
**DEED OF AMENDMENT OF THE
CONSTITUTION
OF THE DON DUNSTAN FOUNDATION
DATED THE 21 NOVEMBER 2014**

**Established by Deed of Trust dated 6 February 1999
Amended by Deed of Variation dated 12 April 1999
Amended by Deed of Amendment dated 28 November 2003
Amended by Deed of Adoption dated 30 April 2004
Amended by Deed of Amendment dated 30 November 2007
Amended by Deed of Amendment dated 17 March 2014
Further Amended by Deed of Amendment dated 21 November 2014**

Adopting this Constitution

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DEED OF AMENDMENT OF THE CONSTITUTION OF THE DON DUNSTAN FOUNDATION created by a **DEED OF TRUST** made on 6 February 1999 between **THE HON. DONALD ALLAN DUNSTAN AC** (“the Founder”) and The First Trustees, as amended by Deed of Variation dated 12 April 1999, by Deed of Amendment dated the 28 November 2003, by Deed of Adoption 30 April 2004, by Deed of Amendment 30 November 2007, by Deed Amendment 17 March 2014 and by this Deed 21 November 2014.

I. PREAMBLE

This Constitution recognises the predominant relationship between the Don Dunstan Foundation and the University of Adelaide and Flinders University as public education institutions involved in furthering the aims and objects of the Foundation.

II. INTRODUCTION

- A. The Founder resolved on 6 February 1999 to establish a foundation to be known as The Don Dunstan Foundation (the Foundation) for public charitable purposes and transferred the sum of \$10.00 to the Trustees to be held by them upon the trusts set out in the Original Deed of Trust.
- B. It was the intention of the Founder that the Foundation shall at all times be a public fund and that any person may by way of donation or other contribution subscribe money or property to the Trustees to be added to the Trust Fund.
- C. The First Trustees of the Foundation amended the Original Deed on 12 April 2009; further amendments were made by Trustees on 28 November 2003, 30 April 2004, 30 November 2007, 17 March 2014. The current Trustees have resolved to further amend the operative Deed of Trust by adopting this Deed in substitution for the Original Deed (as amended).

1. DEFINITIONS AND INTERPRETATION

- 1.1 In this Constitution the following expressions shall, unless the context otherwise requires, bear the following meanings:
 - 1.1.1 “Accounting Period” means
 - 1.1.1.1 the period of twelve (12) months ending on the 31st day of December in each year; and
 - 1.1.1.2 the period commencing on the first day of January prior to the winding up of the Trust Fund and ending on the day of the winding up of the Trust Fund;
 - 1.1.2 “Board of Management” has the meaning stated in Clause 8.4;
 - 1.1.3 “Relevant Areas” has the meaning stated in Clause 3.3;

- 1.1.4 “Founder’s Family” has the meaning stated in Clause 5.2.1;
- 1.1.5 “Tax Act” means the Income Tax Assessment Act 1997 and as amended from time to time;
- 1.1.6 “Trustees” means the persons holding office for the time being as Trustees of the Foundation;
- 1.1.7 “Trust Fund” means
 - 1.1.7.1 the sum of money mentioned in introductory paragraph A;
 - 1.1.7.2 all money, investments and property paid or transferred to and accepted by the Trustees as additions to the Trust Fund;
 - 1.1.7.3 any income accumulated;
 - 1.1.7.4 all other accretions to the Trust Fund; and
 - 1.1.7.5 the investments and property from time to time held by the Trustees upon the trusts of this Constitution until paid out or otherwise dealt with in accordance with this Constitution;
- 1.1.8 “University” means The University of Adelaide as continued in existence by the University of Adelaide Act 1971 and “Flinders University” means the Flinders University of South Australia as established and incorporated by the Flinders University Act of South Australia 1966;
- 1.1.9 “Vice-Chancellors” means the Vice-Chancellors for the time being of The University of Adelaide and the Flinders University of South Australia.

1.2 In this Constitution, unless the context otherwise requires:-

- 1.2.1 the singular includes the plural and vice versa;
- 1.2.2 a reference to one gender includes all genders;
- 1.2.3 where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- 1.2.4 a reference to a person includes a natural person, partnership, corporation, trust, association, unincorporated body, authority or other entities;

- 1.2.5 a reference to a statute includes regulations and other subordinate instruments issued pursuant to the statute and includes consolidations, amendments, re-enactments or replacements of any of them; and
- 1.2.6 references to a clause, paragraph or schedule mean a clause, paragraph or schedule respectively of this Constitution.
- 1.2.7 Clause headings and the table of contents are provided for convenience only and do not affect the interpretation of this Constitution.

