



ACN 006 207 227

# UNCLE BOBS CLUB

(INCORPORATED IN VICTORIA – OCTOBER 1983)

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

Version 2.0

## MEMORANDUM OF ASSOCIATION

1. The name of the Company is UNCLE BOBS CLUB (hereinafter referred to as ‘the Association’’).

2. The objects for which the Association is established are:

(a) To promote, provide benefits for and assist in any charitable purposes, which are carried out for the improvement of health in children and the prevention of illness and disease in children. For the purpose of these objects, a “child” or “children” is defined as any person under the age of 18 years. In special circumstance, when the State Committee considers it appropriate, the Association may extend this definition to a person or persons up to and including the age of 21 years.

(b) To raise funds for and assist in the promotion or any other act that supports the purposes of benefiting sick, disabled or at-risk children.

(c) To assist and provide benefits for sick and disabled children cared for by The Royal Children’s Hospital, or any other Victorian hospital which is caring for children, irrespective of any religious affiliations.

(d) To promote research into the improvement of child health and diseases, illnesses, complaints and disorders, of physical, mental or intellectual origin, which affect children.

(e) To provide facilities for and encouragement for persons wanting to work in a voluntary capacity for the purpose herein mentioned.

(f) Solely for the purpose of carrying the abovementioned objects into effect:

(i) To purchase, hire, lease or otherwise acquire, for the purposes of the Association, any real or personal property and in particular land, building, furniture, fittings and other articles.

(ii) To purchase or otherwise acquire, all or any part of the business, property and liabilities of any company, society, partnership or person, formed or functioning for all or any part of the purposes within the objects of this Association and whose Memorandum of Association if any, prohibits the division of its income and property amongst its members at least to the same extent as is done by paragraph 3 hereof and to conduct and carry on or liquidate the wind up of any such business.

(iii) To erect, maintain, reconstruct and adapt, any buildings or other structures for the purposes of the Association.

(iv) From time to time to sell, demise, let, mortgage, or dispose of the said real or personal property, with or without consideration moving to the Association and upon such terms and conditions as the Association may determine.

(v) To draw, accept and make and to endorse, discount and negotiate cheques, bills of exchange and promissory notes and other negotiable instruments.

(vi) To borrow or raise money in any manner that the Association may determine. This may be done by:

- The issue of debentures, bonds, bills of exchange, promissory notes, charges or other obligations or securities of the Association

- By the mortgage or charge of all or any part of the property and rights of the Association
- Without any such security
- With or without the payment of interest thereon

(vii) To receive money on deposit, with or without allowance of interest thereon and to accept subscriptions, guarantee, endowments, donations (whether realty or personality) and bequests for all or any of these objects. This can be done either with or without a conditional right or repayment.

(viii) To advance and lend money for any of the objects of the Association, upon such security as may be thought proper, or without taking any security therefor and either with or without interest.

(ix) To invest and deal with the moneys of the Association, not immediately required for its purposes, in such manner as may be permitted by law, for the investment of trust funds.

(x) To establish, form and subsidise, or to assist in the establishment, formation or promotion of and to support, aide and join any association or body, having all or any of the objects similar to those of the Association. These associations or bodies must have a Memorandum of Association, which prohibits the division of its income and property amongst its members, at least to the same extent as is done by paragraph 3 hereof.

(xi) To accept debentures, mortgage debentures or other securities of any other company in payment, or part payment for any sale made to, or debts owing from any such company.

(xii) To affiliate with any organisation, association, church, religious body, university or school, having objects same as or similar to the objects of the Association.

(xiii) To take any gift or property, whether subject to any special trust or not, for any one or more of the objects of the Association. This is PROVIDED that the Association shall take or hold any property, which may be subject to any trusts and the Association shall only deal with the same, in such manner as is allowed by law, having regard to such trusts.

(xiv) To undertake the office of trustee, any other office or situation of trust and to perform and discharge the duties and functions incidental thereto, to undertake or execute such trusts and generally to transact all kinds of trusts.

(xv) To establish provident benefit contributory insurance pension and other funds of a like nature, for the benefit of employees of the Association and for the families of such persons.

(xvi) To establish scholarships, bursaries, funds, or other financial arrangements, to assist in the maintenance of education advancement and the general benefit in life, of any person to whom it shall appear to the Association desirable to extend such opportunities and assistance.

