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WESTERN AUSTRALIA
Associations Incorporation Act 1987
Section (1)

Registered No.: A1007676T

Certificate of Incorporation

This is to certify that

GRAVITY DISCOVERY CENTRE FOUNDATION INC

has this day been incorporated under the
Associations Incorporation Act 1987

Dated this fourth day of May 1999

Commissioner for Fair Trading

C E R T I F I C A T E

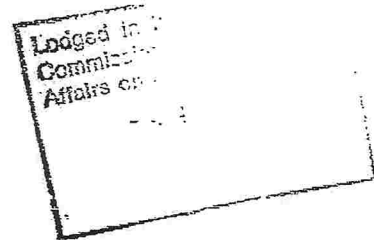
This is the annexure marked
with the letter "A" referred
to in my Application for
Incorporation

A70076767.


David Gerald Blair

GRAVITY DISCOVERY CENTRE FOUNDATION INC.

CONSTITUTION



Prepared by: Solomon Brothers
40th Floor
Exchange Plaza
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PERTH WA 6000

RULES FOR INCORPORATED ASSOCIATIONS

Name of Association

1. The name of the Association is The Gravity Discovery Centre Foundation Inc

Definitions

2. In these rules, unless the contrary intention appears-

"Committee Meeting" means a meeting referred to in rule 15(1);

"Committee member" means a person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10(1);

"financial year" has the meaning given by section 3(1) of the Act, a reference in that section to-

(a) "an incorporated association" or "the association" being construed as a reference to the Association; and

(b) "the Committee" being construed as a reference to the Committee;

"general meeting" means meeting convened under rule 16;

"member" means a member of the Association;

"ordinary resolution" means a resolution other than a special resolution;

"special resolution" has the meaning given by section 24 of the Act;

"the Act" means the *Association Incorporation Act 1987*;

"the Association" means the Association referred to in rule 1;

"the Chairperson" means-

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10(1)(a) or, if that person is unable to perform his or her functions, the Vice Chairperson;

"the Committee" means the Committee of Management of the Association referred to in rule 10(1);

"the Secretary" means the Secretary referred to in rule 10(1)(c);

"the Treasurer" means the Treasurer referred to in rule 10(1)(d);

"the Vice-Chairperson" means the Vice-Chairperson referred to in rule 10(1)(b).

Objects of Association

3. (1) The objects of the Association are-

to promote, encourage and educate the general community in fundamental aspects of gravitational science and technology with particular emphasis on gravity, astrophysics and cosmology and its relation to art, culture and the environment.

- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

Power of Association

4. The Powers conferred on the Association are contained in section 13 of the Act and are not subject to any additions, exclusions or modifications.

Qualifications for membership of the Association

5. (1) Membership of the Association is open to-

government bodies, institutions or corporations, (within the meaning of the Corporations Law) associated with education, tourism, science, technology engineering and commerce and all persons committed to the objects of the Association.

- (2) A person who wishes to become a member shall-

- (a) apply for membership to the Committee in writing-

- (i) signed by that person and by both of the members referred to in paragraph (b); and

- (ii) in such form as the Committee from time to time directs; and

- (b) be proposed by one member and seconded by another member.

- (3) The Committee members shall consider each application made under subrule (2) at a Committee meeting and shall at the Committee meeting or a subsequent Committee meeting accept or reject that application.

- (4) Where a government body, institution or corporation (within the meaning of the Corporations Law) is a member of the Association, the Association shall nominate one person in writing from time to time to be that member's representative and that

person shall have all the rights, benefits and privileges that government body, institution or corporation has pursuant to this Constitution as if that person were a member including but not limited to the right to be elected to membership of the Committee.

- (5) A government body, institution or corporation who is a member of the Association may from time to time and at any time change its representative by notice in writing to the Association.

Register of members of Association

6. (1) The Secretary shall on behalf of the Association keep and maintain a register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at the business address of the Association or at the Secretary's place of residence.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a member under rule 7(3), 8(1) or 9 to be deleted from the register of member referred to in subrule (1).

Subscription of members of Association

7. (1) The members shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- (2) Each member shall apply for membership to the Committee pursuant to rule 5(2) annually and pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under subrule (1).
- (3) Subject to subrule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subclause (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (4) A member is a financial member for the purposes of these rules if his or her subscription (if any) is paid on or before the relevant date fixed by or under subrule (2) or within 3 months thereafter.

Resignation of members of Association

8. A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.

Expulsion of members of Association

9. (1) If the Committee considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the

Association, the Committee shall communicate, either orally or in writing, to the member-

- (a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and
- (b) particulars of that conduct,

not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

- (2) At the Committee meeting referred to in a notice communicated under subrule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to subrule (5), a member who is expelled under subrule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under subrule (2).
- (4) A member who is expelled under subrule (2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in subrule (3).
- (5) When notice is given under subrule (4)-
 - (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Committee to expel that member; and
 - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under this subrule.

Committee of Management

- 10. (1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of-
 - (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a Secretary;

(d) a Treasurer; and

(e) not less than six other persons,

all of whom shall be members of the Association elected to membership of that Committee at an annual general meeting or appointed under subrule (9).

(2) At the commencement of the first annual general meeting to be held after the incorporation of the Association under the Act-

(a) if the Committee consists of any even number of members, half of that number, which half; or

(b) if the Committee consists of an odd number of members, the integral number of members nearest to, and exceeding, half of that odd number, the members comprised in which integral number,

shall be chosen by ballot, shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.

