



**CONSTITUTION OF
ST ANDREW'S COLLEGE FOUNDATION LIMITED**

TRUSTEE OF THE ST ANDREW'S COLLEGE FOUNDATION

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

1. PRELIMINARY

1.1 *Definitions*

In these Rules:

"the College" means St Andrew's College as defined in the Saint Andrew's College Incorporation Act assented to on 12th December, 1867

"the Council" means the Council of the College;

"the Foundation" means St Andrew's College Foundation Limited;

"the Law" means the Corporations Act 2001 (Cth) as amended from time to time;

"the Board of Management" means the governing body of the Foundation;

"the Secretary" means any person appointed to perform the duties of a Secretary of the Foundation and includes an Honorary Secretary;

"Rule" means a rule of this Constitution;

"Gift" means a gift of cash or a gift of an asset made or transferred during the donor's lifetime and includes a gift deemed to be made by Rule 2.8;

"Bequest" means and includes a legacy or a devise or other benefit passing under a testamentary document;

"Approved Fund" means any fund established for the benefit of the College and approved as approved fund by the Board of Management and the Council;

"Value" means the value determined by the Board of Management;

"the Seal" means the common seal of the Foundation;

"State" means the State of New South Wales.

1.2 *Interpretation*

When used herein, unless the contrary intention appears:

- (a) expressions referring to writing shall be construed as including references to printing lithography photography and other modes of representing or reproducing words in a visible form;
- (b) words importing the singular number or plural number shall include the plural number or the singular number respectively and words importing the masculine gender shall include the feminine gender and neuter gender; and

- (c) words importing persons shall be construed as including companies, corporations, institutions, organisations and public bodies.

1.3 *Objects*

The objects for which the Foundation is established are to support and assist the Council to encourage and foster the interest and financial support of past students, parents of students and friends of the College to preserve, improve and develop its standards services property and facilities and in particular and without limiting the generality of the foregoing:

- (a) to extend invitations to past students, parents of students and friends of the College to become members of the Foundation and through such membership to participate and join more actively and effectively in supporting and assisting the Council to promote and carry out the activities of the College;
- (b) to encourage the making of gifts and testamentary dispositions to or for the benefit of the College or any of its funds or accounts or any trusts or funds established to benefit the College;
- (c) to enlist the support including the financial support of past students, parents of students and friends of the College for activities calculated to improve the facilities and educational opportunities provided by the College including the employment of staff with special skills the carrying out of research the provision of scholarships bursaries education allowances visits from distinguished scholars and others with qualifications which enable them to contribute to the education of the students and the teaching staff of the College, the acquisition of books, works of art, plant and equipment, land and buildings and the construction and maintenance of buildings and facilities; and
- (d) to raise money for the purposes aforesaid by any method that seems desirable (including the undertaking of or participating in commercial ventures of all kinds).

1.4 *Application of income and property*

The income and property of the Foundation whensoever derived shall be applied solely towards the promotion of the objects of the Foundation as set forth in Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Foundation PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Foundation or to any member of the Foundation in return for services actually rendered to the Foundation BUT SO THAT no member of the Board of Management shall be appointed to any salaried office of the Foundation or any office of the Foundation paid by fees AND THAT no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of the Board of Management except repayment of out-of-pocket expenses PROVIDED THAT the provisions last aforesaid shall not apply to any company of which a member of the Board of Management may be a member and in which

such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

1.5 *Amendment of Constitution*

No addition alteration or amendment shall be made to or in this Constitution for the time being in force unless the same shall have been previously submitted to and approved by the Council.

1.6 *Limitation of members' liability*

The liability of the members is limited so that each member of the Foundation undertakes to contribute to the property of the Foundation in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Foundation contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding five dollars (\$5).

1.7 *Disposal of surplus on winding up*

If upon the winding up or dissolution of the Foundation there remains after satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Foundation but shall be given or transferred to the Council to be used for the benefit of the College and in so far as effect cannot be given to the aforesaid provision then to some charitable object within the State as may be determined by the members of the Foundation at or prior to the time of winding up or dissolution.

