VICTORIA

CORPORATION LAW

COMPANY LIMITED BY GUARANTEE

MEMORANDUM AND ARTICLES OF ASSOCIATION

- of -

THE MATHEMATICAL ASSOCIATION OF VICTORIA

MAURICE BLACKBURN & CO.,
Solicitors,
550 Swanston Street
CARLTON, VIC., 3053
AUSDOC, D.X. 466
Tel: 9345.2700
Ref: JC
Dear Dr Stephens,

LICENCES TO OMIT "LIMITED" FROM COMPANY NAME - THE MATHEMATICAL ASSOCIATION OF VICTORIA

The Attorney-General, the Hon Rob Hulls MP has asked me to thank you for your letters of 12 June, 8 August and 22 October 2003, regarding your request for approval of various amendments to the Association's Memorandum and Articles of Association and to respond on his behalf. I apologise for the delay in responding to your letter.

The Attorney-General has considered applications of this kind. However given the introduction of the new Corporations Code recent legal advice indicates that applications of this kind are more appropriately dealt with by the Commonwealth Government.

I am therefore now forwarding your application (including the copy of the licence which you obtained at the Department's request) to the Commonwealth Parliamentary Secretary to the Treasurer, the Hon Mr Ross Cameron, so that your request can be considered.

Consistent with this, amendments to the company constitution which would extinguish the requirement that you seek the agreement of the Attorney-General of the State of Victoria. I would wish to make clear, however, that this does not effect any legal requirement under the licence that you seek the approval of the Commonwealth in relation to changes to the constitution, as required by the licence. Please note however, that this does not effect any legal requirement under the licence that you seek the approval of the Commonwealth in relation to changes to the constitution, as required by the licence.

Legal Policy only uses the personal information you provide to us to investigate and respond to the issues you have raised. If it is necessary for the purposes of responding to you, the information you provide may be disclosed to another business unit in the Department of Justice. Your personal information will not be released outside of the Department without your consent unless required or permitted by law. If we request your consent to releasing your personal information and you choose not to provide it, it may not be possible to properly address the issues you have raised. If you wish to gain access to your personal information held by Legal Policy, please telephone (03) 9651 16217.
If you have any further inquiries the contact officer in relation to this matter is Cynthia Marwood ☎ (03) 9651 0731.

Yours sincerely

GREG BYRNE
Director, Legal Policy
Mr Ray Peck ACER
Director and President
The Mathematical Association of Victoria
Cliveden
61 Blyth Street
BRUNSWICK VIC 3056

Dear Mr Peck

CHANGES TO THE CONSTITUENT DOCUMENTS OF THE MATHEMATICAL ASSOCIATION OF VICTORIA

I refer to Dr Stephens' letter of 12 June 2003 to the Attorney-General of Victoria concerning a change to the constituent documents of the Mathematical Association of Victoria (the Association).

I note that the Association is a non-profit company with an exemption from the requirement to have the word "Limited" in its name pursuant to the Companies Act 1961 (the Companies Act).

I further note that to comply with previous legislative requirements, the Club’s Memorandum of Association states that its Memorandum and Articles of Association cannot be altered except with the consent of the Victorian Attorney-General.

The matter has been referred to me as successor to the Attorney-General in company law matters.

I approve the proposed change.

Yours sincerely

ROSS CAMERON
NATIONAL COMPANIES AND SECURITIES COMMISSION
COMPANIES (VICTORIA) CODE
SUB-SECTION 31 (2)

Registered no.: C0089106V

CERTIFICATE OF INCORPORATION
OF PUBLIC COMPANY

THIS IS TO CERTIFY THAT

THE MATHEMATICAL ASSOCIATION OF VICTORIA

WAS ON AND FROM THE 5TH JULY 1971.
INCORPORATED AS A PUBLIC COMPANY,
BEING A COMPANY LIMITED BY GUARANTEE.

Given under the seal
of the National Companies and Securities Commission
at MELBOURNE on this 8TH DAY OF AUGUST 1990.

