

CORPORATIONS LAW  
A COMPANY LIMITED BY GUARANTEE  
MEMORANDUM OF ASSOCIATION OF FELLOWSHIP OF FIRST FLEETERS

1. The name of the Company (hereinafter called “the Fellowship”) is the FELLOWSHIP OF FIRST FLEETERS.

2. The registered office of the Company shall be situated in Sydney or in such place in New South Wales as the Board may from time to time determine.

3. The objects for which the Company is established are:

3.1 To honour and be loyal to our Country – the Commonwealth of Australia; and to honour and acknowledge the Crown and Monarch as Head of State.

3.2 To disseminate a deeper knowledge and create a greater awareness of the part played by those Pioneers who arrived in Sydney with the First Fleet on 26<sup>th</sup> January 1788; and to ensure the accurate and authentic recording of the history of the members of the First Fleet.

3.3 To encourage the celebration of the Country’s National Day, being 26<sup>th</sup> January, in a scale befitting the importance of the event.

3.4 Solely for the purpose of carrying out the aforesaid objects and not otherwise:

(i) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith; provided that no members of the Fellowship shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Fellowship.

(ii) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Fellowship. Provided that the Fellowship shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of Clause 4 of this memorandum.

(iii) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by members of the Fellowship or persons frequenting the Fellowship’s premises.

(iv) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easement or property, real and personal, and any right 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 Fellowship. Provided that in case the Fellowship shall take or hold any property which may be subject to any trusts the Fellowship shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(v) To enter into any arrangements with any Government or authority, supreme municipal, local or otherwise, that may seem conducive to the Fellowship's objects or any of them and to obtain from such Government or authority any rights, privileges and concessions which the Fellowship may think it desirable to obtain; and to carry out exercise and comply with any such arrangements, rights privileges and concessions.

(vi) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen or other persons as may be necessary or convenient for the purposes of the Fellowship.

(vii) To establish and support and aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or past employees of the Fellowship or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

(viii) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, ground, works or conveniences which may seem calculated directly or indirectly to advance the Fellowship's interests, and to contribute, to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out alteration or control thereof.

(ix) To invest and deal with the money of the Fellowship not immediately required in such manner as may be permitted by law for the investment of trust funds.

(x) To borrow or raise or secure the payment of money in such manner as the Fellowship may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Fellowship in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Fellowship's property (both present and future), and to purchase, redeem or pay off such securities.

(xi) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(xii) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Fellowship.

(xiii) To take or hold mortgages, liens and charges to secure payment of the purchase price of any unpaid balance of the purchase price, of any part of the Fellowship's property of whatsoever kind, sold by the Fellowship or any money due to the Fellowship from purchasers and others.

(xiv) To take any gift of property whether subject to any special trust or not for any one or more of its objects of the Fellowship but subject always to the proviso in paragraph (iv) of this clause 3.8.

(xv) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Fellowship in the shape of donations, annual subscriptions or otherwise.

(xvi) To print and publish any newspapers, periodicals, books or leaflets that the Fellowship may think desirable for the promotion of its objects.

(xvii) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Fellowship is authorised to amalgamate.

(xviii) To transfer all or any part of the property, assets, liabilities and engagements of the Fellowship to anyone or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.

(xix) To make donations for patriotic or charitable purposes as approved by Members in General Meeting.

4. The income and property of the Fellowship, whencesoever derived, shall be applied solely towards the promotion of the objects of the Fellowship as set forth in this memorandum of association, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the Fellowship.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Fellowship or to any member of the Fellowship in return for any services actually rendered to the Fellowship provided approval for such payment is obtained from the Department at the time administering the Charitable Fundraising Act 1991, or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association on money borrowed from any members of the Fellowship or reasonable and proper rent for premises demised or let by any member to the Fellowship (provided approval for such payment is obtained from the Department for the time being administering the Charitable Fundraising Act 1991) but so that no member of the Committee or Governing Body of the Fellowship shall be appointed to any salaried office of the Fellowship or any office of the

Fellowship paid by fees no remuneration or other benefit in money or money's worth shall be paid or given by the Fellowship to any member of such committee 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 Fellowship.

5. No addition, alteration or amendment shall be made to or in the memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Commission, and the Department at the time administering the Charitable Fundraising Act 1991.

6. The fourth, fifth and tenth paragraphs of this Memorandum of Association contain conditions upon which a licence is granted by the Commission to the Fellowship in pursuance of the provisions of the Corporations Law. For the purpose of preventing any evasion of the provisions of the said paragraphs of the fellowship and on giving notice to the Fellowship of its intention so to do and after affording the Fellowship an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Fellowship.

7. The liability of the members is limited.

8. Every member of the Fellowship undertakes to contribute to the property of the Fellowship in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Fellowship (contracted before he ceased to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required, not exceeding one hundred dollars (\$100.00).