2. MEMBERSHIP

2.1 *Number of members*

The number of members with which the Foundation proposes to be registered is 300 but the Board of Management may from time to time register an increase of members.

2.2 *Members*

The members of the Foundation shall consist of:

- (a) the subscribers to the Memorandum of Association with which the Foundation was initially registered; and
- (b) such other persons as shall be admitted to membership in accordance with these rules who have not ceased to be a member under Rule 3.

2.3 *Application for membership*

Any person wishing to become a member of the Foundation shall make application for membership in writing in such form as shall be prescribed by the Board of Management

from time to time and shall in that application specify the class of membership sought and the way in which qualification therefor in accordance with these Rules shall be achieved. Applications from other than individual natural persons shall include the nomination (which may be altered from time to time by giving written notice to the Foundation) of an individual natural person to represent such applicant and that person alone shall be able to represent act as, and exercise the membership rights of, such member.

2.4 *Board of Management may decline application*

The Board of Management may decline to accept any such application or any gift without assigning any reason therefor.

2.5 *Basic qualification for membership*

When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance.

2.6 *Period of membership*

Membership of the Foundation in the case of individual natural persons shall subject to these rules be for life and in the case of other than individual natural persons shall subject to these Articles be for such period of time as the Board of Management shall determine.

2.7 *Basic qualification for membership*

The basic qualification for membership shall be the making of a gift, testamentary bequest or combination thereof to the College, the Foundation or and Approved Fund or an amount not less than the amount prescribed from time to time by the Board of Management. Gifts or bequests may be made personally or by a relative or an associate in a manner approved by the Board of Management. If not made in cash, the value of a gift or bequest for qualification purposes shall be determined by the Board of Management.

2.8 *Classifications of membership*

The Board of Management may from time to time determine classifications of membership and prescribe the minimum levels of gift or bequest required for members to qualify for such classifications, but not so as to adversely affect the qualifications of any member who has previously qualified for a particular membership classification.

2.9 – 2.15 Deleted (see AGM 2015 minutes)

3 CESSATION OF MEMBERSHIP

3.1 *Resignation*

Any member may resign from membership of the Foundation by giving notice in writing delivered to the registered office of the Foundation and such member shall thereupon cease to be a member.

3.2 *Removal or reclassification*

Unless the Board of Management shall otherwise determine a member of the Foundation shall cease to be a member if:

- (a) a gift referred to in a notification as described in Rule 2.8 has not been made within six months of the due date; or
- (b) the Foundation receives notification from such member being a member who has qualified for membership wholly or partly by giving notification of an intended bequest in accordance with these Rules that it has been necessary for him to cancel the bequest or in the event of such a member being declared bankrupt,

provided that if the College or the Foundation or an Approved Fund has received gifts from such a member the Board of Management may re-admit the member in the classification of membership for which the received gifts are a qualifying amount.

3.3 *Effect of cessation*

All gifts made to the College or the Foundation or an Approved Fund by a member prior to the cessation of his membership shall remain the absolute property of the relevant recipient.

4 MANAGEMENT AND BOARD OF MANAGEMENT

4.1 *Management of Foundation*

The control management and conduct of the Foundation shall be vested in a Board of Management provided that such Board of Management shall not expend any moneys (other than in the ordinary course of the day-to-day administration and operations of the Foundation and the investment of its funds) that is not approved by the Council. In the case of a difference of opinion between the Council and the Board of Management as to the interpretation of the words "administration" and "operations" in this Rule the opinion of the Council shall prevail.

