

A Company Limited by Guarantee  
and not having a Capital divided into Shares

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**BATHURST LIGHT CAR CLUB LIMITED**

-----

McIntosh, McPhillamy & Co  
Solicitors,  
William Street,  
Bathurst.

NEW SOUTH WALES

STAMP DUTY

ONE POUND

NEW SOUTH WALES

No: 534239.

CERTIFICATE OF INCORPORATION

OF COMPANY

THE COMPANIES ACT. 1936

(Section 28)

THIS IS TO CERTIFY:-

- (1) that "BATHURST LIGHT CAR CLUB LIMITED" is incorporated under the Companies Act, 1936.
- (2) that the date of Incorporation of the said Company is the Thirty-first day of August, One thousand nine hundred and Fifty-five.
- (3) That the said Company is limited by Guarantee.

GIVEN under my hand, at Sydney, this Thirty-first day of August, One thousand nine hundred and Fifty-five.

H.A. WHITEMAN.  
Deputy Registrar-General.

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Companies Act 1936

A Company Limited by Guarantee  
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## **MEMORANDUM OF ASSOCIATION**

**OF**

## **BATHURST LIGHT CAR CLUB LIMITED**

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1. The name of the Company is **“BATHURST LIGHT CAR CLUB LIMITED”**
2. The registered office of the Company will be situated at Bathurst in the state of New South Wales.
3. The objects for which the Company is established are:-
  - (a) To promote and foster the interests of owners of motor cars and the consideration and free discussion of all matters and questions relating to or affecting the interests of owners of motor cars.
  - (b) To consider, initiate and support improvements or alterations in the laws of the Commonwealth of Australia and of the several states of the Commonwealth and the by-laws of local governing bodies calculated, whether directly or indirectly to advance or protect the interests of owners of motor cars.
  - (c) To promote depositions to the ministers of the Crown of the Commonwealth of Australia or of the several States of the Commonwealth or to any public body in relation to Bills presented to Parliament or by-laws proposed to be passed or action proposed to be taken or suggested affecting or likely to affect the interests of owners of motor cars.
  - (d) To co-operate in securing rational legislation and the formation of proper rules and regulations governing the use of motor cars as aforesaid on public highways, roads or streets.
  - (e) To devise, advocate, promote and encourage the adoption of precautionary measures of all kinds which may seem to the Company calculated to prevent

accidents arising from the use of motor cars generally on public highways or streets.

- (f) To provide maintain and conduct a club for the convenience or accommodation of members of the Company and to provide such rooms and other conveniences and generally to afford to members all the usual privileges, conveniences and property of the Company to be used by members and other persons duly introduced by members either gratuitously or for payment.
- (g) To promote and hold either alone or jointly with any other Companies, Associations, Clubs or persons, exhibitions, meetings, competitions and matches and to offer, give or contribute towards prizes medals and awards and to promote, give or support exhibitions, dinners, balls, dances, concerts and other entertainments.
- (h) To subscribe money for patriotic, educational, charitable or benevolent objects or for any exhibitions or for any public, general or useful object.
- (i) To print and publish and sell any newspapers programmes periodicals books or leaflets for the promotion of its objects.
- (j) To adopt such means of making known the objects of the Company as may seem expedient and in particular by advertising in the press or on buildings, erections or hording by circulars films pictures posters and electronic media by purchase and exhibition of works of art or interest by publication of books periodicals and by granting prizes rewards and donations.
- (k) To federate with, affiliate with, or act in conjunction with similar organisations throughout the Commonwealth and in New Zealand and to appoint representatives to any such organisations either in Australia or abroad PROVIDED that this Company shall not enter into any amalgamation or fusion with any organization as aforesaid unless such organisation prohibits the payment or transfer directly or indirectly of its income or property or any part thereof by way of dividend bonus or otherwise howsoever by way of profit to the members thereof.
- (l) To enter into any amalgamation, affiliation, fusion or alliance with or co-operate or make arrangement for the amalgamation or co-operation in whole or part with any organisation having objects altogether or in part similar to any of those of this Company PROVIDED that this Company shall not enter into any amalgamations affiliations fusions alliance or co-operation as aforesaid unless such organisation prohibits the payment or transfer directly or indirectly of its income or property or any part thereof by way of dividend bonus or otherwise howsoever by way of profit to the members thereof.
- (m) To provide suitable premises for meetings and carrying on the work of a complete organisation for the purpose of carrying into effect the objects of the Company.

