

The Companies Code (New South Wales) 1982

A Company Limited by Guarantee  
and not having a share capital

MEMORANDUM OF ASSOCIATION

of

ISCAST LIMITED

HENRY DAVIS YORK  
SOLICITORS  
25TH LEVEL, M.L.C. CENTRE  
19-29 MARTIN PLACE  
SYDNEY 2000  
TEL: 232.2733  
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REF: GRC/22/0737A

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MEMORANDUM OF ASSOCIATION

of

ISCAST LIMITED

NAME

1. The name of the Company is "ISCAST Limited" (hereinafter referred to as "the Organization").

REGISTERED OFFICE

2. The registered office of the Organization will be situated at Sydney in the State of New South Wales or at such other place in the said State as the Directors may from time to time determine.

POWERS AND OBJECTS

3. The objects for which the Organization is established and its powers are as provided by the Companies (New South Wales) Code 1982.
4. In view of the need firstly to integrate the views of the world, as revealed in the Holy Scripture, with scientific discovery, and, secondly to foster the responsible use of knowledge and technology for right and proper purposes, therefore, the additional objects for which the Organization is established are:-
  - a. To establish maintain conduct and promote an Institute for the Study of Christianity in an Age of Science and Technology (i.e. ISCAST);
  - b. To promote encourage and extend an understanding of the world which takes into account the principles of the Christian faith;
  - c. To establish a centre and learning facilities for the study of the relationship between science, technology and the Christian faith;
  - d. To construct and establish such other institutions related to the education in Christian principles;
  - e. To establish and conduct schools seminars lectures courses and other forms of education;
  - f. To teach train and instruct persons and promote education in areas of Christian theology and scientific technology;

- g. To confer diplomas certificates and other awards as may be determined by the Organization from time to time;
- h. To promote encourage and support the dissemination by all means including lectures printing records and transmission by radio and television of knowledge and information;
- i. As far as the law will permit and subject to the provisions of any relevant statute rule regulation or by-law and/or any licence issued in pursuance thereof to collect funds and to solicit receive enlist and accept financial and other aid subscriptions donations and bequests from individuals trusts companies associations societies institutions and other organisations or authorities and from government and public bodies and to conduct fund raising campaigns;
- j. To make known and further the objects and activities of the Organization by the publication and distribution of papers journals and other publications by advertising in any medium and by any other means thought desirable;
- k. To draw make accept endorse discount execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, bonds and other negotiable or transferrable instruments;
- l. To borrow and raise money for any of the purposes of the Organization and to secure the payment thereof in such manner as may be lawful including (without prejudice to the generality) any mortgage, charge, debenture, upon or over all or any of the property of the Organization;
- m. To lend or invest such of the moneys and funds of the Organization as may not be immediately needed in such securities or investments and upon such terms and conditions as may seem desirable;
- n. To make such grants to or in aid of or make donations or give assistance to or make contracts with such individuals trusts corporations associations societies institutions or other organisation or authorities whether within Australia or overseas as may be necessary or desirable;
- o. To co-operate with other bodies or organisations having similar objects or purposes both within Australia and overseas PROVIDED THAT the Organization shall not subscribe to or support with its funds any body or organisation which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed upon the Organization under or by virtue of the provisions of paragraph 5 of this Memorandum;
- p. To encourage exchange between academic staff and co-operation between institutions that carry out religious scientific and cultural research;
- q. To work towards making higher education accessible to students from all social levels and environments including where suitable, the training of students outside their country of origin;
- r. To encourage the organisation of courses, congresses, seminars and other similar activities to interchange to utilise and to study the practical experience gained in

higher education activities;