2. DECLARATION OF TRUST

- 2.1 The Trustees hold the Trust Fund and the income of the Trust Fund as a public charitable trust in perpetuity upon the trusts and subject to the provisions set out in this Constitution.
- 2.2 Provided that no part of the Trust Fund shall be at any time be held or applied by the Trustees otherwise than for public charitable purposes in Australia, the charitable trust shall be maintained primarily for the benefit of the Universities.

3. TITLE OF THE TRUST AND MAIN AIM OF THE FOUNDATION

- 3.1 The title of the Trust is The Don Dunstan Foundation.
- 3.2 The Foundation is established with a view to perpetuating the memory of the Founder and reflecting his life's work through the fostering of research and education on a broad range of issues concerning social development based on:
 - 3.2.1 social and economic equity;
 - 3.2.2 the appropriate use of government intervention to secure socially just outcomes;
 - 3.2.3 the ability of individuals substantially to control their own lives;
 - 3.2.4 democratic and inclusive forms of governance;
 - 3.2.5 cultural and ethnic diversity;
 - 3.2.6 tolerance and respect for fundamental human rights and the rights of minorities suffering discrimination;
 - 3.2.7 respect for and protection of the rights of indigenous people; and
 - 3.2.8 remediation of global mal-distribution of wealth and income.

3.3 For the purposes of Clause 4.1, the issues mentioned in Clause 3.2 are called “the Relevant Areas”.

4. OBJECTS AND FUNCTIONS OF THE FOUNDATION

4.1 Without limiting the main aim of the Foundation as set out in Clause 3.2, the objects and functions of the Foundation shall be all or any of the following:

- 4.1.1 to encourage the continued development and use of the Don Dunstan collection at Flinders University and, to the extent considered practicable by the University of Adelaide, to endow a chair at the University of Adelaide initially to be called The Don Dunstan Chair of Social Inquiry;
- 4.1.2 to award scholarships, trusts, donations, endowments or gifts with the object of funding and encouraging study and research in any of the Relevant Areas whether at the Universities or at any other post-secondary educational institution in Australia approved by the Trustees;
- 4.1.3 to commission, promote or subsidise academic research projects into any of the Relevant Areas whether at the Universities or at any other post-secondary educational institution in Australia approved by the Trustees;
- 4.1.4 to publish or subsidise the publication of the results of academic research projects into any of the Relevant Areas;
- 4.1.5 to disseminate or subsidise the dissemination of educational materials relating to any of the Relevant Areas;
- 4.1.6 by means of scholarships, grants, sponsorships, prizes or other financial assistance to support students or intending students of the Universities or any other post secondary educational institution in Australia approved by the Trustees in the pursuit of their studies into any of the Relevant Areas whether in Australia or overseas;
- 4.1.7 to commission, promote or subsidise academic studies or research into the influences on the social development and history of Australia achieved by the Founder through his life and work and to publish or subsidise the publication of the results of such studies or research;
- 4.1.8 to convene, organise and conduct seminars, lectures, classes, courses of study, presentations or public forums with the intention of furthering the objects of the Foundation;
- 4.1.9 to solicit and accept gifts, donations, trusts, endowments, bequests, subsidies, sponsorships or grants from any individual, organisation, association, estate or governmental body to assist the Foundation in

carrying out its functions, and to raise funds for all or any of the Foundation's objects;

4.1.10 to advertise and promote the activities of the Foundation by any means or medium;

4.1.11 to do all such other acts, matters or things as are or appear to the Trustees to be incidental or conducive to the attainment of the above objects.

4.2 The Trustees shall be responsible for managing the objects and functions of the Foundation and they shall have all powers necessary for or ancillary to such management.

5. THE TRUSTEES

5.1 The number of Trustees shall not be less than four and the total number shall be as determined by the Trustees from time to time.

5.2

5.2.1 The Founder's children and more remote issue aged over 18 ("the Founder's Family") may if they wish nominate one of their number for appointment as a Trustee. The person so nominated shall be appointed by the Vice-Chancellor of the University of Adelaide as a Trustee of the Foundation. The same procedure shall be adopted on the retirement as Trustee of each successive representative of the Founder's Family.