- (n) To purchase, take on lease or in exchange hire or otherwise acquire such property, real and personal, which the Committee of the Company may from time to time think proper or dispose of such property or any part thereof and to erect on any such land any building and to alter, add to, and maintain any building erected upon any such land for the purpose of carrying out the objects of the Company or any of them.
- (o) To raise or borrow money in such a manner and upon such security (if any) as the committee think fit and in particular upon the security of any mortgage or mortgages of all or any part of the Company's property and rights (both present and future) or by the issue of debentures, charges or notes upon all or any part of the Company's property and rights and upon such terms and conditions in all respects (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Company shall see fit and to purchase redeem or pay off any such securities and re-issue same.
- (p) To sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company for the purpose of carrying out the objects of the Company or any of them.
- (q) To give guarantee bonds and indemnities and to make, draw, accept, endorse, discount, execute and issue promissory note bills of exchange, drafts, debentures and all or any negotiable or transferable instruments for the purpose of carrying out the objects of the Company or any of them.
- (r) To invest and deal with the moneys of the Company not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
- (s) To take or otherwise acquire and hold shares in any other Association or Company having objects altogether or in part similar to those of this Company or carrying on any business of whatsoever nature which is deemed by the committee of the Company to be capable of being conducted so as to further, directly or indirectly, the objects for which this Company is established. PROVIDED that this Company shall not take or otherwise acquire and hold shares in any other Association or Company as aforesaid unless such Association or Company prohibits the payment or transfer directly or indirectly of its income or property or any part thereof by way of dividend bonus or otherwise howsoever by way of profit to the members thereof.
- (t) To do any act matter or thing which may appear to the Committee of the Company to be conducive towards carrying into effect the objects of the Company.
- (u) In furtherance of the objects of the Company to buy, provide, make and sell meals food drinks and all other things commonly consumed in a Club.

- (v) In furtherance of the objects of the Company to obtain and hold any Licence or permission necessary for and to carry on the business of Restaurant keepers, Refreshment room proprietors and all accounts of goods provisions etc. etc. required, used or desired by members.
  - (w) In furtherance of the objects of the Company to apply for and obtain and hold a Club Licence or any other licence or Licences under the Liquor Act or laws or any other Acts or laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a manager or managers or other officer or officers to act as licencees on behalf of the Company provided that no application shall be made for any Licence under the Liquor Act or laws or any other Acts or laws for the time being operative unless it be made pursuant to a special resolution of a General Meeting passed by at least three fourths of the members present at such General Meeting and entitled to vote.
4. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum and no part 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 Company PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any other person in return for any service actually rendered to the Company nor prevent the payment of interest at a rate not exceeding current bank overdraft rates on money borrowed from or lawfully due to any member of the company nor the payment to any member for an occasional service.
  5. Every member of the Company undertakes to contribute to the assets of the Company in event of the same being wound up during the time they are a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which they ceased to be a member and of the costs charges and expenses of winding up the same and for the adjustments of the rights of contributories amongst themselves such amount as may be required not exceeding one dollar .
  6. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Company but shall be given or transferred to some other Institution or institutions having similar objects of the Company to be determined by the members of the Company at or before the time of dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court or such other Judge as may have or acquire jurisdiction in the matter.
  7. The liability of the members is limited.



WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectfully agree to take the number of shares in the capital of the Company set opposite our respective names.

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Names, Addresses and Descriptions of subscribers

Witness to Signatures

---

H.S. Brennan,  
Rockley Farm  
Rockley  
Grazier

H. G. Cooper  
Solicitor  
William Street  
Bathurst

R.F. Aubin  
266 Havannah Street  
Bathurst  
Garage Proprietor

W. D. Chadwick  
206 Rankin Street  
Bathurst  
Garage Proprietor

H. G. Cooper

Harold Weal  
Dry Cleaner  
119 George Street  
Bathurst

Phil Galagher  
23B Howick Street  
Bathurst  
Radio & Serviceman

Margaret Bruce  
Lee Street  
Kelso  
Saleswoman

J. Michael B. Stevenson  
Hope Street  
Bathurst  
Law Clerk

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DATED        this            19<sup>th</sup>            day of            August            1955

## **ARTICLES OF ASSOCIATION**

### **OF**

## **BATHURST LIGHT CAR CLUB LIMITED**

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1. In these articles, unless there be something in the subject or context inconsistent therewith:-  
  
“The Club” means the above named Company.  
  
