

CORPORATIONS LAW

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

of

ROTARY AUSTRALIA WORLD COMMUNITY SERVICE LIMITED

1. In these articles, unless the context otherwise requires:

Interpretation

"Articles" means the articles of association of the Company for the time being in force;

"Australian Rotary Institute" means a meeting of past, present and incoming officers of Rotary International Districts within Australia which meeting is specially convened each Rotary year;

"Board" means the duly elected Board of Directors of the Company;

"Company" means Rotary Australia World Community Service Limited also referred to herein as "R.A.W.C.S.";

"Council" shall mean the members of the Company as described in Article 7;

"District Governor" means the person holding the position of District Governor in a Rotary District in Australia pursuant to the Constitution of Rotary International;

"District Governor Elect" means the person holding the position of District Governor Elect in a Rotary District in Australia pursuant to the Constitution of Rotary International;

"District Governor Nominee" means the person holding the position of District Governor Nominee in a Rotary District in Australia pursuant to the Constitution of Rotary International;

"Law" means the Corporations Law Act 2001 (Cth);

"Regions" means regions representing certain Rotary Districts in Australia as determined by the Board of Directors;

"R.A.W.C.S. Activity" means an initiative or project which is endorsed by or otherwise under the control of the Board of Directors or its agents;

"Operational Chairman" means a person holding a position of Operational Chairman as elected by a Region pursuant to the Regulations of the Company;

"Operational Committee" means a committee representing certain Rotary Districts in Australia and established by the Board of Directors;

"Rotarian" means any member of a Rotary Club;

"Seal" means the common seal of the Company;

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

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

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

2. In these Articles, unless the context otherwise requires:
 - (a) the singular number includes the plural number and vice versa;
 - (b) words importing any gender include every gender;
 - (c) references to the Law, any section or schedule of the Law or any other legislation are references to that law as amended, consolidated, supplemented or replaced from time to time; and
 - (d) references to any person include references to any individual, company, body corporate, association, partnership, firm, joint venture, trust or government agency.
3. The regulations contained in Table A of Schedule 1 to the Law shall not apply to the Company.
4. These Articles are subject to the Law and where there is any inconsistency between an article and the Law, the Law shall prevail to the extent of the inconsistency.
5. The Company is established for the purposes set out in the Memorandum of Association.
6. The Company shall not employ its funds in the provision of loans to members or other forms of financial assistance where such employment is in contravention of the Law.
7. (a) Subject to consents being obtained, all incumbent District Governors of Rotary Districts within Australia shall be appointed as members of the Company for one year as from the 1st day of July in each year. The members of the Company shall constitute the Council of the Company. Any District Governor unable or unwilling to become, or to continue as, a member of the Company shall nominate the District Governor Elect for his or her Rotary District to become a member of the Company in his or her place, subject to the consent of that person and compliance with these Articles.

**Membership
of the
Company**

(b) Each person appointed as a member of the Company for a one year period in accordance with paragraph (a) above shall resign, or otherwise be deemed to have resigned, as a member upon receipt of notice of the appointment of his or her successor as District Governor for the next year. Such resignation shall take effect from the 30th day of June in the relevant year. If for any reason a person ceases to be District Governor of a Rotary District within Australia before his or her term would otherwise have expired, that Rotary District shall appoint his or her successor for the remainder of his or her term as District Governor for membership of the Company to hold that position for such period as the first-mentioned District Governor would otherwise have been a member of the Company were he or she to have served his or her full term.

8. No entrance fee or annual subscription shall be payable by members of the Company unless the Company in general meeting shall from time to time otherwise resolve.

**Cessation
of Membership**

9. A member may at any time by giving notice in writing to the Secretary resign his or her membership of the Company, but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his or her resignation and for all other moneys due by him or her to the Company, and in addition, for any sum not exceeding \$10.00 for which he or she is liable as a member of the Company under Clause 5 of the Memorandum of Association of the Company.

10. 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 Board is unbecoming of a member or prejudicial to the interests of the Company, the Board shall have power to expel the member from the Company and erase his or her name from the Register of Members provided that at least one week before the meeting of the Board at which a resolution for his or her expulsion is passed, the member shall have had notice of such meeting and of what is alleged against him or her and of the intended resolution for his or her expulsion and that he or she shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he or she may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least 24 hours before the time for holding the meeting at which the resolution for his or her expulsion is to be considered by the Board, elect to have the question of his or her expulsion dealt with by the Company in General Meeting and in that event a General Meeting of the Company shall be called for the purpose and if at the meeting a resolution for the expulsion of the member be agreed to by two thirds of those present and voting (such vote to be taken by secret ballot) the member shall be expelled and his or her name removed from the Register of Members.

