

**CORPORATIONS ACT**  
**COMPANY LIMITED BY GUARANTEE**

**CONSTITUTION**  
**OF**

**WHISPERING HOPE LTD.**

**INTERPRETATION**

1. In these regulations:-

“the Code” means the Corporations Act 2001 (Com).

“the Company” means Whispering Hope Ltd.

“Board” means the whole or any number of the Directors assembled at a meeting of the Directors, being not less than a quorum or a majority, as the case may be.

“the seal” means the common seal of the Company and its use is optional.

“Secretary” means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary, according to the provisions of this Constitution.

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

Except to the extent that such interpretation shall be excluded by or repugnant to the context the words importing the singular or plural number shall be deemed to include the plural and singular number respectively and words importing any gender shall be deemed to include all other genders.

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Code as in force at the date at which the Constitution became binding on the Company.

2. The objectives for which the company is established are:-

- a. Principally, to ensure the welfare of horses that:
  - i. have been lost or mistreated;
  - ii. are without owners; or
  - iii. are otherwise orphaned, sick or injured and in need of care;

and to achieve the principal objectives:

- b. To link and financially support organisations (including government bodies) engaged in the rescue of horses.
- c. To raise funds for the purpose of horse rescue.
- d. To assist with horse rescue efforts both directly and indirectly through funding.
- e. To prevent the mistreatment (including through abuse or neglect) of horses through public education campaigns.
- f. To rehabilitate horses that have been mistreated (including through abuse or neglect).
- g. To return horses that have been lost to their owners;
- h. To place horses that have been mistreated (including through abuse or neglect) with new owners;
- i. To work with organisations (including government bodies) to stop the slaughter of horses (an act that the members of this company consider to be mistreatment).
- j. To prevent the needless culling of wild horses (an act that the members of this company consider to be mistreatment).
- k. To work with organisations (including government bodies) to ensure that any culling of wild horses is done so in a humane manner.
- l. To care for 'PMU' mares and foals and campaign against the pharmaceutical industry's use of mares for the production of HRT drugs (an act that the members of this company consider to be mistreatment).
- m. To prevent any other activity that constitutes mistreatment (including through abuse or neglect) of horses.

In furtherance of the objects of the Company and not otherwise:-

- (i) To subscribe to, and become a member of an co-operate with or amalgamate with any other association or organization, whether incorporated or not, for any purposes in furtherance of the objects of the Company or for any purposes calculated to benefit the Company either directly or indirectly and to lend money to and to enter into arrangements with and to guarantee the performance of the obligations of such associations or organisations.
- (ii) To purchase, take on lease or exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights of privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Company PROVIDED THAT in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (iii) To enter into any arrangements with any Government or authority, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which

the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (iv) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants workmen and other persons as may be necessary or convenient for the purposes of the Company.
- (v) 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 Company.
- (vi) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company.
- (vii) To take such steps by personal or written appeals, public meeting or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise.
- (viii) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotions of its objects.
- (ix) To make donations for patriotic or charitable purposes.
- (x) To guarantee or become liable for the payment of money or for the performance of obligations of all kinds.
- (xi) To do all such other lawful things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company

### **NON PROFIT COMPANY**

- 3.1 Subject to clause 3.2, the income and property of the Company may be applied toward promotion of the non-exclusive objects of the Company or as otherwise Determined by resolution of the Board.
- 3.2 No income or property of the Company may be paid or transferred directly or Indirectly by way of dividend, bonus or otherwise to any member except as
  - (a) remuneration to any member employed by the Company in return for services actually rendered to the Company.
  - (b) Payment to a member in return for goods or services supplied to the Company for fair value and in the ordinary course of business;
  - (c) Interest (at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent) on money borrowed by the Company from a member; or
  - (d) Reasonable rent for premises let by any member to the Company.
- 4. The liability of members is limited.
- 5. Every member of the Company undertakes to contribute to the property of the company 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 or

liabilities of the Company (contracted before he 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 one hundred dollars (\$100.00)

6. Upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but being any property fully purchased utilizing funds given or advanced to the company by the Government of the State of New South Wales or any Minister of the Crown for the said State in that capacity, such property shall be given or transferred to the State of New South Wales or as it may direct and being any other property shall be given or transferred onto to some other institution or institutions having objects similar to the objects of the Company whose constitutions prohibit any distribution to its members and which is accepted by the Commissioner of Taxation as being a public benevolent institution and falls for consideration under Section 78(1)(a) of the Income Tax Assessment Act.
7. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Company and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution for the time being in force, shall be open to inspection of the members. Once at least in every year, the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Companies Code. The subscribers to the Constitution and such other persons or companies as the Directors shall admit to membership in accordance with these regulations shall be members of the Company.
8. Every applicant for membership of the Company (other than the subscribers to the Constitution) shall be proposed by one and seconded by another member of the Company and may be a natural person, company or other legal entity. The application for membership shall be made in writing, signed by the applicant and his or its proposer and seconder and shall be in such form as the Board from time to time prescribes.
9. 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 determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.
10. When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his or its acceptance.

- 10A The Board may from time to time resolve to require an annual subscription to be paid by each member. Until otherwise resolved by the Board, the annual subscription shall be \$20.00.
- 10B Each member must pay to the Company, annually on or before 31<sup>st</sup> January each year (or such other date as the Board may from time to time resolve), the amount of the subscription determined pursuant to clause 10A.

**CESSATION OF MEMBERSHIP**

11. Membership of the Company shall cease:
- (a) At the expiry of one month after written notice to the company from any member of his or its intention to withdraw membership.
  - (b) If a member becomes bankrupt or being a company a resolution is passed for its winding up whether voluntary or otherwise or he becomes physically or mentally incapable of performing duties.
  - (c) If he fails to declare the nature of his interest in a contract or office or property as provided by Section 228 of the Code in relation to company directors.
  - (d) If the member fails to pay any subscription determined pursuant to clause 10A within 3 months of the due date for such payment (or such later period as the Board may by special resolution allow).
- 11a. If any member shall willfully refuse or neglect to comply with the provisions of the Constitution of the Company or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Company the Board shall have power by resolution to censure, fine, suspend or expel the member from the Company.

PROVIDED THAT at least one week before the meeting of the Board at which such 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 defense he may think fit and

PROVIDED FURTHER that any such member may by notice in writing lodged with the Secretary at least twenty four hours before the time for holding the meeting at which the resolution is to be considered by the Board, 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 vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled.

### **GENERAL MEETINGS**

12. An annual general meeting of the Company shall be held in accordance with the provisions of the Code. All general meetings, other than the annual general meetings, shall be called extraordinary general meeting.
13. (a) Any three members of the Board may whenever they think fit convene an extraordinary general meeting.  
(b) In addition extraordinary general meetings shall be convened on the requisition of that number of members of the Company comprising five per centum of the total number of members of the Company.
14. Subject to the provisions of the Code relating to special resolutions and agreements for shorter notice, fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place the day and the hour of 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.
15. For the purpose of Clause 13 all business shall be special that is transacted at an 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 and Auditors, the election of officers and other members of the Board in the place of those retiring, and the appointment of the Auditors, if necessary.

### **PROCEEDINGS AT GENERAL MEETINGS**

16. 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 a quorum shall be members present in person and being that number of members of the Company comprising ten per centum of the total number of members of the Company. For the purpose of this Clause "member" includes a person attending as a proxy or as representing a company which is a member.
17. 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 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 three) shall be a quorum.

18. 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 minutes after that time appointed for the holding of the meeting or is unwilling to act, then the members present shall elect one of their number to be Chairman of the meeting.
19. 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.
20. 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 favor of or against the resolution. The demand for a poll may be withdrawn.
21. 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 but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
22. 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.
23. 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 authorized representative shall have one vote.
24. 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 of other person may vote by proxy or attorney.

25. No member shall be entitled to vote at any general meeting unless all moneys presently payable by the member to the Company have been paid.
26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a company either under seal or under the hand of an officer or attorney duly authorized. 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 favor of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
27. The instrument appointing a proxy may be in the form of annexure "A" or in a common or usual form.
28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, 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, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default of the instrument of proxy shall not be treated as valid.
29. A vote given 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.
30. Any company which is a member of the Company may by resolution of its directors or governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorized shall be entitled to exercise the same powers on behalf of the company which he represents as that company could exercise if it were an individual member of the Company.