9. If, upon the winding up or dissolution of the Fellowship there remains, after satisfaction of all of its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Fellowship, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Fellowship and which are registered or exempt charities in New South Wales under the Charitable Collections Act 1934 and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Fellowship under of by virtue of Clause 4 hereof, such institutions to be determined by the members of the Fellowship at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

10. True accounts shall be kept of the sums of money received and expended by the Fellowship and the manner in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Fellowship and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association for the time being in force shall be open to the inspection of the members.<sup>1</sup>

11. The names, addresses and occupations of the subscribers are as follows:

| <b>Name</b>            | <b>Address</b>                               | <b>Occupation</b>         |
|------------------------|--|---------------------------|
| Peter George Christian | 162 Beecroft Road<br>Cheltenham, 2119        | Chemist                   |
| Douglas Oakes          | 1/15 Stokes Street,<br>Cove, 2066            | Insurance Representative  |
| Joyce Cowell           | 16 Algernon Street,<br>2233                  | Oatley, Headmistress      |
| Shirley Beale          | 4 Seaton Avenue<br>2076                      | Wahroonga, Accountant     |
| Lloyd Allchin          | 34/4-8 Kareela Road,<br>Cremorne Point, 2090 | Architect                 |
| Roderick Charles Best  | 25 Glenayr Avenue,<br>Ryde, 2114             | West Solicitor            |
| Naida Jackson          | 2/67 Lynwood Avenue<br>Why, 2099             | Dee Married Woman         |
| Patricia Gilmour       | 1 Pilbara Place<br>2611                      | Fisher ACT Married Woman  |
| Victoria Lamb          | 1 Marsh Avenue,<br>2230                      | Cronulla, Married Woman   |
| Hugh Morgan            | 9 Hampden Avenue,<br>Point, 2027             | Darling Company Executive |
| Pamela Quick           | 21 Wongalee Avenue,<br>Wahroonga, 2076       | Married Woman             |
| Suzanne Stanton        | 57 Rose Street<br>2008                       | Chippendale, Solicitor    |

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of the memorandum of association.

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<sup>1</sup> Amended at AGM 22 October 2011

| <b>Signatures of subscribers</b> | <b>Witness to signatures</b> | <b>Address of witness</b>                      |
|----------------------------------|------------------------------|--|
| Peter George Christian           | B J Hannon                   | Unit 123 The Grange McAuley Place Waitara 2077 |
| Douglas Oakes                    | Kevin Barron                 | 35 French Street Maroubra NSW 2035             |
| Joyce Cowell                     | Kath Anderson                | 108 Whale Beach Road Whale Beach 2107          |
| Shirley Beale                    | Victor F Morrisby JP         | 46 Cressy Road Ryde 2112                       |
| Lloyd Allchin                    | Kevin Barron                 | 35 French Street Maroubra NSW 2035             |
| Roderick Charles Best            | R Gorrick                    | 222 Pitt Street Sydney 2000                    |
| Naida Jackson                    | Victor F Morrisby JP         | 46 Cressy Road Ryde 2112                       |
| Patricia Gilmour                 | G D Gilmour                  | 1 Pilbara Place Fisher ACT 2611                |
| Victoria Lamb                    | Victor F Morrisby JP         | 46 Cressy Road Ryde 2112                       |
| Hugh Morgan                      | I S A Beale                  | 4 Seaton Avenue Wahroonga                      |
| Pamela Quick                     | B J Hannon                   | Unit 123 The Grange McAuley Place Waitara 2077 |
| Suzanne Stanton                  | B J Hannon                   | Unit 123 The Grange McAuley Place Waitara 2077 |

Dated this                      day of                      1987

CORPORATIONS LAW  
ARTICLES OF ASSOCIATION

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1. In the Memorandum and in these articles:

“the Company” means the FELLOWSHIP OF FIRST FLEETERS;

“the unincorporated Association” means the unincorporated body known as the FELLOWSHIP OF FIRST FLEETERS whose funds and other assets and liabilities the Company is authorised to take over by Clause 3.7 of the Memorandum of Understanding;

“Board of Directors” means the board of directors and governing council of the Company;

“Corporations Law” means the Corporations Act 2001 (Cth) as amended from time to time and any regulations in effect that apply to the Act or any Act of Parliament replacing the Act.<sup>2</sup>

“the seal” means the common seal of the Company;

“Secretary” means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;

“Spouse and/or partner” means for the purposes of these Articles and in determining membership status for the Fellowship, any person who is declared in a statutory declaration of an Ordinary Member, Life Member or Benefactor Member to be the spouse and/or partner of that Ordinary Member, Life Member or Benefactor Member.

