Constitution

Law Courts Limited

A company limited by guarantee

23 February 2007

Company name

1. The name of the company is Law Courts Limited.

Registered office

2. The registered office of the company is situated at 184 Phillip Street, Sydney in the state of NSW.

Definitions and interpretation

3. In this constitution:

Act means the *Corporations Act 2001,* (Cth) as amended from time to time.

Australia means the Commonwealth of Australia. Which Commonwealth - the Washington DC one?

Australian minister means the Attorney-General for the Commonwealth of Australia.

Australian officer means an officer appointed under any of the following Acts:

- *High Court of Australia Act 1979 (Cth);*
- *Federal Court of Australia Act 1976 (Cth);*
- *Federal Magistrates Act 1999 (Cth); and*
- *Public Service Act 1999 (Cth).*

Director means a person who is, for the time being, a director if the company and except where the context otherwise requires, an alternate director who has been appointed to act as a director pursuant to the constitution.

Directors means the board of directors.

Meeting means a meeting of the members held in person or a meeting of the directors in person or, subject to the consent of all members or directors convened as the case may be, using any technology.

Member means a person who is entered in the register as a member of the company.

Secretary means the person appointed as secretary of the company under the constitution.

State means the State of New South Wales.

State minister means the Attorney General for the State of New South Wales.

State officer means an officer of the New South Wales Public Service.

4. A reference to the Australian minister or the State minister shall be deemed to include any minister for the time being acting for, or on behalf of, the Australian minister or the State minister or any minister duly appointed in substitution for the Australian minister or the State minister.

5. A reference to writing shall, unless the contrary intention appears, be construed as:
   - including a reference to printing, lithography, photography and other modes of representing or reproducing words in visible form; and
   - including writing in electronic form.

6. Words or expressions used in the constitution, other than those defined in this clause 3 of the constitution, shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1901 (Cth)*, as amended from time to time.

7. A reference to:
   - any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation; or
   - this constitution, where amended, means this constitution as so amended.

8. Unless the context otherwise requires a word which denotes:
   - the singular denotes the plural and vice versa;
   - any gender denotes the other gender; and
   - a person denotes an individual and a body corporate.

9. Where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

10. Each of the provisions of the Act which would but for this clause apply to the company as a replaceable rule within the meaning of the Act are displaced and do not apply to the company.

11. Headings and any tables of contents must be ignored on the interpretation of this constitution.

Company objects

12. The objects for which the company is established are:

13. to provide accommodation for courts, court registries, other court support services and to render and keep such accommodation suitable and available to provide accommodation for persons nominated or approved by the Australian minister and by the State minister in areas as may be set apart for occupation by Australia and the State respectively and to render accommodation suitable and available for occupation;

14. to manage those pieces of land previously acquired in the City of Sydney Parish of St. James County of Cumberland described in the Schedule hereto and the building erected thereon and known as the Law Courts Building;

15. to purchase, lease or acquire any real or personal property which may be deemed necessary, convenient or desirable for any of the purposes of the company for the benefit of all or any of the occupants of the properties of the company;

16. to manage the properties of the company and to provide and supply services and goods to or for agreed occupants;

17. to do all or any of the works or things necessary, convenient or desirable for putting into, and keeping in, repair and decorative condition and generally maintaining the properties of the company (including rebuilding, repairing and reinstating all or any part of the properties of the company in case of destruction or damage) and for paying the rates and taxes (if any) assessed;

18. to provide supply, install and maintain the property of the company to a standard approved by the company;

19. to construct, alter and maintain any buildings or works necessary, convenient or desirable:
    - for any of the purposes of the company; or
    - for the use of, or as an amenity for, all or any of the occupants of the properties of the company;

20. to sell, let, lease, hire or grant licences, rights and privileges in respect of or otherwise dispose of the whole or any part of the real or personal property of the company on such terms as the company shall determine;

21. to take any gift of any real or personal property for any one or more of the objects of the company whether or not subject to any special trust or condition;

