

CORPORATION LAW OF AUSTRALIA

A Company Limited by Guarantee
and not having a share capital

MEMORANDUM OF ASSOCIATION

of

The Australian Ceramic Society

Australian Company Numer 000 468 708

PREAMBLE

The Australian Ceramic Society was incorporated as a Public Company on 29th July 1964 under the New South Wales Companies Act of 1961. The Society came under the Corporations Law and was allocated Australian Company Number 000 468 708. In 1990, the Society's name was changed, by resolutions of the Committee and of an Annual General Meeting and by registration with the Australian Securities and Investment Commission to 'The Australian Ceramic Society'.

While the Society has operated since 1964 within its original Memorandum and Articles of Association, informal By-Laws have been progressively developed to assist the Society to move towards a Federal rather than a New South Wales based organisation. In 1998, the Committee put a resolution to the Annual General Meeting to incorporate updated By-Laws into the Society's Memorandum and Articles of Association, and this resolution was passed. The modified and updated Memorandum and Articles of Association which follow incorporate these updated By-Laws and allow the Society to operate under a fully Federal structure.

1. The name of the company is "The Australian Ceramic Society" and the same is hereinafter referred to as "the Society."
2. The objects for which the Society is established are:—
 - (a) To promote and to provide facilities for the exposition discussion and elucidation of all matters pertaining to ceramics and the allied arts and sciences or relating to ceramic research trade art or industry and other trades arts and industries allied therewith or accessory thereto and for these purposes to provide means for bringing into contact persons engaged in such trades arts and industries.
 - (b) To print or publish any newspapers, journals, periodicals, books, leaflets or pamphlets and to produce any films, slides or demonstrations that the Society may think desirable for the promotion of its objects or any of them.
 - (c) To take such steps to make known the objects, aims and activities of the Society or otherwise to promote the objects of the Society by means of wireless, telegraphy, telephony or television or other like means or in the press or in books or in other publications or in such other means whether of a like or different nature to the foregoing as the Society may think fit.
 - (d) To conduct, promote, hold or arrange competitions, exhibitions or expositions and to provide or contribute towards the provision of prizes, medals, awards and distinctions provided that no member of the Society shall receive any prize, medal, award or distinction except as a successful competitor, exhibitor, or expositor at any competition, exhibition, or exposition conducted, promoted, held or arranged by the Society.
 - (e) To give support hold or arrange lectures, symposia, or conferences that the Society may think desirable for the promotion of its objects or any of them.

(f) To provide, maintain, extend and improve a library or libraries of ceramic or allied literature and a reading room or reading rooms containing such books, magazines, and other literature as may be of interest to Members of the Society.

(g) To promote encourage and foster adequate instruction teaching direction or preparation in or relating to the art of ceramics or otherwise to promote the research investigation or development of the education of ceramics generally and to conduct, promote, hold or arrange examinations for this purpose and to give, issue or award appropriate certificate or certificates of merit or standard in connection therewith.

(h) To promote, conduct, encourage and foster any person or persons whether domiciled in Australia or elsewhere and possessing exceptionally high qualifications or very special skill in ceramics or other arts and sciences or otherwise distinguished therein to visit, address, lecture, instruct or teach the members of the Society or to conduct analyses, research, enquiries or investigations in such manner as the Society may think fit.

(j) To subscribe to, become a member of and co-operate with any other Society, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Society, provided that the Society shall not subscribe to or support with its funds any Society, 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 Society under or by virtue of Clause 3 of this Memorandum.

(k) In furtherance of the objects of the Society to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Society or persons frequenting the Society's premises.

(l) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Society. Provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts.

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

(n) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, tradespersons and other persons as may be necessary or convenient for the purposes of the Society.

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

(p) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Society'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.

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

(r) To borrow or raise or secure the payment of money in such manner as the Society 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 Society in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Society's property (both present and future), and to purchase, redeem or pay off any such securities.

- (s) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (t) In furtherance of the objects of the Society 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 Society.
- (u) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind sold by the Society, or any money due to the Society from purchasers and others.
- (v) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Society but subject always to the proviso in paragraph (l) of this Clause 2.
- (w) 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 Society, in the shape of donations, annual subscriptions or otherwise.
- (x) In furtherance of the objects of the Society to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Society under or by virtue of Clause 3 of this Memorandum.
- (y) In furtherance of the objects of the Society 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 Society is authorised to amalgamate.
- (z) In furtherance of the objects of the Society to transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the companies, institutions, societies or associations with which the Society is authorised to amalgamate.
- (aa) To make donations for patriotic or charitable purposes.
- (bb) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (cc) To procure the Society to be registered or recognised in the Commonwealth of Australia or any part thereof or elsewhere in the world.
- (dd) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.

3. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society 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 howsoever by way of profit, to the members of the Society.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any member of the Society.

4. The liability of the members is limited.

5. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he/she is a member, or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the Society contracted before he/she ceases 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 \$ 10.

6. If upon the winding-up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, and which 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 Society under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and in default thereof by a court which has jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

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