



QANTAS FOUNDATION MEMORIAL LTD CONSTITUTION

INTERPRETATION

1. In these regulations:

'**The code**' means the Corporations Act 2001(Cwlth);

'**the company**' means Qantas Foundation Memorial Ltd;

'**Couple**' shall mean a married couple or a couple living together on a genuine domestic basis and residing at the same address;

'**Board**' means the board of directors and governing council of the company;

'**descendants**' means lineal descendants of Fergus McMaster, Wilmot Hudson Fysh and Paul Joseph McGinness or any other original founding director of Q.A.N.T.A.S.;

'**family**' shall mean two adults and their children aged under eighteen years;

'**Ordinary membership**' means Annual and Life membership;

'**original Memorandum and Articles of Association**' means the Memorandum and Articles of Association of the company amended and superseded by this Constitution;

'**secretary**' means any person appointed to perform the duties of a secretary of the company and includes an honorary secretary;

'**State**' means the State of Queensland;

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;

words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Companies and Securities (Interpretation and Miscellaneous Provisions) (Application of Laws) Act 1981 and of the Corporations Act 2001 (Cwlth) as in force at the date at which these regulations become binding on the company;

Words importing the singular shall include the plural and vice versa;

Words importing any one gender shall also include each of the other genders.

2. The objects of the Company are:

- a) To become and to act as the trustee of a trust fund to be established under the terms of the Deed of Settlement dated the 9th day of March 1990 referred to in the original Memorandum and Articles of Association of the company and registered therewith;
- b) To accept office as trustee and to act as trustee of an to administer any trust fund established for the purposes detailed in the Deed of Settlement referred to in 2 (a) above and in particular of the trust fund set up by that Deed;
- c) To establish funding services for the development maintenance and management of The Qantas Foundation Memorial Trust;
- d) To seek co-ordinated and co-operative support from the general public, from business houses and from all levels of government and relevant government instrumentalities in the establishment of the Qantas Foundation Memorial Trust;
- e) To foster awareness of the foundation and development of the Qantas Foundation Memorial Trust; and
- f) To provide support and assistance to the Qantas Foundation Memorial Trust wherever and whenever necessary.
- g) That the Company is prohibited from seeking authority of any kind from any Commonwealth or State Regulatory Authority which would allow it to fly for any reason whatsoever, any aircraft in its possession or under its control as a consequence of Clause 2.(f) of this Constitution.

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

- (i) To raise funds through direct appeal to the general public and to business houses;
- (ii) To seek government funding directly or through semi or non-government organizations;
- (iii) To purchase acquire gratuitously or for payment or otherwise or take on lease all the real and personal property assets, goods, chattels, effects, money credits debts and liabilities of The Qantas Foundation Memorial Trust in anyway belonging or appertaining thereto or to or for which any person or persons on its behalf may be entitled or liable and for that purpose to adopt any lease contract covenant or agreement whatsoever;
- (iv) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith PROVIDED THAT no member of the company shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the company;
- (v) To subscribe to, become a member of and co-operate with or amalgamate with any companies, institutions, societies or associations approved by the Commission of Taxation under the provisions of Section 78(1) (a) of the Income Tax Assessment Act 1936-1989 having objects substantially similar to distribution of their income and property among their members to an extent at least as great as is imposed on the company under or by virtue of Clause 3 of this constitution.
- (vi) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the company or persons frequenting the company's premises;
- (vii) 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 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;

(viii) To enter into any arrangements with any government or authority, supreme, 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.

(ix) 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.

(x) To establish and support and to aid in the establishment of any other associations formed for all or any of the objects of this company and which shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the company under or by virtue of Clause 3 of this Constitution;

(xi) 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 company's interests; and to contribute to subsidize or otherwise assist and take part in the construction improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

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

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

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

(xv) 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;

(xvi) 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 company's property of whatsoever kind sold by the company or any money due to the company from purchasers and others;

(xvii) 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 but subject always to the proviso in paragraph (vii) of this sub clause;

(xviii) 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 company in the shape of donations, annual subscriptions or otherwise;

(xix) To print and publish any newspapers, periodicals, books or leaflets that the company may think desirable for the promotions of its objects;

(xx) 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 company is authorized to amalgamate;

(xxi) To transfer all or any part of the property, assets, liabilities and engagements of the company to any one or more of the companies, institutions, societies or associations with which the company is authorized to amalgamate;

(xxii) 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.

PROVIDED THAT the company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if an object of the company would make it a trade union within the meaning of the Trade Unions Act.

3. The assets and income of the organization shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the organization except as bona fide compensation for services rendered or expenses incurred on behalf of the organization.

