

Companies (New South Wales) Code
A COMPANY LIMITED BY GUARANTEE

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
PERMACULTURE INTERNATIONAL LIMITED

Address at time of Incorporation:

113 Enmore Road, Enmore 2042

Last updated July 24, 2011

Please refer to Appendix for notes on constitutional changes.

New South Wales

Companies (New South Wales) Code A Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

1. The name of the company is Permaculture International Limited (hereinafter called "the company")
2. The objects for which the company is established are:
 - a. to promote the wise utilisation of the ecological, agricultural, horticultural, silvicultural, viticultural, aquacultural, social, residential and economic resources of Australia and elsewhere through education, information dissemination and consultation and in particular through the theoretical and practical application of Permaculture design principles
 - b. Solely for the purpose of carrying out the aforesaid objects and not otherwise:
 - i. To hold or arrange competitions and provide or contribute towards the provision or prizes, awards and distinctions in connection therewith.

Provided that no members 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
 - ii. To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the company

Provided that the company shall not amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the company under or by virtue of Clause 3 (three) of this memorandum.
 - iii. 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.
 - iv. 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.

- v. 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 and comply with any such arrangements, rights, privileges and concessions
- vi. To appoint, employ, remove or suspend such managers, clerks, secretaries, workers and other persons as may be necessary or convenient for the purposes of the company
- vii. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to further the company's objects including to benefit employees or past employees of the company or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object.
- viii. To construct, improve, maintain, develop, work, manage, carry out, alteration or control thereof.
- ix. To invest and deal with the money of the company not immediately required in such manner as the directors may think fit.
- x. 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 issues 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.
- xi. To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- xii. 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

- xiii. To take or hold mortgages, liens and charges to secure payment of the purchase price of 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 the purchasers and others.
 - xiv. To take any gift of property whether subject to any special trust or not for any one or more the objects of the company but subject always to the provision in paragraph(iv) of this clause two
 - xv. To print and publish any newspapers, periodicals, books or leaflets that the company may think desirable for the promotion of its objects
 - xvi. 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 authorised to amalgamate
 - xvii. 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 authorised to amalgamate
 - xviii. To make donations for charitable purposes
 - xix. To provide education, demonstration and experimental learning facilities and in particular to provide such facilities fo people in needy circumstances.
 - xx. The powers set forth in Sub-section 67(1) of the companies (New South Wales) Code shall not apply to the company except in so far as they are included in this clause two.
3. The income and property of the company whencesoever derived, shall be applied solely towards the promotions of the objects of the company and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to the members of the company.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers of the company or to any member of the company in return for any services actually rendered to the company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a reasonable rate to any members of the company or reasonable and proper rent for premises demised or let by any member of the company

- 4. The liability of the 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 a member, or within

one year after ceasing to be a member, for the payments of the debts and liabilities of the company (contracted before ceasing 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 fifty dollars (\$50)

6. 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 institute or institutions having objects similar to the objects of the company and whose Memorandum of Association or constitution shall prohibit the distribution of its or their income and property among its or their members under or by virtue of this clause three hereof, such institution or institution to be determined by the members of the company at or before the time of dissolution and in default thereof by application to the Supreme Court for determination
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 Articles of Association for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts 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 Code.
8. The names, addresses and occupations of the subscribers are as follows:

Names, Addresses and Occupations

Rosemary Morrow
10 Bishops St, Newport NSW 2106
Environmental Consultant

Denise Elaine Sawyer
112 Enmore Road, Enmore NSW 2042
Bookshop Manager

Robyn Francis Fertl
112 Enmore Road, Enmore NSW 2042
Permaculture Designer

Robert Rosen
"Gunnaburra" Valla Rd, Bowraville NSW 2449
Management Consultant

Grahame Ward Somerset
45 Threlfall St, Eastwood NSW 2112
Teacher

We, the several persons whose names and addresses are subscribed are desirous of being formed in a company in pursuance of the Memorandum of Association

Signature of Subscriber	Signature of Witness
Rosemary Morrow Rosemary Morrow	D Chlifold
Denise Sawyer Denise Elaine Sawyer	D Chlifold
Robyn Francis Robyn Francis Fertl	D Chlifold
Robert Rosen Robert Frank Rosen	B McGee Bernice Hilary McGee Rhones Creek Road Talarm via Macksville NSW 2447
Grahame Somerset Grahame Ward Somerset	D Chlifold

Dated this Eighth day of September 1987

9. (1) Permaculture International shall establish a public fund, to be known as the Permaculture International Public Fund, under the rules and constitution of Permaculture International for the purposes of receiving gifts of money and property to be used to further the objects of the company as set out in clause 2, above.
- (2) The Permaculture International Public Fund must comply with section 78AB of the Commonwealth Income Tax Assessment Act, 1936.