(3) At the commencement of each successive annual general meeting after the annual general meeting referred to in subrule (2), those Committee members who have served for longer periods than the other Committee members shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.

(4) Subject to subrule (5), a person is not eligible for election to membership of the Committee unless a member has nominated him for election by delivering notice in writing of that nomination, signed by-

(a) the nominator; and

(b) the nominee to signify his or her willingness to stand for election,

to the Secretary not less than 28 days before the day on which the annual general meeting concerned is to be held.

(5) Subrules (4) and (7) do not apply to or in relation to a person who is eligible for re-election under subrule (2) or (3).

(6) A person who is eligible for election or re-election under this rule may at the annual general meeting concerned-

(a) propose or second himself or herself for election or re-election; and

(b) vote for himself or herself.

(7) The Secretary shall ensure that notice of all persons seeking election to membership of the Committee is given to all members when notice is given to those members of the calling of the annual general meeting at which that elections is to be held.

(8) If the number of persons nominated for election to membership of the Committee

does not exceed the number of Vacancies in that membership to be filled-

- (a) the Secretary shall report accordingly to; and
- (b) the Chairperson shall declare those persons to be duly elected as members of the Committee at,

the annual general meeting concerned.

- (9) When a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-

- (a) the Committee may appoint member to fill that vacancy; and

- (b) a member appointed under this subrule shall-

- (i) hold office until the commencement of; and

- (ii) be eligible for election to membership of the Committee at the next following annual general meeting.

Chairperson

- 11. (1) Subject to this rule, the Chairperson shall preside at all general meetings and Committee meetings.

- (2) In the event of the absence from-

- (a) a general meeting of-

- (i) the Chairperson, the Vice-Chairperson; or

- (ii) both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting;

or

- (b) a Committee meeting or-

- (i) the Chairperson, the Vice-Chairperson; or

- (ii) both the Chairperson and the Vice-Chairperson, a committee member elected by the other Committee members present,

shall preside at the general meeting or Committee meeting, as the case requires.

Secretary

- 12. The Secretary shall-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with-
 - (i) section 27 of the Act in respect of the register of members of the Association;
 - (ii) section 28 of the Act in respect of the rules of the Association; and
 - (iii) section 29 of the Act in respect of the record of the officeholders, and any trustees, of the Association;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

Treasurer

13. The Treasurer shall-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by two Committee members other than himself or herself;
- (d) comply on behalf of the Association with section 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

Casual vacancies in membership of Committee

14. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-
- (a) dies;
 - (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than-
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings; or
 - (f) ceases to be a member of the Association.

Proceedings of Committee

15. (1) The Committee shall meet together for the dispatch of business as frequently as the Committee considers appropriate but in any event not less than twice in each calendar year (one of which meetings shall take place at the annual general meeting) and the Chairperson may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
 - (3) A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the matter shall be deferred to a later meeting.
 - (4) At a Committee meeting five Committee members constitute a quorum.
 - (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
 - (6) A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

General meeting

16. (1) The Committee-
- (a) may at any time convene a special general meeting;
 - (b) shall convene annual general meetings within the time limits provided for the

holding of annual general meetings by section 23 of the Act; and

- (c) shall, within 30 days of-
 - (i) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 9(4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in subrule (1)(c)(i) shall-
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special meeting is not convened within the relevant period of 30 days referred to-
 - (a) in subrule (1)(c)(i), the members who made the request convened may themselves convene a special general meeting as if they were the Committee; or
 - (b) in subrule (1)(c)(ii), the member who gave the notice concerned may himself convene a special general meeting as if he or she were the Committee.
- (4) When a special general meeting is convened under subrule (3)(a) or (b)-
 - (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule (5) shall specify-
 - (a) when and where the general meeting convened is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is-
 - (a) first, the consideration of the accounts and reports of the Committee:

- (b) second, the election of Committee members to replace outgoing Committee members; and
 - (c) third, and other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
 - (9) The Secretary may give a notice under subrule (5) or (8) by-
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
 - (10) When notice is sent by post under subrule (9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

Quorum in proceedings at general meetings

- 17. (1) At a general meeting 10 members present in person or by proxy constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (8)-
 - (a) as a result of a request or notice referred to in rule 16 (1)(c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by subrule (2)(b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days more, the Secretary

shall give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

- (7) At a general meeting-
 - (a) an ordinary resolution put to the vote shall be decided by a majority of vote cast on a show of hands; and
 - (b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- (8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under subrule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

Minutes of meetings of Association

- 18. (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson shall ensure that the minutes taken of a general meeting or Committee meeting under subrule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that-
 - (a) the general meeting or Committee meeting to which they relate (in this subrule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) all appointments or elections purporting to have been made at the meeting

have been validly made.

Voting rights of members of Association

19. (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- (3) An appointment made under subrule (2) shall be so made by a resolution of the board or other governing body of the body corporate concerned-
- (a) which resolution is authenticated under the common seal of that body corporate; and
- (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under subrule (2) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of Association

20. A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

Rules of Association

21. (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

Common seal of Association

22. (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 18.

- (3) The affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

Inspection of records, etc. of Association

23. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

Distribution of surplus property on winding up of Association

24. If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed-

- (a) to another association incorporated under the Act; or
- (b) for charitable purposes

which incorporated association or purposes, as the case requires shall be determined by resolution of the members which authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.