4.2 *Composition of Board of Management*

The Board of Management shall comprise:

- (a) each person who qualifies as a Governor and gives to the Foundation written notice of his or her wish to be a member of the Board of Management; any such person shall become a member of the Board of Management on the Foundation's receipt of such written notice;
- (b) five representatives of the persons who qualify as Directors or Members elected by such persons under Rule 4.3;

4.3 *Elected representatives*

The representatives elected pursuant to Rule 4.2 (b) shall be elected at the Annual General Meeting of the Foundation in each year and (unless such office shall be previously vacated by reason of the death of any such representative or otherwise as prescribed by these Articles) shall hold office until the next ensuing Annual General Meeting when they shall retire from office but shall be eligible for re-election without re-nomination.

4.4 *Manner of election*

The election of representatives of the Directors and Members to the Board of Management shall take place in the following manner:

- (a) Any two, whether Director or Member shall be at liberty to nominate any other Director or Member to serve as a member of the Board of Management.
- (b) The nomination which shall be in writing and signed by the member and the proposer and seconder shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting of the Foundation at which the election is to take place.
- (c) A list of candidates' names in alphabetical order (showing also the proposers' and seconders' names) shall be posted in a conspicuous place in the registered office of the Foundation at least seven (7) days immediately preceding the Annual General Meeting.
- (d) If the number of candidates standing for election exceeds the number of vacancies balloting lists shall be prepared containing the names of the candidates only in alphabetical order and the classification of membership to which they belong and each qualified person present at the Annual General Meeting shall be entitled to vote for the number of such candidates seeking to represent their classification of membership being equal to the number of vacancies.
- (e) In case there shall not be a sufficient number of candidates nominated the Board of Management may fill the remaining vacancy or vacancies from the members of the respective classifications of membership.

4.5 *Casual vacancies*

A casual vacancy amongst the members of the Board of Management may be filled by the Board of Management provided that the person chosen to fill any such casual

vacancy shall have the same qualifications for office pursuant to Rule 4.2 as the person whose place he fills.

4.6 *Removal of elected representatives*

In addition to any provision of the Law providing for the removal of members of the Board of Management, a member of the Board of Management who has been elected thereto to represent the Directors and Members may be removed by an ordinary

resolution of a meeting of the Directors and Members and his place may be filled by an ordinary resolution of a meeting of the members. A vacancy caused by any such removal shall not be a casual vacancy. Any such meeting shall be called and conducted in similar manner to a General Meeting of the Foundation.

4.7 *Officers*

The Officers of the Foundation shall comprise a Chairman who shall be Chairman of the Board of Management and two Deputy Chairmen.

4.8 *Selection of officers*

The Board of Management shall meet within two weeks after the date of the Annual General Meeting in each year and shall from amongst its members elect a Chairman and two Deputy Chairmen who shall hold office until such time as their respective successors have been appointed. In the event of any vacancy occurring in any of such offices the Board of Management shall as soon as practicable fill the vacancy.

4.9 *Powers and duties of the Board of Management*

Without affecting the generality of this Constitution (including, without limitation, Rule 4.1) the Board of Management may:

- (a) raise money on behalf of the College and the Foundation and any Approved Fund and give security by mortgage, charge or lien over or any part of the property of the Foundation beneficially held by it;
- (b) appoint any professional advisers or acquire any other assistance or service required by the Foundation in the carrying out of its activities and operations and pay reasonable remuneration and fees therefore; and
- (c) open any banking account and operate same in the ordinary course of business.

4.10 *Indemnity*

To the extent permitted by the Law, the Foundation shall:

- (a) indemnify a person who is or has been an Officer of the Foundation against liability incurred by the person as such an Officer to another person (other than the Foundation or a related body corporate); and
- (b) indemnify a person who is or has been an Officer or Auditor of the Foundation against liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted or in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Law.

To the fullest extent permitted by the Law, the Foundation may pay, or agree to pay, at the discretion of the Board of Management, a premium in respect of a contract insuring a person who is or has been an Officer.

For the purpose of this Rule 4.10 "Officer" shall have the same meaning as in Part 2D.2 Division I of the Law.