(xvii) To establish and support, or aid in the establishment and support, of any charitable or benevolent purposes in any way connected with the purposes of the Association, or calculated to further its objects.

(xviii) 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 Association, in the shape of donations, annual subscriptions, or otherwise.

(xix) To pay all preliminary costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Association.

(xx) To do all such other things as may appear to the Association to be incidental or conducive to the attainment of the above objects or any of them.

This is PROVIDED that the Association shall not support with its funds, or endeavour to impose on or procure to be observed by its members or any regulation or restriction, which if any object of the Association would make it a trade union within the meaning of the Trade Unions Act 1958.

3. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no proportion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever, by way of profit to members of the Association.

Provided that and subject to the Corporations Act 2001 (“the Act”) nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any service actually rendered to the Association nor for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purposes of this paragraph by the Articles of Association on money borrowed from any member of the Association or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of the State Committee or governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member of such Committee or governing body except with the approval of the Committee 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 Association.

4. Whilst the Association is registered without “Limited” in its name, the Association shall comply with the requirements of Section 150(1) of the Act. No addition, alteration or amendment shall be made to the Constitution of the Association contrary to the requirements of that Section.

5. The third, fourth and ninth paragraphs of this Memorandum of Association contain conditions upon which a licence is granted by the Australian Securities and Investments Commission (“the Commission”) (or its predecessor) to the Association and which licence the Association holds by virtue of the provisions of Section 151(1) of the Act.

6. The liability of the members of the Association is limited.

7. Every member of the Association undertakes to contribute to the property of the Association in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member for payments of the debts and liabilities of the Association (contracted before he or she ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding One Hundred Dollars (\$100.00)

8. If upon winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association. Instead they shall be given or transferred to some institution, or institutions, having objects similar to the objects of the Association. This institution or institutions must have a memorandum of association or constitution, which prohibits the distribution of its or

their income and property amongst it or their members. The extent of this, at least must be as great as is imposed on the Association under or by virtue of the third paragraph thereof. Such institution or institutions is to be determined by the members of the Association, at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

9. True accounts shall be kept of the sums of money received and expended by the Association. The manner in which this is done, shall include how receipt or expenditure of the property credits and liabilities of the Association takes place. This process is subject to any reasonable restrictions, as to the time and manner of inspecting the same that may be imposed. This shall be done in accordance with the regulations of the Association and shall be open to the inspection of members. At least once every year, the accounts of the Association shall be examined by one or more properly qualified Auditor or Auditors. These findings shall be reported to the members, in accordance with the Act.

## ARTICLES OF ASSOCIATION

### 1. INTERPRETATION

In these Articles of Association unless there be something in the subject and/or context inconsistent therewith:

- (a) "The Association" means the Company registered under the Companies (Victoria) Code and known as "Uncle Bobs Club".
- (b) "Immediate Past President" means a member who occupied the office of President immediately prior to the current President.
- (c) The terms "State Committee" and "Board of Management" have the meanings hereinafter defined.
- (d) "The Act" means the Corporations Act 2001.
- (e) "The Seal" means the common seal of the Association.
- (f) "State Secretary" means any person appointed to perform the duties of a secretary to the Association.
- (g) "State" means the state of Victoria.
- (h) 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.
- (i) Words, or expressions contained in these regulations, shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and of the Code as in force at the date at which these regulations become binding on the Company.

### 2. MEMBERSHIP

The following persons shall be the members of the Association:

- (a) Upon and to their agreeing in writing to be bound by the Memorandum and Articles of Association for the time being of the Association all persons who at the date hereof are members of the unincorporated association known as "Uncle Bobs Club".
- (b) Any person shall be eligible for membership. The applicant shall sign the Membership Application Form prescribed by the State Committee in which the applicant shall undertake to be bound by the Memorandum, Articles of Association, Policies and Procedures for the time being of the Association. The applicant shall become a member upon the entry of the applicant's name on the register of members.

### 3. SUBSCRIPTIONS

Members of the Association shall pay a subscription as determined by a General Meeting of the Association.

#### 4. CESSATION OF MEMBERSHIP

(a) Any member desiring to retire from the Association may do so by signifying such desire in writing to the State Secretary, or such other person that the State Committee may appoint for this purpose. From the date of receipt of such notice, he or she shall cease to be a member.

