



Corporations Law

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

AUSTRALIAN SPACE

RESEARCH INSTITUTE LIMITED

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INTERPRETATION

1. In these regulations:

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

“Board” means the directors for the time being of the Company or such one or more of them as has or have authority to act for the Company;

“Chairman” means the director appointed to perform the function of the Chairman of the Board from time to time;

“Company” means the Company abovenamed;

“Director” means any person elected to and occupying the office of a director of the Company from time to time pursuant to these Articles;

“Law” means the Corporations Law Including any amendment or re-enactment thereof for the time being in force;

“Member” means any person who is admitted as a member of the Company pursuant to these Articles and who has not ceased to be a member pursuant to these Articles;

“Memorandum” means the Company’s Memorandum of Association as altered from time to time;

“Person” and words importing persons shall include corporations incorporated by Act of parliament or registration;

“Research Committee” means that committee established pursuant to Article 57 hereof;

“Research Fund” means that fund established pursuant to an governed by Article 61 hereof;

“Seal” means the Common Seal of the Company;

“Secretary” means the director appointed to perform the function of a Secretary of the Company from time to time;

“State” means the State of New South Wales;

“Treasurer” means the director appointed to perform the function of Treasurer of the Company from time to time;

“Vice Chairman” means the director appointed to perform the function of Vice-Chairman of the Board from time to time;

Words and expressions importing the singular shall be interpreted as including the plural and vice-versa. Words and expressions importing the masculine gender shall be interpreted as including the feminine gender and any other gender and vice-versa.

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

Words or expressions contained in these Articles shall be interpreted in accordance with Division 10 of Part 1.2 of the Corporations Law as was 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.
3. The Company shall not employ its funds in the provision of loans to members or other forms of financial assistance where such employment is in contravention of Section 205 of the Law.

MEMBERSHIP

4. The number of Members with which the Company proposes to be registered is 100 but the Board may from time to time register and increase of Members.
5. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with these Articles shall be Members of the Company.
6. Every applicant for membership of the Company shall be proposed by one and seconded by another Member of the Company. The application for membership shall be made in such manner and form as the Board may determine from time to time.
7. At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board, who shall resolve whether to accept or reject the application for membership. In no case

- shall the Board be required to give any reason for the rejection of an application for membership.
8. When an application for membership has been accepted by the Board, the Secretary shall forthwith notify the applicant of the acceptance of his application and request payment of his entrance fee and first annual subscription. Upon payment of the entrance fee and first annual subscription by an applicant whose application has been accepted by the Board, the applicant shall be admitted to membership and thereby become a Member provided nevertheless that if such payment is not made within two (2) calendar months after the date of such request, the Board may in its discretion cancel its acceptance of the application for membership of the Company.
 9. The entrance fee and annual subscription payable by Members shall be such as the Board shall from time to time prescribe, provided that until the Board shall otherwise resolve the entrance fee shall be \$0.00 and the annual subscription shall be \$100.00. The Board may waive or vary the requirement to pay an entrance fee and /or annual subscription in the case of any particular individual or individuals as it sees fit.
 10. All annual subscriptions shall become due and payable in advance on the 1st day of July in every year.

CESSATION OF MEMBERSHIP

11. If the subscription of a Member shall remain unpaid for a period of two (2) calendar months after it becomes due then the Member may after notice of the default shall have been sent to him by the Secretary or such other person as the Board may nominate from time to time be debarred by resolution of the Board from all privileges of membership and his name may be removed by the Board from the Register of Members provided that the Board may reinstate the member and restore his name to the Register on payment of all arrears if the Board thinks fit to do so.
12. A Member may at any time by giving notice in writing to the Secretary resign his membership of the Company but shall continue to be liable for any annual subscription and all 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 \$10.00 for which he is liable as a Member under Clause 6 of the Memorandum.
13. If any Member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles or shall be guilty of any conduct which in the

opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Company the Board shall have power to expel the Member from the Company and erase his name from the Register of Members provided that at least one week before the meeting of the Board at which a resolution for his expulsion is passed the Member shall have had notice of such meeting and of what is alleged against him and of the intended resolution for this expulsion 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 Secretary at least twenty four (24) hours before the time for holding the meeting at which the resolution for his expulsion is to be considered by the Board, elect to have the question of his expulsion dealt with by the Company in General Meeting and in that event a General Meeting of the Company shall be called for the purpose and if at the meeting a resolution for the expulsion of the Member be passed by a majority of two-thirds of those present and voting the Member shall be expelled and his name removed from the Register of Members.

