

THE COMPANIES ACT 1961-1967

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
SCONE AERO CLUB**

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NEW SOUTH WALES

No. of Company
110160

Companies Act, 1961
(Section 16 (3))

Certificate of Incorporation of Public Company

THIS IS TO CERTIFY that SCONE AERO CLUB
is, on and from the third day of November, 1969
incorporated under the Companies Act, 1961 , and that
the company is a company limited by: Guarantee.
GIVEN under my hand and seal, at Sydney, this third day of November, 1969.

F. J: O' RYAN

Exd.

Registrar of Companies

THE COMPANIES ACT 1961-1967

Memorandum of Association
of
Scone Aero Club

NAME

The name of the Club is the Scone Aero Club.

2. OBJECTS

The objects for which the Club is founded are:

- (a) For the association of persons interested in the encouragement and development of aeronautics in all its branches;
- (b) To provide a centre of information and advice on all matters pertaining to aeronautics;
- (c) To purchase, take on, lease or in exchange or otherwise acquire any lands, easements or any other property real or personal, including machinery and plant; and to acquire or construct any building which may from time to time be required for the purpose of or may be conveniently used in connection with any of the objects of the club; and to maintain from time to time, alter and add to any buildings, or plant acquired or constructed by the Club, subject to the Memorandum and Articles, and from time to time to sell, demise, mortgage, give in exchange or otherwise dispose of any such lands, building, or plant. In case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (d) To acquire, establish, operate, control and maintain flying grounds for aviation or other purposes of the Club, club-rooms, club houses, pavilions, workshops, sheds, recreation grounds and other conveniences in connection therewith and to furnish and equip them and to permit them and other property of the Club to be used by members and other persons, either gratuitously or for payment.
- (e) To take over the funds and other assets and the liabilities of the present unincorporated club known as the "SCONE AERO CLUB".
- (f) To acquire by purchase, hire, gift or otherwise and to make or provide and to maintain all kinds of aircraft, vehicles, horses, livestock, furniture, implements, tools, machinery, utensils, plate-glass, linen, books, papers, periodicals, stationery, cards, games and all other things required or which may conveniently be used in connection with the flying grounds, club-rooms, club houses, and other premises of the Club by persons frequenting or using them, whether members of the Club or not;
- (g) In furtherance of the objects of the club to acquire by gift or purchase, to prepare, make, repair, supply and sell all kinds of aircraft and all apparatus used in connection with aviation and all kinds of refreshments required or used by members of the club, or other persons frequenting the flying grounds, club-rooms, club houses or premises of the Club; and to apply for and obtain and to renew all permits, licences or authorities necessary or required for any of the purposes of the Club;
- (h) To establish, equip and carry on an aviation school to train or to arrange for the training of pilots and to teach the science or art of aerial navigation and Matters relating to the construction, equipment, repair, use and management of aeroplanes, seaplanes, flying boats,

gliding machines, parachutes, airships, balloons and other aircraft, and the carrying of passengers and goods therein;

(p) To invest the moneys of the Club, not immediately required, upon such securities as may be permitted by law for the investment of trust funds;

(q) To borrow or raise and give security for money in such manner as the Club shall think fit, and in particular by the issue of or upon bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Club, or by mortgage, bill of sale, or charge upon all or any part of the property, real and personal of the Club, both present and future;

(r) To sell, lease, improve, mortgage, dispose of or otherwise deal with all or any part of the property of the Club;

(s) Subject to Clause 2(c) of this Memorandum of Association to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Club;

(t) To take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club in the shape of donations, annual subscriptions or otherwise;

(u) To undertake all or any part of the property assets, liabilities or engagements of the Club to any one or more companies, associations, or clubs, with which the Club is authorised to amalgamate.

(v) To transfer all or any part of the property assets, liabilities or engagements of the Club to any one or more companies, associations, or clubs, with which the Club is authorised to amalgamate.

(w) To undertake and execute any trust or any agency business which is directly or indirectly conducive to any of the objects of the Club.

(x) To print and publish any newspapers, periodicals, books, programmes or leaflets and to subscribe copy and advertisements to newspapers and periodicals that the Club may think desirable for the promotion of its objects.

(y) From time to time to subscribe or contribute to any patriotic or charitable or benevolent or philanthropic object or to any useful object of a public character.

(z) (i) To encourage and develop in the people of the Commonwealth of Australia a realisation of the importance of aviation for the development of the Commonwealth.