“State” means the State of New South Wales;

expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography and other modes of representing or reproducing words in a visible form;

a word or expression that indicates one or more particular genders shall be taken to indicate every other gender

a reference to a word or expression in the singular form includes a reference to the word or expression in the plural form

a reference to a word or expression in the plural form includes a reference to the word or expression in the singular form.

words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Corporations Law as in force at the date at which these Articles become binding on the Company.

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

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<sup>2</sup> Inserted at AGM 22 October 2011

## MEMBERSHIP

- 3.1 The subscribers to the Memorandum of Association and such other persons as the Board of Directors shall admit to membership in accordance with these Articles shall be members of the Company.
- 3.2 If the whole of the funds and other assets of the unincorporated Association become the absolute property of the Company forthwith after its incorporation then every person who at the date of incorporation of the Company is a member of the unincorporated Association and who on or before the 26th day of January 1988 agrees in writing to become a member of the Company shall be admitted by the Board of Directors to membership of the Company.
- Every member of the Company who previously to his agreeing to become a member of the Company has paid his subscription due on the 30th day of June 1987 as a member of the unincorporated Association shall not be liable to pay any further sum by way of annual subscription to the Company for the period prior to the 1st day of July 1987.
- 3.3 Every applicant for membership of the Company (other than the subscribers to the Memorandum of Association) shall be proposed by one and seconded by another member of the Company. The applications for membership shall be made in writing, signed by the applicant and shall be in such form as the Board of Directors from time to time prescribes.
- 3.4 After the receipt of any application for membership such application shall be considered by the Board of Directors, who shall determine the admission or rejection of the applicant. In no case shall the Board of Directors be required to give any reason for the admission or rejection of the applicant.
- 3.5 When an applicant has been accepted for membership the Company shall send to the applicant written notice of acceptance and a request for payment of any money due. Upon payment of any moneys due the applicant shall become a member of the Company, provided nevertheless that if such payment be not made within two calendar months after date of notice, the Board of Directors may in its discretion cancel its acceptance of the applicant for membership of the Company.
- 3.6 The Company shall further cause to be forwarded to each successful applicant as soon as practicable after approval a Certificate of Membership in such form as may from time to time be determined by the Board of Directors.
- 3.7 The entrance fee and annual subscription payable by members of the Company shall be such as the Board of Directors shall from time to time prescribe.
- 3.8 All annual subscriptions shall become due and payable on 1st day of July in every year.
- 3.9 The membership shall consist of the following classes:
- (a) Ordinary Members – each of whom shall be a descendant of one or more of the persons who journeyed on the First Fleet which arrived in Sydney’s Harbour on 26th January 1788.
  - (b) Junior Members – each of whom shall be entitled to be an Ordinary Member but not having attained the age of eighteen years as at the date of application for membership or renewal of membership as the case may be. A Junior Member shall not be entitled to vote or hold office in the Company.



- (c) Associate Members – each of whom shall be a person closely related to an Ordinary Member (including a Spouse and/or partner) and accepted by the Board of Directors as a person who, while ineligible to otherwise become a member, agrees with the objects of the Company and who is established, to the satisfaction of the Board of Directors, as a person likely to make a contribution towards the activities of the Company.
- (d) Life Member – each of whom shall be entitled to be an Ordinary Member and shall have been elected to this class of membership by the Ordinary Members in General Meeting upon the motion of the Board of Directors which motion shall be moved where a person has in the opinion of the Board of Directors rendered exceptional service in furtherance of the objects of the Company. A Life Member is exempt from payment of an annual subscription.<sup>3</sup>
- (e) Benefactor Member – A Benefactor Member must satisfy the membership requirements of the Ordinary Member and is not exempt from payment of an annual subscription. Each Benefactor Member shall have given a donation of at least \$5,000.00 – or such larger sum as may be set by the Board of Directors from time to time. A Benefactor Member shall retain this status for the duration of their membership. Each year the Fellowship will publish a report in association with its Annual Report which lists all current Benefactor Members.
- (f) Friend – each of whom shall be ineligible to be an Ordinary Member, Junior Member or Associate Member; agrees with the objects of the Company, and is established, to the satisfaction of the Board of Directors, as a person likely to make a contribution towards the activities of the Company. A Friend shall not be entitled to vote or hold office in the Company but may vote in meetings of a Chapter and (other than as expressly provided to the contrary in these Articles or in any By-laws) may hold office on a Chapter Committee.
- (g) Honorary Life Member – each of whom is not a member of the Fellowship of First Fleeters and shall have been elected to this class of membership by the Ordinary Members in General Meeting upon the motion of the Board of Directors, which motion shall be moved where a person has in the opinion of the Board of Directors rendered exception service to, or exceptional support of, the Fellowship of First Fleeters in furtherance of the objects of the Company. An Honorary Life Member is exempt from payment of an annual subscription. <sup>4</sup>

