ASIC

Australian Securities & Investments Commission

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Pages:	12(incl)	File ref:	

Hi Nicolette and Macaire

Here is the Charter for IWIRC !!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!!

Regards,

Angela Mantas

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DATE: December 4, 1995

TO: Maree Henry

COMPANY: PPB - Brisbane

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FROM: Selinda A. Melnik

NUMBER OF PAGES (Including Cover): 1

Our Facsimile number is (212) 878-3070. If you have a problem, please call (212) 878-3096.

MESSAGE: Re: IWIRC Australia Network Charter

Dear Maree:

On behalf of the IWIRC Board, it gives me great pleasure to inform you that the Board has granted the IWIRC Australia Network an official Charter based upon our most recent mutual correspondence and your Application for Charter Status dated as of November 30, 1995.

Please extend our sincere congratulations as well to Dina, Denise and the other Proposers and organizers. We are confident that the Network and Branches will be enormously successful and look forward to a long and fruitful association with you all.

With kindest regards,

Selinda

Selinda A. Melnik
on behalf of the
IWIRC Board

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APPLICATION FOR CHARTER STATUS
IWIRC- AUSTRALIAN NETWORK

1. Definitions:

In this proposal, the words set out below have the following meanings:-

1.1 IWIRC means the body knows as International Women's Insolvency and Restructuring Confederation, incorporated under the laws of the state of New York in the United States of America.

1.2 NETWORK or AUSTRALIAN NETWORK means the body to be known as IWIRC - AUSTRALIAN NETWORK upon approval of this proposal, and shall be the local chapter in Australia of IWIRC..

1.3 BRANCH or STATE BRANCH means each group formed in any state or territory of Australia which will operate under the umbrella of the IWIRC - AUSTRALIAN NETWORK in accordance with the terms of this proposal.

1.4 NETWORK COMMITTEE means the governing body of the Network.

1.5 BRANCH COMMITTEE means the governing body of each Branch.

1.6 NETWORK EVENT means any event organised by the Network.

1.7 BRANCH EVENT means any event organised by a Branch.

1.8 SPECIAL EVENT has the same meaning as set out in the IWIRC handbook from time to time.

1.9 PARTICIPANTS means all NETWORK and/or BRANCH members

1.10 PROPOSERS means the informal committee of IWIRC members resident in Australia who wish to establish the Network in terms of this proposal.

1.11 FINANCIAL PARTICIPANT means a participant who has paid the applicable annual fee imposed by a BRANCH COMMITTEE from time to time, such fee being subject to approval by the Board of IWIRC.

1.12 LOGO means the pictorial mark of IWIRC.

2. Proposal for and structure of the Network:

2.1 The Proposers wish to establish the Network as an association in accordance with the terms set out in this proposal.

2.2 The Network will be constituted by the participants of each of the Branches set up in any state or territory or combination of states or territories of Australia.

2.3 The Network shall be governed by the Network Committee, subject to compliance with the rules of IWIRC as set out in the IWIRC handbook.

2.4 Each Branch shall be self governing but shall comply with the rules of IWIRC (in the IWIRC handbook) as varied by the terms of this proposal.

2.5 Every participant of each Branch shall automatically be a participant of the Network.

2.6 The governing body of each Branch shall nominate representatives to the governing body of the Network.

2.7 *The roles and responsibilities to be undertaken by the Network are as follows:*

2.7.1 The Network Committee shall comprise at least one but no more than two representatives from each Branch, unless a Branch elects in writing not to be represented on the Network Committee.

2.7.2 Network Committee participants shall be nominated to fill the roles of:

Secretary
Treasurer
Public Relations Officer
IWIRC Liaison Officer

Other roles to be created if and when required

2.7.3 The Network will be responsible for:

(a) Coordinating all required reporting to the IWIRC Secretariat

(b) Ensuring the distribution to all State Branches of communications from the IWIRC Secretariat and other IWIRC Networks

(c) Coordinating the preparation and distribution of Newsletters, if any, by the Network and other public relations activities.

(d) Providing support for the Branches and generally fill a liaison role as required to ensure effective

communication between various State Branches throughout the geographical area outlined in Clause 5.

(e) Co-ordinating any Network functions of interest to Branches outside the region of the organising Branch Committee.

2.8 *The role and responsibilities to be undertaken by each Branch are as follows:*

2.8.1 Each Branch shall be responsible for:

(a) All management , administration and financial functions relevant to the Branch.

(b) Functions and promotions of the Branch

(c) Newsletters (if any) of the Branch

(d) Promoting membership of the Branch and IWIRC and maintaining records of membership.

(e) Nominating representatives for the Committee.

2.8.2 Each Branch undertakes to keep the Network informed generally of State matters and specifically, to ensure that all information the subject of reporting to IWIRC is provided to the Network on a timely basis.