22. to insure:
    - the whole or any part of the property of the company against any risk; and
    - the company against any public risk, which the directors may deem fit; and
    - subject to any legislative restrictions, to insure the directors, agents or servants of the company against risk, accident or fidelity in the course of their employment by the company; and
    - the life or endowment of such persons;

23. to undertake and execute any trust or agency business (whether gratuitously or otherwise);

24. to invest and deal with the monies of the company not immediately required, upon such securities and in such manner as may, from time to time, be determined by the directors;

25. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;

26. to:

- enter into any arrangements with any governments or authorities, municipal, local or otherwise that may seem conducive to any of the company's objects; and
- obtain from any such government or authority any rights, privileges and concessions which the company may think it advisable to obtain; and
- carry out exercise and comply with any such arrangements, rights, privileges and concessions; and
- pay all costs associated with the operation of the company; and
- enter into, make, be party to and accept such covenants and agreements in relation to, or in connection with, any real or personal property as the company may see fit; and
- subject to any restriction contained in the constitution of the company, receive money on deposit from any person, firm or company for such period or periods and upon such terms and conditions as the directors may think fit; and
- establish, promote or otherwise assist any company or companies for the purpose of furthering any of the objects of the company;

27. to:

- appoint, from time to time, either with full or restricted powers of sub delegation, and either with or without remuneration, agents, lawyers, local or managing directors or other persons or corporations under powers of attorney or otherwise within or outside the State of New South Wales, for the purpose of:
  - carrying out and completing all or any of the objects of the company as mentioned in this constitution; and
  - arranging, conducting or managing the business or businesses of the company or any matter or concern whatsoever in which the company is now or may, become interested or concerned;

  with powers similar to, or more limited than those possessed by the directors of the company; and
- delegate such powers of appointment to any person or persons, company or corporation;
- to revoke or cancel such appointments and delegations.

to do all or any of the things authorised by this constitution:

- either alone or in conjunction with (as trustee or as agent for) others; or

by through, trustees or agents.

28. An object set forth in clauses 12 to 27 shall not, except when the context expressly requires, be in any way limited or restricted.

29. No object or conferred power is taken to be subsidiary or auxiliary to any other object or conferred power.

30. The company has full power to exercise all or any of the powers conferred by clauses 12 to 27, notwithstanding that the business undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the objects set out in clauses 12 to 27.

Income to be applied to objects

31. The income and property of the company, howsoever derived shall be applied solely towards the promotion of the objects of the company as set out in this constitution, and no portion 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 company.

32. Nothing in clause 31:

- prevents the payment in good faith of reasonable and proper remuneration to any officer or servant of the company or to any member of the company in return for any services actually rendered to the company; or
- prevents the payment of reasonable and proper rent for premises demised or let by any member to the company.

Members

Subscribers to the constitution

33. The subscribers to the constitution as at 23 December 1974 (full details of whom as well as details of their subscription to the original memorandum and articles of association are set out at the foot of this constitution) and such other persons who shall be admitted to membership from time to time, subject to the constitution, shall be members of the company.

Number

34. There shall be eight members but the directors may, from time to time, decide to increase the number of members.

Classes

35. There shall be two classes of members, namely:

- Australian members, who shall be Australian officers; and
- State members, who shall be State officers.

36. The Australian members comprise the first four subscribers to the constitution as at 23 December 1974 set out at the foot of this constitution and such other persons as are appointed to be replacement or additional members by the Australian minister in accordance with the constitution, from time to time.

37. The State members comprise the last four subscribers to the constitution as at 23 December 1974 set out at the foot of this constitution and such other persons as are appointed to be replacement or additional members by the State Minister in accordance with the constitution, from time to time.

Additional members

38. The Australian minister or the State minister are entitled at any time to appoint additional Australian or State members, as the case may be, by serving notice upon the company that he or she proposes to appoint the person named in the notice as a member of the company and subject to clause 39, the directors shall, within seven days after such service, admit the person named in the notice as a member.