**APPENDIX 1 TO THE MEMORANDUM OF ASSOCIATION OF
PERMACULTURE INTERNATIONAL LIMITED**

AMENDMENTS

Clause 8

Amended by Special Resolution at the Annual General Meeting, 31 August 1997.

“Insert a new clause 9:

9. (1) Permaculture International shall establish a public fund, to be known as the Permaculture International Public Fund, under the rules and constitution of Permaculture International for the purposes of receiving gifts of money and property to be used to further the objects of the company as set out in clause 2, above.

- (2) The Permaculture International Public Fund must comply with section 78AB of the Commonwealth Income Tax Assessment Act, 1936.”

NEW SOUTH WALES
COMPANIES (NEW SOUTH WALES) CODE
ARTICLES OF ASSOCIATION

1. In these articles:

“the Code” means the Companies (New South Wales) Code;

“the company” means Permaculture International Limited;

“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 New South Wales;

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

Words or expressions contained in these articles shall be interpreted in accordance with the provisions of the Companies and Securities (interpretation and miscellaneous provisions) (New South Wales) Code and of the Code as in force at the date at which these articles become binding on the Company.

2. The company is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

3. The subscribers to the Memorandum of Association and such other natural persons and legally incorporated entities as the directors shall admit to membership in accordance with these articles shall be members of the company.

There shall be three classes of members; full members, incorporated members and associate members.

(1) Full members shall be the subscribers and individual persons who have completed a certified Permaculture Design Course recognised by the company or hold an Accredited Permaculture Training™ qualification at level three or higher. The company may create additional categories of full membership and establish conditions for those categories as may be determined by the company at a General Meeting

(2) (i) Incorporated members shall be legal entities incorporated under federal or state law such as incorporated associations, cooperatives,

companies, and trusts, which have a primary objective to support Permaculture and meet guidelines for incorporated membership as may be determined by the company in General Meeting.

(ii) Incorporated members will nominate a representative to vote on their behalf at General Meetings. Incorporated member organisations with a membership exceeding 100 members may nominate two voting representatives. Nominated voting representatives must meet the membership requirements of ordinary membership and hold a position of responsibility in the incorporated member organisation such as director, committee member, office bearer, manager or responsible employee. Nominated incorporated member organisation representatives may stand for election as a director on the board of the company

(iii) Non-profit membership-based incorporated member organisations may apply to affiliate their own members as full or associate members of the company according to the membership requirements of full and associate membership as prescribed in this constitution or otherwise decided in general meetings of the company. The membership and annual subscription fee for full and associate members affiliated through an incorporated member organisation will be prescribed at general meeting.

(3) All other members shall be associate members. Associate members shall not be permitted to vote, elect, requisition or participate in the making up of a quorum at general meetings of the company, but in every other way shall have the same rights, privileges and responsibilities of ordinary members.

4. One person one vote
5. An application for memberships shall be made in writing, signed by the applicant and shall be in such form as the Directors from time to time prescribe.
6. At the next meeting of the Directors after receipt of any application of memberships, such applications shall be considered by the Directors who shall thereupon determine upon the admission or rejection of the applicant.
7. Where the Directors reject an application for membership they shall be required to supply reasons in writing for the rejection if requested by the applicant. The applicant's entrance fee, any annual subscriptions paid or monies deposited, shall be refunded without interest.
8. The entrance fee and annual subscription payable by members of the company shall be such as the company in general meeting shall from time to time prescribe.

9. All annual subscriptions shall become due and payable in advance (~~on the~~ 1st day of January in every year).

CESSATION OF MEMBERSHIP

10. If the subscription of a member shall remain unpaid for a period of twelve calendar months after it becomes due, the member may after notice of the default has been sent to the member by the secretary, be debarred by resolution of the Directors from all privileges of membership, provided that the Directors may reinstate the member on payment of all arrears, if the Directors think fit to do so.
11. A member may at any time by giving notice in writing to the secretary resign membership of the company but shall continue liable for any annual subscription and all arrears due and unpaid at the date of resignation and for all other moneys due to the company and in addition for any sum of not exceeding Fifty dollars [\$50.00] for which the member is liable as a member of the company under clause six [6] of the Memorandum of Association of the company.
12. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the company or shall be guilty of any conduct which in the opinion of the Directors is unbecoming of a member or prejudicial to the interest of the company, the Directors may recommend to a general meeting that the member be censured, fined, suspended or expelled from the company.