“The Committee” means the members of the Committee hereby constituted.  
  
“In writing” means written, typed or printed, partly written, typed or printed, or by electronic transmission
2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these Articles shall be members of the Club, and shall be entered in the Register of Members accordingly.
3. For the purpose of registration, the number of Members of the Club is to be taken to be 200, but the Committee may, from time to time, register an increase of members.

4. QUALIFICATIONS FOR MEMBERSHIP

- (a) Club membership shall consist of the following classes:
  - (i) Ordinary members;
  - (ii) Life members;
  - (iii) Honorary members;
  - (iv) Temporary members and
  - (v) Provisional members.
  
- (b) The rights, duties and entitlements of the various classes of membership are as follows:
  - (i) Ordinary Members shall consist of the following sub classes:
    - (A) Senior Members shall be persons over eighteen (18) years of age at the commencement of the year of membership and shall be entitled to all the benefits and privileges of membership in accordance with these articles, including the right to hold office in the Club, to vote at general and extraordinary meetings, propose and second applicants for membership, propose and second the nomination of Senior Members for Committee positions and the use and enjoyment of all the amenities and facilities of the Club, but subject always to the control of the Committee in accordance with these articles.
    - (B) Junior Members shall all be members of the club under the age of eighteen (18) years at the date of their election as members or at the commencement of the year of membership in accordance with these articles. Such members shall be entitled to vote, but shall not be entitled to hold office, or take part in the management of the club and the Committee shall at all times control the times when and the conditions under which Junior Members shall be entitled to compete in motorsport events and use the facilities of the Club, in accordance with these articles.
    - (C) Social Members shall be persons elected in accordance with these articles as Social Members and shall be entitled to use and enjoy the amenities of the Club but shall not be entitled to compete in motorsport competitions or to be elected to any office of the Club, vote at general meetings or propose or second applicants for membership but subject always to the control of the Committee in accordance with these articles.

(ii) Life Members:

The Committee, on the recommendation of any two (2) Senior or Junior Members, may elect such member as a Life Member of the Club by committee resolution as recognition for long and meritorious service to the Club. Every life member shall be entitled to all the benefits and privileges of the Club and be subject to all the duties and obligations of an ordinary member. A Life Member shall not be liable to pay any annual subscription.

(iii) Honorary Members:

The following persons may be made honorary members of the club in accordance with procedures established by the Committee from time to time:

- (A) the patron or patrons for time being of the Club;
- (B) any prominent citizen or local dignitary visiting the Club.

Honorary members shall be entitled to utilise the social facilities and amenities of the Club but shall not be entitled to vote at any meeting of the Club, nominate or be elected to the Committee or any office in the Club or participate in the management, business and affairs of the Club in any way.

(iv) Temporary Members:

Shall be persons granted membership of the Club for a period of time not exceeding seven (7) days to allow them to compete in a specified event and shall be entitled to use and enjoy the amenities of the Club for that period but shall not be entitled to be elected to any office of the Club, vote at general meetings or propose or second applicants for membership and subject always to the control of the Committee in accordance with these articles.

(v) Provisional Members:

Any person who has lodged an application form duly completed in accordance with these Articles, seeking membership of the Club and pays to the Club the entrance fee and subscription appropriate to the class of membership referred to in the application form, may be granted Provisional Membership of the Club while awaiting the decision of the Committee in relation to that person's application for membership of the Club

Provisional Members shall be entitled to compete in any Club event during the time that they hold provisional membership and use the facilities and amenities of the Club but shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Committee or any office of the Club or to participate in the management, business and affairs of the Club in any way.

A Provisional Member not elected to membership of the Club within six weeks from the date of lodging the application form with the Club, or should that person's application for membership be refused (which ever is the sooner), that person shall cease to be a provisional member of the Club and the entrance fee and annual subscription submitted with the application shall be returned to that person.

A Provisional Member who is not elected to membership but has competed in a Club event may have a fee equal to the Temporary Membership fee deducted from any monies refunded.