39. An additional Australian member shall not be appointed unless an additional State member is appointed at the same time, and an additional State member shall not be appointed unless an additional Australian member is appointed at the same time (to the intent that the respective numbers of Australian and State members shall always be equal).

Register

40. A register of members shall be kept in accordance with the provisions of the Act. Every member shall sign either the register of members, or a separate document consenting to become a member of the company.

Resignation

41. Subject to the terms of this constitution, any member desirous of resigning his or her membership of the company may do so at any time by giving not less than one month's notice in writing to the secretary of the company of the intention to do so. Upon the expiration of the notice he/she shall cease to be a member.

42. A member cannot resign if the effect of such resignation would be to reduce the number of members of the company to less than five.

43. A member shall cease to be a member of the company when he or she ceases to be an Australian officer or a State officer, as the case may be.

Removal of member

44. An Australian member or a State member may, at any time, be removed by the Australian minister or the State minister, respectively, and on notice of such removal being received by the secretary, such member shall cease to be a member of the company.

Filling of vacancy

45. If, at any time, the number of Australian members or State members is reduced so that, by reason of such reduction, the number of Australian members and the number of State members is not equal, the Australian minister or the State minister, as the case may be, may serve notice upon the company that he or she proposes to appoint the person named in the notice as a member of the company, and the directors shall, within seven days after such service, admit the person named in the notice as a member.

Notice of removal or appointment

46. A notice given under clauses 44 or 45 must be signed by the Australian minister or the State minister, as the case may be, or a person authorised to do so by the relevant minister.

Liability

47. The liability of the members is limited.

Contribution to the assets

48. Each member of the company undertakes to contribute to the assets of the company, in the event of its being wound up while he or she is a member of the company, or within one year after he or she ceases to be a member, for:

- payment of the debts and liabilities of the company contracted before he or she ceases to be a member; and
- payment of the costs, charges and expenses of winding up; and
- adjustment of the rights of the contributories among themselves; and

such amount as may be required, not exceeding one dollar.

Meetings

Annual general meeting

49. An annual general meeting of the company shall be held in accordance with the provisions of the Act.

Extraordinary general meetings

50. All general meetings other than annual general meetings shall be called extraordinary general meetings, and shall be convened and conducted in accordance with the provisions of the Act.

51. An extraordinary general meeting of members:

- may be convened at any time by the directors;
- may be convened at any time by a member;
- must be convened by the directors when required to under the Act.

Notice

52. Subject to the provisions of the Act relating to:

- special resolutions;
- notice periods and any agreement by the members of another notice period;

twenty-one days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) shall be given to such persons as are entitled to receive such notices from the company, specifying:

- the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
- state the general nature of the meeting's business; and
- if a special resolution is to be proposed at the meeting – set out an intention to propose the special resolution and state the special resolution; and

- if a member is entitled to appoint a proxy – contain a statement setting out the following information:
  - that the member has a right to appoint a proxy;
  - whether or not the proxy needs to be a member of the company;
  - that a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

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53. The notice of meeting may be given in any manner permitted under the Act.

54. Accidental omission to give notice of a meeting to, or non-receipt of notice of a meeting by, any person entitled to receive notice, does not invalidate the proceedings at that meeting.

Special business

55. All business shall be special:

that is transacted at an extraordinary general meeting; and

that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the directors and auditors.

Members to be present

56. Unless otherwise agreed by the members, no business shall be transacted at any general meeting unless all the members are present in person or connected by the technology being used to convene the meeting at the time when the meeting proceeds to business. For the purpose of this clause, "member" includes a person attending as a proxy.

All members not present

57. If, within half an hour from the time appointed for a general meeting, any of the members are not present in person or by proxy or if he or she, or his or her proxy is not connected by the technology being used to convene the meeting, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to such other day and at such other time and place as the members may determine.

