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ACCOUNT NO. : 072100000032

REFERENCE : 793381 4327236

AUTHORIZATION : *Patricia Pijoto*

COST LIMIT : \$ 70.00

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ORDER DATE : August 9, 2000

ORDER TIME : 11:0 AM

ORDER NO. : 793381-005

600003391636-6

CUSTOMER NO: 4327236

CUSTOMER: Ms. Deb Connor
Gardner Carton & Douglas
Suite 3400
321 North Clark Street
Chicago, IL 60610-4795

FOREIGN FILINGS

NAME: BONNIE BABES FOUNDATION
INCORPORATED

RECEIVED
00 SEP 13 AM 11:28
DIPLOMA SERVICE
100 WATERLOO STREET
MILWAUKEE, WISCONSIN 53204
TEL: 414.224.2200 FAX: 414.224.2201

XXXX QUALIFICATION (TYPE: NP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

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3/2/13

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

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IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Bonnie Babes Foundation Incorporated
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Australia 3. _____ (FEI number, if applicable)
(State or country under the law of which it is incorporated)
4. 3 February 1997 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)
7. PO Box 2220; Rowville, Victoria, 3178
Australia
(Current mailing address)
8. See attached
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Victoria D'Ottavio
(Name)

2039 Sandpiper Drive
(Office address)

Palm Harbor, Florida, 34683
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Victoria D'Ottavio

By: Victoria D'Ottavio
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other

official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Rachel Stanfield-Porter, President

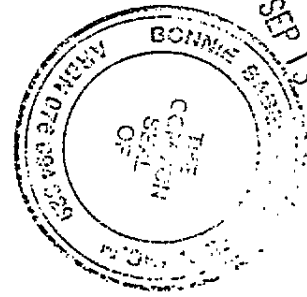
(Typed or printed name and capacity of person signing application)

Bonnie Babes Foundation Incorporated

Officers

President	Rachel Stanfield-Porter 1 Clyne Place Rowville Vic 3178
Senior Vice-President	Allan Stanfield-Porter 1 Clyne Place Rowville Vic 3178
Vice-President	Alfred Podhorodecki 1 Blossom Street Mitcham Vic 3132
Treasurer	Paul Cosgrove 8 Banjora Close Croydon Hills Vic 3136
Vice-Treasurer	Trevor Prestwich 11 Lonsdale Street Rowville Vic 3178
Secretary	Debbie Paterson 53 Melissa Street Donvale Vic 3111

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ASSOCIATIONS INCORPORATION ACT

STATEMENT OF PURPOSES

Of

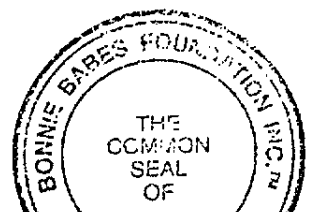
BONNIE BABES FOUNDATION INCORPORATED

1. The Bonnie Babes Foundation Incorporated (hereinafter called "the Association") is established for the following purposes:-
 - (a) To assist in matters associated with the encouragement and promotion of excellence in research and its application to promoting the health of mothers and babies during pregnancy including:
 - (i) promoting the development of excellence in human pregnancy research in Hospitals, Universities and other centres of learning and research;
 - (ii) fostering the dissemination of information about the incidence of miscarriage and its causes;
 - (iii) assisting in bringing to Australia as visiting fellows or visiting lecturers, persons of outstanding achievement in reproductive and development biology, science, medicine and allied disciplines;
 - (iv) sponsoring and organising lectures, seminars and meetings to further research into pregnancy health;
 - (v) assisting in or arranging for the printing and distribution of publications to further disseminate information about the health of mothers and babies;
 - (vi) promoting research into the science and medicine of pregnancy and allied disciplines including: the initiation and support of special projects which would otherwise be unlikely to receive financial support and the development of new research activities in the area of human pregnancy;
 - (vii) doing all such things as are incidental or conducive to the attainment of all the above purposes of any of them. To establish,

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promote, conduct, support and advance research institutions for human pregnancy purposes in the Commonwealth of Australia.