#### ELECTION OF MEMBERS

5. Every application for membership shall be in writing signed by the applicant and proposed and seconded by members of the club and shall be in the approved form as determined by the Committee from time to time.
6. All applicants for membership other than temporary membership shall be elected by the Committee and no person shall be admitted to membership unless so elected. The Committee at every meeting thereof, shall consider the applications of all applicants, who shall then be eligible for election. Should the majority of the committee members being present at such meeting object to the election of membership of any applicant, such applicant will be excluded from membership
7. Immediately upon the election to membership of any applicant, written notice shall be given to them, advising of their election, and informing them that a copy of the Memorandum and Articles of Association of the Club may be obtained from the Secretary or other members of the Committee or on the website.
8. Upon admission to membership, the person elected shall become full member of the Club, and be entitled to all the benefits and privileges of membership, and, shall be bound by the Memorandum and Articles of Association and the rules and by-laws of the Club for the time being in force.

#### ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS

9. The annual membership subscription for any year from the 1<sup>st</sup> day of January in each and every year, (on which day the financial year of the Club shall commence) payable by each and every member shall be not less than \$55, payable in advance yearly.
10. Notwithstanding anything contained in the preceding articles, the Committee shall have power from time to time, to alter the amount of any subscription payable by all members or any member or members of the Club, provided that before any resolution to increase any subscription or entrance fee shall become effective, notice in writing thereof shall be given to all members.

11. If the subscription of any member is overdue for at least 3 months, then such member shall cease to be a member.
12. No member other than a life member, shall be entitled to vote at any Meeting of the Club, unless he shall have paid the annual membership subscription at the time of such meeting.
13. At any General Meeting of the Club, all members, entitled to vote shall have one vote.

#### COMPETITIONS

14. All arrangements and regulations for competitions, matches and record breaking attempts shall be made by the Committee, and all disputes arising out of the same shall be referred to the Committee whose decision therein shall be final. Any member who refuses to abide by such decision or persists in wilfully disobeying any such regulations thereby renders themselves liable to expulsion from the Club in accordance with Article 46, provided that no member of the Committee shall take part in the determination of any dispute in which they are personally interested.
15. The Committee may delegate all or any of their powers and duties to a sub-committee, consisting of such members of the Club as the Committee shall appoint thereto.

#### OFFICERS AND COMMITTEE MEMBERS

16. The Officers of the Club shall consist of a President, Vice President and Treasurer, all of whom shall be members and retire from office annually, but shall be eligible for re-election
17. The club shall be governed by a Committee consisting of the officers and six (6) members, with two of the members positions available to the Club Champion and Clubperson from the previous year, at their discretion. If Club Champion or Clubperson decline the positions, then the positions become available for election at the Annual General Meeting, so that a maximum of six (6) members are elected.
18. No member shall be eligible for election as an officer or member of the Committee whilst any money shall be due and remain unpaid by them to the Club.
19. The Club may, at any General Meeting, by a majority of two-thirds of the members present, remove any officer or member of the Committee before the expiration of their period of office, and, may by resolution appoint another person in their stead. The person so appointed, shall hold office during such time only as the officer or member of the Committee in whose place they were appointed would have held if they had not been removed.

20. Any casual vacancy in the Committee may be filled by the Committee, and the period of office shall be deemed to have commenced at the time of election of their predecessor.
21. Any member of the Committee absenting themselves (without leave of the Committee) for three consecutive meetings, shall forfeit their seat on the Committee.
22. No officer or member of the Committee shall receive remuneration for their services.
23. Five members of the Committee shall form a quorum.
24. The first officers shall be:-
 

Patron:	Mr. R. S. Aubin
President:	Mr. S. H. Brennan
Vice President:	Mr. W. D. Chadwick
Club Captain:	Mr. R. F. Aubin
Secretary:	Mr. C. Ashelford
Treasurer:	Mr. H. Weal
Committee:	Miss M. Bruce, Messrs. H. Galagher, J. Waters, N. L. Hearne
25. The Committee shall exercise all such powers and do all such things as may be done by the Club, save and except those which are by these Articles or by Statute required to be done by the Club in general meeting.
26. The Committee shall:
  - (a) Meet not less than once a month.
  - (b) Keep minutes of meetings
  - (c) Present a report and accounts at the Annual General Meeting.
  - (d) Authorise expenditure.
  - (e) From time to time, at its discretion, make, repeal or amend such rules and by-laws (not inconsistent with the Memorandum and Articles of Association) as it shall think expedient for the governing of competitions and conduct of members, and, for the internal management and well-being of the Club. All rules and by-laws made by the Committee under this Article shall be binding upon the members until repealed by the Committee or set aside by a resolution of a General Meeting of the Club.
27. In so far as this Article is not inconsistent with Section 199A of the Corporation Act 2001), every officer member of the Committee and employee shall be indemnified by the Club from all losses and expenses incurred by them in or, about the discharge of their duties, except such as happen through their own

