisement in a Sydney daily newspaper. All notices to members shall be signed by the General Secretary or by the person for the time being acting as such.
62. Any notice if served by post shall be deemed to have been served at the time the letter containing the same would be delivered in ordinary course of post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted.

## **FINANCE**

63. The funds of the Company shall be applied to the objects of the Company at such time and in such manner as the Board of Director decides.

64. Signatories to the cheque accounts shall be the General Secretary and such members of staff as shall be appointed for that purpose from time to time. Each cheque shall require two such signatories.

#### **WINDING UP**

- 65 The Company shall be wound up voluntarily whenever a special resolution is passed requiring the Company to be so wound up.

We the several persons whose names and addresses are submitted are desirous of being formed into a registered Company in pursuance of this Memorandum of Association.

---

Name, Addresses and Descriptions of Subscribers and Witness

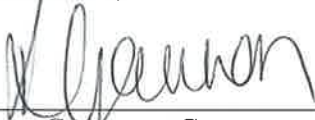


---

**Devora Lieberman – President**

Medical Officer – Genea  
4202/343 Pitt St  
Sydney, NSW 2000

Witnessed by:



---

Karen Gannon – Company Secretary  
Accountant  
14 Boronia Pde  
Lugarno NSW 2210

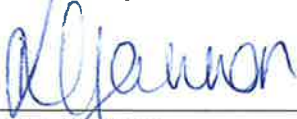


---

**Fiona Larnach - Treasurer**

Chief Risk Officer, Retail Banking, Commonwealth Bank  
Commonwealth Bank Place  
Level 1, South Building  
11 Harbour St  
Sydney

Witnessed by:



---

Karen Gannon – Company Secretary  
Accountant  
14 Boronia Pde  
Lugarno NSW 2210

---

DATED this 28<sup>TH</sup> day of October, two thousand and thirteen