

**Companies (New South Wales) Code**  
**Company Limited by Guarantee**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**FAMILY PLANNING NSW**

1. The name of the Company shall be “Family Planning NSW” [hereinafter referred to as “the Company”].
2. The registered office of the Company shall be situated in the State of New South Wales.
3. The objects for which the Company is founded are:-
  - (a) To promote responsible parenthood and relief from the suffering, poverty and distress caused by, or otherwise related to unplanned or unwanted pregnancy and to engage in activities intended to advance, both directly and indirectly the health, welfare and wellbeing of people in respect of human reproduction, human sexuality and fertility, birth control, termination of pregnancy and family planning.
  - (b) To establish, facilitate and promote services, facilities, training of workers and resources which promote responsible parenthood and to inform and educate people in areas including:
    - (i) human reproduction, fertility, sub-fertility, birth control, contraception, family planning, pregnancy and unwanted pregnancy;
    - (ii) reproductive health;
    - (iii) sexuality and human relationships;
    - (iv) sexually transmissible diseases;
    - (v) drug and alcohol abuse;
    - (vi) sexual assault.

- (c) To establish, facilitate and promote services, facilities and resources which promote reproductive health through the provision of clinical services:
  - (i) in relation to human reproduction, contraception, fertility, sub-fertility, pregnancy, birth control and family planning;
  - (ii) for treatment or prevention of sexually transmissible diseases, breast and cervical cancer;
  - (iii) for counselling on sexuality and human relationships, drug and alcohol abuse, sexual assault and for sexual assault advocacy.
- (d) To stimulate appropriate scientific research in the following subjects; the biological, demographic, economic, psychological, social and political implications of human fertility and its regulation, infertility, sub-fertility and sterility.
- (e) To promote such legislative, social and administrative reforms as may be relative to the objects of the Company.
- (f) To communicate and co-operate with any body or organisation whose aims and objects are consistent with those of the Company, or to amalgamate with any such body, provided it shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on this Company.
- (g) To purchase, take on lease or in exchange, or otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company and, so far as the Law or Licence of the Governor if granted may from time to time allow, and to sell, demise, mortgage, give in exchange or dispose of the same. In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with the same in such manner as allowed by Law, having regard to such trusts.
- (h) To enter into any arrangement with the Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the objects of the Company or any of them; and to obtain from any such Government or authority any rights, privileges and concessions, which the Company may think it desirable to obtain; and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
- (i) To collect from members, the general public or otherwise, funds for the purpose of carrying on or furthering the objects of the Company or any of them.
- (j) To hire and employ appropriate staff and subject to Clause 4 of the Memorandum of Association to pay them and to other persons in return for services rendered to the Company salaries, wages, bonuses and gratuities.

- (k) To invest and deal with the money of the Company not immediately required in such manners as may be permitted by the Law for the investment of trust funds.
- (l) To do all or any of the above things as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
- (m) To establish branches and branch offices in such places as the Company shall think fit for the carrying out of its objects.
- (n) To do all such other things as are necessary or advisable, for the advancement generally of the interests of the Company, or which are incidental or conducive to the attainment of any of the above objects.
- (o) To establish, administer and apply a separate relief fund named Family Planning NSW Overseas Aid Relief Fund [hereinafter referred to as the "OAF"] for the exclusive objective of providing relief to persons in countries declared by the Minister for Foreign Affairs to be developing countries.

#### **Rules of OAF**

i) Purpose of OAF

The purpose of the OAF is to solicit and receive gifts towards the carrying out of the objective of the relief fund.

ii) Gifts to the OAF

An account will be established to receive all gifts received by the OAF. This account must only include any money or property which is a gift to the OAF or which is received because of such gifts including, without limitation, interest received on any monies in the account.

iii) Receipts for Gifts to the OAF

All receipts for gifts must be issued in the name of the OAF. Receipts issued for gifts must include:

- (a) The name of the OAF on behalf of the Company
- (b) The fact that the receipts is for a gift, and
- (c) The Australian Business Number of the Company.

iv) The general public will be invited to make gifts to the OAF to be used for the purpose of carrying out the object of the OAF.

v) The OAF is to be managed by a committee of management. The Board of Directors must ensure the majority of OAF committee members are persons having a degree of responsibility to the general community by reason of their occupation or standing in the community.

vi) The assets and income of the OAF shall be applied solely in furtherance of the object of the OAF and no portion shall be distributed directly or indirectly to any individual except as bona fide compensation for services rendered or expenses incurred on behalf of the OAF.

vii) In the event of the Overseas Aid Fund being wound up, or if the endorsement of the Overseas Aid Fund as a deductible gift recipient is revoked, any surplus assets remaining after the payment of liabilities of the Overseas Aid Fund shall be transferred to another organisation or fund with similar purposes to which income tax deductible gifts can be made.

viii) The Board of directors must notify the Australian Taxation Office of any alterations to the OAF rules.

4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in Clause 3 of the Memorandum of Association 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 Company.

Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Company, or to any members of the Company or other person in return for services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by Bankers in Sydney on overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let to the Company; but so that no member of the Board of Directors or governing body of the Company shall be appointed to any salaried office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board or governing body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company; provided further that the provision last aforesaid shall not apply to any payment to any railway, gas, electric, lighting, water cable or telephone company of which a member of the Board of Directors or governing body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of the profits received in respect of any such payment.

5. The fourth and tenth paragraphs of this Memorandum contain conditions in which a Licence is granted by the Governor with the advice of the Executive Council of the State of New South Wales in pursuance of Section 52 of the Companies Act 1899.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute towards the assets of the Company in the event of the same being wound up during the time of their membership, or within one year afterwards, for the payment of the debts and liabilities of the Company contracted before the time at which the member ceases to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding ten dollars.

8. If upon the winding up or dissolution of the Company there remains after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or

transferred to some other Institution or Institutions having similar objects to the objects of the Company, and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Company under the virtue of Clause 4 hereof . Such Institution or Institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof by the Chief Judge of the Equity Division of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object. Provided that such Institution or Institutions are public benevolent institutions, registered as such under Section 78 (1) (a) of the Income Tax Assessment Act (1936) (Commonwealth) and registered under the Charitable Collections Act (1934) (NSW), or exempted from registration by or under that Act.

**9.** True accounts shall be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being, such account shall be open to inspection by the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

**10.** No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister of the Crown for the time being administering the Companies (New South Wales) Code (hereinafter called "The Minister").

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.

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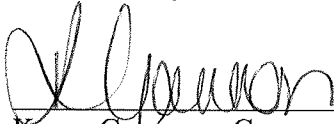
Name, Addresses and Descriptions Of Subscribers and Witness



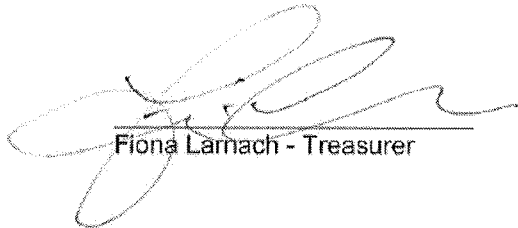
Devora Lieberman – President

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

Witnessed by:



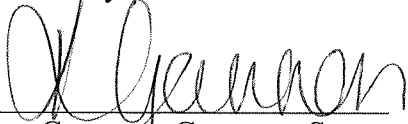
Karen Gannon – Company Secretary  
Accountant  
14 Boronia Pde  
Lugarno NSW 2210



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 1st May, two thousand and fourteen

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