Provided that's at least one week before the next meeting of the Directors at which such a recommendation is made, the member shall be given notice of the meeting, the intended recommendation and what is alleged against the member. The member shall at this meeting and before the passing of the intended recommendation, be given an opportunity of giving orally and/or in writing any explanation or defence the member thinks fit. The company shall have the power by special resolution at an extraordinary general meeting, to approve a recommendation made by the Directors in accordance with this article.

GENERAL MEETINGS

13. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Code. All general meetings, others than the Annual General meetings, shall be called extraordinary General Meetings.
14. Any Director may whenever the Director thinks fit convene a Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or in default may be convened by such requisition's as provided by the Code.

15. Subject to these articles and the provisions of the Code relating to special resolutions and agreements for shorter notice, 14 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 and the hour of the 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.
16. For the purpose of article 15 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 exceptions of the consideration of the accounts, balance-sheets, and the report of the Directors and Auditors, the election of officers and Directors in the place of those retiring and the appointment of the Auditors, if necessary.
17. The Company in general meeting may make By-Laws not inconsistent with its Articles of Association and Memorandum of Association.
18. The power to make By-Laws includes the power to enforce the By-Laws, provided by clause 17, in whatever manner the Company in General Meeting may from time to time deem appropriate.

PROCEEDINGS AT GENERAL MEETINGS

19. No business shall be transacted at any general meeting unless a quorum of ordinary and incorporated members is present at the time when the meeting proceeds to business.
20. A quorum for the general meeting of the Company shall be ten (10) members either personally present or subject to the provisions of article 26 by proxy.
21. At every general meeting of the Company, the ordinary and incorporated members present shall elect one of their numbers to be the chairperson of the meeting.
22. The chairperson 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 ordinary meeting. Save as foresaid it shall not be necessary to give any notice of an adjournments 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 declaration of the result of the show of hands) demanded –
 - (a) by the chairperson, or

(b) by at least three ordinary and incorporated members present or by proxy

- 24. If a poll is duly demanded it shall be taken in such a manner and wither at once or after an interval or adjournment or otherwise as the chairperson 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 chairperson or on a question of adjournment shall be taken forthwith.
- 25. An ordinary and incorporated member may vote in person or by proxy, or by attorney and on a show of hands every person present who is an ordinary member or a representative of an ordinary members shall have one vote and on a poll every ordinary member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- 26. Subject to article 27, only a financial ordinary or incorporated member of the Company shall be entitled to act as proxy. No proxy shall exercise more than two votes on behalf of other members.
- 27. An ordinary 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 the member's committee or by the member's trustee or by such other person as properly has the management of the member's estate, and any such committee, trustee or other person may vote by proxy or attorney.
- 28. No ordinary or incorporated member shall be entitled to vote at any general meeting if the member's annual subscription shall be more than six months in arrears at the date of the meeting.
- 29. The instrument appointing a proxy shall be in writing under the hand of the appointer or attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. An ordinary and incorporated member shall be entitled to instruct a proxy in favour of or against any proposed resolution. Unless otherwise instructed, the proxy may vote as the proxy thinks fit.
- 30. The instrument appointing a proxy may be in the following form or in a common or usual form.

I,of.....

Being an ordinary or incorporated member of Permaculture International Limited hereby

appoint

of.....or failing him/her
.....of.....

as my proxy to vote for me on my behalf at the (annual/extraordinary), as
the case may be, general meeting of the company to be held on the
..... day of200..... and at any adjournment
thereof. My proxy is hereby authorised to vote in (in favour of/against), as
the case may be, the following resolutions

Signed thisday of200.....

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

- 31. 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 attorney 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, and in default the instrument of proxy shall not be treated as valid.
- 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 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.

THE DIRECTORS

- 33. The office bearers of the Company shall consist of a Treasurer, and a Secretary each of whom shall be members of the Company.
- 34. The named persons who have subscribed to the memorandum of association shall constitute the first Directors and include the first office bearers.

All shall retire at the first Annual General Meeting but shall be eligible for re-election.