**BOARD OF DIRECTORS**

31. The members of the first Board shall be nominated in writing by the subscribers to this Constitution. They shall retire at the first annual general meeting, but shall be eligible for re-election. Thereafter the Board shall consist of not less than three members and not more than nine members all of whom shall be elected as herein provided.
32. (a) The Directors elected at the first annual general meeting and at subsequent annual general meetings shall hold office until the next annual general meeting when they shall retire but they shall be eligible for re-election.
- (b) Directors retiring under Clause 32(a) shall continue in office until the end of the meeting at which they are retiring.
- (c) (1) The Company may at the meeting at which a director so retires, by Resolution fill the vacated office by electing a person to that office.
- (2) If the vacated office is not so filled, the retiring director shall, if Offering himself for re-election and not being disqualified under the Code from holding office as a director, be deemed to have been re-elected unless at that meeting:-
- (i) It is expressly resolved not to fill the vacated office: or
- (ii) A resolution for the re-election of that director is put and Lost.
- (d) No person not being a retiring director shall be eligible for election as a director at any general meeting unless not less than 21 days before the date appointed for the meeting there has been delivered to the registered office of the Company a notice in writing signed by two members or by the authorized representatives of members signifying the nomination of such person for election. Notice of every person so nominated shall be given to all persons entitled to receive notice of general meetings not less than 14 days before the meeting is to take place.

- 32A. A person is not eligible for election as a Director unless the person:
- (a) Has been a member of the Company for a period of not less than 5 years, provided however that if there are insufficient persons nominated for election to the Board that satisfy such criteria, then the criteria shall be progressively relaxed (in 1 year increments) until such time as there are sufficient persons nominated for election; and
  - (b) Has attended at least 50% of annual general meetings (either in person or by proxy) of the Company in the last 5 years (or if the person has been a member for less than 5 years, then for the period of the person's membership).
33. The Directors shall elect one of their number as Chairman of the Board. The person so elected shall hold such office until the next annual general meeting of the Company when he shall retire but he shall be eligible for re-election to office.
34. The election of the Chairman of the Board shall take place in the following manner:-
- (a) Any two members of the Board shall be at liberty to nominate any Director to serve as Chairman of the Board.
  - (b) The nomination, which shall be in writing and signed by the Director and his proposer and seconder, shall be lodged with the Secretary at least fourteen days before the meeting at which the election is to take place.
  - (c) A list of the candidates' names in alphabetical order, with the proposer's 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 meeting at which the election is to take place.
  - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the meeting at which the election is to take place shall be entitled to one vote.
35. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of members of the Board.

36. The Board shall have power at any time, and from time to time, to appoint any member to the Board either to fill a casual vacancy or as an addition to the members of the Board but so that the total number of members of the Board shall not at any time exceed the number fixed in accordance with this Constitution.
37. The Company may by ordinary resolution of which special notice has been given remove any member of the Board 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.
38. The office of a member of the Board 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 Code.
  - (c) ceases to be a member of the Board by operation of Section 226 of the Code;
  - (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) is absent without permission of the Board for more than three consecutive meetings of the Board;
  - (g) holds any office of profit under the Company;
  - (h) ceases to be a member or the duly authorized representative of 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 3 of the Constitution of the Company.

**PROVISION FOR ALTERNATE DIRECTORS**

- 39.
- (1) A director may, with the approval of the other directors, appoint a person, being a member or the duly authorized representative of a member of the Company, to be an alternate director in his place during such period as he thinks fit.
  - (2) An alternate director is entitled to notice of meetings of the directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in his stead.
  - (3) An alternate director may exercise any powers that the appointor may exercise and the exercise of any such power by the alternate director shall be deemed to be the exercise of the power by the appointor.
  - (4) The appointment of an alternate director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the alternate director has not expired, and terminates in any event if the appointor vacates office as a director.
  - (5) An appointment, or the termination of an appointment, of an alternate director shall be effected by a notice in writing signed by the director who makes or made the appointment and served on the company.

