CORPORATIONS LAW

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A CAPITAL DIVIDED INTO SHARES

ARTICLES OF ASSOCIATION

OF

THE PRESBYTERIAN SCHOOL OF ST ANDREW LIMITED

PRELIMINARY

1. (1) In these Articles unless the contrary intention appears – “the Law” means the Corporations Law as amended and re-enacted from time to time and a reference to a provision of the Law is a reference to that provision as amended or re-enacted from time to time;

“Articles of Association” and “these Articles” shall mean these Articles of Association and all supplementary substituted or amending Articles for the time being in force;

“the Company” or “this Company” shall mean the abovementioned Company and shall comprise the members of the Council and the Voters;
“Committee” means a Committee appointed under Article 46;

“the Council” means the Council of Management for the time being of the Company;

“Director” shall include any person occupying the position of a Director or member of the Council by whatever name called;

“General Meeting” means a General Meeting of the Company or an Extraordinary General Meeting of the Company;

“the General Assembly” means the General Assembly of the Presbyterian Church of Victoria;

“the Presbytery” shall mean the Presbytery of Melbourne East or such other Presbytery of the Presbyterian Church of Victoria within the bounds of which the School may from time to time be located;

“the School” shall mean the School known as St Andrews Christian College’

“the Secretary” means the Secretary of the Company and shall include any assistant or acting Secretary;

“Voter” shall mean any person (whether a parent relation guardian or otherwise) who has a child or children enrolled at the School;

words importing one gender include the others; and
words importing the singular number include the plural and vice versa.

(2) The headings are for convenience and shall not affect the construction of these Articles.

2. In these Articles of Association if any act is required or permitted to be done by either the General Assembly or the Presbytery, that means an act which if done at all is to be done either by the relevant court of the Presbyterian Church of Victoria itself or by any Commission appointed by and acting within the authority of that court – and in either case, by the vote of a simple majority of those members of the court or the Commission (as the case may be) present and voting on the relevant occasion.

MEMBERS

3. The number of members with which the Company proposes to be registered is twenty (20).

4. The members of the Company shall be the members of the Council for the time being.

5. Every person who consents to be a member of the Council and who is appointed a member of the Council shall be deemed to have agreed to be a member of the Company and to be bound by the Memorandum and Articles of Association of the Company and shall sign the Statement of Belief as adopted by the Council.
6. Any member of the Council who ceases to be a member of the Council shall thereupon cease to be a member of the Company.

GENERAL MEETINGS

7. Annual General Meetings shall be held once in every calendar year other than the year of incorporation, at such time (not being more than fifteen months after the holding of the last preceding Annual General Meeting) and place as the Council may determine.

8. All other General Meetings shall be called Extraordinary General Meetings.

9. The Council may, whenever they may think it, convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such requisition, or in default may be convened by such requisitions, as is provided by the Law.

NOTICE OF GENERAL MEETING

10. Subject to the provisions of the Law relating to special resolutions, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given in manner hereafter mentioned, to such persons as are, under these Articles of Association, entitled to receive such notices from the Company; but with the consent of all the persons
entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice as those persons may think fit.

11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member or Voter shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at the Annual General Meeting, with the exception of the consideration of the financial statements and the report of the Council and Auditors prescribed by the Law, and the fixing of the remuneration of the Auditors and if necessary the appointment of auditors.

13. At each Annual General Meeting the Chairman of the Council or if absent, the Vice Chairman shall submit to the members a report which in addition to any other particulars which may be deemed desirable shall contain a summary of the activities of the Company for the period, in the case of the first report, since the commencement of activities of the Company and in any other case since the previous report.

14. 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; and for the purposes of this Article save as herein otherwise provided one-half plus one of the number of members of the Company present in person or by proxy shall be a quorum.
15. If within fifteen minutes from the time appointed for a General Meeting a quorum is not present, the General 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 next week (or if that day be a bank or other holiday then to the next business day following that holiday), at the same time and place, and if at the adjourned General Meeting a quorum is not present within fifteen minutes from the time appointed for the General Meeting, the General Meeting shall be deemed to be abandoned.