5.2.2 Nominations under Clause 5.2.1 shall be in writing and shall be lodged with the Vice-Chancellor of the University of Adelaide within thirty days of being called for. Every request by the Vice-Chancellor of the University of Adelaide for a nomination shall be effective if given to any one member of the Founder's Family at his or her address last known to the Vice-Chancellor of the University of Adelaide.

5.2.3 The Vice-Chancellor of the University of Adelaide shall not be bound to consider any nomination not lodged within the period specified in Clause 5.2.2.

5.3 Each of the Vice-Chancellors shall be a Trustee ex officio.

5.4 A Trustee shall be appointed who will also serve as the Chair of the Board of Management as specified in Clause 8.4

5.5 If the Trustees determine that a particular Chapter of the Foundation or an incorporated entity should have the authority to nominate a Trustee, the Trustees may accept such a nomination and appoint the nominee as a Trustee

- 5.6 The power to appoint new Trustees of the Foundation, other than Trustees appointed under clauses 5.2, 5.3 and 5.4, shall be vested in the Trustees. Every appointment of a new Trustee shall be made by the Trustees acting pursuant to a resolution of the Trustees carried by the affirmative vote of at least two-thirds of those attending and entitled to vote at the relevant meeting of Trustees.
- 5.7 In considering the appointment of a new Trustee under Clauses 5.6 and 5.7 the Trustees shall take into account the Founder's wishes as expressed in the First Schedule.
- 5.8 There shall be a Chair and Deputy Chair of Trustees elected by the Trustees.
- 5.9 Any Trustee may retire from office by giving to the Vice-Chancellor of the University of Adelaide ten days' notice in writing of his or her retirement.
- 5.10 The office of a Trustee shall automatically be vacated if the Trustee dies, becomes of unsound mind, is adjudicated bankrupt, or, if as a nominated Trustee pursuant to Clause 5.6. the nominee entity at any time withdraws the nomination of the said person after initial appointment of the said person as a Trustee.
- 5.11 A Trustee shall not be entitled to any remuneration for acting as such, but each of them may claim his or her reasonable expenses properly incurred in attending to the affairs of the Foundation. In determining such a claim the Trustees shall have an absolute discretion in assessing a claim for expenses incurred. Such expenses shall if approved be repaid out of the Trust Fund as soon as practicable.
- 5.12 As at and by virtue of the adoption of this Constitution:
- 5.12.1 the persons mentioned in the Second Schedule shall be deemed to have retired from the Office of Trustee; and
 - 5.12.2 the Trustees thereafter shall be those persons mentioned in the Third Schedule.

6. MEETINGS OF THE TRUSTEES

- 6.1 The Trustees shall meet as often as they consider necessary for the proper performance of their duties, and at least twice in every year.
- 6.2 A quorum for meetings shall be constituted by the presence of half the number of Trustees then holding office plus one other Trustee.
- 6.3 At meetings of the Trustees each Trustee including the Chair shall have one vote. The Chair shall if necessary also have a casting vote as required to resolve a deadlock on any matter.

- 6.4 Every meeting of the Trustees shall be chaired by the Chair or in his or her absence by the Deputy Chair or (if neither is present) by another of the Trustees appointed by the Trustees then present at the meeting.
- 6.5 The Trustees may meet together either in person or (provided that all persons participating in the meeting are able to hear and be heard by all other participants) by telephone or any other form of instantaneous communication for the despatch of business and may adjourn and otherwise regulate their meetings and proceedings as they see fit. Any Trustee not present in person at any meeting but participating in a meeting in the manner previously mentioned shall be taken for the purpose of this Constitution to be present at that meeting.
- 6.6 The Chair of Trustees or either of the Vice Chancellors may convene a meeting of Trustees by giving not less than twenty-one days' prior notice in writing to the Trustees specifying in the notice the time, date and place and the business of the proposed meeting. If all the Trustees so agree in writing a meeting may be held notwithstanding that no prior notice or less than twenty-one days' prior notice may have been given.
- 6.7 Unless otherwise provided in this Constitution, all decisions of the Trustees shall be made by simple majority of those present and voting at the meeting.
- 6.8
- 6.8.1 If all the Trustees have signed a document containing a statement that they are in favour of a resolution of the Trustees in terms set out in the document, a resolution in those terms shall be taken to have been passed at a meeting of the Trustees held on the day on which the document was signed and at the time at which the document was last signed by a Trustee, or (if the Trustees signed the document on different days) on the day on which and at the time at which the document was last signed by a Trustee.
- 6.8.2 For the purposes of Clause 6.8.1, two or more separate documents containing statements in identical terms each of which is signed by one or more Trustees shall together be taken to constitute a single document containing a statement in those terms signed by those Trustees on the respective days on which they signed the separate documents.