MEMBERSHIP

4. The liability of the Membership 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 and 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. The number of members of the company shall be unlimited. Members shall be divided into the following classes:
 - (a) Annual Members - Single and Family
 - (b) Life Members
 - (c) Honorary members

All Memberships of the Company, other than Honorary Membership, shall entitle the Member to vote at all Annual General Meetings and Extraordinary General Meetings. Family membership consists of two adult parents and their children who are under the age of 18 years. Such membership shall entitle each adult parent to one vote at any meeting of the membership.

1.1 Annual members are:

- (a) Those Members who prior to this resolution have been granted Life Membership of the Company;
- And
- (b) Those Members thereafter who pay the subscription determined from time to time by the Board entitling them to such Membership.

1.2 Life Members are:

- (a) Those Members who prior to this resolution have been granted Life Membership of the Company;
- and

(b) Those Members thereafter who pay the subscription determined from time to time by the Board entitling them to such Membership.

(c) A discount will apply to a couple joining as two life members at the same time and living at the same address. The discount will be determined from time to time by the Board. These two members will each be treated as individual Life members.

1.3 Honorary Members

(a) Those Members who prior to this resolution have already been granted such membership;

and

(b) Those persons that the Board may recommend to the Members at the Annual General Meeting that are distinguished persons and are admitted to Honorary Membership of the Company by a vote of the majority of the Members at such Annual General Meeting.

Honorary Members have all the privileges of Ordinary Membership with the exception that they shall not have any voting powers in the company and shall not be eligible for election to the Board

APPOINTMENT OF PATRON

2.1 The Directors of the Company may from time to time appoint a Patron of the Trust who is deemed suitable to represent the interests of the Company.

2.2 Without restricting the Directors' discretion in the appointment of a Patron he or she should be of a high stature within the community, holding an interest in the purpose and establishment of the Museum.

2.3 Patrons may be nominated by the Board and subsequently voted on by the Directors.

2.4 Such Patron will be appointed for such period as determined by the board.

2.5 Such Patron's appointment may be revoked by the Directors provided that any such resolution is supported by a majority of Directors, whether present at the Meeting deciding the motion or not.

2.6 The Chairman is to advise the accepted Patron in writing of their appointment or removal.

7. The Board shall admit persons to membership of the company in accordance with these regulations.

8. A person shall become a member of the company (other than an honorary member) upon being nominated as a member by two current financial members of the company and upon such nomination being approved by the Board.

9. At the next meeting of the Board after the receipt of any nomination for membership, such nomination shall be considered by the Board, which shall thereupon determine upon the admission or rejection of the person. In no case shall the Board be required to give any reason for the rejection of a person.

10. When a person has been accepted for membership, the secretary shall forthwith send to the person written notice of their acceptance and a request for payment of annual or life membership. Upon payment of the first annual subscription or life membership, the person shall become a member of the company PROVIDED NEVERTHELESS that, if such payment be not made within two calendar months after the date of notice, the Board may in its discretion cancel its acceptance of the person for membership of the company.

11. deleted

CESSATION OF MEMBERSHIP

12. That subject to Clause 6 of the Constitution those members who held Annual, Family and Affiliate membership under the original Memorandum of Articles of Association shall, subject to the payment of the annual subscription, shall continue to be Annual members of the Company.
13. A member may at any time by giving notice in writing to the secretary or at a meeting resign his membership of the company, but shall continue to be liable, for any sum not exceeding One Hundred Dollars (\$100.00) for which he is liable as a member of the company under Clause 6 of the memorandum of association of the company.
14. If any member shall wilfully 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 member or prejudicial to the interests 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 a resolution is passed, the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall, at such meeting and before the passing of such resolution, have had an opportunity of giving orally or in writing any explanation or defence he may think fit AND PROVIDED FURTHER that any such member may, by notice in writing lodged with the 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 special 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

15. 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 meetings.
16. Any three directors or more than 5% of company members, whenever they think fit, may by requisition in writing to the secretary of the company convene an extraordinary general meeting, and the special general meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the extraordinary general meeting Code.
17. Subject to the provisions of the Code relating to special resolutions and agreements for shorter notice, fourteen days' notice at least (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the company.
18. For the purpose of Regulation 17, 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) and such general business as is admitted as special by the chairman in his sole discretion.