A person authorised by the Commissioner for Corporate Affairs
for the State of Victoria
Delegate of the National Companies and Securities Commission.
CORPORATIONS LAW

APPROVAL PURSUANT TO SUB-SECTION 383(9)

The Australian Securities Commission hereby grants approval pursuant to Sub-Section 383(9) of the Corporations Law to the amendment of the Memorandum and Articles Association of:

THE MATHEMATICAL ASSOCIATION OF VICTORIA ACN 004 892 755

as detailed in the Statutory Declaration dated the 1st day of November 1995.

Dated at Traralgon on this 17th day of November 1995.

The Common Seal of the Australian Securities Commission was affixed in the presence of Graham Potter.
No. of company 89106

VICTORIA

CORPORATION LAW

No. 6839, Section 16(3)

CERTIFICATE OF INCORPORATION
OF PUBLIC COMPANY

This is to Certify that

THE MATHEMATICAL ASSOCIATION OF VICTORIA

is, on and from the 5th day of July 1971, incorporated under the corporation law, and that the company is A COMPANY LIMITED BY GUARANTEE.

Given under my hand and seal at Melbourne this 5th day of July 1971.

...........................................
(Sgd.) J. E. DWYER
Assistant Registrar of Companies
Note:

The original Memorandum and Articles of Association at time of incorporation (1971) were amended in 1984 and again in 1995.

Because of this the current Memorandum and Articles of Association may appear to have some irregularity of numbering due to previous changes/deletions.

Further note:

The Memorandum and Articles of Association as they stood on Thursday, 7 December 1995 were amended by resolution of an Annual General Meeting of Members on Saturday, 14 September 2002. This version of the Memorandum and Articles of Association is a copy of the Memorandum and Articles of Association as prepared by Maurice Blackburn & Co subsequent to Thursday, 7 December 1995 and lodged with the Australian Securities Commission in February 1996 with the 14 September 2002 amendment added.

I certify that to the best of my knowledge this is a current, full and complete record of the Memorandum and Articles of Association of the Mathematical Association of Victoria as at Tuesday, 25 May 2004.

SIMON PRYOR
Executive Officer
# Notification of resolution

If there is insufficient space in any section of the form, provide details in an annexure – refer to Guide for annexure requirements

## Company details

<table>
<thead>
<tr>
<th>Company name</th>
<th>Mathematical Association of Victoria</th>
</tr>
</thead>
<tbody>
<tr>
<td>ACN/ABN</td>
<td>34 004 892 755</td>
</tr>
</tbody>
</table>

## Lodgement details

Who should ASIC contact if there is a query about this form?

<table>
<thead>
<tr>
<th>ASIC registered agent number (if applicable)</th>
<th></th>
</tr>
</thead>
</table>

Firm/organisation

| Mathematical Association of Victoria |

Contact name/position description

<table>
<thead>
<tr>
<th>Simon Pryor - CEO</th>
</tr>
</thead>
</table>

Telephone number (during business hours)

| (03) 9380 2399 |

Email address (optional)

| spryor@mau.vic.edu.au |

Postal address

| Cliveden, 61 Rhyth Street Brunswick |

Suburb/City

| Victoria |

State/Territory

| Victoria |

Postcode

| 3056 |

## Signature

This form must be signed by a current officeholder or external administrator of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.

**Name**

| Simon James Pryor |

**Capacity**

- [ ] Director
- [X] Company secretary
- [ ] External administrator

**Signature**

|  |

**Annexure endorsed as specified in guide**

**Date signed**

| 12/05/12 |

**Provide details of resolution over page.**

## Lodgement

Send completed and signed forms to:

Australian Securities and Investments Commission,

PO Box 4000, Gippsland Mail Centre VIC 3841.