7. PATRONS

- 7.1 The Trustees may appoint such persons as it determines to be Patrons of the Foundation who must be distinguished members of society.
- 7.2 The Patrons of the Foundation will be determined by the Trustees having regard to the Founder's wishes detailed in the First Schedule and having regard to individual commitment to the Foundation.

7.3 The Trustees may at any time withdraw the status of Patron as they think fit.

8. ADMINISTRATION - BOARD OF MANAGEMENT

8.1 The Trust Fund and its administration is vested in the Trustees.

8.2 In the exercise of the authorities, powers and discretions vested in them, the Trustees shall unless otherwise expressly provided in this Constitution have an absolute and uncontrolled discretion and they may at any time exercise or refrain from exercising or enforcing any of their authorities, powers and discretions.

8.3 The Trustees through the Board of Management shall ensure that proper books of account and records of the Trust Fund are kept at all times. The Board will ensure that an Audit of the Trust Fund shall be prepared by a reputable external Auditor in respect of every Accounting Period and the completed Audit signed off by the Auditor and the Board shall delivered to the Vice Chancellors for inclusion in the Annual Report.

8.4 The Trustees shall be entitled to delegate the administration of the Foundation and the financial management of the Trust Fund to a committee of persons appointed by the Trustees for that purpose to be known as the "Board of Management". There shall be a Chair of the Board of Management who will also be a Trustee and appointed to the Trust specifically to be Chair of the Board of Management as specified in Clause 5.5. An Executive Director of the Board of Management shall be appointed by the Board of Management and shall also be a member of the Board of Management and who shall be responsible for managing its operations.

8.5 Members of the Board of Management as appointed by the Trustees pursuant to Clause 8.4 shall serve a term of three years and their retirement from the Board of Management shall occur on the third anniversary of their appointment by the Trustees. The Trustees shall have the capacity to reappoint such persons to the Board of Management for two further periods each of three years but no longer.

8.6 When constituting the Board of Management the Trustees shall invite the Premier of the State Government of South Australia to nominate a person to serve on the Board of Management. The Trustees shall have the capacity to reappoint that person for a further period of time or, if that person should choose to resign from the Board of Management the Trustees will seek a further nomination from the Premier.

8.7 The Board of Management shall consist of not less than seven people including the Chair, The Executive Director, the State Government nominee and two persons one being an employee of each of the Universities. The term of appointment of each of the employees of the Universities shall be as determined by their nominating University from time to time.

- 8.8 The Board of Management shall be accountable to the Trustees and shall provide the Trustees with accounts and reports whenever so required by the Chair of Trustees. The Board of Management may create an “Executive Committee” of the Board to facilitate management of the Foundation. The Trustees shall determine the “Terms of Reference” for and the accountability of the Board of Management to the Trustees.
- 8.9 The Board of Management shall meet as often as they consider necessary for the proper performance of their duties, and at least four times in every year.
- 8.10 A quorum for meetings shall be constituted by the presence of half the number of The Board of Management then holding office plus one other member of the Board of Management.
- 8.11 The Trustees shall have power to pay out of the Trust Fund all costs, charges and expenses incidental to the administration, maintenance or management of the Foundation or the performance of the trusts. Such costs, charges and expenses shall be taken to include any income or other taxes payable in respect or by reason of the activities of the Foundation and the costs and expenses connected with the preparation and implementation of this Constitution, and to include the payment for public liability and other relevant insurances determined by the Trustees to be necessary for the Trustees, the members of the Board of Management, Committees and/or Chapter Committees.
- 8.12 Board of Management may engage the services of any person (the Trustees and members of the Board of Management excepted) to assist them in the administration or management of the Foundation and may determine the conditions of engagement of that person as they think fit.
- 8.13 The Board of Management may delegate its financial or administrative powers to the Executive Director subject to such limits as the Board sees fit.
- 8.14 For the purposes of Clause 8.5 and as a transition provision only, any person who has at the date of commencement of this amended Constitution (17 March 2014) already served more than nine years must retire from the Board no later than one calendar year from the date of adoption of this amended Constitution.