(b) Any member who having been notified by the State Secretary of the Association, or such other person that the State Committee may for this purpose appoint that his or her subscription has fallen in arrears for a period of at least one month and who has not made approved alternative arrangements, shall cease to be a member of the Association upon the passing of a resolution to that effect by the State Committee. This is PROVIDED that a person who has ceased to be a member of the Association by virtue of a resolution in the above circumstances shall not be debarred from subsequent application to re-join the Association in the manner provided by Article 3 hereof.

(c) If any member shall, in the opinion of a majority of two thirds of the persons present and voting at a State Committee meeting of the Association, fail to observe or comply with the provisions of the Memorandum and Articles of Association, or regulations made thereunder, or be adjudged guilty of any conduct derogatory of or contrary to the interests of the Association, such member shall be liable to expulsion from the Association by resolution of the two thirds majority of the State Committee meeting as aforesaid, provided that he or she has heard the charges made against him or her, or been informed of the intention to lay the charges against him or her before the State Committee meeting, at which such charges are made and is given an opportunity to be heard at such State Committee meeting, in answer to the charges provided. Provided further, that any person whose membership is determined pursuant to the sub-clause, shall be entitled to a right of appeal to the next General Meeting of the Association, exercisable by a notice in writing sent to the State Secretary within 14 days of the date of the aforesaid resolution. The decision of such General Meeting shall be final and binding with respect to the matter.

5. No right or privilege of any members, shall in any way be transferable or transmissible. All rights and privileges shall cease upon the member ceasing to be a member, such by death, retirement or otherwise.

6. HONORARY MEMBERS. Any person who has been a financial member of the Association for a continuous period of five years, or if so recommended by the State Committee a lesser period and who in the opinion of State Committee has rendered such service to the Association as to entitle them to a distinction, may be admitted by the State Committee as an Honorary Member for life or for a lesser period upon such conditions as the State Committee may determine. An Honorary Member shall not be required to pay any subscription to the Association.

#### 7. ASSOCIATES.

(a) Any person shall be eligible as an Associate of the Association, if he or she is proposed by one member and seconded by another, the application is approved by the State Committee and the individual is considered an Associate upon payment of such fee (if any), as determined by the State Committee.

(b) Any person who is under the age of eighteen years shall be eligible as a Junior Associate of the Association, if he or she is proposed by one member and seconded by another. The application is consented to by a parent or guardian of the applicant and approved by the State Committee. The individual is considered a Junior Associate upon payment of such fee (if any) as is determined by the State Committee.

(c) An Associate shall be entitled to such privileges or benefits as is determined from time to time by the State Committee.

(d) No notices of meetings of the Association shall be required to be given to Associates, nor shall an Associate be entitled to vote at any such meetings. However, an Associate shall be bound by the Constitution of the Association.

(e) No Associate may be a member of any Branch, Group or State Committee. He or she may be a member of any Sub-Committee without any entitlement to vote.

(f) Associates shall be eligible for Club awards.

8. GENERAL MEETINGS. An Annual General Meeting of the members of the Association, shall be held during the month of October in every calendar year. All meetings other than the Annual General Meeting shall be called General Meetings and shall, subject to the Act, be held as determined by the State Committee.

9. The Business of Annual General Meetings shall be:

(a) To confirm the Minutes of the previous Annual General Meeting and General Meetings. No discussion being permitted thereon except as to their accuracy.

(b) To receive and adopt the Report of the State Committee and audited statement of accounts for the year ending the 30th day of June preceding.

(c) To elect an auditor or auditors for the ensuing year (if necessary).

(d) To elect a State Committee as hereinafter provided.

(e) The transaction of any Special Business of which at least 30 days' written notice has been given to the State Secretary.

#### 10. NOTICE OF MEETINGS

(a) Subject to the Act, the Secretary of the Association, at least 21 days before the date fixed for holding a General Meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the general nature of the business to be conducted at the meeting, and if a special resolution is proposed, setting out an intention to propose a special resolution and stating the resolution.

(b) Notices may be sent:

(i) By electronic transmission; or

(ii) If the member requests or no electronic address is given, by prepaid post, or facsimile transmission, using the address/number which appears in the register of members.

