

COMPANIES (NEW SOUTH WALES) CODE
A COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

GEORGES RIVER GRAMMAR SCHOOL LIMITED

(formerly Bankstown Grammar School until 31st Dec 2010)

**NEW SOUTH WALES
COMPANIES (NEW SOUTH WALES) CODE
MEMORANDUM OF ASSOCIATION
OF
GEORGES RIVER GRAMMAR SCHOOL LIMITED
A COMPANY LIMITED BY GUARANTEE**

1. The name of the Company is “Georges River Grammar School Limited”.
2. The Registered Office of the Company will be situated at Bankstown in the State of New South Wales.
3. The objects for which the Company is established are:
 - (a) To establish and carry on at Bankstown near Sydney (and/or elsewhere) in the State of New South Wales a co-educational school providing a sound traditional education of the highest order including religious instruction in conformity with the principles of the Anglican Church of Australia and the Uniting Church in Australia as approved by the School Council.
 - (b) To provide for the delivery and holding of lectures, games, exhibitions, public meetings, classes and conferences calculated directly or indirectly to advance the cause of education whether general, professional or technical, such instruction to be of the highest professional and educational standards.
 - (c) To provide board, lodgings and attendance and all necessaries and conveniences to pupils as needed whether boarders or otherwise.
 - (d) Subject to the provisions of the Companies Code (NSW) to acquire by purchase or by renting or otherwise freehold or leasehold properties at Bankstown aforesaid or elsewhere in the said State and particularly to lease ALL THAT piece or parcel of land situated at Bankstown in the Parish of Bankstown County of Cumberland containing an area of about 3268.7 square metres and being lot 55 and part lot 56 and known as 379-383 Hume Highway, Bankstown.
 - (e) From time to time as occasion shall require to construct, maintain or alter any buildings or other works necessary or convenient for the purposes of the School or any of them and to provide such means of recreation as may be thought expedient from time to time.
 - (f) From time to time as it may be thought desirable to found or take over and carry on or amalgamate with any similar educational establishment and house or houses of residence for boarders and if thought desirable to affiliate the said School with any University, School or Association.

- (g) To found and endow scholarships, bursaries and exhibitions within the said School itself or at any University but in such latter case only for pupils or teachers from the said School and to provide prizes for pupils of the said School.
- (h) Subject to the provisions of the Companies Code (NSW) to invest the monies and funds of the Company in any one or more of the investments following:
- (i) Upon mortgages of freehold property in any part of Australia.
 - (ii) In the purchase of or advances upon public or government securities of the Australian Government or of any of the Australian States.
 - (iii) In the purchase of real estate of freehold tenure.
 - (iv) In the purchase or acquisition of equities of redemption or any other outstanding interest in respect of any property the subject of a security held by the Company under which default has been made.
 - (v) On deposit with any Bank carrying on business in Australia.
 - (vi) In advances upon the security of City, Municipal, Shire or other rates, tolls or dues which may be authorised to be raised or charged by or under the authority of any Act of the Australian Parliament or any States therein.
 - (vii) In the purchase of or advances upon any bonds, debentures, mortgages or other securities of any City, Municipality, Shire, Public Commissioners or Trust, Public Body, Corporation or Company secured upon any undertakings or works or upon rates, tolls, dues or revenues leviable or obtainable there out. Provided that the power to carry on or construct such undertakings or works and to issue or give bonds, debentures, mortgages or other securities in connection therewith has been duly conferred under or by virtue of any Act of the Parliament of Australia or of any State thereof. Provided further that in the case of a company registered under the Companies Code such undertaking or works aforesaid shall have been authorised by some express enactment extending to the company.

And to vary any such investments from time to time or any other or others of the kind described and to sell any real property so purchased for money or valuable consideration and purchase other or others or otherwise invest the proceeds of sale. And also to leave money for any period at current account with any Bank.

- (i) To borrow or raise money in such manner as the Company may think fit and in particular by mortgages or debentures (terminable or perpetual) or other securities of the Company with power if need be to charge such mortgages, debentures or other securities upon all or any of the property of the Company both present and future.
- (j) To undertake and execute any trusts the undertaking whereof may seem to be in the interests or for the benefit of the Company or in furtherance of the objects thereof.

- (k) To accept subscriptions and donations (whether of real or personal estate) and bequests for all or any of the purposes aforesaid.
- (l) To sell, improve, manage, develop, exchange, lease, settle, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (m) To do all such other things as are incidental to the attainment of the above objects.
4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly as dividend, bonus or otherwise howsoever by way of profit to the members of the Company. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member hereof or other person in return for any service actually rendered to the Company nor prevent the payment of interest at a rate not exceeding \$15.00 per centum per annum on money borrowed from any member of the Company nor prevent the allowance of a rebate not exceeding \$100.00 per centum on the ordinary tuition fees in the case of pupils of the said School nominated thereto by members of the Company who are Founders thereof nor prevent the Company from dealing with any proprietary company or any public company of which any Member of the Council shall be a director or shareholder.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member and the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding \$100.00.
7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some institution or institutions having objects similar to the objects of the Company and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company by the memorandum such institution or institutions to be determined by the members of the Company at or before the time of dissolution and in default thereof by applications to the Supreme Court for determination.
8. The names, addresses and occupations of the subscribers are as follows:

ANTHONY ROBERT WOOD

461 Chapel Road
BANKSTOWN 2000
Minister of Religion

ROBERT JOHN JACKSON

51 Meredith Street
BANKSTOWN 2000
Minister of Religion

ARTHUR ALEXANDER ROSSITER

6/26 Brunner Road
YAGOONA 2199
Minister of Religion

BRIAN CHAMBERLAIN

80 Buist Street
BASS HILL 2197
Minister of Religion

JOHN JOSEPH HEY

34 Bent Street
CARRAMAR 2163
School Teacher

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

Signature of Subscribers	Witness to Signatures and address of witness
Anthony Robert WOOD Robert John JACKSON Arthur Alexander ROSSITER Brian CHAMBERLAIN John Joseph HEY	Witness to all Signatures Brian Paul LEITCH 24 Lake View Parade UMINA. 2257 School Teacher
Dated 30 th day of May, 1986.	