9. COMMITTEES AND CHAPTERS

- 9.1 Subject to the prior approval of the Trustees the Board of Management may establish such Committees as it deems necessary for specific purposes and to promote the Foundation.
- 9.2 In particular the Board of Management will endeavour to establish special Committees in each State and Territory of Australia and elsewhere to be known as “Chapters” of the Foundation.

- 9.3 The purpose of each Chapter is to promote the Foundation in the State, Territory or place where it is established.
- 9.4 Such Chapters will not have the power to commit the Board of Management to any expenditure not previously approved by the Board of Management.
- 9.5 The net proceeds of any fund raising activity of such Chapters must be paid into a Bank Account in the name of the Foundation.
- 9.6 The Chapters will not have any power to commit the Board of Management to any liability without the prior written consent of the Board of Management.
- 9.7 Each Chapter will have a Chair or Convenor who will be responsible to report to the Board of Management on a regular and timely basis regarding the activities of the Chapter.
- 9.8 Each Chapter will endeavour to recruit "Friends" of the Foundation in accordance with the rules determined by the Board of Management and as approved by the Trustees.

10. TRUSTEES' INVESTMENT POWERS

- 10.1 Except as expressly limited by this Constitution or by the general law governing trustee investments, the Trustees shall have the same discretionary powers of investing moneys forming part of the Trust Fund as if they were the absolute beneficial owners of those moneys.
- 10.2 No substantial or long-term investment of moneys in the Trust Fund shall be made by the Trustees except upon the previous written advice of appropriately qualified advisers. In respect of moneys invested in the University of Adelaide's Composite Fund, such advice shall include, but not necessarily be confined to, written advice from the Vice-Chancellor of the University of Adelaide.

11. AMENDMENT OF THE CONSTITUTION

The Trustees acting pursuant to a resolution of the Trustees carried by the affirmative vote of at least two-thirds of those attending and entitled to vote at the relevant meeting of Trustees may at any time by Deed vary, revoke, add to or replace any of the provisions of this Constitution.

12. PROTECTION FOR TRUSTEES

12.1 The Trustees shall not as trustees of the Trust Fund or in respect of the execution or purported or attempted execution of or failure or neglect to exercise or carry out the Trustees' duties, authorities, powers or discretions under this Constitution incur any personal responsibility or be liable in any way except for a breach of trust knowingly and wilfully committed by the Trustees or a Trustee.

12.2 No Trustee shall be responsible for:

12.2.1 any loss or damage occasioned by the exercise of any discretionary power conferred on the Trustees by this Constitution or by general law or by the failure to exercise any such discretion or power; or

12.2.2 any breach of duty or trust unless proved to have been committed, made or omitted in personal conscious fraudulent bad faith by the Trustee charged to be so liable

AND all persons claiming any interest or right whatever in or to the property comprised in the Trust Fund shall be taken to have notice of and take subject of the protection conferred on the Trustees by this clause.

12.3 Except in case of a breach of a trust knowingly and wilfully committed by him or her, each of the Trustees shall be indemnified out of the Trust Fund against all liabilities incurred by him or her as one of the Trustees or in the execution or attempted or purported execution of or failure or neglect to execute the trusts, duties, authorities, powers or discretions under this Constitution. The Trustees shall have a lien on and may use the Trust Fund for such indemnity.

13. JOINT ACTS - NO DELEGATION BY TRUSTEES

13.1 The Trustees shall act jointly but any resolution of a majority of the Trustees shall (unless unanimity is required under some express provision of this Constitution) be binding on the minority.

13.2 No Trustee may delegate the exercise of any of the powers or discretions vested in him or her as a Trustee.

14. APPLICATION AND WINDING UP OF FOUNDATION

14.1 The income and property of the Foundation, however derived, shall, subject only to any obligations under charitable trust law or any other statutory requirement, be used and applied solely in the promotion of the Foundation in accordance with its objects and in the exercise of the powers conferred under this Constitution.