- (b) To co-operate with any person, corporation, association or organisation whatsoever for the furtherance of any of the purposes aforesaid, and without limiting the generality of the foregoing to participate in the promotion, support and advancement of programs of a n educational or research nature consistent with the objectives of the Association;
- (c) To provide or establish suitable premises for the Association and to furnish and maintain the same and for such purposes to acquire or otherwise provide and use and maintain all such premises as may be considered necessary or desirable for the purposes of the Association;
- (d) To purchase, take on lease in exchange or otherwise any land, building easements or property real or personal which may be required for the purposes or conveniently used in connection with any of the objects of the Association and to sell, demise, mortgage, give in exchange or dispose of the same or any part or parts thereof from time to time and to grant easements in, through, over or upon any land and to acquire easements or other rights over any other land;
- (e) To invest any income or property of the Association in such manner as is approved from time to time by the commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of any of the sub-paragraphs of Section 78 (1) (a) of the Income Tax Assessment Act 1936 or any amendment or re-enactment thereof and without limiting the generality of the foregoing in such manner in which trustees are committed by law to invest trust monies without special authorisation from any other person;
- (f) To borrow or raise money by the issue of or upon bonds debentures bills of exchange promissory notes or other obligations or securities of the Association or by mortgage, or charge of all or any part of the property of the Association;
- (g) To establish promote or assist in establishing or promoting and to subscribe to or affiliate with or become a member of any other Association or body whose objects are similar to the objects of this Association or the establishment of which may be beneficial to the purposes of the Association;
- (h) To establish promote or assist in establishing or promoting a support group to assist those affected directly or indirectly by pregnancy health problems;

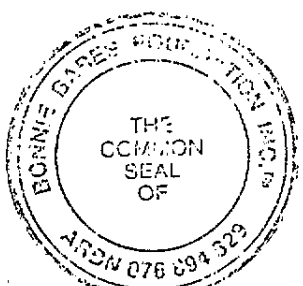


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- (i) To collect and receive money by voluntary contributions public subscriptions donations legacies and payments by persons companies public bodies and others for the purpose of the Association;
 - (j) To raise money by any means whatsoever to further the objects of this Association;
2. The income and property of the Association whensoever and wheresoever derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be bought or transferred directly or indirectly by way of dividend bonus or otherwise however, by way of profit to any member of the Association or Officer thereof provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers servants of contractors of the Association in return for any services actually rendered but so that no member of the committee of management of governing body of the Association shall be appointed to any salaried office or any office of the Association paid by fees and if any remuneration or other benefit in money or monies worth shall be bought or given by the Association to any member of such committee or governing body except for the repayment of out-of-pocket expenses then the member of the committee so affected shall not be permitted to vote concerning the question of whether he or she should be employed by the Association for a particular purpose and also shall not be permitted to vote with respect to the question of remuneration for services performed for the Association.
3. (a) Where any local or affiliated branch is unable to make any lawful appeal for support for that local or affiliated branch or section or for its objects, as distinct from an appeal for support for the central body or the objects of the central body, then no monies or property whatsoever shall be paid or transferred to the local or affiliated branch or section by the central body or any other local or affiliated branch or section as the case may be, or be used for the purposes of the local or affiliated branch or section first mentioned.

This is the annexure of pages marked "A" referred to in the declaration of
Made this day of 1994

Before me:.....



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APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I,

Being a member

Of
(name of incorporated Association)

hereby appoint

.....of.....

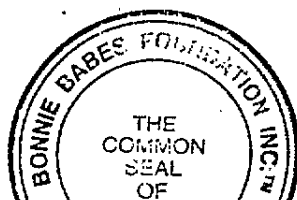
.....being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting as the case may be) to be held on theday of 199

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

Signed.....

Theday of19 .



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CERTIFICATION OF COPY OF A DOCUMENT

TO ALL TO WHOM THESE PRESENTS SHALL COME I **JAMES WILLIAM ANTONY HIGGINS** Notary Public, duly authorised, admitted and sworn, residing and practising in the City of Melbourne in the State of Victoria in the Commonwealth of Australia **DO HEREBY CERTIFY AND ATTEST** that the document hereto annexed purporting to be a copy of Certificate of Registration of Bonnie Babes Foundation Inc. issued by the Australian Securities and Investments Commission on 9 June 2000 is a true and faithful copy in words and figures of the original document of which it purports to be a copy now produced and shown to me by Andrej Kocis of 525 Collins Street Melbourne, Victoria, Australia, which after careful examination I attest.