PROCEEDINGS AT GENERAL MEETINGS

19. No business shall be transacted at any general meeting unless a quorum of members is present for the duration of the meeting. Save as herein otherwise provided, ten members present in person shall become a quorum. For the purpose of this regulation, '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 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.
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 minutes after the time appointed for the holding of the meeting or is unwilling to act, the deputy-Chairman shall be the Chairman, or if the deputy-Chairman is not present or is unwilling to act, then the members present shall elect one of their number to be chairman of the meeting
22. The Chairman may, with 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 must 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.
23. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - a) by the Chairman; or
 - b) by at least three members present in person or by proxy.Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour 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, but 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 or a member (in the case of a society organization or corporation) 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.
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 Board or by his trustee or by

such other person as properly has the management of his estate, and any such Board, trustee or other person may vote by proxy or attorney.

28. No member shall be entitled to vote at any general meeting if his subscription has not been paid by 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 authorized in writing or, if the appointor is a corporation, 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 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:

QANTAS FOUNDATION MEMORIAL LTD

I, of

being a member of the abovementioned company 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 any adjournment thereof.

My proxy is hereby authorized to vote *in favour of / *against the following resolutions:

SIGNED this day of 20 .

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

* 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 certified copy of that power or authority (such copy to be certified by either a Justice of the Peace or Lawyer), 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, or handed to the Company Secretary at least 48 hours before the stipulated time for commencement of the meeting in the notice calling such meeting and if not received by this time shall be invalid.
32. A vote given 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 or mind or revocation as aforesaid has been received by the company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE BOARD (INCLUDING EXECUTIVE)

33. The Board shall consist of not more than "ten(10)" persons including the Executive. Persons appointed to the Board shall be one of:

- (a) two representatives as may be appointed by Qantas Airways Ltd and
- (b) one representative as may be appointed by the Board of QFM for a period not surpassing 24 months and
- (c) the remainder elected as herein provided.

The Executive of the Company shall consist of the Chairman, the Deputy Chairman and the Company Treasurer.

34. Members of the Board are required to become members of the company.

35. Upon the appointment of the Board at an AGM the Board shall immediately vote

within itself and appoint a Chairman, Deputy Chairman and Company Treasurer who shall, subject to this constitution, hold office until the next AGM of the Company.

36. deleted

- (a) deleted
- (b) deleted

37. at the first Annual General Meeting after the adoption of this Constitution by the company:

- (i) One half of the Board shall be elected to serve for only one year;
and
- (ii) One half of the Board shall be elected to serve for two years

and thereafter:

(iii) All directors are eligible on rotation for re-appointment for a period of two years at the conclusion of their initial term

1.1 PROVIDED however that any member who stands for election as a director to the Board, that member may only serve as a director for four (4) consecutive two-year terms. That member then becomes ineligible to submit for further election at the end of the fourth consecutive term but may be nominated and stand for election at the following year's AGM.

38. The Board members shall be elected in the following manner:

- (a) Any two financial members of the Company shall be at liberty to nominate any other financial member of the Company (other than an Honorary member) to serve on the Board.
- (b) Completed nominations forms must be signed by the person being nominated and two other members and received (by post or electronic) seven days before the date of the meeting at the place nominated on the nomination form.
- (c) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.

- (d) In case there shall not be sufficient numbers of candidates nominated, the Board may fill up the remaining vacancy or vacancies.
 - (e) deleted
39. The company may from time to time, by ordinary resolution passed at a general meeting, increase or reduce the number of the Executive or the number of other members of the Board.
40. The Board shall have power at any time and from time to time to appoint any person to the Board, either to fill a casual vacancy or as an addition to the existing Executive or other members of the Board, but so that the total number of Executive or other members of the Board shall not at any time exceed the number fixed in accordance with these regulations. Any office-bearer or other member of the Board so appointed shall hold office only until the next following annual general meeting where such casual Board member may stand for election but may only be elected to serve out the tenure remaining of the original director whose appointment he replaced. This Clause 40 shall not apply to a director appointed to the Board pursuant to Clause 33 (b).
41. The Board may, by ordinary resolution, remove any office-bearer or other 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 provisions of Clause 40 shall apply to such appointee unless such appointment is expressed by the Board to be made pursuant to Clause 33 (b) of these regulations.
42. 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 Part 2D.6 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) for more than six 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 other than that approved by the Board;
 - (h) is directly or indirectly interested in any contract or proposed contract with the company that he has not disclosed to the Board prior to the Company entering into such contract PROVIDED ALWAYS that nothing in this paragraph shall affect the operation of Clause 3 of the memorandum of association of the company.

POWERS AND DUTIES OF THE BOARD

43. The business of the company shall be managed by the Board which 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 these regulations, required to be exercised by the company in general meeting, subject nevertheless to any of these regulations, to the provisions of the Code and to such regulations, being not inconsistent with the aforesaid regulations 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.