5 PROCEEDINGS OF BOARD OF MANAGEMENT

5.1 Regulation of meetings

The Board of Management may meet together for the despatch of business adjourn and otherwise regulate its meetings in accordance with the Constitution and otherwise as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes and a determination by a majority of the members of the Board of Management shall for all purposes be deemed a determination of the Board of Management. In the case of an equality of votes the Chairman will have a second or casting vote. The Chairman or a Deputy Chairman may at any time summon a meeting of the Board of Management.

5.2 Quorum

The quorum necessary for transacting the business of the Board of Management shall be three (3) or such greater number as may be fixed from time to time by the Board of Management.

5.3 Chairman of meetings

The person elected or appointed under Article 4.8 as Chairman shall chair any meeting of any Board of Management. If the Chairman is not present within fifteen (15) minutes after the time appointed for the holding of any meeting of the Board of Management or is unwilling to act or if there is not a Chairman, the members present shall elect one of their number to chair the meeting. Unless otherwise provided for in this Constitution, the form, conduct and procedure of any meeting of the Board of Management shall be at the discretion and under the control of the person chairing the meeting, who shall at all times exercise his discretion so as to ensure the meeting is conducted in a fair and proper manner, and that every member of the Board of Management present and entitled to do so has a reasonable opportunity to put forward their views.

5.4 Technology for meetings

The Board of Management may meet together in person or by electronic device, provided that all times each member of the Board of Management shall be able to hear and may be heard by all other Board of Management members at the meeting, for the despatch of business, adjournment or otherwise regulate their meetings as they think fit.

5.5 Circular resolution

A resolution in writing signed by all the members of the Board of Management shall be as valid and effectual as if it had been passed at a meeting of the Board of Management duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board of Management.

5.6 *Effect of vacancy*

The continuing members of the Board of Management may act notwithstanding any vacancy in the Board of Management but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board of Management the continuing member or members may act for the purpose of increasing the number of members of the Board of Management to that number or of summoning a general meeting of the Foundation but for no other purpose.

5.7 *Attendance of Council representatives*

The Chairman or Acting Chairman of the Council (or his nominee appointed by him from time to time) the Secretary of the Council and the Principal or Acting Principal of the College shall be entitled to attend every meeting of the Board of Management and of the Executive Committee and of any Standing Committees appointed by the Board of Management. When present they shall be entitled to speak on any matter but shall not be entitled to vote unless otherwise qualified in accordance with this Constitution.

5.8 *Executive Committee*

- (a) The day-to-day administration of the Foundation shall be under the control of an Executive Committee which shall also be responsible for implementing the policies of the Board of Management.
- (b) The Executive Committee shall include the following members ex officio:
 - (i) The Chairman of the Board of Management;
 - (ii) The two (2) Deputy Chairmen of the Board of Management;
 - (iii) The Chairmen of the Standing Committees appointed in accordance with Rule 5.10.

5.9 *Committees*

The Board of Management may delegate any of its powers functions and duties (not being duties imposed on the Board of Management by the Law or the general law) to one or more Committees consisting of such member or members of the Foundation as the Board of Management thinks fit. Any Committee so formed shall conform to any regulations that may be imposed on it by the Board of Management.

5.10 *Standing Committees*

In addition to any Committee formed under Rule 5.9 there shall be four Standing Committees having the titles specified in Rule 5.11 each of which shall be appointed by the Board of Management annually and shall consist of a Chairman who shall be a member of the Board of Management and at least three Committee members all of whom shall be members of the Foundation. Each Standing Committee shall meet as may be determined by its Chairman.

5.11 *The four Standing Committees*

The Standing Committees and their respective responsibilities shall be:

Membership Committee

To plan and implement an on-going programme of identifying cultivating introducing and registering new members to review current membership and encourage progression of members in membership classifications and to consider appropriate methods of giving recognition to members for outstanding services rendered by them.

Allocations and Investment Committee

To give consideration to projects submitted by the Board of Management for sponsorship by the Foundation, advise the Board of Management on investments and respond to any requests by the Council or the Board of Management for advice on the possible allocation of funds available to the College or the Foundation or any Approved Funds.