16. The Chairman of the Council or in his absence the Vice Chairman of the Council shall preside as Chairman at every General Meeting of the Company.

17. If neither the Chairman nor the Vice Chairman is present within fifteen minutes after the time appointed for holding the General Meeting, or if being present he or they is or are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

18. The chairman of the General Meeting may, with the consent of any General meeting at which a quorum is present (and shall if so directed by the General Meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place. When a General Meeting is adjourned notice of the adjourned General Meeting and of its business shall be given as in the case of an original General Meeting.
19. At any General Meeting a resolution put to the General 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 of the General Meeting; or

(b) by not less than three persons entitled to vote on the resolution and present in person or by proxy.

20. A declaration by the chairman that a resolution has been carried or carried by a particular majority or lost and an entry to that effect in the book containing the Minutes of the 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 the resolution. The demand for a poll may be withdrawn. The chairman of the General Meeting shall have a deliberate vote and a second or casting vote.

21. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval adjournment or otherwise as the chairman of the General Meeting directs and the result of the poll shall be the resolution of the General Meeting at which the poll was demanded. No poll may be demanded on the election of a chairman of the General Meeting or on a question of adjournment.

22. Subject to the provisions of Article 19 –

(a) every member present in person or by his proxy shall have one vote either on a show of hands or on a poll in relation to any resolution put to any General Meeting of the Company; and
(b) every Voter present in person shall have one vote either on a show of hands or on a poll in relation to the nomination of each of the four members of the Council to be nominated each year by the Company in General Meeting pursuant to Articles 29(a)(iv) and 30(1).

23. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing. A proxy must be a member of the Company. An appointment of a proxy may be revoked by the appointor at any time.

24. An instrument appointing a proxy may be in or to the effect of the following form, or any other form which the Council may approve:

“I of being a member of THE PRESBYTERIAN SCHOOL OF ST. ANDREW LIMITED hereby appoint of as my proxy to vote for me and on my behalf at the General Meeting of the Company to be held on and at any adjournment thereof.

SIGNED this day of 19 .

COUNCIL AND MANAGEMENT OF THE COMPANY

25. The Company and the business, affairs and property thereof shall be managed by the Council. The members of the Council shall be the Directors of the Company.
26. Except for the first Council which shall have only ten members, the Council shall consist of twelve members.

27. The members of the first Council shall be the persons who names are set forth in the Schedule hereto. The members of the first Council shall hold office from the date of the adoption of these Articles of Association and shall retire on 31st October, 1983, but shall be eligible for re-appointment.

27A. The members of the transitional Council shall be the persons whose names appear in Column One of the Second Schedule hereto. Each member of the transitional Council shall hold office from the date appearing next to that member’s name in Column Two of the Second Schedule and shall retire on the date appearing in the same row as that member’s name in Column Three of the Second Schedule. Each member of the transitional Council shall be eligible for re-appointment.

28. (1) Save as expressly provided otherwise in these Articles, the members of the Council other than the first Council the transitional Council and all other Councils appointed before the transitional Council:

(a) shall be appointed by the General Assembly in or about the month of October in each calendar year in the manner hereinafter appearing; and

(b) shall hold office from the 1st day of January in the year following the calendar year of their appointment and retire on the 31st day of
December of the year two years after the year in which they commenced to hold office (which period of office is hereinafter referred to as “the three year period commencing 1st January”).

(2) A member of the Council retiring in accordance with this Article shall be eligible for re-appointment.

29. (a) With the exception of Councils prior to 1 November 1996 –

(i) four members of the Council shall be nominated by the Presbytery and appointed by the General Assembly in the manner appearing in Article 30;

(ii) four members of the Council shall be nominated by the members of the Council and appointed by the General Assembly in the manner appearing in Article 30;

(iii) four members of the Council shall be nominated by the Company in General Meeting and appointed by the General Assembly in the manner appearing in Article 30.

30. (1) In each calendar year (commencing in 2003) the Presbytery, the members of the Council and the Company in General Meeting (hereinafter for the purposes of this Article and Articles 21 and 33 each of which shall individually be called a “Nominator”) shall each select persons for appointment as members of Council for the three year period beginning 1st January in the ensuing year in accordance with Article 30(1A) and as soon as practicable after selection and in any event not later than 1st October in that year shall nominate those persons for appointment by giving notice of
the names of those persons to the Clerk of the General Assembly.