58. If no quorum is present at the adjourned meeting, the meeting shall be dissolved.

Chair

59. The chair, if any, of the board of directors shall preside as chair at every general meeting of the company, or if there is no chair, or if he or she is not present personally or able to be connected by the technology being used to convene the meeting within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members shall elect one of their number to be chair of the meeting.

Adjournment

60. The chair may, with the consent of any meeting at which all the members are present in person, by proxy or connected by the technology being used to convene the meeting (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.

61. If a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Resolutions to be unanimous

62. At any general meeting, a resolution put to the vote of the meeting shall be carried unanimously or otherwise the chair shall declare it lost.

Voting

63. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other agreed means unless a poll is demanded under clause 65 either before or on declaration of the result of the vote on a show of hands.

64. Unless a poll is demanded, a declaration by the chair that a resolution has, on a show of hands or other agreed means, been carried unanimously, or lost, and an entry to that effect in the minutes of the proceedings of the company, shall be conclusive evidence of the fact, without proof, of the number of the votes recorded in favour of or against the resolution.

Poll

65. A poll may be demanded on any resolution (except a resolution concerning the election of the Chairman of a meeting) by:

- at least 1 member entitled to vote on the resolution; or
- the chairman.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business other than the question on which a poll is demanded. The demand for a poll may be withdrawn.

66. If a poll is duly demanded, it must be taken in the manner and, except on a question of adjournment, either at once or after an interval or adjournment or otherwise as the chair directs. The result of the poll is the resolution of the meeting at which the poll is demanded.

67. A poll demanded on a question of adjournment must be taken immediately.

Lost resolutions to be referred to ministers

68. Whenever a resolution has been put to the vote at any general meeting and has been declared lost, the chair may notify the Australian minister and the State minister of that fact. The Australian minister and the State minister may endeavour to agree on the resolution. If agreement is reached, and the Australian minister and the State minister notify the chair, the agreement so reached shall be deemed to be the unanimous decision of members of the company in general meeting.

Votes of members

69. At any general meeting, each member entitled to vote may vote in person (including by any technology being used to convene the meeting) or by proxy, and every person present or connected by technology who is a member or representative of a member shall have one vote. If the chair is entitled to vote, he or she shall have a deliberative, but not a casting, vote.

Notice of resolution

70. Subject to the provisions of the Act, a resolution in writing, signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings, shall be as valid and effective as if the resolution had been duly passed at a general meeting of the company duly convened and held, provided always that the members so signing the resolution include at least one Australian member and one State member.

Objections

71. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chair of the meeting, whose decision shall be final and conclusive.

Proxy instrument

72. A member may appoint a proxy to attend and act for the member at a particular meeting of members or make a standing appointment. A member may revoke any appointment.

73. A proxy may, but need not, be a member of the company. An Australian member may appoint as his or her proxy only an Australian officer and a State member may appoint as his or he proxy only a State officer.

74. An appointment of proxy must be made by written notice to the company:

- that complies with the Act; or
- in any other form and mode that is, and is signed to acknowledged by the member in a manner, satisfactory to the directors subject to the appointment including at least some of the information required under the Act.

75. Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form:

'I, (NAME) of (PLACE), being a member of Law Courts Limited, appoint (NAME OF PROXY) of (PLACE) as my proxy to vote on my behalf at the (ANNUAL or EXTRAORDINARY) general meeting of the company, to be held on the (NUMBER) day of (MONTH), (YEAR), and at any adjournment of the meeting.

Signed (DATE).'

This form is to be used *in favour of/ against the resolution.

* Delete whichever is not applicable.

Deposit of the proxy

76. An appointment of a proxy is not effective for a particular meeting of members unless the instrument appointing a proxy is received by the company at its registered office, or a fax number at that office (or another place, fax number or electronic address specified for the purpose in the notice of meeting) at least 24 hours before the time for which the meeting was called, or if the meeting has been adjourned, before the meeting is resumed and, in default, the instrument of proxy shall not be treated as valid.