- s. In furtherance of the objects of the Organization:-
- i. to employ and engage persons whose services may be deemed necessary or desirable for the purpose of the operations of the Organization;
  - ii. to purchase take on lease or acquire by gift or otherwise real and personal property of any nature or description;
  - iii. to sell such property or exchange it for other property;
  - iv. to demise such property for such term at such rent and upon such conditions as may be desirable;
  - v. to raise money on such property upon such terms and conditions as may be deemed desirable;
  - vi. to construct any buildings or works necessary or convenient for the purposes of the Organization;
  - vii. to occupy alter maintain control manage administer and otherwise deal with the real property of the Organization and to use store modify maintain exchange or otherwise deal with the other property of the Organization.
- t. To enter into arrangements or contracts with any governments or other companies corporations public bodies or other authorities municipal or local or otherwise that may seem conducive to the Organizations objects or any of them and to obtain from such government company corporation public body or authority any rights privileges and concessions which the Organization may think it desirable to obtain and to carry out and exercise and comply with any such arrangements rights privileges and concessions;
- u. To pay the costs charges stamp duties and expenses preliminary or incidental to the formation establishment and registration of the Organization and the preparations and printing of the Memorandum & Articles of Association of the Organization;
- v. To ratify or adopt such contracts and agreements as have been entered into prior to the incorporation of the Organization in furtherance of the Organization's objects and which have been approved in writing by the Directors;
- w. From time to time to make rescind add to or amend such by-laws or regulations not inconsistent with any statute or with this Memorandum of Association or with the Articles of the Organization for the time being in force for the regulation or control of any of the property or affairs of the Organization as may be deemed necessary or desirable;
- x. Generally to do all such acts matters and things whether in Australia or elsewhere and to enter into and make such agreements as are incidental or conducive to the attainment of any objects of the Organization.

## INCOME

5. The income and property of the Organization whatsoever derived shall be applied solely towards the promotion of the objects of the Organization as set forth in the Memorandum of Association and no portion thereof shall be paid by way of dividend, bonus or otherwise to the members of the Organization PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Organization or to any member of the Organization in relation to any contract, right or claim in which he is interested and which arises otherwise than from his membership, nor prevent payment of interest at the rate not exceeding the rate charged by Bankers in Sydney on overdrawn accounts on any money lent or reasonable or proper rent for premises demised or let by any member to the Organization.

## LIABILITY OF MEMBERS

6. The liability of the members is limited.

## DISTRIBUTION ON WINDING UP OR DISSOLUTION

7. Each member of the Organization undertakes to contribute to the assets of the Organization in the event of the same being wound up during the time that he is a member or within one (1) year afterwards for payment of the debts and liabilities of the Organization contracted before he ceases to be a member and for 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 but not exceeding One Dollar (\$1.00).
8. If upon the winding up or dissolution of the Organization there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the Organization but shall be given or transferred to some other institution or institutions in New South Wales having objects similar to the objects of the Organization and which shall prohibit the distribution of its or their income and property among its or their members and to an extent at least as great as is then imposed on the Organization such institution or institutions to be determined by the members of the Organization at or before the time of dissolution and in default thereof by the Chief Judge of the Equity Division of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object. Nothing herein shall be deemed to make any institution of which a member or director of the Organization is a member or officer or otherwise interested ineligible to participate in the distribution of the property of the Organization by reason only of that member's officer's concurrent interest.

## AUDIT (Amended Sept 2017)

- ~~9. True accounts shall be kept of the sums of money received and expended by the Organization and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Organization and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations of the Organization for the time being in force such accounts shall be open to inspection of the members. Once at least in every year, the accounts of the Organization shall be examined and the correctness of the balance sheet ascertained by one or more qualified auditor or auditors.~~

9. The full names addresses and occupations of the subscribers to the Memorandum of Association of the Organization are as follows:-

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Name	Address	Occupation	Position
Ian Robert BURNARD	8 Alexandra St., Willoughby New South Wales	Education Consultant	Member
James Alan FRIEND 32	Downing St., West Epping New South Wales	Clergyman	Member
Stephen Edwin Ireton JUDD	50 Lord Street, Roseville New South Wales	Company Secretary	Member
Lawrie Ernest LYONS	2172 Mogul Rd., Kenmore Queensland	Emeritus Professor of Physical Chemistry	Member
John William WHITE	2 Spencer St., Turner A.C.T.	Professor of Physical Chemistry	Member

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

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Signature of Subscriber

Witness to Signature  
and address of Witness

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Ian Burnard

G.R. Christmas  
46 Gordon Street  
Clontarf, NSW  
Solicitor

J.A. Friend  
Stephen E.I. Judd  
L.E. Lyons  
J.W. White

DATED this 3rd

day of December

, 1987.

GRC/13/0737A

## AMENDMENTS

Clause 9 (as amended by Extraordinary General Meeting on 22 September 2017).

### AUDIT

True accounts shall be kept of the sums of money received and expended by the Organization and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Organization and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Regulations of the Organization for the time being in force such accounts shall be open to inspection of the members. Once at least in every year in accordance with any statutory requirements for the time being in force, the accounts of the Organization shall be examined and the correctness of the balance sheet ascertained through a process adopted by the Board and approved by the members at an AGM.