(1A) The Nominators shall be entitled to select the following number of persons for membership of Council in each calendar year:

(a) in 2001 (and triennially thereafter):

(i) the Presbytery - one person;

(ii) the members of the Council – one person; and

(iii) the Company in General Meeting – two persons.

(b) in 2002 (and triennially thereafter):

(i) the Presbytery - one person;

(ii) the members of the Council – two persons; and

(iii) the Company in General Meeting – one person.

(c) in 2003 (and triennially thereafter)

(i) the Presbytery - two persons;

(ii) the members of the Council – one person; and

(iii) the Company in General Meeting – one person.

(2) Within thirty days of a Nominator giving notice in accordance with this Article the General Assembly shall either approve the persons
nominated or reject the nomination of any one or more of them by
giving notice to that Nominator stating which of the nominations is
or are approved and which rejected.

(3) Where the General Assembly rejects a nomination then within thirty
days of the General Assembly giving notice of rejection that
Nominator shall select and nominate a further person for
appointment by giving notice to the Clerk of the General Assembly
and within thirty days after that the General Assembly shall give
notice to the Nominator stating whether that person has been
approved as a member of the Council or his nomination rejected.

(4) Should any person nominated by a Nominator die or otherwise
cease to be candidate for approval by the General Assembly after
the date of his nomination and before the date of his rejection by
the General Assembly or, if he be approved by the General
Assembly, before the date of his appointment to the Council, then
that Nominator shall nominate another person in place of the first
mentioned person.

(5) If, within thirty days of the nomination of a person having been
received by the Clerk of the General Assembly, that person shall
not have been rejected by the General Assembly, then that person
shall be deemed to have been approved by the General Assembly.

(6) The General Assembly may reject nominations made pursuant to
this Article to the places of members of the Council falling vacant in
any year pursuant to Article 28 on more than one occasion.

(7) The persons approved by the General Assembly shall be appointed
as soon as practicable and in default of appointment within thirty
days after approval of all member of the Council they shall be
demed to have been appointed.

(8) Failure to comply with the provisions as to time specified in Article
30(1) shall not invalidate compliance with the provisions of such
Article made out of time.

31. A member of the Council shall cease to hold office and his office shall be
vacant accordingly if –
(a) he dies;
(b) he refuses to act as a member of the Council or becomes of
unsound mind or a person whose person or estate is liable to be
dealt with in any way under the law relating to mental health or is
convicted of any misdemeanour or felony punishable by
imprisonment or becomes bankrupt or makes any arrangement or
composition with his creditors generally or without permission of
the Council is absent from three consecutive meetings of the
Council – and in any such case the Council declares him to be no
longer a member of the Council;
(c) he delivers to the Secretary his resignation in writing – in which
case he shall cease to hold office (and his office shall be vacant
accordingly) on the date which is one calendar month after the
notice is given or the date, if any specified in the notice, whichever
is the later;
(d) a resolution for his removal is passed by the Nominator who
nominated him for appointment as a member of the Council and a
like resolution is passed by the General Assembly and the resolutions are notified to the Council, and any vacancy so created shall be a casual vacancy.

32. Upon a casual vacancy occurring, the Council may thereafter continue to act notwithstanding such vacancy.

33. A casual vacancy shall be filled as soon as practicable by the General Assembly appoint, to fill the vacancy, a person who shall have been nominated by the Nominator who nominated for appointment as a member of the Council the person being replaced and approved by the General Assembly and by the Clerk of the General Assembly notifying the Council accordingly of the appointment and any person so appointed shall hold office from the date of his appointment and retire when the person he has been appointed to replace would have retired in accordance with these Articles.

34. Nominations approvals and appointments made in accordance with Article 33 shall be governed mutatis mutandis by the provisions of Article 30(2) to (7) both inclusive.

35. (a) At least once in each calendar year, the Council shall elect one of its number to be the Chairman of the Council and another of its number of be Vice-Chairman.

(b) The Chairman and the Vice-Chairman shall each hold office during the pleasure of the Council.