Proxy vote

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding:

- the previous death or unsoundness of mind of the principal; or
- that the principal has ceased to be member; or
- the revocation of the instrument;

if no intimation in writing of such death, unsoundness of mind, cessation of a membership or revocation 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.

Suspension of proxy powers if member present

78. A proxy has no power to act for a member at a meeting at which the member is present in person.

Priority of conflicting proxy appointments

79. An appointment of proxy by a member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the company received a further appointment of proxy from that member which would result in there being more than 1 proxy of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this clause 79.

Directors

Australian and State officers

80. The number of directors shall be six, of whom three (called 'Australian directors') shall be Australian officers and three (called 'State directors') shall be State officers. In addition there shall be three alternate Australian directors and three alternate State directors. It shall not be necessary for a director or an alternate director to be a member of the Company.

Appointment in writing

81. An Australian director or alternate director shall be appointed by the Australian minister by instrument in writing under the hand of the Australian minister and a State director or alternate director shall be appointed by the State minister by instrument in writing under the hand of the State minister.

Term of office

82. Subject to clauses 86, each director and alternate director appointed shall hold office upon such terms and conditions and for such period as may be specified in such instrument of appointment.

Appointment to a vacancy

83. On any vacancy occurring in the office of Australian director, alternate Australian director, State director or alternate State director, the Australian minister or State minister, as the case may be, shall appoint a person to the vacant office.

Removal

84. Any Australian director or alternate Australian director may, at any time, by instrument in writing, be removed from office by the Australian minister and any State director or alternate State director may, at any time, by instrument in writing, be removed from office by the State minister.

Remuneration

85. No remuneration shall be paid to the directors and alternate directors. The directors and alternate directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors, or any committee of the directors, or general meetings of the company, or in connection with the business of the company.

Office to become vacant

86. The office of director or alternate director shall become vacant if the director or alternate director:

- ceases to be a director by virtue of the Act; or
- ceases to be an Australian officer or a State officer, as the case may be; or
- becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- becomes prohibited from being a director or alternate director by reason of any order made under the Act; or
- 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; or
- resigns his or her office by notice in writing to the company after having first given two weeks' notice in writing of his or her intention to do so to the Australian minister or State minister, as the case may be; or
- is removed from office pursuant to the constitution; or
- without the consent of the company in general meeting holds any other office of profit under the company except that of managing director or manager; or
- is directly or indirectly interested in any contract or proposed contract with the company, and fails to declare the nature of his or her interest in the manner required by the Act; or
- being an alternate director, the director to whom he or she has been appointed under clause 82 as an alternate ceases to be a director.

Powers and duties of directors

Management

87. The affairs of the company shall be managed by the directors, 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 Act or by the constitution, required to be exercised by the company in general meeting.

88. However, clause 87 is subject to any provision of the constitution and the Act, and to any rule, not inconsistent with the constitution or Act, as may be made by the company in general meeting.

89. No rule made by the company in general meeting is taken to invalidate any prior act of the directors that would have been valid if that rule had not been made.

Appointment of alternate director

90. Any director may appoint the person who is his alternate director to act in his place during such period as he thinks fit. An alternate director so acting shall be entitled to notice of meetings of the directors and to attend and vote accordingly, and to exercise all the powers of the appointor in his place.

- Any Australian director may appoint any alternate Australian director (other than an alternate Australian director already acting in the place of another Australian director) to act in his place during such period as he thinks fit.
- Any State director may appoint any alternate State director (other than an alternate State director already acting in the place of another State director) to act in his place during such period as he thinks fit.
- An alternate director shall cease to act as a director if the appointor notifies him that he is reassuming his duties as a director. Any appointment or removal under this Article shall be effected by notice in writing by the relevant director.

Company not to make a profit

91. The directors shall endeavour to carry on the affairs of the company so as not to make profit but they may, with the written approval of the Australian minister and State minister, make provision for creating and setting aside a reasonable reserve fund for any general or practical purpose.