#### CESSATION OF MEMBERSHIP

- 4.1 (a) If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may after notice of the default shall have been sent to him by the Company be debarred by resolution of the Board of Directors from all privileges of membership provided that the Board of Directors may reinstate the member on payment of such arrears as the Board of Directors thinks fit.
- 4.1 (b) If the subscription of a member shall remain unpaid for a period of at least eighteen months after it becomes due then the Board of Directors may by resolution determine to remove from that member such privileges of membership as the Board of Directors may determine.
- 4.2 A member may at any time by giving notice in writing to the Company resign his membership of the Company but shall continue liable for any annual subscription and all

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<sup>3</sup> Amended at AGM 26 October 2013

<sup>4</sup> Inserted at AGM 26 October 2013

arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Company and in addition for any sum not exceeding 100 dollars for which he is liable as a member of the Company under Clause 8 of the Memorandum of Association of the Company.

- 4.3 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 prejudicial to the interest of the Company the Board of Directors shall have power by resolution to censure, suspend or expel the member from the Company.

Provided that at least one week before the meeting of the Board of Directors at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he 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 he may think fit and provided further that any such member may by notice in writing lodged with the Company 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 and in that event an extraordinary general meeting of the Company shall be 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 a vote to be taken by ballot) the member concerned shall be censured or suspended accordingly and in the case of a resolution for his expulsion the member shall be expelled.

#### GENERAL MEETINGS

- 5.1 An Annual General Meeting of the Company shall be held in accordance with the provision of the Corporations Law in all respects except that each Annual General Meeting shall be held within the period of five months after the end of each financial year. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.
- 5.2 The Board of Directors may convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in the default may be convened by such requisitionists as provided by the Corporations Law.
- 5.3 Subject to the provisions of the Corporations Law relating to special resolutions and agreements for shorter notice, twenty one days notice at 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 meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.
- 5.4 For the purposes of Article 5.3 all business shall be special that is transacted at the 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 appointment of the Auditors, if necessary.

#### PROCEEDINGS AT GENERAL MEETINGS

- 6.1 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. Save as herein otherwise

provided 10 members present in person shall be a quorum. For the purposes of this Article "member" includes a person attending as a proxy.

- 6.2 If within half an hour from the time appointed for the meeting a quorum is 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 next week at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
- 6.3 The President shall preside as Chairman at every general meeting of the Company, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a Vice-President shall be the Chairman or if a Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be the Chairman of the meeting.
- 6.4 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
- 6.5 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 three members present in person or by proxy.

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 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.

- 6.6 If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
- 6.7 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 6.8 A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

- 6.9 A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.
- 6.10 No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.
- 6.11 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
- 6.12 The instrument appointing a proxy may be in the following form or in a common or usual form.

.....

I, ..... of .....

being a member of the .....

hereby appoint ..... of .....

or failing him ..... of .....

as my proxy to vote for me on behalf at the (annual / extraordinary, as the case may be) general meeting of the Company, to be held on the

.....day of ..... 20 ..... and at any adjournment thereof.

My proxy is hereby authorised to vote + in favour of /+ against the following resolutions.

Signed this .....day of .....20 .....

.....

**Note:** In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.

+ Delete whichever is not desired.

- 6.13 The instrument appointing a proxy, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the company, not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- 6.14 A vote given in accordance with the terms of an instrument or proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE BOARD OF DIRECTORS (INCLUDING OFFICE-BEARERS)

- 7.1 The office-bearers of the company shall consist of a President, two Vice-Presidents and an Honorary Treasurer, all of whom shall be members of the Company. The President must be an Ordinary Member or a Life Member of the Company.
- 7.2 The following named persons who have subscribed to the Memorandum of Association shall constitute the first Board of Directors and the first office-bearers shall be set out below:

|                     |                 |
|---------------------|-----------------|
| President:          | Peter Christian |
| Vice-President:     | Doug Oakes      |
| Honorary Treasurer: | Shirley Beale   |
| Committee Members:  | Joyce Cowell    |
|                     | Lloyd Allchin   |
|                     | Roderick Best   |
|                     | Naida Jackson   |
|                     | Pat Gilmour     |
|                     | Vicki Lamb      |
|                     | Hugh Morgan     |
|                     | Pam Quick       |
|                     | Sue Stanton     |

They shall all retire at the first Annual General Meeting but shall be eligible for re-election.