For more information

<table>
<thead>
<tr>
<th>Web</th>
<th><a href="http://www.asic.gov.au">www.asic.gov.au</a></th>
</tr>
</thead>
<tbody>
<tr>
<td>Telephone</td>
<td>1300 300 630</td>
</tr>
</tbody>
</table>
1 Subject(s) of the resolution

Please tick box(es) which apply
Must select at least one

<table>
<thead>
<tr>
<th>157(2)</th>
<th>Change of company name</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Is the proposed name identical to a registered business name(s)?</td>
</tr>
<tr>
<td></td>
<td>Yes ☐  No ☐</td>
</tr>
<tr>
<td></td>
<td>Name reservation number (if any)</td>
</tr>
<tr>
<td></td>
<td>If yes, I declare that I own, or am registering the company name for the owner(s) of the identical business name(s), the registration details of which are listed below.</td>
</tr>
<tr>
<td></td>
<td>Business number</td>
</tr>
<tr>
<td></td>
<td>State/Territory of registration</td>
</tr>
</tbody>
</table>

| 162(3) | Change from public company to proprietary company |
|        | Change from proprietary company to public company |
|        | Change from no-liability company to company limited by shares |
|        | Change from limited company to unlimited company |
|        | Change from company limited by guarantee to company limited by shares |
|        | Change from company limited by both shares & guarantee to company limited by shares |
|        | Change from limited company limited by company limited by guarantee |
|        | Change from limited (mining) company to a no-liability company |

| 138(5) | Alteration of constitution |
| 491(2) | Voluntary winding up by members/shareholders |
| 491(2) | Voluntary winding up by creditors |
| 461(2) | Company resolved to be wound up by Court |
| 506(1B) | Powers & duties of liquidator (voluntary) |
| 507(11) | Company's arrangement with liquidator |
| 510(1A) | Binding arrangements on company/creditors |

| Other ☐ Section number |
| Brief description |

2 Details of the resolution

Provide date of meeting

Date of meeting:

☐ [Q] [X] [O] [S] [I] [2]

Tick the appropriate box & provide details. Annexures must be endorsed as specified in the guide.

The resolution: ☐ Set out below ☒ in the attached annexure marked*, A………… *(a, b, c or 1, 2, 3 etc), was passed or agreed to (as required) as a special or ordinary resolution (as applicable) in accordance with the Corporations Act 2001.
This annexure A of 3 pages referred to in form 205J Notification of Resolution

THE MATHEMATICAL ASSOCIATION OF VICTORIA

ABN: 34 004 892 755

Minutes of the 2012 Annual General Meeting of the Mathematical Association of Victoria

Venue: Education Centre, Cliveden, 61 Blyth Street Brunswick Victoria
Date: Tuesday, 8 May 2012
Members present: Michelle Huggan, Ray Peck, Spiros Tsetsos, Raymond Rozen, Sharyn Livy (Professional Officer), Linda Baron, Rob Money, Dave Tout, Jan Thomas (AMSI), Kelly Gallivan, Shirley Marshall (Professional Officer) Roger Walter, Andrea Markham (Professional Officer), Helen Haralambous (Professional Officer), June Penney, Leicha Bragg, Allason McNamara, Ian Lowe (Professional Officer), Courtney Mason (Professional Officer), Marty Ross, Peter Sullivan, Max Stephens.

Apologies received: Bruce Devlin, Les Evans, Bruce Henry, Angela Rogers, Anna Austin, Malcolm Cocking, Margaret Thom, Michael Green, Darinka Rob, Zofia Wiacek, Julie Allen, Melanie Savic, Andrea Markham, Jennifer Bowden, Julie Tillyer, Sue Gunningham, Noel Schleiger, Dorothy Mahler, Dianne Siemon, Michael Green, Darnka Rob, Jeanne Carroll, Zofia Wiacek.

Also Present: John Long (Council of Professional Teaching Associations of Victoria), Catherine Money, Sheryl Sullivan, Louise Gray (Communications Consultant), and Simon Pryor (Chief Executive Officer).

Item

1. Opening and apologies
The President, Allason McNamara, thanked Dr Marty Ross for the inaugural presentation in the new Education Centre at Cliveden, Idiot Wind: Climate Change, Freak Storms and Blowhards. The President then opened the meeting at 6:45pm and welcomed all present, including Honorary Life Members – Robert Money and Max Stephens. Apologies were received.

2. Previous Annual General Meeting
The meeting resolved that the minutes of the Annual General Meeting of the members of the Mathematical Association of Victoria, held on Tuesday, 12 April 2011 be accepted as a true and accurate record. (Rob Money/Max Stephens).