Notice need only be given to one member of a joint membership

(c) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(d) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, to the Secretary of that business, who must include that business in the notice calling the next General Meeting.

## RIGHT TO ATTEND

11. All members of the Association shall be entitled to attend all General Meetings of the Association and to be heard in discussion on the business conducted thereat.

## QUORUM

12. No business shall be transacted at any General Meeting, nor any election made, unless a quorum is present. Fifteen persons entitled to vote and personally present shall form a quorum. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day, in the following week, at the same time and place (if available). At the adjourned meeting, ten persons entitled to vote and personally present shall constitute a quorum.

13. At every General Meeting the President shall preside as Chairperson and in his or her absence, a Vice President shall act as Chairperson. If neither the President or the Vice President is present within ten minutes of the time fixed for the commencement of the meeting, the members then present shall elect some other member as Chairperson of the Meeting.

## VOTING

14. Members whose subscriptions are paid up and honorary members of the Association shall be the only persons entitled to vote at General Meetings. Each such member shall be entitled to one vote. Any such member may vote by proxy, provided the proxy is appointed in writing, signed by the appointor and lodged with the State Secretary, at least 24 hours before the opening of the meeting.

15. At any General Meeting, those present in person shall vote by a show of hands, unless a poll is demanded. In this case it shall be taken in such manner as the Chairperson directs.

16. On a vote by show of hands, the Chairperson shall determine the manner in which proxy votes be cast. The declaration by the chairperson that a resolution has been carried or otherwise and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact.

17. At all General Meetings the Chairperson shall have a deliberative vote. In the event of there being an equality of votes on any question, the Chairperson shall have a casting vote also.

18. A Minute Book shall be kept, in which shall be recorded minutes of all General Meetings. Such minutes, if signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding General Meeting, shall be evidence of the proceedings. Such meeting shall be deemed to have been duly held and convened and the resolutions recorded in the minutes duly passed or otherwise recorded.

## STATE COMMITTEE AND OFFICE BEARERS: BOARD OF MANAGEMENT AND MEMBERS THEREOF

### 19. STATE COMMITTEE

The control and management of the affairs of the Association shall be vested in a Committee (referred to herein as "State Committee") which shall comprise of:

(a) The Immediate Past President.

(b) Members not being more than eight in number, all being duly elected at the Annual General Meeting.

(c) The President, three Vice Presidents, State Secretary and Honorary Treasurer, all being duly elected at the Annual General Meeting.

(d) The State Committee shall elect a Company Secretary from amongst its number, to fulfil the obligations required by the Act. Any State Committee member appointed as Company Secretary, shall hold office only until the next Annual General Meeting. At the next State Committee Meeting following, they shall be eligible for re-appointment.

## 20. ELIGIBILITY

No paid officer or employee of the Association shall be elected or appointed to the State Committee. No person who is not a member of the Association shall be capable of becoming a member of the State Committee. No member shall be eligible for appointment to the State Committee, if during the 12 months preceding the date of his or her appointment, or proposed appointment, any subscription due by him or her to the Association, has remained due and unpaid, for more than 30 days. The positions of President and Vice President shall be filled only by members who have served a minimum of two consecutive years, as members of the State Committee.

Nominations for State Committee and Office Bearers shall be lodged in writing with the Secretary, by the 7th August each year. Each nomination shall be signed by the proposer and seconder. Voting shall be by secret ballot in writing. Scrutineers shall be appointed by the President and the officers elected shall be those receiving the greatest number of votes.

The declaration of the ballot by the President shall be final and binding. If two or more candidates obtain an equal number of votes, another ballot shall if necessary be taken in respect of those candidates only. If two or more candidates again obtain an equal number of votes, the President shall select the candidate or candidates who is/are to be declared elected.

The President, State Secretary and Honorary Treasurer will serve no more than three years consecutively in their position, unless a special resolution inviting year by year continuance is passed by the State Committee.

## 21. CASUAL VACANCIES

Any vacancy occurring or existing amongst the State Committee, may be filled by the State Committee, by the appointment of an eligible member. Any State Committee member appointed shall hold office only until the next Annual General Meeting and shall at such next Annual General Meeting be eligible for election to the State Committee.