- 7.3 Thereafter the Board of Directors shall consist of the office-bearers and not more than ten other members of the Company all of whom shall be elected as herein provided.
- 7.4 At the first Annual General Meeting of the Company and at the Annual General Meeting of the Company in each year thereafter the office-bearers and other members of the Board of Directors shall be elected from among the members and such office-bearers and other members of the Board of Directors shall hold office until the next Annual General Meeting when they shall retire but they shall be eligible for re-election.
- 7.5 The election of office-bearers and other members of the Board of Directors shall take place in the following manner:
  - (a) Any two members of the Company shall be at liberty to nominate any other member to serve as an office-bearer or other member of the Board of Directors
  - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the Company at least forty-two days before the Annual General Meeting at which the election is to take place.

- (c) A list of candidates' names in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the registered office of the Company for at least seven days immediately preceding the Annual General Meeting.
- (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (e) In the case there shall not be sufficient number of candidates nominated the Board of Directors may fill up the remaining vacancy or vacancies.
- (f) At least thirty days before the day of the Annual General Meeting a Ballot Paper bearing the names arranged in alphabetical order of the candidates for each contested office shall be handed or posted to every member eligible to vote on the proviso that no such member shall be entitled to vote unless all monies presently payable by him to the Company have been paid. The Ballot shall close at 4.00 p.m. on the seventh day before the day of the Annual General Meeting and only Ballot Papers delivered personally or by post to the registered office of the Company before the said closing day shall be counted in the Ballot.
- (g) When distributing Ballot Papers as hereinbefore set out, the Secretary shall forward the following items to each member who is entitled to vote in the election, at that member's address shown in the Company's records:
  - (i) the Ballot Paper;
  - (ii) a form of declaration providing for the member to state his name and qualification to vote;
  - (iii) full instructions as to the method of voting.
- (h)
  - (i) The member, having marked the Ballot Paper as herein provided, shall place it without any other matter in an envelope marked "Ballot Paper" and seal the envelope.
  - (ii) The Member shall also complete and sign the declaration, shall place it and the sealed envelope containing the Ballot Paper in a second envelope and shall post it or otherwise deliver the same to the Secretary
  - (iii) The Company shall deliver all sealed envelopes to the Returning Officer appointed by the Board of Directors for the relevant Annual General Meeting. The Returning Officer shall ensure that all votes so received shall be counted in the election specified in Article 7.4.
  - (iv) A vote given in accordance with this Article shall be valid notwithstanding the previous death or unsoundness of mind of the member who has voted provided that no notice in writing of such death or unsoundness of mind has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the Ballot Paper is used.

7.6 The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Board of Directors.

7.7. The Board of Directors shall have power at any time, and from time to time, to appoint any member to the Board of Directors, either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the Board of Directors but so that the total

number of office-bearers or other members of the Board of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any office-bearer or other member of the Board of Directors so appointed shall hold office only until the next following Annual General Meeting.

7.8 The Company may by ordinary resolution of which special notice has been given remove any office-bearer or other member of the Board of Directors before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following Annual General Meeting.

7.9 The office of a member of the Board of Directors shall become vacant if the member -

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) becomes prohibited from being a director of a Company by reason of any order made under the Corporations Law;
- (c) ceases to be a member of the Board of Directors by operation of the Corporations Law;
- (d) 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;
- (e) resigns his office by notice in writing to the Company;
- (f) for more than six months is absent without permission of the Board of Directors from meetings of the Board of Directors 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 always that nothing in this paragraph shall affect the operation of Clause 4 of the Memorandum of Association of the Company

7.10 The Company in general meeting and upon the motion of the Board of Directors may appoint a Patron and/or not more than two (2) Vice-Patrons for a term of twelve (12) months PROVIDED THAT if the Patron appointed is a Vice-Regal Representative then the appointment shall be for the duration of the Representative's office.

#### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

8.1 The business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Corporations Law or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless, to any of these Articles, to the provisions of the Corporations Law, and to such regulations, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in general meeting; provided that any rule regulation or by-law of the Company made by the Board of Directors may be disallowed by the Company in general meeting and provided further that no resolution or 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 resolution or regulation had not been passed or made.

8.2 The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other

securities whether outright or as security for any debt, liability, or obligation of the Company.

- 8.3 For the purpose of Clause 4 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Company shall not exceed the lowest rate paid for the time being by the Company's bank in respect of a term deposit for an equivalent term.
- 8.4 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Board of Directors or in such other manner as the Board of Directors from time to time determines.
- 8.5 The Board of Directors shall cause minutes to be made -
- (a) of all appointments of officers and servants;
  - (b) of names of members of the Board of Directors present at all meetings of the Company and of the Board of Directors; and
  - (c) of all proceedings at all meetings of the Company and of the Board of Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