General Meetings of the Company

11. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Law. The Annual General Meeting shall be held at and about the time of the Meeting of the Australian Rotary Institute. All meetings other than the Annual General Meeting shall be called General Meetings provided that where the context so permits, those articles referable to General Meetings shall also apply to Annual General Meetings.
12. A General Meeting of the Company shall be convened by the Chairman of the Board on instructions from at least four members of the Company representing at least three R.A.W.C.S. Regions or in default, may be convened by such requisitions as provided by the Law. The Secretary shall give notice of all such meetings to the members of the Company. The Secretary shall give notice of all such meetings to each District Governor Elect, each District Governor Nominee and each member of the Board. They shall be entitled to attend each such meetings but only current members of the Company shall be entitled to vote.
13. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, twenty one (21) days' notice at the 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) specifying the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company provided however 21 days' notice at the least shall be given for Special Resolutions to amend the Memorandum and Articles of Association and such notice shall be accompanied by reasons for such amendment.
14. All business shall be special that is transacted at a General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the report of the Board and Auditors, the election of officers and other members of the Board in the place of those retiring and the appointment of the Auditors.

Proceedings at General Company Meetings of the Company

15. Notwithstanding anything contained in these Articles, the Company may adopt any regulations, by-laws, standing orders or constitutional rules as may be passed from time to time at any General Meeting of the Company.
16. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, fifteen members from at least three R.A.W.C.S. Regions present in person shall be a quorum. For the purpose of this Article "Member" does not include a person attending as proxy.
17. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition

of members, shall be dissolved but in any other case it shall stand adjourned to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than ten and from at least three R.A.W.C.S. Regions) shall be a quorum, provided however that such meeting shall not vote upon any special business which shall be determined by a postal ballot.

18. The Chairman of the Board or in his or her absence the Vice Chairman shall preside as chairman at every General Meeting of the Company. If either person is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, then the members present shall elect one of their number to be chairman of the meeting.
19. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairman; or
 - (b) by at least three members present in person or by proxy.

**Voting at
the Annual
General
Meeting**

Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

21. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
22. On instructions from at least four members of the Company representing at least three R.A.W.C.S. Regions, the Chairman of the Board shall instruct the Secretary of the Board to conduct a postal

ballot of the Company upon a proposed resolution, which ballot shall be conducted at such time as the Chairman of the Board may determine and the question shall be determined by a simple majority of postal votes received, except where otherwise provided. Any ballot paper shall be forwarded by pre-paid security post to the address of the member as recorded in the Register of Members. The ballot shall close 28 days after the date of postage. In the absence of manifest error, votes cast by postal ballot pursuant to this Article shall be valid for all purposes and resolutions of the Company upon declaration of the results of the postal ballot by the Secretary.

23. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
24. A member who is of unsound mind or whose person or estate is liable to be dealt in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his or her trustee or by such other person as properly has the management of his or her estate, and any such trustee or other person may vote by proxy or attorney.
25. No member shall be entitled to vote at any General Meeting if his or her annual subscription (if applicable) shall be more than one month in arrears at the date of the meeting.
26. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The signature of the appointor or his or her attorney shall be witnessed by a person other than the proxy. A proxy shall be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his or her proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he or she thinks fit.
27. The instrument appointing a proxy may be in the following form or in a common or usual form.

I _____ of _____ being
a member of _____
hereby appoint _____ of
_____ or failing that the Chairman of the
Meeting as my proxy to vote for me on my behalf at the
(Annual or General as the case may be) Meeting of the

Company to be held on the _____ day of _____ and at any adjournment thereof.

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

Signed this _____ day of _____

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

*Strike out whichever is not desired.

28. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
29. 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.
30. (a) A resolution signed by all the members of the Company entitled to vote shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held.
(b) Such a resolution will have effect pursuant to this clause even if the members entitled to vote sign separate copies of the resolution or if the resolution is communicated between the Company and the members by any electronic means including facsimile or electronic mail.

Regions

31. For the most effective administration of the R.A.W.C.S. program in Australia, Rotary Districts shall be grouped, wherever possible, into Regions to operate from the 1st day of July to the 30th day of June in the next year.
32. The number and composition of the Regions may be varied by the Board from time to time after consultation with the District Governors Elect and by a majority vote of the Company at the Annual General Meeting, provided that written notice of any proposed variation is

mailed by the Secretary to the members of the Company not less than 21 days prior to the Annual General Meeting of the Company. The Secretary shall then mail details of all such proposals, together with reasons in support thereof, to all members of the Board and the secretary of each Operational Committee, not less than 21 days prior to the Annual General Meeting of the Company. Any variation to the number and composition of the Regions resulting from a vote at the Annual General Meeting will operate from 1st July following that meeting and the Board shall determine any financial adjustments between the Regions.