44. 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.
45. For the purpose of Clause 3 of the Constitution, the rate of interest payable in respect of money lent by Members to the Company shall not exceed the Reserve Bank of Australia cash rate plus 5%, at the time of the loan being made. Such interest will be paid monthly in arrears for a fixed period of twelve (12) months from the date of the loan being made and if required it shall be renewed on the annual anniversary of the loan to reflect the then current Reserve Bank of Australia cash rate plus the same additional percentage agreed to in the original loan.
46. All cheques, promissory notes, drafts, bills or 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 of the Chairman, deputy-Chairman, Treasurer or in such other manner as the Board may from time to time determine. pursuant to regulation 65
47. The Board may from time to time conduct a fund-raising campaign or campaigns.
48. 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.
49. The Board shall be entitled from time to time in its discretion to make by-laws and regulations not inconsistent with the constitution for the purpose of carrying out the objects of the company and of regulating its affairs and such by-laws and regulations when passed by a majority of the members of the Board at a duly convened meeting shall be binding on all members of the company. Any such by-laws and regulations may from time to time by resolution of the Board be amended, varied or replaced.

PROCEEDINGS OF THE BOARD

- 50(a) The Board are to meet together, in person or by tele-conference or electronic means or a combination of in person and tele-conference and electronic means for the dispatch of business at least once every 3 months and may adjourn, and otherwise regulate its meetings as it thinks fit.
- 50(b) any three members of the Board may at any time, and the secretary shall on the requisition of a member of the Board, summon a meeting of the Board
51. Subject to these regulations, 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.

52. The quorum necessary for the transaction of the business of the Board shall be 50% (fifty percent) of the current directors, of whom one (1) must be an Executive member of the Board, all of whom must be present for the duration of the Board meeting.
53. 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 regulations as 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.
54. 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 minutes after the time appointed for holding the meeting, the Deputy Chairman shall hold the meeting, the Deputy-Chairman shall be chairman, or if the Deputy -Chairman is not present at the meeting then the Board members present may choose one of their number to be chairman of the meeting.
55. 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 Board members or members of the company or such other suitably qualified persons as the Board thinks fit. Any sub-Committee so formed shall conform to any regulations that may be imposed by the Board and, subject thereto, shall have power to co-opt any member or members of the company and all members of such sub-Committees shall have one vote at sub-committee meetings.
56. The Board may appoint one or more advisory boards consisting of such member or members of the Board or such other suitably qualified persons 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, shall have power to co-opt any member or members of the company and all members of such advisory boards shall have one vote at such advisory board meetings.
57. 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 case of an equality of votes, the chairman shall have a second or casting vote
58. 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.
59. 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 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 members of the Board.

SECRETARY

60. The secretary shall in accordance with the Code be appointed by the Board for such term and upon such conditions as it thinks fit. Any secretary so appointed may be removed by the Board. Nothing herein shall prevent the Board from appointing a member of the company as honorary secretary and any member so appointed shall forthwith become an office-bearer of the company and, if not already a member of the Board , ex officio a member of the Board and he shall be subject to the provisions of Clause 3 of the constitution .

SEAL

61. 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 sub-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

62. 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 auditor's 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 a date not more than five months before the date of the meeting.

63. The Board shall from time to time determine in accordance with Clause 8 of the constitution at what times and places and under what conditions or regulations the accounting and other records of the company shall be open to the inspection of members.

AUDIT

64. A properly qualified auditor or auditors shall be appointed and his of their duties regulated in accordance with the Code.

BANK ACCOUNT

65. The Board shall open a bank account or accounts in the name of "Qantas Foundation Memorial Ltd" at such banking institution as the Board may from time to time determine.

Signatories to the accounts:

- 1) will be any two persons as authorized and directed by the Board from time to time; and
- 2) be for such amounts as the Board may authorize; and
- 3) both authorised persons must sign in order to operate the account.

NOTICE

66. Any notice required by law or by or under these regulations 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 the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

67. blank

- (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 meetings

WINDING UP

68. If upon the winding up or dissolution of the company 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 company, but shall be given or transferred to some other institution or institutions approved by the Commissioner of Taxation under the provisions of Section 78(1) (a) of the Income Tax Assessment Act 1936-1989.

INDEMNITY

69. 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 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 Code in respect of any negligence default breach of duty or breach of trust.

DATED the 25th day of June 2004.

This update dated the 8th day of May 2017.

Please note that:

- (i) a member entitled to attend and vote is entitled to appoint not more than two (2) proxies.
- (ii) where more than one (1) proxy is appointed, each proxy must be appointed to represent a specified proportion of the Members' voting rights
- (iii) A proxy need not be a member
- (iv) Forms of Proxy must be lodged at the registered office of Qantas Memorial Ltd, or as directed by the notice on the proxy form at least 48 hours prior to the meeting