#### PROCEEDINGS OF THE BOARD OF DIRECTORS

- 9.1 The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate its meeting as it thinks fit. A majority of members of the Board of Directors may at any time and the Secretary shall on the requisition of a majority of members of the Board of Directors summon a meeting of the Board of Directors.
- 9.2 Subject to these Articles resolutions passed at any meeting of the Board of Directors shall for all purposes be deemed a determination of the Board of Directors. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote to return the Company to the position it was in before the vote.
- 9.3 The quorum necessary for the transaction of the business of the Board of Directors shall be a majority of the Board of the Directors as provided in Articles 7.2 and 7.3 or such greater number as may be fixed by the Board of Directors.
- 9.4 The continuing members of the Board of Directors may act notwithstanding any vacancy in the Board of Directors, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board of Directors, the continuing member or members may act for the purpose of increasing the number of members of the Board of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
- 9.5 The President shall preside as Chairman at every meeting of the Board of Directors, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, a Vice-President shall be Chairman or if one of the Vice-Presidents is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- 9.6 The Board of Directors may delegate any of its powers and or functions (not being duties imposed on the Board of Directors as the directors of the Company by the Corporations



Law or the general law) to one or more committees consisting of such member or members of the Company as the Board of Directors thinks fit. Any committee so formed shall conform to any regulation that may be imposed by the Board of Directors and subject thereto shall have the power to co-opt any member or members of the Company and all members of such committees shall have one vote.

- 9.7 The Board of Directors may appoint one or more advisory boards consisting of such member or members of the Board of Directors as the Board of Directors thinks fit. Such advisory boards 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 power to co-opt any member or members of the Company and all members of such advisory boards shall have one vote.
- 9.8 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes for the members present, and in the case of an equality of votes the Chairman of the committee shall have a second or casting vote to return the Company to the position it was in before the vote.
- 9.9 A resolution in writing signed by a majority of members of the Board of Directors in Australia 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.
- 9.10 A resolution in writing signed by all 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.

#### REGISTER OF MEMBERS

- 10.1 The Company shall cause to be established and maintained a register of members of the Company specifying the name and address of each person who is a member of the Company, and the membership number allocated to that person.
- 10.2 The register of members shall be kept at the principal place of administration of the Company and shall be open for inspection, free of charge, by any member of the Company during normal business hours of the Company.

#### AFFILIATED SOCIETIES

- 11.1 Bodies whether incorporated or unincorporated, formed with the object of promoting an interest being an object of the Company and in particular the dissemination of a greater knowledge and awareness of the part played by a particular family whose ancestors journeyed on the First Fleet which arrived in Sydney's Harbour on 26th January 1788 may, subject to the approval of the Board of Directors and payment of an affiliation fee, affiliate with the Company. Such bodies shall be known as Affiliated Societies.
- 11.2 The Board of Directors shall from time to time determine the amount of affiliation fees and may in its discretion determine those fees at differing rates calculated in accordance with membership numbers of any other factor common to Affiliated Societies.

#### 11A CHAPTERS

- 11A.1 The Board of Directors may from time to time establish a Chapter.
- 11A.2 A Chapter shall be self-governing but shall form part of the Company. A Chapter may be based in a geographical area or may comprise members with a similar interest, such as being connected to a particular ship of, or a person who journeyed on, the First Fleet which arrived in Sydney's Harbour on 26th January, 1788.
- 11A.3 The members of each Chapter shall only comprise members of the Company who elect to join the Chapter.
- 11A.4 Each Chapter shall establish a Chapter Committee which shall comprise such persons and have such powers, functions and duties (in addition to those conferred by these Articles) as are specified in the by-laws.
- 11A.5 Each Chapter shall have such powers, functions and duties and conform to such requirements as may from time to time be promulgated by the Board of Directors in the by-laws.
- 11A.6 Each Chapter shall further the purposes of the Company as set out in the Memorandum of Association.
- 11A.7 A Chapter shall not impose any financial subscription or levy upon its members without the prior written approval of the Board of Directors.
- 11A.8 A Chapter shall not incur any financial liability in excess of funds in hand of the Chapter unless with the prior written approval of the Board of Directors.

#### 11B **BY-LAWS**

- 11B.1 The Board of Directors shall have power from time to time to make such by-laws as are in its opinion necessary or desirable for the proper control, administration and management of the affairs, operations, finances, interests, effects and property of the Company, including its Chapters and Affiliated Societies and to amend and repeal from time to time such by-laws.
- 11B.2 Notwithstanding clause 11B.1 the Company in general meeting may amend or repeal any by-law made by the Board of Directors.
- 11B.3 A by-law shall –
- (a) be subject to the Memorandum of Association and these Articles;
  - (b) not be inconsistent with any provisions contained in the Memorandum of Association or these Articles; and
  - (c) when in force, be binding on all members of the Company or Chapter and shall have the same effect as these Articles.