3. Annual Report
The President tabled and spoke to the Annual Report of the Association. The meeting resolved unanimously to receive the report (Max Stephens/Ray Peck).


Page 11 of 69
Minutes of the 2012 Annual General Meeting of the members of the Mathematical Association of Victoria


5 Appointment of Auditors for 2012 – 2013
The meeting resolved that, pursuant to clause 6 (A) (v) of the Articles of Association, this Annual General Meeting elect Clements Dunne and Bell as the registered auditor of the 2012/2013 accounts of the Mathematical Association of Victoria (Kelly Gallivan/David Tout).

6 Special Resolution
The meeting unanimously resolved by special resolution that pursuant to Article 26 of the Memorandum and Articles of the Mathematical Association of Victoria this Annual General Meeting of Members of the Mathematical Association of Victoria notes that the Parliamentary Secretary to the Commonwealth Treasurer as successor to the Attorney General of Victoria in company law matters has approved the form of the change proposed to this meeting by the Council of the Mathematical Association of Victoria to the Memorandum and Articles of the Mathematical Association of Victoria, and

Resolves by Special Resolution to give immediate effect to a change to Article 12, Section A of the Articles of Association for the Mathematical Association of Victoria so that an exception be made to the limitation that Councillors only be eligible to serve five consecutive terms of office in the instance where a Councillor has served five consecutive terms and is at the end of their first term as President in order to enable that Councillor to seek a second term as President. By Special Resolution this meeting agrees to amend Article 12(A)(ii) by adding the words “other than a Council Member elected as President for the first time at the previous Annual General Meeting” between the words “... no person” and “shall hold office ...” so that Article 12(A)(ii) shall now read:

(ii) All retiring Council Members shall be eligible for re-election as Council Members or for election as President Vice-President Secretary or Treasurer PROVIDED THAT no person other than a Council Member elected as President for the first time at the previous Annual General Meeting shall hold office as a Council Member (save as Immediate Past President) for more than five consecutive terms of office. For the purposes of this sub-clause “term of office” shall mean the period between two consecutive Annual General Meetings or any portion thereof.

And, further, this Annual General Meeting resolves by Special Resolution that a new Article 12(A)(iii) be added to the Articles

(iii) A Council Member who, pursuant to Article 12(A)(ii) hereof was elected as President for the first time at the previous Annual General Meeting and has served five consecutive terms of office shall be eligible to nominate and, if elected, serve for one further term only PROVIDED THAT they are, pursuant to Articles 12(C)(i)(a), 12(F) and 12(H) declared elected as President (Linda Baron/Michelle Huggan).
Minutes of the 2012 Annual General Meeting of the members of the Mathematical Association of Victoria

7 Appointment of 2012 – 2013 Mathematical Association of Victoria Council – Returning Officer, Robert Money

The Returning Officer, Robert Money, reported that the number of nominations for Office Bearers and Council members did not exceed the number of positions vacant and that no election would be necessary. He declared the following persons elected to the MAV Council for 2012-2013:

President
Allason McNamara - pursuant to Article12(A)(iii)

Immediate Past President
Jeanne Carroll

Vice President
Michelle Huggan

Vice President
Marjorie Horne

Secretary
David Tout

Treasurer
Kelly Anne Gallivan

Council members
Linda Baron
Ahmad Samarji
Elizabeth Burns
Max Stephens
Ray Peck

The Returning Officer also reported that an immediate casual vacancy needed to be filled by the incoming Council in order to ensure that the Council met the requirements of Article 11 Clause 11(A)(vi) of the MAV Articles of Association that there be "not less than six ... other Council Members". The meeting resolved unanimously to receive the Returning Officer’s report (Max Stephens/David Tout).

7 Certificates of Appreciation

The President thanked retiring Councillors Nicola Andrews, Jill Brown, Burkard Polster, Angela Rogers and Peter Sullivan, for their exceptional contributions to the work of the Council. The meeting carried a resolution of thanks by acclamation.

8 Closure

There being no further business, the President, Allason McNamara, declared the meeting closed at 7:00pm and invited all present to join the Council for the AGM dinner to be held at La Bussola, 319 Lygon Street Brunswick East.