3. Rules of the Network

The NETWORK is committed to following each of the rules for IWIRC Networks as set out below. The Network will:

3.1 comply with relevant laws, professional standards of ethics and will be non-discriminatory in word and deed.

3.2 always act in compliance with the goals and purposes of IWIRC.

3.3 use the IWIRC name in its written materials as described in the IWIRC Handbook. Specifically, the Network will use the name IWIRC only as follows:

IWIRC - AUSTRALIAN NETWORK

3.4 be operated on a not-for-profit basis.

3.5 have at least seven (7) Network participants who are IWIRC members in good standing.

3.6 elect as Network Committee Members or leaders only IWIRC members in good standing.

3.7 grant voting status on the Network Committee only to IWIRC members in good standing.

3.8 use best endeavours to ensure that the aggregate attendance at all Network and Branch Events in any calendar year will be at least 100 persons.

3.9 price Network Events so as to provide reduced rates to Network participants and to account for overheads, promotional, administrative and other related expenses.

3.10 organise and price all Network Events to comply with the not-for-profit status.

3.11 formalise and comply with the taxation requirements applicable under Australian taxation law for not-for-profit organisations

3.12 establish a fiduciary bank account in the name of:

IWIRC - AUSTRALIAN NETWORK

The Network will ensure that all funds received or paid by or on behalf of the Network are transacted through the relevant fiduciary bank account. EXCEPT for individual payments under A$100.00 which may be paid at the discretion of the relevant person responsible for the bank account through an Imprest/Petty Cash Account provided that transactions through an Imprest/Petty Cash Account are subject to the same accountability as fiduciary account transactions.

3.13 provide IWIRC with a report showing an accounting of income and costs for the Network and for each Branch or a quarterly basis and designate the participant who will be responsible for its preparation.

3.14 obtain prior approval for Special Events which are defined in the IWIRC Handbook from time to time.

3.15 provide IWIRC with an accounting of income and costs for Network and Branch Special Events within 30 days after each Special Event.

3.16 encourage Network and State Branch participants to become IWIRC members.

3.17 forward directly to the IWIRC Secretariat all IWIRC membership forms or cheques received and not accept fees for IWIRC membership in the name of the Network or a State Branch.

3.18 send to the IWIRC Secretariat annually:-

3.18.1 a list of each person attending Network and Branch events during the preceding year which list will include each person's name, corporate or other affiliation, full address, telephone number and facsimile number if available, **provided** that this in no way breaches the provisions of any Privacy legislation operative in Australia from time to time and the attendee has not objected to the release of such information to IWIRC; and

3.18.2 a list of all Network and Branch participants who are IWIRC members in good standing, which list will include each person's name, corporate or other affiliation, full address, telephone number and facsimile number if available provided that this in no way breaches the provisions of any Privacy legislation operative in Australia from time to time and the IWIRC member has not objected to the release of such information to IWIRC.

3.19 limit its activities to the geographic region of Australia

3.20 not pursue "lobbying" type activities or otherwise take a position or promote or advocate a particular position; and

3.21 acknowledges that IWIRC is not liable for the debts or obligations of the Network, and that the Network is not liable for the debts and obligations of IWIRC or any other IWIRC Network.

4. Rules of the Branches

The BRANCHES are each committed to following the rules as set out below. Each of the Branches will:

4.1 comply with relevant laws, professional standard of ethics and will be non-discriminatory in word and deed;

4.2 always act in compliance with the goals and purposes of IWIRC;

4.3 use the IWIRC name in its written materials as described in the IWIRC Handbook. Specifically, the Branch will use the name IWIRC only as follows:

IWIRC - AUSTRALIAN NETWORK
(State Name) BRANCH

4.4 be operated on a not-for-profit basis;

4.5 have at least two (2) Branch participants who are IWIRC members in good standing,

4.6 elect as Branch Committee Members or leaders only financial participants of the relevant Branch, provided that the Treasurer and President/Leader are IWIRC members in good standing.

4.7 grant voting status on the Branch Committee only to financial participants of the relevant Branch.

4.8 hold at least three (3) Branch Events, per calendar year, at least one (1) of which will be open to non-participants as well as Branch participants;

4.8 use its best endeavours to ensure that the aggregate attendance at all Branch Events in any calendar year will be at least 45 persons;

4.9 price Branch Events so as to provide reduced rates to financial participant and to account for overheads, promotional, administrative and other related expenses;

4.10 organise and price all Branch Events to comply with the not-for-profit status;

4.11 formalise and comply with the taxation requirements applicable under Australian taxation law for not-for-profit organisations;

4.12 establish a fiduciary bank account in the name of;

IWIRC - AUSTRALIAN NETWORK
(State Name) BRANCH

The Branch will ensure that all funds received or paid by or on behalf of the Branch are transacted through relevant fiduciary bank account. EXCEPT for individual payments under A$100.00 which may be paid at the discretion of the relevant person responsible for the bank account through an Imprest/Petty Cash Account provided that transactions through an Imprest/Petty Cash Account are subject to the same accountability as fiduciary account transactions.