#### **SECRETARY**

12. The Secretary shall in accordance with the Corporations Law be appointed by the Board of Directors for such term, upon such conditions as it thinks fit, and any secretary so appointed may be removed by it. Nothing herein shall prevent the Board of Directors from appointing a member of the Company as Honorary Secretary and any member so appointed shall forthwith become an office-bearer of the Company and, if not already a member of the Board of Directors, ex-officio a member of the Board of Directors and he shall be subject to the provision of Clause 3 of the Memorandum of Association.

## TREASURER

- 13 It is the duty of the Treasurer to ensure that -
- (a) all money due to the Company is collected and received and all payments authorised by the Company are made;
  - (b) correct books and accounts are kept showing the financial affairs of the Company including full details of all receipts and expenditure connected with the activities of the Company

## SEAL

14. The Board of Directors shall provide for the safe custody of the seal which shall only be used by the authority of the Board of Directors or of a committee of members of the Board of Directors authorised by the Board of Directors on its behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board of Directors and shall be countersigned by the Secretary or by a second member of the Board of Directors or by some other person appointed by the Board of Directors for that purpose.

## ACCOUNTS

15. The Board of Directors must cause proper financial records to be kept and if required by the Corporations Act or otherwise considered by the Directors to be appropriate, cause the accounts of the Company to be audited in accordance with the requirements of the Corporations law.

The Board of Directors must distribute to the members copies of the annual financial reports of the Company, if required, accompanied by a copy of the auditor's report and Director's report in accordance with the requirements of the Corporations Law. <sup>5</sup>

The Board of Directors shall from time to time determine in accordance with Clause 10 of 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

16. If required under the Corporations Law, the Company must appoint a properly qualified Auditor or Auditors the duties of whom will be regulated in accordance with the Corporations Law.<sup>6</sup>

## NOTICE

17. Any notice required by law or by or under these Articles to be given to any member shall be given by sending it by post to him at his address supplied for the giving of notices. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting,

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<sup>5</sup> Amended at AGM 22 October 2011.

<sup>6</sup> Amended at AGM 22 October 2011

and in any other case at the time at which the letter would be delivered in the ordinary course of post.

- (a) Notice of every general meeting shall be given in any manner hereinbefore authorised to -
  - (i) every member except those members who have not supplied to the Company an address for the giving of notices to them; and
  - (ii) the auditor or auditors for the time being of the Company (if any).<sup>7</sup>
- (2) No other person shall be entitled to receive notices of general meetings.

WINDING UP

18. The provisions of Clause 9 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.

INDEMNITY

19. Every member of the Board of Directors, auditor, secretary and other officer 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 Corporations Law in which relief is granted to him by the Court in respect of negligence default breach of duty or breach of trust.

| Signatures of Subscribers | Witnesses to signatures | And address of witness  |
|---------------------------|-------------------------|---|
| P G Christian             |                         | B J Hannon<br>Unit 123<br>The Grange<br>McAuley Place<br>Waitara NSW 2077 |
| Suzanne Stanton           |                         |   |
| Pamela Quick              |                         |   |
| D M Oates                 |                         | Kevin Barron<br>35 French Street<br>Maroubra NSW 2035                     |
| Lloyd Allchin             |                         |   |

<sup>7</sup> Amended AGM 22 October 2011

|                |  |  |
|----------------|--|--|
| P Gilmour      |  | C. D. Gilmour<br>1 Pilbara Place<br>Fisher ACT 2611      |
| Isa Beale      |  | Victor F Morrisby JP<br>46 Cressy Place<br>Ryde NSW 2112 |
| Roderick Best  |  | R. Gorrick<br>222 Pitt Street<br>Sydney NSW 2000         |
| Hugh Morgan    |  | I S. A. Beale<br>4 Seaton Avenue<br>Wahroonga NSW        |
| Naida Jackson  |  | Victor F Morrisby JP<br>46 Cressy Place<br>Ryde NSW 2112 |
| Vicki Lamb     |  |  |
| Joyce C Cowell |  | Kath Anderson<br>108 Whale Beach Road<br>Whale Beach NSW |

## **BY-LAWS MADE PURSUANT TO CLAUSE 11B RELATING TO CHAPTERS**

### 1. PURPOSE

1.1 The purpose of a Chapter is to promote opportunities for strengthening fellowship, assisting research and building relationships among members and thereby more effectively promoting the purposes of the Fellowship of First Fleeters. This will include encouraging research, sharing information and promoting interest in the First Fleet and the descendants of those who journeyed on it.

1.2 A Chapter should also promote and participate in activities of the Company and of other Chapters where possible.

### 2. ESTABLISHMENT

2.1 Each Chapter shall be established with the written approval of the Board of Directors and, subject to any provision of the Memorandum or Articles or these by-laws may direct a Chapter in the conduct of any activity.