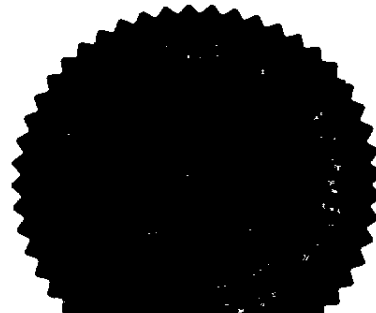
IN FAITH AND TESTIMONY whereof I the said Notary Public have hereunto subscribed my name and affixed by Seal of Office this 9th day of June in the year of Our Lord two thousand.

James Higgins

Notary Public

Melbourne, Victoria

Australia



9 JUN 2000 12:21

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**BONNIE BABES FOUNDATION
*** TO BE COLLECTED *****

Certificate of Registration of a Registrable Australian Body

Corporations Law Paragraph 1274 (2) (b)

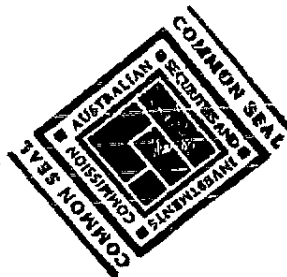
This is to certify that

BONNIE BABES FOUNDATION INC.

Australian Registered Body Number 076 894 329

which was formed or incorporated in Victoria
was registered as a Registrable Australian Body.

The date of commencement of registration was
the third day of February 1997.



Given under the seal of the
Australian Securities and Investments Commission
on this ninth day of June, 2000.

A delegate of the Australian Securities and Investments Commission

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CERTIFICATION OF COPY OF A DOCUMENT

TO ALL TO WHOM THESE PRESENTS SHALL COME I JAMES WILLIAM ANTONY HIGGINS Notary Public, duly authorised, admitted and sworn, residing and practising in the City of Melbourne in the State of Victoria in the Commonwealth of Australia DO HEREBY CERTIFY AND ATTEST that the document hereto annexed purporting to be a copy of Rules of Bonnie Babes Foundation Inc. is a true and faithful copy in words and figures of the original document of which it purports to be a copy now produced and shown to me by Andrej Kocis of 525 Collins Street Melbourne, Victoria, Australia, which after careful examination I attest.

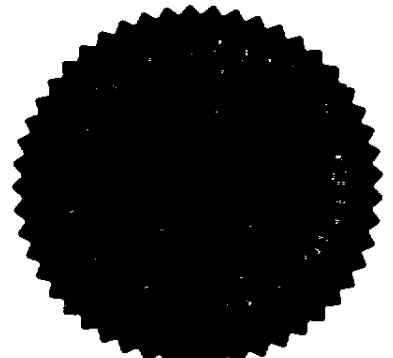
IN FAITH AND TESTIMONY whereof I the said Notary Public have hereunto subscribed my name and affixed by Seal of Office this 9th day of June in the year of Our Lord two thousand.

James Higgins

Notary Public

Melbourne, Victoria

Australia



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ASSOCIATIONS INCORPORATION ACT

RULES

Of

BONNIE BABES FOUNDATION INCORPORATED

1. The name of the incorporated Association is BONNIE BABES FOUNDATION INCORPORATED (in these rules called "the Association").

INTERPRETATION

2. (1) In these rules, unless the contrary intention appears:
 - "Committee" means the Committee of Management of the Association;
 - "Financial year" means the year ending 30 June;
 - "General Meeting" means a general meeting of members convened in accordance with the Rules herein;
 - "Member" means a member of the Association;
 - "Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under rule 23;
 - "The Act" means the Associations Incorporation Act 1981;
 - "The Regulations" means regulations under the Act.
 - "The Rules" shall mean these rules.
- (2) In these rules a reference to the secretary of an Association is a reference:-
 - (a) where a person hold office under these rules as secretary of the Association – to that person; and
 - (b) in any other case, to the public officer of the Association.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.



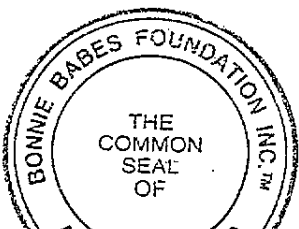
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HONORARY PATRONS

2. Any natural person company, society association, institution or body who or which upon request by the Committee agrees to so act shall be acknowledged as a Patron of the Association and as such shall be enrolled in the Register of Patrons of the Association; the terms and periods of each such appointment shall be fixed from time to time by the Committee.