GENERAL MEETINGS

14. The first General Meeting shall be held at such time, not being less than one (1) month nor more than three (3) months after the incorporation of the Company and at such place as the Board may determine.
15. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Law. All Meetings other than the Annual General Meetings, shall be called General Meetings.
16. Any two members of the Board may whenever they think fit convene a General Meeting and General Meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Law.
17. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice fourteen (14) clear days notice at least 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.
18. All business shall be special that is transacted at a 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 and auditors, the election of Directors in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.

PROCEEDING AT GENERAL MEETINGS

19. 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, three (3) Members present shall be a quorum. For the purpose of this Article "Member" includes a person attending as a proxy or as representing a corporation which is a Member.
20. 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 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 two (2)) shall be a quorum).
21. The Chairman shall preside as chairman at every General Meeting of the Company, or if there is no Chairman, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chairman shall be the chairman or if the Vice-Chairman is not present or is unwilling to act then the Members present shall elect one of their number to be chairman of that meeting.
22. 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 (30) 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 for the business to be transacted at an adjourned meeting.
23. At any General Meeting a resolution put to the vote of the meeting shall be decided on 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 (3) Members present in person or by proxy.

Unless a poll is so demanded a declaration by a 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.
24. If a poll is duly demanded it shall be taken in such 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 by a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
25. 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.
26. 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.
27. 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.
28. No Member shall be entitled to vote at any General Meeting if his annual subscription shall be more than two (2) months in arrears at the date of the meeting.
29. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The signature of the appointor or his attorney shall be witnessed by a person other than the proxy. A proxy shall be a Member of the Company. 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 to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
30. The instrument appointing a proxy may be in the following form or in a common or usual form.
- | | |
|-------------------|----|
| I | of |
| Being a member of | |
| Hereby appoint | of |
| Or failing him | of |

As my proxy to vote for me on my behalf at the (annual or general as the case may be) meeting of the Company to be held on the day of
And at any adjournment thereof.

My proxy is hereby authorised to vote in favour of/against the following resolutions:-

Signed this day of 19....

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.

- Strike out whichever is not desired.

31. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority shall be delivered to the Chairman no later than the commencement of the meeting, adjourned meeting or poll at or in which the person named in the instrument proposes to vote.
32. A vote made in accordance with the terms of an instrument of 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.

DIRECTORS

33. The number of directors shall be not more than sixteen and not less than three.

34. The following shall constitute the first Directors of the Company:-

Craig Alexander LINDLEY Company Director

Anthony William RICHARDSON Company Director

Paul Lindsay HAMILTON Company Director

Gary James LUCKMAN

Company Director

Robert Geoffrey MORGAN

Company Director

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

35. Thereafter the Board shall consist of the Directors elected as herein provided.
36. At the first General Meeting of the Company and at the Annual General Meeting of the Company in each year thereafter the Directors shall be elected from among the Members and such Directors shall hold office until the next Annual General Meeting when they shall retire but they shall be eligible for re-election.
37. The election of Directors shall take place at a General Meeting of the Company in the following manner:-
- (a) Any Member shall be at liberty to nominate any other Member or himself to serve as a Director.
 - (b) The nomination and consent of the nominee shall be communicated to the Secretary before the commencement of the General Meeting at which the election is to take place.
 - (c) The Secretary shall advise the meeting of the candidates names at the General Meeting.
 - (d) A Member shall become a Director upon being elected by majority of Members voting in person or by proxy at such General Meeting.
 - (e) Each Member present at the General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - (f) In case there shall not be sufficient number of candidates nominated the Board shall fill up the remaining vacancy or vacancies.
38. The Company may from time to time by ordinary resolution passed a General Meeting increase or reduce the number of directors.
39. The Board shall have power at any time, and from time to time, to appoint any Member as a director, either to fill a casual vacancy or as an addition to the existing directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting.
40. The Company may by ordinary resolution remove any Director before the expiration of this period of office, any 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.

41. The office of a Director shall become vacant if the Director:
- (a) ceases to be a Director by virtue of the law;
 - (b) becomes bankrupt or makes any arrangements or composition with his creditors generally;
 - (c) becomes prohibited from being a director of a Company by reason or any order may under the 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 (6) months is absent without permission of the Board from meetings of the Board held during that period;
 - (g) holds any office of profit under the Company;
 - (h) ceases to be a Member; or
 - (i) is directly or indirectly interested in any contracted or proposed contract with the Company provided, however that a member shall not vacate his office by reason of his being a member of any corporation society or association which has entered or proposes to enter into a contract with the Company if such corporation society or association is among the class of companies, referred to in the proviso of Clause 4 of the Memorandum of Association of the Company and if he shall have declared that nature of his interest in the manner required by the Law.