(ii) To do all such things as are incidental or conducive to attainment of the above objects.

3. The provisions of the Third Schedule to the Companies Act (1961-67) shall not apply to the Club and the second paragraph of this - Memorandum shall be read and construed without reference to the provisions of that Schedule.

4. LIABILITY

The liability of the members is limited.

5. INCOME AND PROPERTY

The Income and property of the Club whencesoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in this memorandum of association, and no portion thereof shall be paid, or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Club. Provided that nothing herein shall prevent the payment in good faith of remuneration to any Officer or Servant of the Club, or to any member of the Club for goods supplied in the ordinary or usual way of business, or in return for any services actually rendered to the, Club, nor to

prevent the payment of interest at a rate not exceeding such rate as for the time being charged by Bankers in Sydney for overdrawn accounts on money borrowed from any member of the Club or reasonable and proper rent for premises demised or let by any member of the Club; but so that no member of the Committee or governing body of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Club or to any member of such Committee or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club, provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Committee or governing body may be member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

6. CONDITIONS OF LICENCE.

The fifth, ninth and tenth paragraphs of this Memorandum contain conditions on which a licence is granted by the "Designated Authority" to the Club in pursuance of Section 24 of the Companies Act 1961-67 (hereinafter called "the Minister"). For the purpose of preventing any evasion of the provisions of the said paragraphs the said Minister may from time to time on the application of any member of the Club on giving notice to the Club of his intention so to do and after affording the Club an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Club.

7. CONTRIBUTION

Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding twenty dollars.

8. WINDING UP

If upon winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Club, and which shall prohibit the distribution of its or their income and, property among its or their members, to an extent at least as great as is imposed on the Club under or by virtue of paragraph five hereof, such institution or institutions to be determined by the members of the Club, at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

9. ACCOUNTS

True accounts shall be kept of the sums of money received and expended by the Club and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Club, and, subject to any reasonable restrictions as to the time and manner of inspecting the same, that may be imposed in accordance with the regulations of the Club for the time being in force shall be open to the inspection of members. Once at least in every year the accounts of the Club shall be examined and the correctness of the Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

10. ALTERATION

No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Designated Authority for the time being administering the Companies Act (hereinafter called "The Minister").

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

Names, Addresses, Occupations of Subscribers	Witnesses to Signatures and Addresses of Witnesses
Allan Gordon KING, Teacher 18 Turanville Ave., Muswellbrook	
David Andrew REID, Accountant Short Street, Scone	
William SERHAN, Manager Kelly Street, Scone Colin PAY, Manager Waverley Street, Scone	
Alfred Ernest HORNER, Manager Waverley Street, Scone	
Peter Alan CRESSWELL, Technician Liverpool Street, Scone	
William Richard CAMPION, Manager Market Lane, Muswellbrook	
Robert John Stuart DUFF, Accountant Cook Street, Muswellbrook	

DATED this day of. 1969

NEW SOUTH WALES
THE COMPANIES ACT 1961 – 1967
Articles of Association
of
Scone Aero Club

GUIDE TO ARTICLES

Interpretation, art. 1-2

Membership, art: 3-10.

Cessation of membership, art. 11-13

General meetings, art. 14-18

Proceedings at general meetings; art. 19-32

Committee and officers, art. 33-41

Powers and duties of the committee, art. 42-45

Proceedings of the committee, art. 46-56

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Seal, art. 58

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Audit, art. 61

Notices; art. 62-63

Winding up, art. 64

Indemnity, art. 65

INTERPRETATION -

I. Interpretation. In these regulations

"the Act" means the Companies Act 1961;

"the Club" means the Scone Aero Club;

“the unincorporated Club" means the unincorporated body known as the "Scone Aero Club" whose funds and other assets and liabilities the Club is authorised to take over by Clause 2 (e) of the Memorandum of Association;

"the seal" means the common seal of the Club;

"secretary" means any person, appointed to perform the duties of a secretary of the Club and includes an honorary secretary;

"State" means the State of New South Wales;

expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Interpretation Act of 1897 and of the Act as in force at the date at which these regulations become binding on the Company.

2. Purpose of Club. The Club is established for the purposes set out in the memorandum of association.

MEMBERSHIP

3. Number. The number of members with which the Club proposes to be registered is thirty but the Committee may from time to time register an increase of members.