MEMBERSHIP

4. (1) Subject to provisions hereof the following shall be entitles to apply and to be elected as Members of the Association:
 - (i) Every natural person who personally attends the meeting at which the resolution is passed to incorporate the Association pursuant to the Association Incorporation Act and who at, before or in consequence of such meeting applies or agrees to become a Member;
 - (ii) Any natural person admitted to membership upon the exercise by the Committee of its powers as referred to in Clause 2(ii) hereof.
- (2) (i) (a) It is intended that Membership of the Association shall be a recognition of involvement in and commitment towards the objects of the Association;
 - (b) No entrance fees or subscription fees shall be payable by members unless the Committee shall otherwise determine;
 - (c) membership of the Foundation is unlimited
- (ii) Without limiting the generality of the foregoing the Committee shall in its absolute discretion be empowered to admit to membership:
 - (a) Any natural person who donates an amount of not less than \$500.00 to the Association.
 - (b) Any natural person whom the Committee has resolved to admit to Membership in recognition of outstanding services rendered by that person to the Association.



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(3) A person who is not a Member of the Association at the time of incorporation of the Association (or who such a Member at that time but has ceased to be a Member) shall not be admitted to ordinary membership:

(a) Unless he is nominated as provided in sub-clause (4); and

(b) His admission as a Member is approved by the Committee at its absolute and unfettered discretion.

(4) A nomination of a person for membership of the Association shall be made in writing in form and containing such particulars as are required or approved from time to time by the Committee.

(5) As soon as is practicable after the receipt of the nomination the Secretary shall refer the nomination to Committee;

(6) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.

(7) Upon nomination being approved by the Committee, the Secretary shall with as little delay as possible notify the nominee in writing that he is approved for membership of the Association.

(8) The Secretary shall upon admission of a nominee for membership enter the nominee's name in the Register of Members kept by the Secretary for that purpose and upon the same being so entered the nominee becomes a Member of the Association.

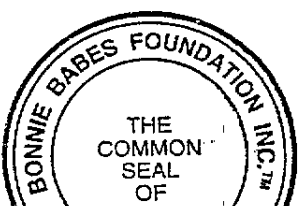
(9) A right privilege or obligation of a person by reason of his membership of the Association:-

(a) is not capable of being transferred or transmitted to another person

(b) terminates upon the cessation of his membership whether by death or resignation or otherwise.

(10) (a) any person who is refused membership of the charity or association may appeal to a general meeting of the members of the charity or association concerned for the purposes of determining that appeal.

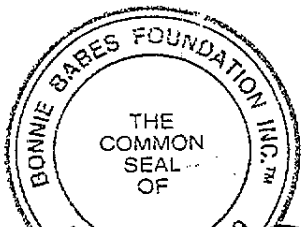
(c) For the purposes of determining the appeal the governing body of the charity or association shall convene a general meeting in accordance with the constitution so that a general meeting is held within 3 months or such later period as may be prescribed of the date of the receipt by the governing body of notice of that person's intention to appeal at a time suitable to the majority of members to attend thereat.



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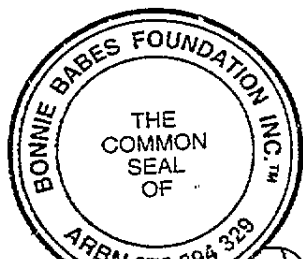
SPECIAL FELLOWSHIPS

5. (1) There shall be the following categories of Fellowship to the Association:
- (a) **Life Governors and Grand Benefactors:** An natural person company society association institution firm or group of persons who or which donates an amount of not less than \$50,000.00 to or for the purposes of the Association shall be acknowledged as a Life Governor and shall be entitled to have such donation recorded in the Roll of Life Governors and Grand Benefactors and to receive a commemorative plaque and medal and to designate the name whether personal, family company association or otherwise in which such enrolment and commemoration are to be recorded;
 - (b) **Benefactors:** Any natural person, company society association institution, firm or group or persons who or which donates an amount of not less than \$30,000.00 to or for the purposes of the Association shall be acknowledged as Benefactor and shall be entitled to have such donation recorded in the Roll of Benefactors and to receive a commemorative plaque and medal and to designate the name whether family personal company association or otherwise in which such enrolment and commemoration are to be recorded;
 - (c) **Life Fellows:** Any natural person, company, society association, institution, firm or group or persons who or which donates an amount of not less than \$15,000.00 to or for the purposes of the Association shall be acknowledged as a Life Fellow and shall be entitled to have such donation recorded in the Role of Life Fellows and to receive a commemorative plaque and medal to designate the name whether family, personal company, association or otherwise in which such enrolment and commemoration are to be recorded;
 - (d) **Foundation Fellows:** Any natural person company society association, institution firm or group of persons who or which donates an amount of not less that \$10,000.00 to or for the purposes of the Association shall be acknowledged as a Foundation Fellow and shall be entitled to have such donation recorded in the Roll of Foundation Fellows and to receive a commemorative plaque and medal to designate the name whether family, personal, company, association or otherwise in which such commemoration and enrolment are to be recorded;