Minutes prepared by Simon Pryor, Chief Executive Officer

Allason McNamara

Certified as accepted as a true and accurate record by resolution of the members:
Allason McNamara
President

This annexure A signed by:

Simon Pryor
Chief Executive Officer
Company Secretary
MEMORANDUM AND ARTICLES OF ASSOCIATION
- of -
THE MATHEMATICAL ASSOCIATION OF VICTORIA

CONTENTS

MEMORANDUM OF ASSOCIATION

AI. NAME ......................................................................................................................... 43
BIII. (a)-(I) – Objects ........................................................................................................ 43
     (ii)-(xxvii) – Powers ............................................................................................. 44
CIII. Financial .................................................................................................................. 48
DIV. Alteration of the Memorandum of Articles ......................................................... 48
EV. Enforcement of Attorney-General’s conditions .................................................... 48
FVI. Limited Liability .................................................................................................... 49
GVII. Contribution .......................................................................................................... 49
HVIII. Winding up .......................................................................................................... 49
IIX. Accounts .................................................................................................................. 49

ARTICLES OF ASSOCIATION

ARTICLE 1 – INTERPRETATION .................................................................................... 1

ARTICLE 2 – REGISTERED OFFICE ............................................................................ 3

ARTICLE 3 – MEMBERSHIP ........................................................................................ 3
     Number and Increase of Members ........................................................................ 3
     Classes of Membership ......................................................................................... 3
     Eligibility to apply for Membership .................................................................... 3
Application for Individual Institution Student and Associate Membership ............................................................... 4
Election of Individual Institution Student and Associate Members ................................................................. 4
Nomination of Honorary Life Members ............................................................................................................ 4
Registration of Members .................................................................................................................................. 5
Privileges of Honorary Life Members ............................................................................................................ 5
First Membership ............................................................................................................................................... 5
Dual Individual and Institution Membership .................................................................................................. 5
Patrons and Honorary Members ...................................................................................................................... 5
Associate Members ............................................................................................................................................ 6

ARTICLE 4 – TERMINATION OF MEMBERSHIP ......................................................................................... 6
Termination .......................................................................................................................................................... 6
Removal from the Register ............................................................................................................................... 6

ARTICLE 5 – EXPULSION FOR MISCONDUCT ......................................................................................... 6
Notice of Misconduct to be given to Member ................................................................................................. 6
Member’s Right of Appearance .......................................................................................................................... 7
Council’s Power of Expulsion ............................................................................................................................. 7
Expelled Member’s Right of Appeal; to a General Meeting ........................................................................... 7
General Meeting to be called to consider Expulsion .................................................................................. 7
Expelled Members to have no claim .................................................................................................................. 8

ARTICLE 6 – ENTRANCE FEES SUBSCRIPTIONS AND LEVIES .......................................................... 8
Entrance Fees .................................................................................................................................................. 8
Annual and other Subscriptions ....................................................................................................................... 8
Initial Annual Subscription ............................................................................................................................... 9
Levies ............................................................................................................................................................... 9
Notice of Levy .................................................................................................................................................. 9
Interest on Unpaid Levies ................................................................................................................................. 9
Termination of Membership for Non-Payment ............................................................................................. 9
Former Members Remain Liable ...................................................................................................................... 10

ARTICLE 7 – BORROWING POWERS AND SECURITIES ................................................................. 10
Power to Borrow and Give Security ............................................................................................................... 10
Property may be Conveyed to Trustees ......................................................................................................... 10
Debentures may be free from Equities ......................................................................................................... 10
Premium or Discount .................................................................................................................................... 10
Security to Council &c. .................................................................................................................................... 11
Register of Charges to be Kept ....................................................................................................................... 11
Interest on Loans from Members ................................................................................................................... 11

ARTICLE 8 – GENERAL MEETINGS .................................................................................................. 11
Annual General Meetings ............................................................................................................................... 11
Special General Meetings .............................................................................................................................. 11
Members may require a Special General Meeting ...................................................................................... 11
Notice of General Meetings ........................................................................................................................... 12
Validation of Meetings on Short Notice ................................................................. 12
Omission, &c. to give Notice .............................................................................. 12