Programme and Projects Committee

To determine and implement programmes of activities, to inform, to involve and to direct the efforts of members towards furthering the objects of the Foundation.

Bequest Committee

To implement an on-going programme to attract bequests legacies and other forms of deferred gifts to the Foundation and any Approved Funds.

6. GENERAL MEETING

6.1 *Accounting Year and Annual General Meeting*

The annual accounting year of the Foundation shall end on 31st December each year. Annual General Meetings shall be held in accordance with the provisions of the Law and at such time and place as the Board of Management may determine.

6.2 *Extraordinary General Meetings*

All General Meetings of members of the Foundation other than Annual General Meetings shall be called Extraordinary General Meetings.

6.3 *Convening Extraordinary General Meetings*

The Board of Management shall convene an Extraordinary General Meeting: (a)

On the requisition of a majority of the Board of Management;

(b) On the requisition of such other persons as shall be entitled to requisition such meeting under the Law; or

(c) Upon the Board of Management so resolving, and the Board of Management shall comply with any provisions of the Law with respect to the convening of such meetings.

6.4 *Notice*

Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice fourteen days' notice at least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which the notice is given) specifying the place the day and the hour of meeting and in the case of special business the general nature of that business shall be given to the members of the Foundation.

6.5 *Special business*

For the purpose of Rule 6.4 all business shall be special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts balance sheets and the reports of the Board of Management and the auditors the election of the members of the Board of Management in the place of those retiring and the appointment of the Auditors. The classification of business as special does not mean that a special resolution is required for its passage but merely affects the content of the notice for that business.

7. PROCEEDINGS AT GENERAL MEETINGS

7.1 The business of Annual General Meetings shall be to receive and consider the accounts balance sheets and the report of the Board of Management and the report of the Auditors and elect the members of the Board of Management in the place of those retiring in accordance with Rule 4.3.

7.2 *Quorum*

No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided five (5) members present in person shall be a quorum. For the purpose of this Rule "member" includes a person attending as a proxy or representative of a member.

7.3 *Failure of quorum*

If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board of Management may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present (being not less than five (5)) shall be a quorum.

7.4 *Who is to chair?*

The Chairman shall chair every General Meeting of the Foundation or if that office is vacant or the holder is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act a Deputy Chairman present (and if both are present, the one agreed by them) shall chair and if neither is present or both are unwilling to act or they cannot agree on which is to chair, then the members present shall elect one of their number to chair the meeting.

7.5 *Adjournment*

The person chairing a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

7.5 *Voting*

At any General Meeting a resolution, put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the person chairing the meeting; or
- (b) by at least three members present in person or by proxy or by representative.

The demand for a poll may be withdrawn.

7.6 *Declaration on show of hands*

Unless a poll is so demanded a declaration by the person chairing that a resolution has on a show of hands been carried unanimously or by a particular majority or lost an entry to that effect in the book containing the minutes of the proceedings of the Foundation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

7.7 *Poll*

If a poll is demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the person chairing 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 person chairing the meeting or on a question of adjournment shall be taken forthwith.

7.8 *Equality of votes*

In the case of equality of votes whether on a show of hands or on a poll the person chairing the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

7.9 *One vote per member*

Subject to Rule 7.10, every member present in person or by his proxy or representative duly appointed in writing shall have one vote.

7.10 *Entitlement to vote where gift incomplete*

No member who is a member by virtue of a notification referred to in Rule 2.8 shall be entitled to vote at any General Meeting unless all moneys presently payable by him in accordance with that notification have been paid.

7.11 *Proxy or representative*

The instrument appointing a proxy or representative shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under seal or under section 127 of the Law or under the hand

of an officer or attorney duly authorised. A proxy or representative need not be a member of the Foundation. An appointment of a proxy or representative may be revoked by the appointor at any time.