2.2 The Board of Directors, may by notice in writing, disband a Chapter as at a date specified in the notice.

2.3 The Board of Directors shall specify the name of a Chapter. The name of each Chapter will be in the format of “Fellowship of First Fleeters (followed by the Chapter title).”.

### 3. GOVERNANCE

3.1 The affairs of each Chapter shall be governed by the Memorandum and Articles of Association and By-Laws made thereunder.

3.2 The affairs of each Chapter shall be managed by a committee of that Chapter to be known as a Chapter Committee.

3.3 The first Chapter Committee shall be appointed by the Board of Directors and shall hold office until the conclusion of the first annual general meeting of the Chapter.

3.4 The Chapter Committee shall hold an annual general meeting.

3.5 The Chapter Committee must comprise a President, Treasurer and Secretary.

3.6 The Chapter Committee may comprise such other members as the Chapter may determine.

3.7 The President and any Vice President must be Ordinary Members or an Associate Member of the Company.

3.8 The Chapter Committee may meet at such times and places as it may from time to time determine provided however that an annual general meeting shall be held on a day in the months of July or August of each year.

3.9 The Chapter Committee may meet if requisitioned by a vote of not less than 30% of the members and social members of the Chapter or upon receipt of a notice of the Board of Directors to meet. The requisition of the members or the notice of the Board of Directors shall specify the business of the meeting and no other business shall be conducted at such a meeting.

3.10 Subject to these by-laws, clauses 5,6 and 9 of the Articles apply to the Board of Directors and to the Chapter Committee to the extent that context allows.

3.11 Subject to the prior approval of the Board of Directors, a Chapter may appoint a Patron, who shall be a person residing in the geographical area covered by that Chapter.

#### 4. INSURANCE

4.1 All functions and activities of, and conducted by, the Chapter Committee are functions and activities of the Company and, to the extent permitted by that insurance coverage, covered by such insurance as the Company may hold.

#### 5. FINANCES

5.1 A Chapter operates financially through an account approved for this purpose by the Board of Directors.

5.2 All functions and activities of the Chapter are to be self-funding.

5.3 The Chapter Committee is responsible for collecting all monies received and paying these monies referred to in by-law 5.1. The Chapter Committee is also responsible for paying all debts of the Chapter as and when they fall due.

5.4 There are to be at least two joint signatories to any account referred to in by-law 5.1 with any two to sign and normally any cheque is to be signed by the President.

5.5 An annual financial statement, endorsed by the Chapter Committee and approved at the annual general meeting of the Chapter, is to be submitted to the Board of Directors within 30 days of the annual general meeting of the Chapter. The financial statement is to fairly show all monies received and spent by the Chapter during the relevant accounting period.

5.6 In the event that a Chapter is disbanded then any surplus funds, after the payment of all outstanding liabilities, are to be paid to the Company.

5.7 The annual financial statement referred to in by-law 5.5 will be for the financial year ending 30 June in the year of the report. This period is to be the same accounting period as the annual accounts of the Company.

5.8 Donations for any amount in excess of \$100.00 per year shall not be made by a Chapter or the Chapter Committee to any person or organisation unless made with the prior written approval of the Board of Directors.

5.9 A Chapter is to exercise its delegated authority for financial expenditure in a Chapter as follows:

a) all expenditure up to and including \$100.00 needs to be authorised by a member of the Chapter Committee

b) all expenditure over \$100.00 needs to be authorised by resolution of the Chapter Committee

c) all expenditure to acquire a capital item of up to and including \$250.00 also needs to be authorised by resolution of Chapter Committee

d) all expenditure to acquire a capital item in excess of \$250.00 also needs to be authorised by resolution of the Board of Directors.

## 6. REPORTS

6.1 Within 30 days of the annual general meeting of the Chapter, the Chapter Committee shall cause to be forwarded to the Board of Directors the annual financial statement of the Chapter endorsed by the Chapter Committee as described in clause 5.1 plus an annual report of the activities of the Chapter and a list of people who have become members of the Chapter Committee. The list of members of the Chapter Committee should set out the office to which the person has been appointed and, where the office can only be filled by an ordinary member, the membership number of that person.

6.2 From time to time the Chapter shall forward to the Board of Directors a report of activities planned by the Chapter Committee.

## 7. PUBLICATIONS

7.1 In all publications of the Chapter there shall be a prominent statement to the effect that the Chapter is part of the Company.

7.2 In any website of the Chapter there shall, in addition to the statement specified in by-law 7.1 be a link to the web site (if any) of the Company.

7.3 A copy of all publications of the Chapter shall be forwarded to the Board of Directors within 30 days of the date of first publication.

**THIS CONSOLIDATED VERSION IS UPDATED AS TO 1 DECEMBER 2021**