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- (e) Special Support Fellows: Any natural person, company, society, association, institution, firm or group of persons who or which donates an amount of not less than \$5,000.00 to or for the purposes of the Association shall be acknowledged as a Special Support Fellow and shall be entitled to have such donation recorded in the Roll of Special Support Fellows and to receive a commemorative plaque and medal and to designate the name whether family, personal company, association or otherwise in which such enrolment and commemoration are to be recorded;
- (f) Support Fellows: Any natural person company society association institution firm or group of persons who or which donates an amount of not less than \$2,000.00 to or for the purposes of the Association shall be acknowledged as an Ordinary Support Fellow and be entitled to have such donation recorded in the Roll of Ordinary Support Fellows and to receive a commemorative plaque and medal to designate the name whether family personal company association or otherwise in which such enrolment and commemoration are to be recorded;
- (g) Fundraisers: Any natural person company society association institution, firm or group of persons who or which procures a donation or donations through actual fundraising or sponsorship shall upon such donation totalling the amounts which would have entitled him/her or it if such donations had been personal donations to be enrolled in any of the foregoing categories of Fellowship be entitled to be so recorded as if the donations were personal and to receive the commemorative plaques and medals in like manner as applicable to such foregoing category;
- (h) The granting of plaques medals and recording of any natural person company society association institution, firm or group of persons in any category of Fellowship be in the absolute and fettered discretion of the Committee;
- (i) The Committee shall have the absolute and unfettered discretion and power to enrol any natural person, company society association institution firm or group of persons in any category of Fellowship upon an undertaking to donate the amount relevant to that category of Fellowship over a term of years approved by the Committee but if such natural person company society association institution firm or group of person fails to honour such undertaking the Committee shall also have the absolute and unfettered discretion to cancel such enrolment.



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DONORS

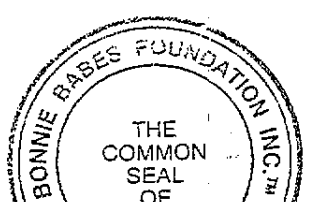
- 6. (i) Individual Donors: Any natural person other than a Life Governor and Grand Benefactor of benefactor of Life Fellow or Foundation Fellow of Special Support Fellow or Support Fellow who donates an amount of not less than \$500.00 for or towards the purposes of the Association shall be recognised and acknowledged as an Individual Donor and shall have his or her name entered into the Register of Individual Donors.
- (ii) Corporate Donors: Any company, society, association institution firm or group of persons other than a Life Governor and Grand Benefactor or Benefactor or Life Fellow or Foundation Fellow of Special Support Fellow of Support Fellow which donates an amount of not less than \$1,000.00 or for the purposes of the Association shall be acknowledged and recognised as a Corporate Fellow and shall be entitled to have its name entered into the Register of Corporate Donors.

REGISTER OF MEMBERS

- 7. The secretary shall keep and maintain the registers of Patrons, Fellows and Members hereinbefore referred to in which shall be entered the full name address and date of entry of the name of each member and the registers shall be available for inspection by members at the address of the Public Officer.