ARTICLE 9 – PROCEEDINGS AT GENERAL MEETING ........................................... 12
Business of Meetings ...................................................................................... 12
Special Business and Resolutions without Notice ........................................ 13
Quorum ............................................................................................................ 13
Effect of Lack of Quorum ............................................................................. 13
Chairman Chairperson .................................................................................. 13
Adjournment ................................................................................................. 14
Show of Hands .............................................................................................. 14
Minutes as Evidence of Result thereof ......................................................... 14
Demand for Poll ............................................................................................ 14
Taking of Poll ................................................................................................ 14
Disputed Votes ............................................................................................. 15
Chairperson’s Casting Vote .......................................................................... 15

ARTICLE 10 – VOTES OF MEMBERS ................................................................. 15
Entitlement to Votes ...................................................................................... 15
Manner of Voting .......................................................................................... 15
Proxy to be Deposited at Office ................................................................. 15
Duration of Proxy ........................................................................................ 16
Form of Proxy ............................................................................................... 16
Power of Attorney ........................................................................................ 16
When Proxy &c. Valid though Revoked ......................................................... 16
Revocation by Subsequent Proxy ................................................................. 16
Directions as to Voting in Proxy &c. ......................................................... 17

ARTICLE 11 – THE COUNCIL ............................................................................. 17
Composition .................................................................................................. 17
First Office-Bearers and other Members of the Council ................................. 17
Reimbursement for Out-of-Pocket Expenses ............................................... 18
Resignation .................................................................................................... 18
Disqualification of Council Members .......................................................... 18

ARTICLE 12 – ELECTION OF OFFICE-BEARERS AND COUNCIL MEMBERS ................................................................................................................................. 19
Annual Retirement ........................................................................................ 19
Immediate Past President .......................................................................... 19
Election of Office-Bearers and Council Members – Council to
determine whether at Annual General Meeting or by Postal
Ballot ............................................................................................................... 19
Nominations for Election ............................................................................ 20
Uncontested Elections .................................................................................. 22
Conduct of Postal Ballot ............................................................................... 22
Conduct of Elections at an Annual General Meeting .................................... 24
Counting of Votes Cast by Ballot ............................................................... 25
ARTICLE 13 – PROCEEDINGS OF THE COUNCIL

Procedure Generally............................................................................... 28
Calling of Council Meetings.................................................................... 29
Chairperson of Meetings......................................................................... 29
Quorum..................................................................................................... 29
Decision of Questions ............................................................................... 29
Council may act despite Vacancy ............................................................. 29
Delegation to Committees....................................................................... 30
Procedure of Committees....................................................................... 30
Validation of Irregular Acts....................................................................... 30
Written Resolution Effective Without Meeting........................................ 30

ARTICLE 14 – DECLARATION OF INTERESTS OF COUNCIL MEMBERS AND DEALINGS BETWEEN COUNCIL MEMBERS AND THE ASSOCIATION

Council Members not to receive Remuneration...................................... 31
Council Members may contract with Association and Vote thereon........ 31
Council Members to declare Interest in Contracts.................................. 31
Council Members may give General Notice of Interest in Companies &c. 31
Council Members to Declare Conflicting Offices or Property................. 32
Secretary to Minute Declarations............................................................ 32
Validation of Contracts &c. if Interest not Declared by Mistake &c.......... 32
Council Members Holding Office with Companies in which Association Interested................................................................. 32

ARTICLE 15 – POWERS OF THE COUNCIL

Powers of the Council............................................................................... 33

ARTICLE 16 – SEAL

Custody of Seal......................................................................................... 33
Authority for and Attestation of Seal......................................................... 33

ARTICLE 17 – CHEQUES, BILLS &c.