4. Membership. The subscribers to the memorandum of association and such other persons as the Committee shall admit to membership in accordance with these regulations Shall be members of the Club.

5. Property. If the whole of the funds and other assets of the unincorporated Club become the absolute property of the Club forthwith after its incorporation then every person who at the date of incorporation of the Club is a member of the unincorporated Club and who on or before the first day of May, 1969, agrees in writing to become a member of the Club shall be admitted by the Committee to membership of the Club. Every member of the Club who, previously to his agreeing to become a member of the Club had paid his subscription due on the first day of May, 1968, as a member of the unincorporated Club, shall not be liable to pay any further sum by way of annual subscription to the Club for the period prior to the first day of May, 1969.

6. Applicants. Every applicant for membership of the Club (other than the subscribers to the memorandum of association and members of the unincorporated Club referred to in Article 5), shall be proposed by one and seconded by another member of the Club, to both of whom the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Committee from time to time prescribes.

7. Admission. At the next meeting of the Committee after the receipt of any application for membership such application shall be considered by the Committee, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reason for the rejection of an applicant.

8. Acceptance. When an applicant has been accepted for membership the secretary shall forthwith send to the applicant written notice of his acceptance and a request for payment of his entrance fee and first annual subscription. Upon payment of his entrance fee and first annual subscription the applicant shall become a member of the Club, provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Committee may in its discretion cancel its acceptance of the applicant for membership of the Club.

9. Entrance fee and annual subscription: The entrance fee and annual subscription payable by members of the Club shall be such as the Club in general meeting shall from time to time prescribe, provided that until the Club shall otherwise resolve the entrance fee shall be NIL and the annual subscription shall be \$4:00 and provided further that the Club shall not at any time prescribe an entrance fee which exceeds \$20.00.

10. One date. All annual subscriptions shall become due and payable in advance on the first day of May in every year.

CESSATION OF MEMBERSHIP

11. Non-payment: If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may after notice of the default shall have been sent to. him by the secretary or honorary treasurer be debarred by resolution of the Committee, from all privileges of membership and his name may be removed by the Committee from the Register of Members provided that the Committee may reinstate the member and restore his name to the Register on payment of all arrears if the Committee thinks fit to do so.

12. Resignation. A member may at any time by giving notice in writing to the secretary resign his membership of the Club but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Club and in addition for. any: sum not exceeding twenty dollars for which he is liable as a member of the Club under Clause 7 of the memorandum of association of the Club.

13. Non-compliance. If any member shall wilfully refuse or neglect to comply with the provisions of the memorandum or articles of association of the Club or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or . prejudicial to the interest of the Club the Committee shall have power to expel the member from the Club and his name from the Register of Members provided that at least one (1) week before the meeting of the Committee at which a resolution for his expulsion is passed the member shall have had notice of such meeting and of what is alleged against him, and of the intended resolution for his expulsion and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may by notice in writing lodged with the secretary at least twenty-four hours before the time for holding the meeting at which the resolution for his expulsion is to be considered by the Committee elect to have the question of his expulsion dealt with by the Club in general meeting and in that event an extraordinary general meeting of the Club shall be called for the purpose and if at the meeting a resolution for the expulsion of the member be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member shall be expelled and his name removed from the Register of Members.

GENERAL MEETINGS

14. First meeting. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Club and at such place as the Committee may determine.

15. Annual meeting. An annual general meeting of the Club shall be held in accordance with the provisions of the Act. All general: meetings, other than the Annual General Meetings, shall be called extraordinary general meeting.

16. Extraordinary general meeting. Any member of the Committee may whenever he thinks fit convene an extraordinary general: meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Act.

17. Notice. Subject to the Provisions of the Act relating to special resolutions and agreements for shorter notice, seven days notice at the least (exclusive of the day on which the notice is served or deemed to be served but

inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Club.

18. Business. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, the election of officers and other members of the Committee in the place of those retiring and the appointment and fixing of the remuneration of the Auditors.

PROCEEDINGS AT GENERAL MEETINGS :

19. Quorum. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten per cent of members, or 20, whichever is the less, present in person shall be a quorum.

For the purposes of this article "member" includes a person attending as a proxy or as representing a corporation which is a Member.

20. Absence of quorum: If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members, shall lie dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present (being not less than two) shall be a quorum.

21. Chairman. The President shall preside as chairman at every general meeting of the Club, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or, is unwilling to act, the Vice President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be chairman of the meeting.