35. Thereafter the Directors shall consist of the office bearers and a minimum of three and a maximum of five others. The requirements for election as an office bearer and/or Director shall be as determined by the Company from time to time in General meeting. The details of the making of or any changes to such requirements are to be notified to members in the form of a notice accompanying or contained within the notification of the next Annual General Meeting at which the election of Office bearers and/or Directors is to take place. At the first Annual General Meeting of the Company and at the Directors shall be elected and shall hold office until the next Annual General Meeting when they shall retire but they shall be eligible for re-election.
36. The elections of office bearers and other Directors shall take place in the following manner:
 - (a) Any two members of the Company shall be at liberty to nominate any candidate to serve as an office bearer or other Director.
 - (b) Balloting lists shall be prepared (if necessary) containing the names of candidates only in alphabetical order and each member present at the annual general meeting shall be entitled to vote for any number of vacancies.
 - (c) In case there shall not be sufficient number of candidates nominated the Directors may fill up the remaining vacancy or vacancies.
37. The Company may from time to time by ordinary resolution passed at the Annual General Meeting increase or reduce the number of office-bearers or other Directors.
38. The Directors shall have power at any time, and from time to time, to appoint further Directors either to fill a casual vacancy or as an addition to the existing Directors but the number of office bearers and other Directors shall not at any time exceed the number fixed in accordance with these articles. Directors so appointed shall hold office only until the next Annual General Meeting.
39. The Company may by ordinary resolution of which special notice has been given remove any director before the expiration of the directors period of office, and may by an ordinary resolution appoint another person instead; the person so appointed shall hold office only until the next following annual general meeting.
40. The office of a Director shall become vacant if the Directors:
 - (a) becomes bankrupt or makes any arrangement or composition with 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 Director 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 anyway under the law relating to mental health;
- (e) resigns office by notice in writing to the company;
- (f) for more than six months is absent without permission of the Directors from meetings of the Directors held during that period;
- (g) ceases to be a member of the company.

Provided always that nothing in this paragraph shall effect the operation of clause three of the Memorandum of Association of the Company.

POWERS AND DUTIES OF THE DIRECTORS

- 41. The business 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 Code or by these articles, required to be exercised by the company in general meeting, subject nevertheless, to any of these articles to the provisions of the code, and to such regulation, being not inconsistent with the aforesaid articles or provisions, as may be prescribed by the company in general meeting; provided that any rule, regulation or by-law of the company made by the Directors 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 Directors which would have been valid if that resolution or regulation had not been passed or made.
- 42. The Directors 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.
- 43. 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.
- 44. The Directors shall cause minutes to be made;
 - (a) of all appointments of officers;
 - (b) of names of Directors present at all Directors' meetings and meetings of the Company; and
 - (c) of all proceedings at all meetings of the Company and of the Directors.

Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

PROCEEDINGS OF THE DIRECTORS

45. The Directors may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time and the secretary shall on the requisition of a Director summon a meeting of the Directors.
46. Subject to these articles questions arising at any meeting of the Directors shall be decided by a majority of votes and a determination by a majority of the Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
47. Directors shall not vote in respect of any contract or proposed contract with the Company in which they are interested, or any matter arising thereout, and if they so vote the vote shall not be counted.
48. The quorum necessary for the transaction of the business of the Directors shall be a majority of the Directors as provided by Articles 34 and 35 or such greater number as may be fixed by the Directors.
49. The continuing Directors may act notwithstanding any vacancy in the board of Directors, but if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of the board, the continuing director or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the company, but for no other purpose.
50. The Directors may delegate any of its powers and of functions (not being duties imposed on the Directors of the company by the Code or the general law) to one or more committees consisting of such members of the company as the Directors think fit. Any committee so formed shall conform to any regulation that may be imposed by the Directors and subject thereto shall have the power to co-opt any member or members of the company and all members of such committees shall have one vote.
51. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson shall have a second or casting vote.
52. All facts done by any meeting of the Directors or of a committee 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 member of a committee or person acting as aforesaid, or that the Director or member of the committee or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director of that committee.

SEAL

53. The Directors shall provide for the safe custody of the seal which shall be only used by the authority of the Directors or of a committee authorised by the Directors on their behalf, and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Directors for that purpose.

ACCOUNTS

54. The Directors 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 Directors 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 more than five months before the date of the meeting.
55. The Directors shall from time to time determine in accordance with clause nine of the Memorandum of Association at what times and places under what conditions or regulations the accounting and other records of the company shall be open to the inspection of members.