(c) Unless removed from office by a decision of the Council:
(i) the Chairman shall hold that office for a term of two years; and
(ii) the Vice-Chairman shall hold that office for a term of one year.

36. (1) The powers of the Council shall be as follows –

(a) to conduct and manage the affairs of the Company and to carry out its objects;

(b) to take all measures necessary for the welfare of the School and watch over the concerns and the welfare of the students of the School;

(c) to provide for the education of the students of the School and without prejudice to the generality of the foregoing to provide for religious instruction, the teaching of Holy Scripture and the development of Christian ideals of citizenship and of personal character and to promote a spirit of reverence in the entire life and work of the school;

(d) to control and manage all the real estate and other property at any time belonging to the Company or used for the purposes of the Company and to provide for the maintenance and protection thereof;

(e) to conduct, control and administer all of the finances of the Company;

(f) subject to these Articles, to employ all staff and other employees of the School upon such terms and conditions in all respect as the Council shall consider desirable and subject to the terms of any
agreement entered into in any particular case, may dismiss such staff and other employees;

(g) to determine the amounts available for salaries superannuation and retiring allowances for teaching staff and other employees of the School;

(h) to establish, maintain and/or contribute to superannuation pension and endowment funds or otherwise to assist employees or ex-employees of the School or their dependants;

(i) to fix the payments to be made for the tuition of students of the School, and the financial terms upon which students may be removed by their parents or guardians from the School;

(j) to supervise and control the enrolment and dismissal of students;

(k) to cause to be kept a correct Register of all students, their ages, the dates of commencement with and departure from the School together with the names and addresses of their parents or guardians; and

(l) subject to these Articles, to frame by-laws or to develop and establish policies for the general conduct and management of the Company and the business of the Council – and to revoke and to alter such by-laws or policies as the Council sees fit.

(2) In addition to the particular powers hereinbefore conferred upon it, the Council may exercise all the powers of the Company and do all such acts, matters and things as are by law required to be done by the Company excepting only those acts, matters and things which
may lawfully be done by the Company only in General Meeting and those acts, matters and things which are required by these Articles to be done by the Secretary.

37. At least once in each calendar year the Council shall, by no later than the date set or prescribed therefore from time to time by the Clerk of the General Assembly and for the purposes of having the contents thereof included in the White Book, report in writing to the General Assembly on the life and work of the Company and shall include therewith a copy of the last audited financial statements of the Company.

38. The Council shall meet at least four times in each calendar year at such time and place as it shall determine.

39. (1) Meetings of the Council shall be convened by notice given by the Secretary to every member of the Council in Australia, and such notice shall not be less than fourteen days notice in writing unless the Council otherwise determines.

(2) Notwithstanding anything contained in (1) the Chairman, Vice-Chairman or any four members of the Council may at any time and the Secretary upon their written request shall convene a meeting of the Council by notice served upon the members of the Council.

(3) Notice may be served upon a member of the Council either personally or by posting it in a prepaid envelope or wrapper addressed to him at an address within Australia to be supplied by him for that purpose. Service shall be deemed to be effected in accordance with Article 60.
40. Notwithstanding anything to the contrary in Article 38 or Article 39, the first meeting of the first Council shall be convened by notice to every member of the first Council given or sent within twenty-one days of the adoption of these Articles and the meeting shall be held at a time and place specified in the notice but not later than fifteen days after the giving or sending of the notice. The notice shall be given or sent by the Clerk of the General Assembly as soon as practicable after the adoption of these Articles.

41. The quorum necessary for the transaction of the business of the Council shall be one-half plus one of the number of members.

42. The Chairman of the Council and in his absence the Vice-Chairman of the Council shall preside at all meetings of the Council and if neither of them be present the members of the Council present shall choose one of their number to be chairman of the meeting.

43. (1) Save as expressly provided otherwise in these Articles, questions arising at any meeting of the Council shall be decided by a majority of votes of those members present and voting and such a decision shall for all purposes be deemed a determination of the Council.

(2) The chairman of the meeting shall have a deliberative vote and a second or casting vote.