Deeds and documents

92. All deeds executed on behalf of the company may, so far as they are within the powers and authorities of the directors, be in such form and contain such powers, conditions, covenants, clauses and agreements as the directors think fit.

Cheques, bills etc

93. 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 directors or in such other manner as the directors, from time to time, determine.

Proceedings of directors

Meetings

94. The directors may meet, adjourn and otherwise regulate their meetings and proceedings as they think fit. A director may at any time, and the secretary shall, on the requisition of a director, summon a meeting of the directors.

Chair

95. The directors may elect a chair of their meetings and determine the period for which he or she is to hold office. If no chair is elected, or if at any meeting the chair is not present or connected by the technology being used to convene the meeting at the time appointed for holding the meeting, the directors present shall choose one of their number to be chair of the meeting.

Quorum

96. The six directors shall be a quorum for the transaction of the business of the company.

Where concurrence of six directors not obtained

97. The concurrence of six directors shall be necessary to decide any business. In cases where the concurrence of six directors is not obtained, the directors may notify the Australian minister and the State minister of the fact. The Australian minister and the State minister may seek to agree on the question. If agreement is reached and the Australian minister and State minister notify the directors of the agreement so reached, the directors shall be deemed to have determined the question accordingly.

Interest in contract

98. If a director is interested in a contract or proposed contract with the company and the financial benefit to the director under the contract is authorized by the Act, then subject to the director disclosing his or her interest as required by this constitution and the Act:
    - the director is not disqualified by holding office as director from contracting or entering into any arrangement with the company, whether as vendor, purchaser or otherwise;
    - a contract or arrangement entered into by or on behalf of the company in which the director is in any way, whether directly or indirectly, interested, is not liable to be avoided; and
    - the director is not liable to account to the company for a profit realised from that contract or arrangement by reason of the director holding that office.

99. A director and an organization in which the director is interested may act in a professional capacity for the company. The director and that organization are entitled to remuneration for professional services as if the director was not a director of the company.

100. A director who has a material personal interest in a matter that is being considered at a meeting of directors must not:
    - be present while the matter is being considered at the meeting; or
    - vote in respect of that matter or that proposed resolution.

101. Despite the preceding clause 100, a director may be present and may vote on a matter if:
    - the other directors who do not have a material personal interest in the matter have passed a resolution that:
        - identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the company; and
        - states that those directors are satisfied that the interest should not disqualify the director from voting or being present;
    - the interest does not need to be disclosed to the other directors under the Act; or
    - the director is so entitled under a declaration or order made by the Australian Securities and Investments Commission under the Act.

102. If there are not enough directors to form a quorum as a result of a director having a material personal interest then one or more of the directors (including those who have a material personal interest in the matter) may call a general meeting of the company and the general meeting may pass a resolution to deal with the matter.

Committees

103. The directors may delegate any of their powers to committees consisting of such director or directors as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any rules that may be imposed on it by the board.

104. A committee formed under clause 104 may elect a chair of its meetings. If no such chair is elected, or if at any meeting the chair is not present or connected b y the technology being used convene the meeting within ten minutes after the time appointed for holding the meeting, the directors present or connected by the technology being used may choose one of their number to be chair of the meeting.

105. A committee formed under clause 104 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 or connected by the technology being used to convene the meeting, and in the case of an equality of votes, the chair shall have a second or casting vote.

Acts of directors

106. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director or person acting as aforesaid, or that they 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.

Notice of resolution

107. A resolution in writing, signed by all the directors for the time being entitled to receive notice of a meeting of the directors, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors.

Minutes

108. The directors must keep minute books in which they record within one month:

- all appointments of officers;
- names of members and or directors present or connected by the technology being used to convene the meeting, at all meetings of the company, and of the directors; and
- the proceedings and resolutions of all meetings of the company's members;
- the proceedings and resolutions of all meetings of directors (including meetings of a committee of directors
- resolutions passed by members without a meeting; and
- resolutions passed by directors without a meeting.