AUDIT

56. A properly qualified Auditor or Auditors shall be appointed and have duties regulated in accordance with the Code.

NOTICE

57. Any notice required by law or by or under these articles to be given to any member shall be given by sending it by post to the members registered address, or (if the member has no registered address within Australia) to the address, if any, within Australia supplied to the company for the giving of notices. 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 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.
58. (1) Notice of every general meeting shall be given in any matter hereinbefore authorised to:

a) every member except those members who [having no registered address within Australia] have not supplied to the company an address within Australia 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

59. These provisions of clause seven of the Memorandum of Association relating to the winding up or dissolution of the company shall have effect and be observed as if the same were repeated in these articles.

INDEMNITY

60. Every Director, auditor, secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability arising out of the execution of the duties of that person's office which is incurred in defending any proceedings, whether civil or criminal, in which judgment is given in that person's favour or is acquitted or in connection with any application under the Code in which relief is granted by the court in respect of any negligence, default breach of duty or breach of trust.

PROHIBITED ACTIVITIES

- 61. The company shall not knowingly lend money to, take part in or support any business or activity which unnecessarily:
 - (a) pollutes the air, soil or water;
 - (b) creates products or services which will have harmful effects on humans, animals or the environment;
 - (c) damages the health of humans, animals or the environment;
 - (d) excessively destroys or wastes non recurring resources;
 - (e) contributes to the inhibition of human rights

62. We, the several persons whose signatures appear hereunder being the subscribers to the Memorandum of Association, hereby agree to the foregoing Articles of Association.

Signature of Subscriber

Signature of Witness

.....
Rosemary Morrow

.....

.....
Denise Elaine Sawyer

.....
Robyn Francis

.....
Robert Frank Rosen

.....
Grahame Ward Somerset

Dated this Eight day of September, 1987

RULES OF THE PUBLIC FUND

63. (1) The name of the public fund is the Permaculture International Public Fund.

(2) The environmental purpose of the Permaculture International Public Fund is to support any of the objectives of Permaculture International as set out under clause 2 of these rules.

(3) Members of the general public may be invited to make gifts of money or property to the Permaculture International Public Fund.

(4) Money from donations, income derived from donated property, money from the realisation of gifts and interest thereon, are to be credited to the Permaculture International Public Fund and are to be separately accounted for. The public fund will not receive any other money or property, including corporate sponsorships.

(5) Receipts in the name of the Permaculture International Public Fund will be issued for all money received by the fund.

(6) No profits, money or property accumulated by the fund will be distributed to members of the company.

(7) In the event of the winding up of the Permaculture International Public Fund, any surplus money will be transferred to another fund with similar objectives, that is also registered on the Register of Environmental Organisations.

(8) The Permaculture International Public Fund is to be administered by a committee of not less than three persons, each of whom shall be appointed by the committee of the company and each of whom shall, as a result of their position in the community, have a degree of responsibility to the general community.

(9) Proper accounting and records procedures are to be maintained and used in respect of all transactions of the Permaculture International Public Fund.

(10) Any changes to the rules of either the Permaculture International Public Fund or changes to the management committee are to be advised to the Department of Environment, Sport and Territories within a reasonable time of making the changes.

(11) All allocations of funds or property from the Permaculture International Public Fund to other organisations, persons or groups are to be made in accordance with the purposes of the Permaculture International Public Fund and are not to be made in accordance with the expressed preferences or interests of a particular donor.

(12) Statistical data about gifts to the Permaculture International Public Fund during the financial year are to be provided to the Department of Environment, Sport and Territories within four months after the end of the financial year and in the form required by that department.

APPENDIX 1 TO THE ARTICLES OF ASSOCIATION OF PERMACULTURE INTERNATIONAL LIMITED

AMENDMENTS

Sections 3-9

Amended by Special Resolution at the Annual General Meeting, June 8, 2011

“That the section entitled “Membership” (comprising articles 3-9) be deleted and the following be adopted in its place:

MEMBERSHIP

3. The subscribers to the Memorandum of Association and such other natural persons and legally incorporated entities as the directors shall admit to membership in accordance with these articles shall be members of the company.

There shall be three classes of members; full members, incorporated members and associate members.

(1) Full members shall be the subscribers and individual persons who have completed a certified Permaculture Design Course recognised by the company or hold an Accredited Permaculture Training™ qualification at level three or higher. The company may create additional categories of full membership and establish conditions for those categories as may be determined by the company at a General Meeting

(2) (i) Incorporated members shall be legal entities incorporated under federal or state law such as incorporated associations, cooperatives, companies, and trusts, which have a primary objective to support Permaculture and meet guidelines for incorporated membership as may be determined by the company in General Meeting.