wilful act or default, and, no officer member of the Committee or employee shall be liable for the acts, receipts, neglects or defaults of any other officer member of the Committee or employee, or, for joining in any receipts or other act for conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by or on behalf of the Club, for the Club or for the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested, or, for any loss or damage arising from bankruptcy, insolvency, or tortuous act of any person with whom any monies, securities or effects shall be deposited, or, for any loss or error of judgment, omission, default, or oversight on their own part, or, for any other loss, damage, or misfortune whatever shall happen in the execution of the duties of their office, or, in relation thereto, unless the same happens through their own wilful act or default.

#### ELECTION OF OFFICERS AND COMMITTEE

28. The election of officers and committee shall be made at the Annual General Meeting of the Club by the general body of members. If there should be a greater number of nominations than the number of vacancies the election shall be held by ballot.
29. Nominations of persons for election as officers or members of the Committee shall be in writing, signed by two members and by the nominee, and, delivered to the Secretary at least 28 days before the Annual General Meeting and notice of such nominations shall be sent to the members at least 21 days before the meeting.
30. At the Annual General meeting when the election is about to take place the President shall call for nominations for an independent chairperson to take control of the meeting. Nominations shall be accepted from any financial member of the Club who is not standing for election.

If more than one nomination is received the Chairman shall be selected by a simple majority based on a show of hands by members eligible to vote. The President shall then declare all Committee positions vacant and hand control of the Annual General Meeting to the Chairman.

The election of a President will then be conducted by the Chairman. Once a President has been elected, or appointed if there is only one nomination, the Chairman shall stand down and hand control of the Annual General Meeting to the incoming President.

Election of the Committee positions shall be filled in the following sequence: Vice President, Treasurer, Six remaining Committee positions.

#### SUB – COMMITTEES

31. The Committee shall have the power to appoint from among the members of the Club such sub-committees for such purposes as it shall deem necessary. Such committee's shall report back to the committee as required



## SECRETARY

32. Secretaries duties are:-

- (a) Notify persons of their election to membership.
- (b) Notify members of each meeting of the Club and give such notices as are required by these articles.
- (c) Receive monies due to the club and bank same in the banking account of the club or hand such monies to the Hon. Treasurer for them to bank in the Club's account as may be directed by the Committee
- (d) Keep a list of members with addresses and date of election.
- (e) Keep a record of all proceedings of meetings and attendances of office at the meetings.
- (f) Keep records of competitions conducted by the Club.
- (g) Assist the Hon. Treasurer to keep proper accounts and books showing the financial position of the Club as may be directed by the Committee.
- (h) Submit an Annual report of the affairs of the Club to the Annual General Meeting.
- (i) Do such other things as may be required by the Committee in the interest of the Club.

## MEETINGS

33. The Annual General meeting of the Club shall be held within three months after the end of the Club's financial year, the time and place to be determined by the Committee, and shall:-

- (a) Receive from the Committee a report and statement of accounts for the preceding year. A suitably qualified Auditor or Assurance Practitioner shall be engaged to perform an audit or a review of the Company's Annual Financial Statements with the minimum level of engagement to be a review in accordance with the Corporations Law.
- (b) Elect Officers, Committee and Auditors for the ensuing year.
- (c) Transact any other business of which notice has been given to the Secretary in writing at least Twenty-eight days before such meeting is held.

34. Twenty One (21) days notice of such General Meeting shall be given to each member at the address shown in the list of members by the Secretary, and, such

notice must state the time and place and the business that will be brought before such meeting.

35. The President or Vice-President shall, if present, preside at meetings of the Committee and of the Club. In the absence of such officers, the meeting will elect a chairperson who shall be a financial member of the club.
36. Ten (10) members entitled to vote shall form a quorum at General Meetings. If within thirty (30) minutes of the appointed time for the meeting a quorum is not present, the committee shall adjourn the meeting to the date, time and place as the committee shall specify. If no quorum is present at the resumed meeting within thirty (30) minutes after the time for the meeting, the meeting is dissolved.
37. All questions for decision at a General meeting must be duly proposed and seconded, and shall be determined by a show of hands. The result shall be declared by the Chairman who shall have a casting vote, and his declaration of the result shall be final.