Board of Directors

33. (a) The Board of Directors of the Company shall consist of:
- (i) a Chairman
 - (ii) a Secretary
 - (iii) a Treasurer
 - (iv) a District Governor
 - (v) a District Governor Elect
 - (vi) a District Governor Nominee
 - (vii) a Representative of the regional Operational Chairmen
 - (viii) the Immediate Past Chairman
 - (ix) National Projects Manager
 - (x) National DIK Manager
 - (xi) National RAM Manager

Each Board member shall have voting rights.

- (b) Subject to paragraphs (c) and (d), the members of the Board shall be elected for a period of one (1) year and, if eligible, shall be entitled to stand for re-election at the conclusion of each term served on the Board.
- (c) (i) The Chairman, Secretary and Treasurer shall be elected one each year by the members of the Company where possible for a period of up to three (3) years so that no two officers retire in the same year. Each officer shall be eligible to stand for re-election at the conclusion of this term for an additional period of up to three (3) years.
- (ii) The Operational Chairmen's Representative shall be a member of the Board for a period of two years.
- (d) (i) The Chairman, Secretary and Treasurer of the Board shall be any Rotarian elected by the members of the Company at the Annual General Meeting;
- (ii) The District Governor Nominee on the Board shall be appointed at the Annual General Meeting by the members of the Company from among the District Governors Nominee and that person shall go on to be the District Governor Elect Representative and ultimately the District Governor Representative on the Board.

(iii) The Vice Chairman shall be elected by the Board members from one of the elected Board members.

(e) The National Managers shall be appointed by the Board.

(f) Each person elected to the Board shall commence to hold office from the 1st day of July following each election and shall hold office for the period specified in paragraph (b) unless otherwise specified by these Articles or determined by the members of the Company.

**Vacancies
on the
Board**

34. (a) The Board shall have power at any time and from time to time to appoint any person to the Board to fill a casual vacancy provided that, in the case of a casual vacancy to the position held by a District Governor, District Governor Elect or District Governor Nominee, the vacancy is filled by a person from amongst those who are District Governors, District Governors Elect or District Governors Nominee respectively and any appointment must be confirmed at the next Annual General Meeting by more than one half of the members of the Company.

(b) (i) If a person is appointed pursuant to paragraph (a) to fill the vacancy of Chairperson of the Board, he or she will vacate this office as at 30 June after the next Annual General Meeting of the Company following their appointment and may, subject to eligibility, stand for re-election to the Board in accordance with clause 33(d) at the Annual General Meeting.

(ii) If a person is appointed pursuant to paragraph (a) to fill the vacancy of District Governor, District Governor Elect, District Governor Nominee, Chairman, Secretary or Treasurer of the Board, he or she will vacate this office as at the next 30 June following their appointment and may, subject to eligibility, stand for re-election to the Board in accordance with clause 33(d) at the Annual General Meeting.

35. The office of a member of the Board shall become vacant if the member:

(a) ceases to be a member of the Board by virtue of the Law;

(b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

(c) becomes prohibited from being a director of a company by reason of any order made under the Law;

(d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

- (e) resigns his or her office by notice in writing to the Company;
- (f) for more than six months is absent without permission of the Board from meetings of the Board held during that period;
- (g) is removed by resolution of the members of the Company;
- (h) in the case of any Board member who ceases to be a Rotarian;

Provided always that nothing in this Article shall affect the operation of Clause 3 of the Memorandum of Association of the Company.

Meetings of the Board of Directors

36. Meetings of the Board shall be held as follows:
- (a) An Annual General Meeting of the Board shall be held prior to the Annual General Meeting of the Company and shall be held at the Australian Rotary Institute each Rotary year. Written notice of the meeting shall be sent to all members of the Board at least twenty-one (21) days prior to such meeting.
 - (b) In addition to paragraph (a), a minimum of four (4) Ordinary Meetings of the Board shall be called by the Chairman each year provided that twenty-one (21) days notice is given in writing to all Board members of each meeting with such notice to provide details of the business on the proposed agenda. The Chairman must determine the location of each meeting.
 - (c) Any meetings including the Annual General Meeting of the Board of Directors may, with the consent of the Board, be held by any conference media connection.