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

POWERS AND DUTIES OF THE DIRECTORS

42. The business of the Company shall be managed by the Board who may pay all expenses incurred in promotion and registering the Company, and may exercise all such powers of the Company as are not, by the 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 Law, and to such Articles, being 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 may be disallowed by the Company in General Meeting and provided further that no resolution of or regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.

43. The Board 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.
44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed drawn accepted endorsed or otherwise executed, as the case may be, by any two (2) Directors or in such other manner as the Board may from time to time determine.
45. The Board shall cause minutes to be made;
 - (a) of all appointments of directors and servants;
 - (b) of names of Directors present at all meetings of the Company and of the Board; and
 - (c) of all proceedings at all meetings of the Company and of the Board.

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 DIRECTORS

46. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Board shall appoint from time to time Directors to occupy the positions and perform the functions of Chairman of the Board, Vice-Chairman of the Board, Secretary and Treasurer. The Board shall determine the terms upon which and the period for which the Directors so appointed are to occupy those positions. Any two Directors may at any time and the Secretary shall on the requisition of any two Directors summon a meeting of the Board.
47. Subject to these Articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman shall have a second or casting vote.
48. A Director shall not vote in respect of any contract or proposed contract with the Company in which he is interested, or any matter arising there-out, and if he does so vote his vote shall not be counted.
49. The quorum necessary for the transaction of the business of the Board shall be three (3) or such greater number as may be fixed by the Board from time to time.

50. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.
51. The Chairman shall preside as chairman at every meeting of the Board, or if there is no Chairman or if at any meeting he is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-Chairman shall be chairman or if the Vice-Chairman is not present at the meeting then the Directors may choose one of their number to be chairman of the meeting.
52. The Board may delegate any of its powers to committees consisting of such Directors, Members, or other persons as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board subject to these Articles.
53. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
54. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
55. All acts done by any meeting of the Board or of a committee or by any Director acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director acting as aforesaid or that the Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
56. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.

RESEARCH COMMITTEE

57. The Board shall establish a Research Committee pursuant to Article 52 hereof, the membership of which shall be governed by the Board and shall consist of a least five (5) persons the majority of whom shall have a proven ability to direct a research program as evidenced by academic qualifications and/or professional appointments. The membership of the Research Committee shall include at least one Director.
58. A person shall not be eligible to be a member of the Research Committee unless that person is approved as a member of the Research Committee by CSIRO or the Department of Employment Education and Training. The membership of the Research Committee shall not be changed without the prior approval of CSIRO or the Department of Employment Education and Training.
59. The Board shall delegate to the Research Committee exclusive power to determine which research activities may be funded from the Research Fund.
60. The results of research funded from the Research Fund shall be published in such manner as the Research Committee shall determine having regard to the Research Committee's assessment of the value of the results of the research and the availability of funding for such publication.

RESEARCH FUND

61. The Research Committee shall establish and maintain a Research Fund and for this purpose shall establish and maintain a separate bank account entitled "ASRI - Research Fund" which account shall be used, operated and controlled exclusively by the Research Committee for the deposit of gifts for which income tax deductions are or may be sought and the funding of research activities for which income tax deductions are allowable under sections 73A (1) (a) or 78 (1) (a) (x) of the Income Tax Assessment Act. All such gifts shall be deposited into the said account and all such funding shall be drawn from such account.
62. The Research Committee shall be responsible for the adequate recording of all transactions touching and concerning the Research Fund. The Research Fund shall be the subject of an independent audit on an annual basis.

SECRETARY

63. The Secretary shall in accordance with the Law be appointed from the Directors by the Board for such term and upon such conditions as it thinks fit; and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Board from appointing a member of the Company as Honorary Secretary.

SEAL

64. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a committee of Directors authorised by the Board in that behalf, and every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.

ACCOUNTS

65. The Board shall cause proper accounting and records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law provided, however, that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than five (5) months before the date of the meeting.
66. The Board shall from time to time determine in accordance with Clause 8 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 not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or by Clause 8 of the Memorandum of Association or authorised by the Board or by the Company in General Meeting.

AUDIT

67. A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with Division 3 of Part VI of the Law and Clause 8 of the Memorandum of Association.

NOTICE

68. A notice may be given by the Company to any member either personally or by sending it by post to him at his last known address or any address 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 in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
69. (1) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- (a) every Member; 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

70. The provisions of Clause 7 of the Memorandum relation to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these regulations provided always that in the event of the winding up of the Company any sum standing to the credit of the Research Fund shall be transferred to another research fund of an organisation which has been accepted as an approved research institute within the meaning of Section 73A of the Income Tax Assessment Act.

INDEMNITY

71. Every Director, 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 judgment 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 trust.

NOTWITHSTANDING anything contained in these presents the Company may adopt any by-laws standing orders or constitutional rules as may be passed from time to time at any General Meeting of the Company.