**POWERS AND DUTIES OF THE BOARD**

40. The business of the Company shall be managed by the Board 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 Code or by the Clauses, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these Clauses, to the provisions of the Code, and to such regulations, being not inconsistent with the aforesaid Clauses 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 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 regulation had not been passed or made.

41. The Board may exercise all the powers of the Company to borrow money and to mortgage or change 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.
42. 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 members of the Board or in such other manner as the Board may from time to time determine.
43. The Board shall cause minutes to be made:
  - (a) of all appointments of officers and servants;
  - (b) of names of members of the Board 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 THE BOARD**

44. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that it shall meet at least quarterly. The Chairman or any three members of the Board may at any time and the Secretary shall upon such requisition summon a meeting of the Board.
45. Subject to this Constitution questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote. Votes must be given personally.
46. The quorum necessary for the transaction of the business of the Board shall be three.
47. The continuing members of the Board 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 Clauses and the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Company, but for no

other purpose.

48. The Chairman shall preside as Chairman at every general meeting of the Board or if there is no Chairman or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, then the members present shall elect one of their number to be Chairman of the meeting.
49. The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the directors of the Company by the Code or the general law) to one or more sub-committees consisting of such member or members or duly authorized representative of any member of the Company as the Board thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Board and subject thereto shall have power to co-opt any member or members or duly authorized representative of any member of the Company and all members of such sub-committees shall have one vote.
50. The Board may appoint one or more advisory boards consisting of such member or members of the Board as the Board 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 and subject thereto they shall have power to co-opt any member or members or duly authorized representative of any member of the Company and all members of such advisory boards shall have one vote.
51. A sub-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. A sub-committee may elect a Chairman of its meetings; and if no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
52. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

53. A resolution in writing signed by all the members of the Board in Australia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it has 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 members of the Board.

#### **SECRETARY**

54. The Secretary shall in accordance with the Code be appointed by the Board 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 from appointing a member of the Board as Honorary Secretary and any member so appointed shall forthwith become an office bearer of the Board and, if not already a member of the Board, ex officio a member of the Board and he shall be subject to the provisions of Clause 3 of the Constitution.

#### **SEAL**

55. 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 members of the Board authorized by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

#### **ACCOUNTS**

56. The Board shall cause proper accounting and other 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 Auditors report thereon as required by the Code 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 months before the date of the meeting.
57. The Board shall from time to time determine in accordance with Clause 12 of the Constitution at what times and places under what conditions or regulations the accounting and other records of the Board shall be open to the inspection of members.

**AUDIT**

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

**NOTICES**

59. Any notice required by law or by or under the Constitution to be given to any member shall be given by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address if any, within the State supplied by him to the company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing a notice, and to have been 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 the post.
60. (1) Notice of every general meeting shall be given in any manner hereinbefore authorized to:
- (a) every member except those members who (having no registered address within the State) have not supplied to the Company an address within the State for the giving of notices to them and;
  - (b) the auditor or auditors for the time being of the Company.
- (2) No other person shall be entitled to receive notices of general meeting.

**WINDING UP**

- 61A. Upon the winding up or dissolution of the Company, the surplus assets of the Company remaining after payment of its debts are expressly prohibited from being distributed amongst members. Such surplus assets must be distributed to or amongst the charities or public benevolent institution in Australia that the Board (in its absolute discretion) determines by resolution has objects that are the same or similar to the Company. In making such determination, the Board may choose one or more charities or public benevolent institutions and is under no obligation to distribute the surplus assets equally to or amongst such charities or public benevolent institutions.

**INDEMNITY**

62. Every member of the Board, 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 duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application under the Code in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

**Annexure “A” – Form of Proxy (Clause 27)**

**WHISPERING HOPE LTD.**

I.....  
Of.....

Being a member of Whispering Hope Ltd hereby appoint:

.....

Of.....

Or failing him.....

Of.....

As my proxy to vote for me on my behalf at the (annual or 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 \* **favor of** /\* against the following resolutions:

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

(\*Strike out which ever is not desired)