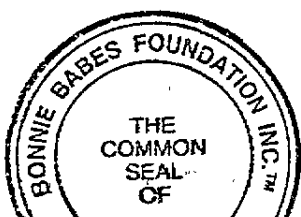
RESIGNATION AND EXPULSION OF MEMBER

- 8. (i) A member of the Association may resign from the Association by first giving one months notice in writing to the secretary of his intention to resign and upon the expiration of that period of notice, the member shall ~~cease~~ cease to be a member. Any amounts paid by any member or fellow as the case may be to the date of such resignation shall not be refundable to the member.
 - (2) Upon the expiration of a notice given under sub-clause (1) the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given ceased to be a member.
- 9. (1) Subject to these rules the Committee may by resolution:-
 - (a) expel a member from the Association;
 - (b) suspend a member from membership of the Association for a specified period; or



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- (c) fine a member in accordance with The Regulations if the Committee is of the opinion that the member:-
- (i) has refused or neglected to comply with these rules; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- (2) A resolution of the Committee under sub-clause (1):
- (a) does not take effect unless the Committee at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause does not effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where Committee passes a resolution under sub-clause (1), the secretary shall as soon as practicable cause to be served on the member a notice in writing:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date place and time of that meeting;
 - (d) informing the member that he may do one or more of the following:-
 - (1) Attend that meeting;
 - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) Not later than 24 hours before the date of the meeting lodge with the secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.



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- (4) At a meeting of the Committee held in accordance with sub-clause (2) the Committee:
 - (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the secretary receives a notice under sub-clause (3) he shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting:
 - (a) one half of the members present vote in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

10. (1) The Association shall in each calendar year convene an annual general meeting of its members; the first annual general meeting shall be held within 6 months from the date of the resolution to incorporate the Association pursuant to the Association's Incorporation Act being passed
- (2) The annual general meeting shall be held on such day as the Committee determines;

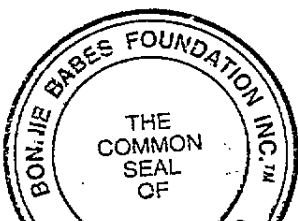


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- (3) The annual general meeting shall be specified as such in the notice convening it;
- (4) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect the Members of the Committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with Section 39(3) of the Act;
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules:
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

11. All general meetings other than the annual general meeting shall be called special general meetings.
12. (1) The Committee may whenever it thinks fit convene a special general meeting of the Association and where, but for this sub-clause more than 15 months would lapse between annual general meetings shall convene a special general meeting before the expiration of that period;
- (2) The Committee shall on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meetings of the Association;
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form each signed by one or more of the members making the requisition.
- (4) If the Committee does not cause a special general meeting to be held within one (1) month after the date on which the requisition is sent to the address of the Secretary the members making the requisition or any of them may convene a special general meeting to be held not later than three (3) months after that date.



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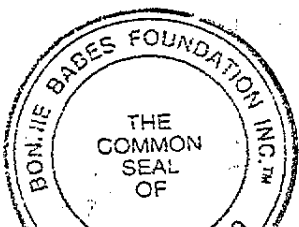
- (5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETING

13. (1) The Secretary of the Association shall at least 14 days or if a special resolution has been proposed at least 21 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of members a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting;
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

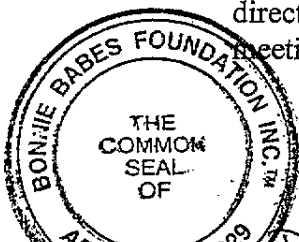
14. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Five (5) members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present the meeting, if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless



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another place is specified by the Chairman at the time of the adjournment (or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjournment meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting the members present (being not less than 3) shall be a quorum.

15. (1) The President or in his absence one of the Vice Presidents shall preside as chairman at each general meeting of the Association.
(2) If the President, and the senior Vice-President and the Vice-President are absent from the general meeting the members present shall elect one of their number to preside as chairman at the meeting.
16. (1) The chairman of a general meeting at which a quorum is present may with the consent of the meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
(2) Where a meeting is adjourned for 14 days or more a like notice of the adjourned meeting shall be given as in the case of the general meeting.
(3) Except as provided in sub-clauses (1) and (2) it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded a declaration by the chairman that a resolution has, on a show of hands been carried unanimously or carried by particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
18. (1) Upon any question arising at a general meeting of the Association a member has only one vote.
(2) All votes shall be given personally or by proxy.
(3) In the case of an equality of voting on a question the chairman of the meeting is entitled to exercise a second or casting vote.
19. (1) If at a meeting a poll on any question is demanded by not less than three (3) members, it shall be taken at that meeting in such manner as the chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

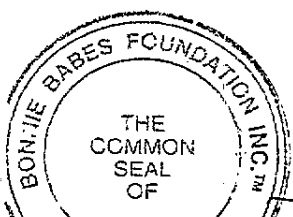


- (2) A poll that is demanded on the election of a chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.
20. A member is not entitled to receive notice of nor to vote at any general meeting unless all moneys undertaken to be paid by him to the Association or in the case of a member appointed or nominated by a Corporate Fellow by such Corporate Fellow, have been paid at the date of such meeting.
21. (1) Each member shall be entitled to appoint another member as his proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 1.