109. Minutes shall be signed by the chair of the meeting at which the proceedings were held or by the chair of the next succeeding meeting. The director must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.

110. The minutes are to be kept in accordance with the Act.

Ministers

Report to ministers

111. The directors shall, as and when required by the Australian minister or the State minister, furnish reports to the Australian minister and the State minister with respect to the policy they are pursuing, or propose to pursue, in the discharge of their powers and functions.

Directions from ministers

112. The Australian minister or the State minister may, in agreement with the other minister, issue directions to the directors on matters of policy, and it shall be the duty of the directors to observe and carry out any directions so given.

Secretary

Appointment and terms

113. A secretary shall, in accordance with the Act, be appointed by the directors for such term, at such remuneration, and upon such conditions, as they think fit, and any secretary so appointed may be removed by them from that office whether or not the appointment was expressed to be for a specified term. The directors may vary any decision previously made by them in respect of a secretary.

114. The person automatically ceases to be a secretary if the person:

- is not permitted by the Act (or an order made under the Act) to be secretary of a company;
- becomes disqualified from managing corporations under the Act and is not given permission or leave to manage the company under the Act;
- becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- resigns by notice to the company; or
- is removed from officer under clause 114.

Finance

Financial year

115. The financial year of the company shall commence on the first day of July in one year and finish on the thirtieth day of June in the next year.

Budget

116. In the month of April in each year the directors shall prepare a budget setting out their known and anticipated expenditure for the forthcoming financial year.

Accounts

Accounting records

117. The directors shall cause proper accounting and other records to be kept in accordance with the Act. The directors must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) as required by the Act.

118. Subject to the Act the directors determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the company or any of them are open to inspection of members other than directors, and a member other than a director does not have the right to inspect any document of the company except as provided by law or authorized by the directors or by the company in general meeting.

Location of accounts

119. The books of account shall be kept at the company's registered office or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.

Audit

120. At least once in every financial year, the accounts of the company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by the auditor or auditors. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by the Act.

Notices

Service of notices

121. A notice is properly given by the company to a person if it is:

- in writing signed on behalf of the company (by original or printed signature);
- addressed to the person to whom it is to be given; and
- either:
  - delivered personally;
  - sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address;
  - sent by facsimile to the facsimile number (if any) nominated by that person; or sent by e-mail to the electronic address (if any) nominated by that person.

When notice is given

122. A notice to a person by the company is regarded as given and received:

- if it is delivered personally or sent by facsimile or e-mail:
  - by 5.00pm, (local time in the place of receipt) on a business day – on that day; or
  - after 5.00pm (local time in the place of receipt) on a business day, or on a day that it is not a business day – on the next business day; and
- if it is sent by mail:
  - within Australia – 3 business days after posting; or
  - to a place outside Australia – 7 business days after posting.

A certificate in writing signed by a director or secretary of the company stating that a notice was sent is conclusive evidence of service.

Notice of general meeting

123. Notice of every general meeting shall be given to:

- every member; and
- the auditor for the time being of the company; and
- every director of the company who is not a member.

No other entitlement to notices

124. No person who is not a person mentioned in clause 125 is entitled to receive notices of general meetings.

Winding up

Distribution of assets

125. Upon the winding up or dissolution of the company, the property of the company shall not be paid to, or distributed amongst, the members of the company, but any surplus assets, after payment of all the company's liabilities and the expenses of winding up, shall be dealt with as provided by clauses 127, 128 and 129.

Destruction or demolition

126. If the Law Courts Building referred to in clause 14 has been destroyed, or if the Australian minister and the State minister agree that this building should be demolished (in which case the liquidator shall arrange for the demolition of the building), the liquidator shall transfer that part of the land, on which the building was erected which formerly comprised land of Australia to Australia and that part of those lands which formerly comprised land of the State to the State, and the liquidator shall deal with all other assets of the company in the manner notified to the liquidator in writing by the Australian minister and the State minister.