(ii) Incorporated members will nominate a representative to vote on their behalf at General Meetings. Incorporated member organisations with a membership exceeding 100 members may nominate two voting representatives. Nominated voting representatives must meet the membership requirements of ordinary membership and hold a position of responsibility in the incorporated member organisation such as director, committee member, office bearer, manager or responsible employee. Nominated incorporated member organisation representatives may stand for election as a director on the board of the company

(iii) Non-profit membership-based incorporated member organisations may apply to affiliate their own members as full or associate members of the company according to the membership requirements of full and

associate membership as prescribed in this constitution or otherwise decided in general meetings of the company. The membership and annual subscription fee for full and associate members affiliated through an incorporated member organisation will be prescribed at general meeting.

(3) All other members shall be associate members. Associate members shall not be permitted to vote, elect, requisition or participate in the making up of a quorum at general meetings of the company, but in every other way shall have the same rights, privileges and responsibilities of ordinary members.

4. One person one vote
5. An application for memberships shall be made in writing, signed by the applicant and shall be in such form as the Directors from time to time prescribe.
6. At the next meeting of the Directors after receipt of any application of memberships, such applications shall be considered by the Directors who shall thereupon determine upon the admission or rejection of the applicant.
7. Where the Directors reject an application for membership they shall be required to supply reasons in writing for the rejection if requested by the applicant. The applicant's entrance fee, any annual subscriptions paid or monies deposited, shall be refunded without interest.
8. The entrance fee and annual subscription payable by members of the company shall be such as the company in general meeting shall from time to time prescribe.
9. *All annual subscriptions shall become due and payable in advance (~~on the 1st day of January in every year~~).*

Resolution

That the words "ordinary members" throughout the constitution be changed to "ordinary and incorporated members" being the following clauses in the Articles of Association: 19, 21, 23(b), 25, 26, 28, 29, 30

Section 20

Amended by Special Resolution at the Annual General Meeting, 8 October, 1994.

"That Article 20 be deleted and the following article be adopted in its place:

20. A quorum for the general meeting of the Company shall be ten members either personally present or subject to the provisions of article 26 by proxy."

Section 35

Amended by Special Resolution at the Annual General Meeting, 18 October, 1997.

“That the number of directors as per clause 35 of the Articles of Association as originally adopted on 10/9/87, ‘the directors shall consist of the office bearers and five others’.”

Amended by Special Resolution at the Annual General Meeting, 20 August 2000.

“That the Articles of Association be amended so as to reduce the number of directors of the company from seven to five.”

Amended by Special Resolution at the Annual General Meeting, 27 September, 2010.

“That the words “five others” in clause 35 of the Articles of Association be replaced with the words: “a minimum of three and a maximum of five others”.”

Clause 63

Amended by Special Resolution at the Annual General Meeting, 31 August 1997.

“Insert as a new clause 63:

RULES OF THE PUBLIC FUND

63. (1) The name of the public fund is the Permaculture International Public Fund.

(2) The environmental purpose of the Permaculture International Public Fund is to support any of the objectives of Permaculture International as set out under clause 2 of these rules.

(3) Members of the general public may be invited to make gifts of money or property to the Permaculture International Public Fund.

(4) Money from donations, income derived from donated property, money from the realisation of gifts and interest thereon, are to be credited to the Permaculture International Public Fund and are to be separately accounted for. The public fund will not receive any other money or property, including corporate sponsorships.

(5) Receipts in the name of the Permaculture International Public Fund will be issued for all money received by the fund.

(6) No profits, money or property accumulated by the fund will be distributed to members of the company.

(7) In the event of the winding up of the Permaculture International Public Fund, any surplus money will be transferred to another fund with similar objectives, that is also registered on the Register of Environmental Organisations.

(8) The Permaculture International Public Fund is to be administered by a committee of not less than three persons, each of whom shall be appointed by the committee of the company and each of whom shall, as a result of their position in the community, have a degree of responsibility to the general community.

(9) Proper accounting and records procedures are to be maintained and used in respect of all transactions of the Permaculture International Public Fund.

(10) Any changes to the rules of either the Permaculture International Public Fund or changes to the management committee are to be advised to the Department of Environment, Sport and Territories within a reasonable time of making the changes.

(11) All allocations of funds or property from the Permaculture International Public Fund to other organisations, persons or groups are to be made in accordance with the purposes of the Permaculture International Public Fund and are not to be made in accordance with the expressed preferences or interests of a particular donor.

(12) Statistical data about gifts to the Permaculture International Public Fund during the financial year are to be provided to the Department of Environment, Sport and Territories within four months after the end of the financial year and in the form required by that department.”