COMMITTEE OF MANAGEMENT

22. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 24.
- (2) The Committee:
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these rules, the regulations and the Act exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these rules the regulations and the Act has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
23. (1) The officers of the Association will be:
- (a) A President; Rachel Stanfield-Porter, 1 Clyne Place, Rowville, 3178;
 - (b) A Senior Vice-President; Allan Stanfield-Porter, 1 Clyne Place, Rowville, 3178.
 - (c) A Vice-President; Alfred Podhorodecki, 1 Blossom Street, Mitcham, 3132
 - (d) A Treasurer; Paul Cosgrove, 8 Banjora Close, Croydon Hills, 3136
 - (e) A Vice-Treasurer; Trevor Prestwich, 11 Lonsdale Street, Rowville, 3178; and
 - (f) A Secretary; Jeanette Penelope Ashley, 392 Dorset Road, Boronia

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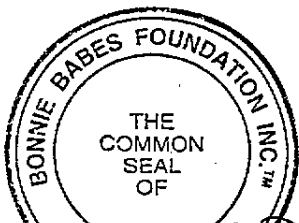


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- (2) The provisions of Rule 25 so far as they are applicable and with the necessary modifications apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
 - (3) Each officer of the Association shall hold office until the annual general meeting occurring after the date of his election and shall be then eligible for re-election.
 - (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.
24. (1) Subject to Section 23 of the Act the Committee shall consist of:
- (a) the Officers of the Association; and
 - (b) not less than five (5) nor more than twenty (20) other Members each of whom shall be elected at the annual general meeting of the Association in each year.
- (2) Each other member of the Committee shall subject to these rules, hold office until the annual general meeting next after the date of his election but is eligible for re-election;
 - (3) In the event of a casual vacancy occurring in the office of other members of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the members so appointed shall hold office, subject to these rules until the conclusion of the annual general meeting next following the date of his appointment.

ELECTION OF OFFICERS AND VACANCY

25. (1) Nominations of candidates for election as offices of the Association or as Ordinary Members of the Committee:
- (a) Shall be made in writing signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) Shall be delivered to the Secretary of the Association of not less than 7 days before the date fixed for the holding of the annual general meeting.



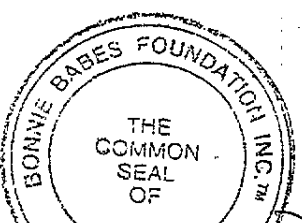
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- (2) If insufficient nominations are received to fill all vacancies on the Committee further nominations shall be received at the annual general meeting;
 - (3) If the number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected;
 - (4) If the number of nominations exceeds the number of vacancies to be filled a ballot shall be held;
 - (5) The ballot for the election of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct;
 - (6) As soon as convenient after the annual general meeting, the Committee shall meet and elect the officers of the Association from its members for the next ensuing year; until such election the outgoing or retiring officers shall act as officers of the Association.
26. For the purposes of these rules the office of an officer of the Association or of an Ordinary member of the Committee becomes vacant if the officer of member
- (a) ceases to be a member of the Association;
 - (b) becomes insolvent;
 - (c) resigns his office by notice in writing given to the secretary; or
 - (d) is removed by resolution of a general meeting.

RESEARCH SUB-COMMITTEE

27. (1) The Committee shall appoint a sub-committee to be known as the Research Committee comprising one or more persons, (who may be Members of the Association). Upon removal of any member of the Research Committee the Committee shall appoint a new member to fill the vacancy as soon as reasonably practicable after the vacancy arises.
- (2) The first Research Committee will comprise the following persons:
- (a) Dr Robin Bell) C/- Department of Perinatal Medicine
 - (b) Dr Gregory Rice) "
 - (c) Professor Shaun Brennecke) "
 - (d) Dr Sonia Grover) C/- Professional Unit