7.12 *Form of proxy or representative*

The instrument appointing a proxy or representative may be in the following form or any other form which the Board of Management may approve:

*I/We _____
being a member of St Andrew's College Foundation Limited
hereby appoint _____
of _____
as *my/our *proxy/representative to vote for *me/us at the General Meeting of the
Foundation to be held on _____ and at any adjournment thereof and
at any subsequent meeting until due notice of revocation of such appointment is given.

SIGNED this _____ day of _____ 20____
In the presence of:

* Delete as appropriate.

8. RECORDS. MINUTES AND ADMINISTRATION

8.1 *Minutes*

The Board of Management shall cause to be kept and recorded minutes of all resolutions and proceedings of General Meetings of the Foundation and all meetings of the Board of Management and shall cause such minutes to be signed by the person who chaired the meeting or the next meeting. Copies of all such minutes shall be sent forthwith to the members of the Board of Management and to the Council.

8.2 *Accounts*

The Board of Management shall cause:

- (a) proper accounts to be kept with respect to all Approved Funds administered by the Foundation and all sums of money received and expended by the Foundation and the matter in respect of which the receipt and expenditure takes place and the assets and liabilities of the Foundation and all Approved Funds administered by it.
- (b) to be prepared a Balance Sheet and a Statement of Income and Expenditure drawn up as at 31st December each year in respect of the Foundation and all Approved Funds administered by it.

The accounts shall be subject to audit and a duly audited copy of the Balance Sheet and Statement of Income and Expenditure shall be furnished to all members of the Foundation and to the Council not less than fourteen (14) days prior to the date of the Annual General Meeting at which the annual accounts are to be presented.

8.3 *Keeping of accounts for inspection*

The accounts shall be kept at the office of the Foundation or at such other place or places as the Board of Management thinks fit from time to time and shall be open for inspection during normal business hours by any member of the Board of Management and by the duly appointed agent or agents of the Council.

8.4 *Money received by the Foundation*

All moneys (other than contributions to the College or any Approved Funds) received by or on behalf of or as a result of the activities of the Foundation shall, after meeting normal management operation and collection costs be applied for the promotion of the objects of the Foundation.

8.5 *Audit*

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

8.6 *Secretary*

The Secretary shall be appointed by the Board of Management and for such term at such remuneration and upon such conditions as it thinks fit and any Secretary so appointed may be removed by the Board of Management. Nothing herein shall prevent the Board of Management from appointing a member of the Foundation as Honorary Secretary in satisfaction of its obligation to appoint a Secretary.

8.7 *Seal*

The Board of Management shall provide for the safe custody of the Seal, which shall be used only by the authority of the Board of Management and every instrument to which the Seal is affixed shall be signed by two members of the Board of Management or by any one such member and the Secretary.

The following form shall be the form of attestation to be used by the Foundation on affixing the seal:

THE COMMON SEAL of ST ANDREW'S)
COLLEGE FOUNDATION LIMITED was) _____
hereunto duly affixed by the authority of the)
Board of Management in the presence of)

8.8 *Notice*

A notice may be given by the Foundation to any member either personally or by sending it by post to him at his registered address or (if he has no registered addresses within the Commonwealth of Australia) to the address if any within the Commonwealth of Australia supplied by him to the Foundation for the giving of notices to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected in the case of a notice of meeting on the day after the day of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post. A certificate in writing signed by the Secretary or by any member of the Board of Management that the letter containing the notice was so addressed prepaid and posted shall be conclusive evidence thereof.

8.9 *Notices of General Meetings*

Notices of every General Meeting shall be given to the Auditor or Auditors for the time being of the Foundation and in any manner hereinbefore authorised to every member except those members who (having no registered address within the Commonwealth of Australia) have not supplied to the Foundation an address within the Commonwealth of Australia for the giving of notices to them. No other person shall be entitled to receive notices of General Meetings.

8.10 *By-laws*

8.10 The Board of Management may with the prior approval in writing of the Council determine By-Laws for the operation of the Foundation and its Committees not otherwise provided for in this Constitution.