Powers and Duties of the Board of Directors

37. The business of the Company shall be managed by the Board which may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not by the Law or by these Articles, required to be exercised by the Company in General Meeting; provided that any rule, regulation or by-law of the Company made by the Board may be disallowed by the Company in General Meeting and provided further that no resolution of or regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution or regulation had not been passed or made.
38. Without in any way limiting the power of the Board to manage the business of the Company as set out in Article 37, the Board shall have the power and authority:
- (a) To supervise and co-ordinate the policies, programs, plans and the funds contributed for R.A.W.C.S. activities;
 - (b) To speak on behalf of R.A.W.C.S. and its Operational Committees on all matters of common interest to R.A.W.C.S. members;

- (c) To act on behalf of District Governors, through the R.A.W.C.S. Operational Committees when liaising with Governments, regulatory bodies, national insurance underwriters, other bodies and/or departments, concerning requests for overseas aid and all matters consistent with the object of R.A.W.C.S.

- 39. The Board may by resolution establish regulations governing the administrative procedures and management processes to be adopted for the operation of the Company and any Committees established by it.
- 40. The Board of Directors may appoint persons with specialized skills into consultative positions when required. The officers appointed under this article shall become non-voting members of the Company, shall be entitled to attend all meetings of the appropriate committees but shall not be entitled to vote on any matter. All appointees should be wherever possible Rotarians experienced in the area of competence required by the Board.

**Proceedings
of the Board
of Directors**

- 41. Subject to Clause 36, the Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- 42. Subject to these Articles, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be a determination of the Board. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 43. (a) Unless otherwise provided in these Articles and subject to the exceptions provided by the Law, a member of the Board who has a material personal interest in a matter that relates to the activities of the Company shall give the other Board members notice of the interest at least before the Board meeting at which that interest is relevant.

(b) Where a Board member has a material personal interest in accordance with paragraph (a), that member shall not:
 - (i) be present; or
 - (ii) votewhile the matter is being considered at a Board meeting unless the Board is satisfied that the interest should not disqualify the director from voting or being present and passed a resolution identifying the interested Board member, the nature and extent of the interest and its relation to the affairs of the Company.
- 44. The quorum necessary for the transaction of the business of the Board shall six (6) members of the Board or such other number as may be fixed by the Board.

45. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of the summoning a General Meeting of the Company, but for no other purpose.
46. The Chairman or in his or her absence the Vice Chairman shall preside at every meeting of the Board, or if there is no Chairman or Vice Chairman or if at any meeting either person is not present within fifteen minutes of the time appointed for holding the meeting, then the members may choose one of their number to be chairman of the meeting.
47. The Board may delegate any of its powers to sub-committees consisting of such member or members of the Board and co-opted persons who are also qualified Rotarians as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
48. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
49. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote.
50. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board or a sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting aforesaid or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
51. (a) A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Such a resolution will have effect pursuant to this clause even if the members entitled to vote sign separate copies of the resolution or if the resolution is communicated between the members of the Board by any electronic means including facsimile or electronic mail.

- (b) Following approval by more than half of the members of the Company, the Board from time to time by resolution in writing may adopt bylaws, rules and regulations which shall come into force and be fully operative upon the forwarding of an appropriate notice containing such bylaws, rules or regulations to each of the members of the Company.

Seal

- 52. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board or of a sub-committee of members of the Board authorised by the Board on its behalf and every instrument to which the Seal is affixed shall be signed by two members of the Board or by some other person appointed by the Board for the purpose.

Accounts and Audit

- 53. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by the Law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law, provided however that the Board shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to June 30th preceding the date of the meeting.

- 54. The Board shall from time to time determine in accordance with Clause 7 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members and no member (not being a member of the Board) shall have any right of inspecting any account or book or paper of the Company except as conferred by the Law or by Clause 7 of the Memorandum of Association or authorised by the Board or by the Company in General Meeting.

- 55. A properly qualified Auditor or Auditors shall be appointed and his or her or their remuneration fixed and duties regulated in accordance with the Law and Clause of the Memorandum of Association.

Notices

- 56. A Notice may be given by the Company to any member either personally or by sending it by post to his or her registered address, or (if he or she has no registered address) to the address, if any, supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected in the case of a notice of meeting on the second 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.

- 57. (a) Notice of every General Meeting shall be given in any manner herein before authorised to:

- (i) every member except those members who, having no registered address, have not supplied to the Company an address for the giving of notices to them;
 - (ii) the Auditor or Auditors for the time being of the Company;
 - (iii) every member of the Board;
 - (iv) all District Governors Elect; and
 - (v) every other officer of the Company.
- (b) No other person shall be entitled to receive notices of General Meetings and provided always that only members of the Company shall have voting rights at General Meetings of the Company.

Winding Up 58. The provisions of Clause 6 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 59. Every member of the Board, Auditor, Secretary, Treasurer and any other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his or her office which is incurred by him 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 Law in which relief is granted to him by the Court and otherwise against any liability incurred by any officer of the Company in that capacity to a person other than the Company, unless the liability arises out of conduct involving a lack of good faith by the officer.