If a poll is demanded by five (5) members entitled to vote, it shall be taken in such manner and at such time as the Chairman of the Meeting directs, and, the declaration of the result of the poll by the Chairman shall be final.

38. Where it is proposed to pass a Special Resolution, the two meetings may be called by the same notice, and there shall be no objection to such notice that it calls the second meeting contingently on the resolution being passed by the requisite majority at the first meeting.

#### AUDITOR

39. The Club, at the Annual general Meeting shall from time to time appoint an Auditor or Auditors, with or without remuneration.

#### ACCOUNTS

40. All accounts shall be passed for payment by the Committee, and all payments of \$2.00 upward shall be paid by cheque, duly signed by any two (2) of the following:- President, Vice President or Treasurer, or by electronic means. All monies shall be banked in such bank or banks as may be determined from time to time by the Committee.

## GENERAL

41. Members shall notify the Secretary of any change of address. Notices delivered or posted to the address originally given, or, to such new address as has been notified, shall be deemed to have been duly given.
42. Every member binds themselves to observe and abide by the Memorandum and Articles of Association and Rules and By-Laws of the Club as may be duly made from time to time by the Committee.
43. If the conduct of any member shall, in the opinion of the Committee or any ten (10) members of the Club, be injurious to the welfare or interests of the Club, the Committee may call upon the member to justify and explain such conduct, and, if after consideration, a majority of the Committee present at such meeting is of the opinion that the conduct of such member has been or is injurious to the welfare or interests of the Club, then the Committee at such meeting may fine, caution, suspend or expel such member.
44. A Notice may be served by the Club or the Committee upon any member, either personally, or, by sending it through the post in a prepaid envelope addressed to such member at the address shown in the list of members kept by the Secretary or by electronic means.
45. Any notice sent by post shall be deemed to have been served at the time when the envelope containing the same would be delivered in the ordinary course by post, and, in providing such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted or sent by electronic means the next day.
46. In any case, when a given number of days notice or notice extending over any other period is required to be given, the day of the publication or delivery of the notice, and, the day for which such notice was given, shall not be included in such number of days or other period.

## SEAL

47. The Committee shall be responsible for the safe custody of the seal, which shall be kept at the registered office of the club.

## PROXY VOTING

48. All members who are entitled to attend and cast a vote at a meeting of the company's members may appoint a person as the member's proxy to attend and vote for the member at the meeting.

A proxy appointed to attend and vote for a member has the same rights as the member:

- (a) to speak at the meeting; and
- (b) to vote (but only to the extent allowed by the appointment); and
- (c) join in a demand for a poll

A proxy's authority to vote is suspended while the member is present at the meeting. A correctly completed proxy appointment form must be received by the company at least 48 hours before the meeting at the address specified for the purpose in the notice of meeting. An instrument appointing a proxy must be in a form as the committee may prescribe or accept. An instrument appointing a proxy is valid if it is signed by the member making the appointment and contains the name and address of that member, the name of the club, the name of the proxy, the details of the meeting at which the proxy may be used, and the details of the resolution or resolutions at any such meeting in respect of which the proxy is appointed.

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

Names, Addresses and Descriptions of Subscribers.	Witness to Signatures.
<p>H. S. Brennan Rockley Farm ROCKLEY Grazier</p> <p>R. F. Aubin 266 Havannah St BATHURST Garage Proprietor</p> <p>W. D. Chadwick 206 Rankin St BATHURST Garage Proprietor</p> <p>Harold Weal 119 George St BATHURST Dry Cleaner</p> <p>Phil Galagher 233 Howick St BATHURST Radio Serviceman</p> <p>Margaret Bruce Lee St KELSO Saleswoman</p> <p>J. Michael B. Stevenson Hope St BATHURST Law Clerk</p>	<p>H. G. Cooper William St BATHURST Solicitor</p> <p>H. G. Cooper</p>

Dated this 19<sup>th</sup> day of August 1955

AMENDMENTS 25<sup>th</sup> February 2009  
Memorandum and Articles Updated

AMENDMENTS 25<sup>th</sup> July 2012  
Section 16 - Officers and Committee Members  
Section 30 - Election of Officers and Committee  
Section 33 (a) - Meetings  
Section 40 - Accounts