44. A member of the Council shall not vote in respect or any contract or proposed contract with the Company in which he is interested, or any matter arising thereout, and if he does so vote, his vote shall not be counted.
45. A resolution in writing signed by all members of the Council for the time being shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Council.

46. The Council may from time to time appoint committees and may delegate thereto such business or matters as the Council sees fit. The quorum of any such committee consisting of five or more shall be three and if the committee consists of less than five, the quorum shall be two.

47. The Council shall appoint from one of its number a person who shall act as the Convenor and Chairman of any Committees appointed by the Council. If the appointed Convenor and Chairman of any Committee appointed by the Council is not present within five minutes after the time appointed for holding a meeting of that Committee, the members of that Committee who are present may choose one of their number to be Chairman of the meeting.

48. A Committee may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the Committee members present. The Chairman of the Committee shall have a deliberative vote and a casting vote.

49. Each Committee after a meeting shall furnish to the next regular meeting of the Council a report of its activities and shall render to the Council such advice concerning the subject matter of its activities as the Council requires.
DEFECTS IN APPOINTMENT

50. All acts done by any meeting of the Council or of a Committee or by any person acting as a member of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that he was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

THE PRINCIPAL

51. The head teacher at the School shall be called the Principal.

52. Subject to these Articles the Council may from time to time appoint a Principal for such period and on such terms as the Council thinks fit and subject to the terms of any agreement entered into in any particular case, may dismiss the Principal. The Principal shall be responsible to the Council and the Council may delegate to the Principal such business and matters as the Council sees fit.

53. The Principal shall be a Communicant member of the Presbyterian Church of Victoria or a communicant or confirmed member of some other Protestant Church.

54. The Principal shall not be a member of the Council, but shall be entitled to and shall attend all meetings of the Council and all meetings of its Committees except during the consideration of any matter concerning the Principal personally.
THE SECRETARY

55. The Secretary shall in accordance with the Law be appointed by the Council for such term at such remuneration and upon such conditions as the Council thinks fit and any Secretary so appointed may be removed by the Council and the Secretary shall have such duties as are assigned to him by the Law and the Council.

THE SEAL

56. There shall be a Common Seal of the Company which shall be in the custody of the Council and it shall not be affixed to any document except by the authority of the Council. Every instrument to which the Seal of the Company is so affixed shall be signed by at least one member of the Council and the Secretary or such other person being a member of the Council as may be appointed for that purpose by the Council.

ACCOUNTS

57. The Council shall cause proper accounting and other records to be kept and shall distribute copies of financial statements (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Law, and the Council 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 six months before the date of the meeting.

58. The Council shall from time to time determine in accordance with the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.
AUDIT

59. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Law.

NOTICE

60. Any notice required by law or by or under these Articles to be given to any member or Voter shall be given either personally or by sending it by post to him at the address, if any, within the State supplied by him to the Company 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 on the third day after the date of its posting.

61. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to –

(a) every member and Voter except those members and Voters who have not supplied to the Company an address within the State for the giving of notices to them; and

(b) the Auditor or Auditors for the time being of the Company.

(2) No other person shall be entitled to receive notices of general meetings.
WINDING UP

62. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

RATE OF INTEREST

63. For the purposes of Clause 4 of the Memorandum of Association the rate of interest payable in respect of money lent by members of the Company to the Company shall not exceed the lowest rate paid for the time being by the Commonwealth Bank of Australia in respect of term deposits.

INDEMNITY

64. Every member of the Council, auditor, secretary and other office for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.
SCHEDULE

MEMBERS OF THE FIRST COUNCIL

Mrs D.J. Andrew
Mr N.M. Benfell
Mrs D.F. Easton
Mrs J.A. Gray
Dr N.B. Gray
Professor A.M. Harman
Mr G.D. Lawry
Mrs H.B. Mills
Dr B.J.M. Orme
Mr J. Watson

Signatures of Subscribers
G.D. Lawry
A.M. Harman
Judy Gray
B.J.M. Orme
D.J. Andrew

Signatures of Witnesses
Mary T. Orme
Mary Ruth Tweeddale Orme
439 Camberwell Road
CAMBERW ELL 3124
(Witness to all signatures)

DATED this tenth day of May 1982.
## SECOND SCHEDULE

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