22. Adjournment. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. Voting. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded

(a) by the Chairman; or

(b) by at least three members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of

the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

24. Poll. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman, or on a question of adjournment shall be taken forthwith.

25. Casting vote. In the case of an equality of votes, whether :on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

26. Vote. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly. authorised representative shall have one vote.

27. Mental health. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether, on a show of hands or on a poll, by his Committee or by his trustee, or by such other person as properly has the management of his estate, and any such Committee, trustee or other person may vote by proxy or attorney.

28. Unfinancial. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrear at the date of the meeting.

29. Proxy instrument. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.. A proxy may but need not be a member of. the Club. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

30. Form of proxy. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

SCONE AERO CLUB

I, of

being a member of the above named Club, hereby appoint

....., of

or failing him,, of

as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Club, to be held on theday of and at any adjournment thereof.

Signed this day of, 19....;

This form is to be used in favour of/against the resolution

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit).

31. Deposit of proxy: The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Club, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

32. Proxy note. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Club at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

COMMITTEE AND OFFICERS

33. Officers. The officers of the Club shall consist of a President, a Vice-President and an Honorary Treasurer, all of whom shall be members of the Club.

34. First Committee. The following subscribers to the memorandum of association shall constitute the First Committee and the first officers shall be as set out below:-

President: Allan Gordon KING

Vice-President: Colin PAY

Honorary Treasurer: William SERHAN

Secretary: David Andrew REID

Committee: Alfred Ernest HORNER

Committee: Peter Alan CRESWELL

Committee: William Richard CAMPION

Committee: Robert John Stuart DUFF

They shall all retire at the first general meeting, but shall be eligible for re-election.

35. Subsequent Committee. Thereafter the Committee shall consist of the officers and five other members of the Club elected as herein provided.

36: Election. At the first general meeting of the Club and at the annual general meeting of the Club in each year thereafter the officers and other members of the Committee shall be elected from among the members and such officers and other members of the Committee shall hold office until the next annual general meeting when they shall retire but they shall be eligible for re-election.

37. Mode of election. The election of officers and other members of the Committee shall take place in the following manner:-

- (a) Any two members of the Club shall be at liberty to nominate any other member to serve as an officer or other member of the Committee.

(b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place.

(c) A list of the candidates names in alphabetical order, with the proposers and seconds' names, shall be posted in a conspicuous place in the registered office of the Club for at least seven days immediately preceding the annual general meeting.

(d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates, not exceeding the number of vacancies.

(e) In case there shall not be a sufficient number of candidates nominated the Committee shall fill up the remaining vacancy or vacancies.

38. Numbers. The Club may from time to time by ordinary resolution passed at a general meeting, increase or reduce the number of officers or other members of the Committee.

39. Appointment. The Committee shall have power at any time, and from time to time, to appoint any person to the Committee, either to fill a casual vacancy or as an addition to the existing officers or other members of the Committee but so that the total number of officers or other members of the Committee shall not at any time exceed the number fixed in accordance with these regulations. Any officer or other member of the Committee so appointed shall hold office only until the next following annual general meeting.

40. Removal. The Club may by ordinary resolution remove any officer or other member of the Committee before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.

41. Ceasing to be committee member. The office of a member of the Committee shall become vacant if the member:

- (a) ceases to be a member of the Committee by virtue of the Act;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes prohibited from being a director of a Company by reason of any order made under the Act;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his office by notice in writing to the Club;
- (f) for more than six months is absent without permission of the Committee from meetings of the Committee held during that period;
- (g) holds any office of profit under the Club;
- (h) ceases to be a member of the Club; or
- (i) is directly or indirectly interested in any contract or proposed contract with the Club, provided, however, that a member shall not vacate his office by

reason of his being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Club if such corporation, society or association is among the class of companies referred to in the proviso to Clause 5 of the a memorandum of association of the Club and if he shall have declared the nature of his interest in manner required by the Act.

Provided always that nothing in this article shall affect the operation of Clause 5 of the memorandum of association of the Club.

POWERS AND DUTIES OF THE COMMITTEE

42. Management. The business of the Club shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club as are not, by the Act or by these regulations, required to be exercised by the Club in general meeting, subject, nevertheless to any of these regulations, to the provisions of, the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Club in general meeting; but no regulation made by the Club in general meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.