4.13 provide the Network with a report showing an accounting of income and costs on a quarterly basis and designate the member who will be responsible for its preparation;

4.14 encourage State Branch participants to become IWIRC members

4.15 forward directly to the Network all IWIRC membership forms or cheques received and not accept fees for IWIRC membership in the name of the Network or State Branch; and

4.16 send to the Network annually, a list of each person attending Branch events during the proceeding year which list will include each person's name corporate or other affiliation, full address, telephone number and facsimile number if available, **provided** that this in no way breaches the provisions of any Privacy legislation operative in Australia from time to time and the attendee has not objected to the release of such information to IWIRC.

4.17 obtain prior approval for Special Events which are defined in the IWIRC Handbook from time to time, such approval to be directed to IWIRC through the AUSTRALIAN NETWORK.

4.18 provide the Network with an accounting of income and costs for Special Events within 30 days after each Special Event.

4.19 limit its activities to the geographic region of Australia

4.20 not pursue "lobbying" type activities or otherwise take a position or promote or advocate a particular position.

4.21 acknowledges that IWIRC is not liable for the debts or obligations of the Branches, and that the Branches are not liable for the debts and obligations of IWIRC or any other IWIRC Network or Branch.

4.22 provide a list of all Branch participants who are IWIRC members in good standing, which list will include each person's name, corporate or other affiliation, full address, telephone number and facsimile number if available provided that this in no way breaches the provisions of any Privacy legislation operative in Australia from time to time and the IWIRC member has not objected to the release of such information to IWIRC.

5. The Network's designated geographic area is proposed to be the country of Australia, incorporating the states and territories of:

New South Wales	Victoria
Queensland	South Australia
Western Australia	Tasmania
Northern Territory	Australian Capital Territory

6. A list of current IWIRC members who have committed to join the Network is contained in "Schedule A" attached.

7. The Program Plan for the Network and the Branches for the coming twelve-month period and the activities the Network and Branches hope to pursue are as follows:

7.1 *The Network*

(a) To encourage and assist with the formation of Branches in all States and Territories, within the Network designated area, or where more appropriate, the affiliation of individuals or state-based groups with State Branches.

(b) To assist Branches with organisation of functions where necessary or where relevant to participants of other Branches.

7.2 *Queensland Branch*

Nov 1995:
Role Play Presentation at the Annual Conference of the Queensland Branch of the AICM ("Australian Institute of Credit Managers") by participants of the proposed Queensland State Branch. This presentation will incorporate a "membership drive", particularly among credit managers, for the Queensland State Branch.

Feb 1996
participants Social Function.

May/June 1996
"Public" function - details yet to be finalised

Aug/Sept1996
Members Function incorporating Professional Development component

7.3 *New South Wales Branch*

October 1995
"Meet the Australian Securities Commission" Buffet Luncheon with special guest speaker, Lynn Ralph, Deputy Chairman of the Commission.

March 1996
Social function in conjunction with the 1996 Bankruptcy Congress.

May 1996
Professional development function with guest speaker.

Late 1996
Networking function to enable participants to meet public or governing bodies such as Judiciary, Stock Exchange, Public Prosecutors, etc - similar to our October 1995 function.

7.4 *Victoria Branch*

21 November 1995
"Introducing the concept of IWIRC to Victoria" - a cocktail party for women in insolvency. Speaker - Denise Woolerton, Proposer.

1996 - TBA

On behalf of the IWIRC members who are committed to join the Network, we respectfully request that IWIRC's President immediately present this proposal to the IWIRC Board for determination regarding the proposal for official chartering of the IWIRC - AUSTRALIAN NETWORK.

If you have any questions concerning this proposal or should further information be required, please call any of the proposers on the numbers set out below.

Yours Sincerely,

MAREE HENRY
On behalf of the Proposers-

Maree Henry (Queensland Branch) (telephone: 617-3229-3033)
Dina Glass (New South Wales Branch) (telephone: 612-264-1906)
Denise Woolerton (Victoria Branch) (telephone: 613-627-3855)

SCHEDULE "A"

NEW SOUTH WALES BRANCH

Doctor Annabelle Claire Bennett
Rebecca Davies
Dina Glass
Margot Waring

QUEENSLAND BRANCH

Maree Henry
Tracy Dare
Rhonda King
Rosalind Mason
Carmel Doyle

VICTORIA BRANCH

Denise Woolerton
Julie Armstrong
Cheryll Ross
Vivienne Moroni