All persons C/- Royal Women's Hospital
132 Grattan Street



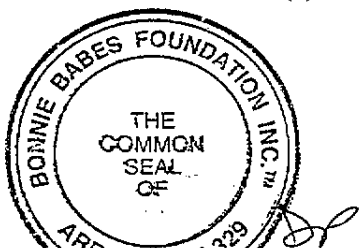
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- (3) The provisions of clause 9 will apply to the removal of members of the Research sub-committee, mutatis mutandis, as if the reference in clause 9 to "Members" were a reference to" a member of the Research Sub-Committee"
- (4) The Research Sub-Committee shall advise and make recommendations to the Committee with respect to application by the Committee of the Association's Assets for the purposes of the Association.
- (5) The Research Sub-Committee shall conduct meetings in such manner and at such intervals as it considers necessary or desirable to carry out its functions and duties in a proper and effective manner.
- (6) The Research Sub-Committee may make a recommendation to the Association which is for the benefit of or in the interests of a member of the Research Sub-Committee provided that the member fully discloses his interest in the recommendation.

PROCEEDINGS OF COMMITTEE

- 28. (1) The Committee shall meet at least 6 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was special meeting in which case it lapses.
- (6) At meetings of the Committee:
 - (a) the Chairman shall preside; or



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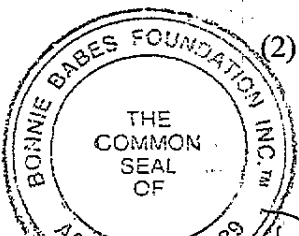
- (b) if the Chairman and the Vice President are absent, such one of the remaining members of the Committee may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or if demanded by a member by a poll taken in such manner as the person president at the meeting may determine.
- (8) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote, and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two (2) business days before the date of the meeting.
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.
- (11) The Officers of the Association shall meet regularly as an Executive Committee for the purposes of managing the conduct of the activities of the Association.

SECRETARY

29. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

TREASURER

30. (1) The Treasurer of the Association:
- (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.



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AUDITOR

31. (a) At the Annual General Meeting one or more Auditors shall be appointed for the ensuing twelve months. No person shall be appointed as Auditor unless he is a Registered Companies Auditor.
- (b) Any vacancy during the year shall be filled by the Committee;
- (c) The Auditors shall have access at all times to the Finance Book, Accounts and Vouchers of the Association and shall be entitled to require from the Officers office-bearers of the Associations such information as, or explanations as they may deem necessary for the performance of their duties.

CHEQUES

32. All cheques, draft bills of exchange, promissory notes, and other negotiable instruments shall be signed by two members of the Committee or in such other manner as the Committee may from time to time determine.

SEAL

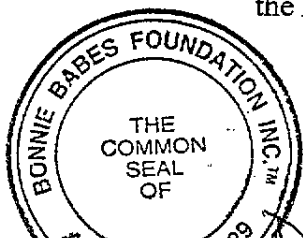
33. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

ALTERATION OF RULES AND STATE OF PURPOSES

34. (a) These rules and the Statement of Purposes of the Association shall not be altered except in the manner provided by the Act and shall not be altered at any time so as to procure that the Association be involved in activities other than for charitable purposes incidental thereto.
- (b) Any amendments to the Rules shall not effect the enrolment of any person in any category of Fellowship which took effect before such amendment.

NOTICES

35. (1) A Notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Member.



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- (2) Any notice which is to be served on any member who is a nominee of a Governor and Grand Benefactor, or Benefactor of Life Fellow or Foundation Fellow or Special Support Fellow or Support Fellow not being a natural person or of a Corporate Donor as provided for in paragraph 4 (a) (ii) hereof shall also be served on the person or entity so nominating such nominee.
- (3) Where a document is properly addressed pre-paid and posted to a person as a letter the document shall unless the contrary is proved, to be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of Post.

WINDING UP OR CANCELLATION

- 36. If upon the termination winding-up dissolution, or cessation of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Members of the Association but shall be given or transferred to some institution or institutions having objects similar to the objects of the Association and whose constitution shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association such institution or institutions to be determined by the members of the Association at or before the time of such dissolution and to be approved by the Commissioner for Taxation pursuant to Section 78 of the Income Tax Assessment Act and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter provided always that any property so remaining after satisfaction of all debts and liabilities shall only be paid or distributed to such institution or institutions as shall be approved by the Minister for Aged Family and Health Services or his successor in title.

CUSTODY OF RECORDS

- 37. Except as otherwise provided in these rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Association.

FUNDS

- 38. The funds of the Association shall be derived from donations, subscriptions or entrance fees (if any) and such other sources as the Committee may from time to time determine.