Cheques, Bills, &c..................................................................................... 33

ARTICLE 18 – MINUTES

Minutes ..................................................................................................... 34
Chairperson to Sign Minutes.................................................................. 34
<table>
<thead>
<tr>
<th>Article</th>
<th>Title</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>19</td>
<td>THE SECRETARY TREASURER</td>
<td>34</td>
</tr>
<tr>
<td></td>
<td>The Secretary</td>
<td>34</td>
</tr>
<tr>
<td></td>
<td>The Treasurer</td>
<td>34</td>
</tr>
<tr>
<td>20</td>
<td>ACCOUNTS AND ANNUAL REPORT</td>
<td>35</td>
</tr>
<tr>
<td></td>
<td>Books to be Kept</td>
<td>35</td>
</tr>
<tr>
<td></td>
<td>Retention of Books</td>
<td>35</td>
</tr>
<tr>
<td></td>
<td>Inspection of Accounts by Members</td>
<td>35</td>
</tr>
<tr>
<td></td>
<td>Inspection of Other Records</td>
<td>35</td>
</tr>
<tr>
<td></td>
<td>Profit and Loss Account and Balance Sheet</td>
<td>35</td>
</tr>
<tr>
<td></td>
<td>Council’s Report, &amp;c.</td>
<td>36</td>
</tr>
<tr>
<td></td>
<td>Accounts &amp;c. to be sent to Members &amp;c.</td>
<td>36</td>
</tr>
<tr>
<td>21</td>
<td>AUDIT</td>
<td>36</td>
</tr>
<tr>
<td></td>
<td>First Auditors</td>
<td>36</td>
</tr>
<tr>
<td></td>
<td>Appointment and Remuneration</td>
<td>36</td>
</tr>
<tr>
<td></td>
<td>Nomination of Auditors</td>
<td>36</td>
</tr>
<tr>
<td></td>
<td>Disqualification of Auditors</td>
<td>36</td>
</tr>
<tr>
<td>22</td>
<td>NOTICES</td>
<td>36</td>
</tr>
<tr>
<td></td>
<td>Modes of Giving Notice to Members</td>
<td>37</td>
</tr>
<tr>
<td></td>
<td>Notices by Post</td>
<td>37</td>
</tr>
<tr>
<td></td>
<td>Signature of Notice</td>
<td>37</td>
</tr>
<tr>
<td></td>
<td>How Time Counted</td>
<td>37</td>
</tr>
<tr>
<td>23</td>
<td>REGULATIONS</td>
<td>37</td>
</tr>
<tr>
<td></td>
<td>Regulation</td>
<td>37</td>
</tr>
<tr>
<td>24</td>
<td>INDEMNITY TO OFFICERS</td>
<td>38</td>
</tr>
<tr>
<td></td>
<td>Indemnity</td>
<td>38</td>
</tr>
<tr>
<td>25</td>
<td>BRANCHES</td>
<td>38</td>
</tr>
<tr>
<td></td>
<td>Formation of Branches</td>
<td>38</td>
</tr>
<tr>
<td></td>
<td>Powers of Branches</td>
<td>38</td>
</tr>
<tr>
<td></td>
<td>Annual Reports</td>
<td>38</td>
</tr>
<tr>
<td>26</td>
<td>ALTERATION OF ARTICLES</td>
<td>39</td>
</tr>
<tr>
<td></td>
<td>Alteration of Articles</td>
<td>39</td>
</tr>
</tbody>
</table>
LICENCE UNDER CORPORATION LAW

I, GEORGE OSWALD REID, the responsible Minister of the Crown for the time being administering the Corporation Law, pursuant to section 24 of the said Act HEREBY DIRECT that –

THE MATHEMATICAL ASSOCIATION OF VICTORIA

be registered as a company with limited liability without the addition of the word “Limited” to its name.

This Licence is granted upon the conditions that –

1. No amendment of the Memorandum of Association or of the Articles of Association of the company shall be made unless the same shall, prior to the passing of any resolution to effect such amendment, have been submitted to and approved by the Attorney-General of the State of Victoria.

2. The terms of the memorandum and Articles of Association submitted to and certified by me, as amended from time to time in accordance with the foregoing conditions, are strictly followed.

3. The company or any member thereof or any person on its behalf shall not make or publish or cause to be made or published any statement asserting or implying that in granting my License under section 24, I am in sympathy with the aims and objects of the company or that I approve the manner in which it conducts its affairs or that I or the State of Victoria guarantees the performance by the company of its contractual or other obligations.

DATED at Melbourne this 22nd day of June 1971.

(Sgd.) G.O. REID
ATTORNEY GENERAL