43. Powers. The Committee may exercise all the powers of the Club to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability, or obligation of the Club.

44. Cheques, bills, etc. All cheques, promissory notes, drafts; bills of exchange and other negotiable instruments, and all receipts for money paid to the Club shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Committee or in such other manner as the ; Committee from time to time determine.

45. Minutes. The Committee shall cause minutes to be made

- (a) of all appointments of officers and servants;
- (b) of names of members of the Committee present at all meetings of the Club and of the Committee; and
- (c) of all proceedings at all meetings of the Club and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

PROCEEDINGS OF THE COMMITTEE

46. Meetings. The Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee summon a meeting of the Committee.

47. Majority. Subject to these regulations questions. arising at any meeting of the Committee shall be decided by a Majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

48. Member's interest. A member of the Committee shall not vote in respect of any contract or proposed contract with the Club in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.

49. Quorum. The quorum necessary for the transaction of the business of the Committee shall be three or such greater number as may be fixed by the Committee.

50. Continuing members: The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Club, but for no other purpose.

51. Chairman. The President shall preside as Chairman at every meeting of the Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

52. Delegation. The Committee may delegate any of its powers to a sub-committee consisting of such member or members of the Committee as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.

53. Sub-committee Chairman. A sub-committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

54. Sub-committee business. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

55. Acts of Committee and sub-committee. All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

56. Resolution in writing. A resolution in writing signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

SECRETARY

57. Appointment. The Secretary shall in accordance with the Act be appointed by the Committee for such term, at such remuneration and upon such conditions as it thinks fit; and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Committee from appointing a member of the Club as Honorary

Secretary and any member so appointed shall forthwith become an officer of the Club and, if not already a member of the Committee, ex officio a member of the Committee and he shall be subject to the provisions of Clause 5 of the memorandum of association.

SEAL

58. Seal. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a sub-committee of members of the Committee authorised by the Committee in that behalf, and every instrument to which : the seal is affixed shall be signed by a member of the Committee and shall be countersigned . by the Secretary or by a second member of the Committee or by some other person, appointed by the Committee for the purpose.

ACCOUNTS

59. Accounts. The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance, sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act provided, however, that the Committee shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than three months before the date of the meeting.

60. Inspection. The Committee shall from time to time, determine in accordance with Clause 9 of the memorandum of association at what times and places and under what conditions or regulations the accounting and other records of the Club shall be open to the inspection of members not being: members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or paper of the Club except as conferred by statute or by Clause 9 of the memorandum of association or authorised by the Committee or by the Club in general meeting.

AUDIT

61. Auditor. A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with Sections 9, 165 and 166 and 167 of the Act and Clause 9 of the memorandum of association.

NOTICES

62. Service of notice. A notice may be given by the Club to any member either personally or by sending it by post to him at his registered address, or (if he has no registered. address within the State) to the address, if any, within the State supplied by him to the Club for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

63. Persons entitled to notice.

(1) Notice of every general meeting shall be given in any manner hereinbefore authorised to- :

(a) every member except those members who (having no registered address within the State) have not supplied to the Club an address within the State for the giving of notices to them; and

(b) the auditor or auditors for the time being of the Club.

(2) No other person shall be entitled to receive notices of general meeting.

WINDING-UP

64. Winding-up. The provisions of Clause 8 of the memorandum of association relating to the winding-up or dissolution of the Club shall have effect and be observed as if the same were repeated in these regulations.

INDEMNITY

65. Indemnity. Every member of the Committee, auditor, secretary and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability arising out of the execution of his duties which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

We, the several persons whose names and addresses are subscribed hereto, the subscribers to the Memorandum of Association, hereby agree to the foregoing Articles of Association.

Names, Addresses, Occupations of Subscribers	Witnesses to Signatures and Addresses of Witnesses
Allan Gordon KING, Teacher 18 Turanville Avenue, Muswellbrook	
David Andrew REID, Accountant Short Street, Scone	
William SERHAN, Manager Kelly Street, Scone	
Colin PAY, Manager Waverley Street, Scone	
Alfred Ernest HORNER, Manager Waverley Street, Scone	
Peter Alan CRESSWELL, Technician Liverpool Street, Scone	
William Richard CAMPION, Manager Market Lane, Muswellbrook	
Robert John Stuart DUFF, Accountant Cook Street, Muswellbrook	

DATED this day of. 19