- 14.2 Subject to the provisions of Clause 14.3, the Trustees may at any time by unanimous resolution determine to wind up the Foundation.
- 14.3 The Trustees shall not have power to wind up the Foundation except with the prior written approval of the Vice-Chancellor of the University of Adelaide.
- 14.4 Upon the winding up or dissolution of the Foundation (whether voluntary or not) and after satisfaction of all the debts and liabilities of the Foundation, including the expenses of the winding up or dissolution, the balance of the Trust Fund then remaining together with any unexpended income shall be disposed of in accordance with Clauses 14.5 and 14.6.
- 14.5 The balance of the Trust Fund together with any unexpended income shall be given or transferred as follows:-
- 14.5.1 to the University and/or Flinders University for one or more educational purposes similar to those of the Foundation provided that such purposes are charitable under the law; but otherwise
 - 14.5.2 to such one or more of the educational funds, authorities or institutions in South Australia as are mentioned in Subdivisions 30-A and 30-B of the Tax Act or as approved by the Commissioner of Taxation and which have objects similar to those of the Foundation.
- 14.6 The selection of the recipients under Clause 14.5 and the proportions in which they are to benefit shall be determined by the Trustees at or before the time of winding up or dissolution. If the Trustees fail to make a determination then it shall be made instead by the Vice-Chancellors.

15. CHAIR APPOINTMENTS COMMITTEE

The Trustees agree that whenever so requested by the Vice-Chancellor of the University of Adelaide they will nominate a sufficient number of the Trustees then in office to constitute at least half the members of the Chair Appointments Committee formed to consider the appointment of the first and subsequent Professors of The Don Dunstan Chair at the University of Adelaide.

16. GOVERNING LAW

This Constitution shall be governed by and construed in accordance with the law of the State of South Australia.

Executed as a Deed.

SIGNED SEALED AND DELIVERED)
by the said **LYNN MAURICE FERGUSON ARNOLD**
in the presence of:)



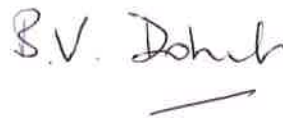
.....
SIGNED SEALED AND DELIVERED)
by the said **WARREN ARTHUR BEBBINGTON**
in the presence of:)



.....
SIGNED SEALED AND DELIVERED)
by the said **MICHAEL NEWTON BARBER**
in the presence of:)



.....
SIGNED SEALED AND DELIVERED)
by the said **BRONWEN VIVIEN DOHNT**
in the presence of:)



.....
SIGNED SEALED AND DELIVERED)
by the said **WILLIAM RAYMOND COSSEY**
in the presence of:)



FIRST SCHEDULE

The Founder wishes that so far as convenient and without jeopardising the good management of the Foundation the Trustees shall consider appointing as Trustees of the Foundation persons who have a background and interest and a demonstrated achievement in any of the following fields:

- reformist social democratic politics
- literature
- the Arts
- food and wine

and who have a commitment to and an understanding of the Founder's philosophies.

SECOND SCHEDULE

Ms Robyn Archer AO
Mr Phillip Adams AO
Mr David Combe
The Hon Gregory John Crafter AO
Mr Andrew Dunstan
Professor Anne Edwards AO
Professor Sue Richardson
Ms Jennie George AO
The Hon Barry Jones AO
The Hon Dr Jane Lomax-Smith AM

Dr Lowitja O'Donoghue AC CBE DSG
Professor Mary O'Kane
Ms Carmel O'Loughlin
Mr Greg Mackie OAM
Mr Noel Pearson
Ms Therese Rein
Mr Jim Soorley AM
Professor Hugh Stretton AC
Professor James McWha AO

THIRD SCHEDULE

Professor Warren Arthur Bebbington
Vice-Chancellor
The University of Adelaide
ADELAIDE SA 5005 (ex-officio)

Mrs Bronwen Vivien Dohnt
35 Sturt Avenue
CLAPHAM SA 5062
(Founder's Family)

Professor Michael Newton Barber
Vice Chancellor
Flinders University of South Australia
BEDFORD PARK SA 5042

Mr William Raymond Cossey AM
39b Brunswick Street
WALKERVILLE SA 5081

The Hon Rev Dr Lynn Arnold AO
43 Charlick Circuit
ADELAIDE SA 5000