Surplus assets

127. If within three months after the passing of the special resolution for the winding up, the Law Courts building has not been destroyed or the Australian minister and State minister have not agreed that the building should be demolished, the liquidator shall deal with the surplus assets of the company in the manner notified to the liquidator in writing by the Australian minister and the State minister.

Assets not to be distributed to the members

128. If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed amongst, the members of the company, but shall be applied towards the objects of the company as set out in clauses 12 to 27 of the constitution.

Indemnity and insurance

129. Subject to and so far as permitted by the Act, every director, member, agent, 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 incurred by him or her in defending any proceedings, whether civil or criminal:

- in which judgment is given in his or her favour; or
- in which he or she is acquitted; or
- in connection with any application under the Act in which relief is granted to him or her by the court in respect of any negligence, default, breach of duty or breach of trust.

130. Subject to the Act, the company may enter into, and pay premiums on a contract of insurance in respect of any person.

131. The indemnity in favour of officers under clause 130 is a continuing indemnity. It applies in respect of all acts done by a person while an officer for the company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

Schedule

Real property of the company

All that piece or parcel of land situate in the City of Sydney Parish of St James and County of Cumberland, being Lot 2 in Deposited Plan No 217666 and being the whole of the land comprised in Certificate of Title Volume 9451 Folio 210.

Also all that piece or parcel of land situate as aforesaid, being Lot 1 in Deposited Plan 217666, Reserve No 87494 for Public Building, notified in Government Gazette of the 7th November 1969 (folio 4596), and the whole of the land comprised in Deed Register Book 2595 No 443 – having an area of 1 568.2 square metres or thereabouts.

Names, addresses and occupations of subscribers as at 23.12.74	Signature of subscribers	Witness to respective signatures
ALAN SILVIUS REIHER Secretary, Australian Department of Housing and Construction and Director General of Works. Australian Department of Housing and Construction, 17 Yarra Street, Hawthorn, Victoria 3122.	A.S. REIHER	D.JOAN BELL Secretary, Commonwealth Public Service, Melbourne.
ALAN REGINALD NEAVES Deputy Crown Solicitor, Sydney Deputy Crown Solicitor's Office, 119 Phillip Street, Sydney, NSW 2000.	ALAN R NEAVES	M.KNOCKER Commonwealth Public Servant
NEAL ESMOND JOSEPH SAINSBURY Acting First Assistant Secretary, Australian Attorney-General's Department, Rabaul Place, Canberra City ACT 2601	N.E. SAINSBURY	M.KNOCKER Commonwealth Public Servant
ALEXANDER WRAY MCDONALD Project Officer, Attorney-General's Department and Secretary, Commonwealth-State Law Courts Building Joint Planning Committee Floor 4, Lasalle Building, 70-70a Castlereagh Street, Sydney, NSW 2000.	A.W. MCDONALD	J.W. HENRY Solicitor, Sydney.
RAYMOND STEWART DODDS Chief Inspector, Public Service Board of New South Wales, Lend Lease House, Sydney, NSW 2000	R.S. DODDS	J.W. HENRY Solicitor, Sydney
LESLIE KENNETH DOWNS Under Secretary of Justice, Department of the Attorney-General and of Justice, Goodsell Building, 8-12 Chiefly Square, Sydney, NSW 2000	I.K. DOWNS	J.W. HENRY Solicitor, Sydney
WALLACE KEITH PLIZ Deputy Director of Public Works, New South Wales, State Office Block, 74-90 Phillip Street, Sydney, NSW 2000	W.K. PLIZ	J.W. HENRY Solicitor, Sydney
NOEL JAMES WARTON Chief Executive Officer of the Supreme Court of New South Wales, Supreme Court, Sydney, NSW 2000	N.J. WARTON	J.W. HENRY Solicitor, Sydney