## 22. DISQUALIFICATION FROM OFFICE

The office of a member of the State Committee shall become vacant if the member:

- (a) Ceases to be a member of the State Committee by virtue of the Act;
- (b) Becomes bankrupt or makes any arrangement or composition with its creditors generally;
- (c) Dies or becomes of unsound mind or a patient or an infirm person under the Public Trustee Act 1958;
- (d) Resigns his or her office by notice given in writing to the Association;
- (e) Ceases to be a member of the Association;
- (f) Is absent, without leave of absence being granted by the State Committee, for a period of three consecutive meetings of the State Committee. Notice setting out the provisions of this sub-clause must be served on him or her within seven days after the second of such consecutive meetings;

- (g) Accepts any office of profit under the Association;
- (h) Is convicted of any treason, felony or misdemeanour;
- (i) Becomes prohibited from being a member of the State Committee by operation of Section 206B of the Act;
- (j) Is directly or indirectly interested in any contract or proposed contract with the Association. This is provided that nothing in this paragraph shall affect the operation of Clause 3 of the Memorandum of Association of the Association.

#### 23. ELECTION OF OFFICE BEARERS

- (a) Each office bearer shall take office immediately upon his or her election and should hold office until the next Annual General Meeting subject to these articles;
- (b) The appointment of any office bearer may be terminated at any time, by a resolution of the Association, provided that special notice pursuant to the Act has been given.

#### POWERS AND DUTIES

#### 24. STATE COMMITTEE

The powers of the Association shall be exercised through the State Committee, which shall have the full control and management of the Association. The State Committee, which in addition to the powers and authorities by these Articles expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised by the Association, which are not hereby or by statute expressly directed or required to be exercised or done by the Association in General Meeting.

25. The business of the Association shall be managed by the State Committee, who may pay all expenses incurred in promoting and registering the Association. They may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to any of these articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid articles or provisions, as may be prescribed by the Association in general meeting. This is provided that any rule regulation or by-law of the Association made by the State Committee, may be disallowed by the Association in general meeting. No resolution of or regulation made by the Association in general meeting shall invalidate any prior act of the State Committee, which would have been valid if that resolution or regulation had not been passed or made.

26. The State Committee may exercise all the powers of the Association, to borrow money and to mortgage or charge its property, or any part thereof. This may be done to issue debentures and other securities, whether outright or as security for any debt, liability, or obligation of the Association.

27. For the purposes of Clause 3 of the Memorandum of Association, the rate of interest payable in respect of money lent by members to the Association, shall not exceed the lowest rate paid by the bank used by the Association in respect of term deposits at the time of the loan by the member.

#### 28. BOARD OF MANAGEMENT

There shall be a body subsidiary to the State Committee known as the Board of Management, which shall comprise the President, three Vice Presidents, State Secretary and Honorary Treasurer. The State Committee may delegate any of its powers and functions to the Board of Management.

29. The President or State Secretary may at any time convene a meeting of the Board of Management.

30. The quorum for the meetings of the Board of Management shall be fixed by the State Committee and shall not be less than one more than half the number of persons on the Board of Management. The Chairperson of a meeting of the Board of Management, shall on an equality of voting be entitled to a casting vote. The President shall preside at all meetings of the Board of Management, at which he or she is present. In the event of his or her absence, the members shall choose one of their numbers to be Chairperson of the meeting.

31. A resolution in writing, signed by all the members for the time being of the Board of Management, shall be as valid and effectual, as if it had been passed at a meeting of the Board of Management, duly convened and constituted.

#### 32. SUB-COMMITTEES

The State Committee may delegate any of its powers to sub-committees, consisting of such member or members of their body as they think fit. 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 State Committee.

33. To assist in the performance of their functions, any sub-committee may, with the approval of the State Committee, co-opt the service of any other person. However, such co-opted person shall not vote at the sub-committee meeting, unless that person is a member of the Association.

#### 34. STATE SECRETARY

The State Secretary shall be responsible for the recording and keeping of all the minutes of meetings of the Association, of the Board of Management and of the State Committee. The State Secretary shall also be responsible for the conduct and filing of all correspondence, the issue of all notices required to be issued from time to time under these Articles and the maintenance of a register of names, and addresses of all members.

#### 35. HONORARY TREASURER AND FINANCE

The Honorary Treasurer will be responsible for:

- The proper keeping of the accounts of the Association
- The safe custody receipt and proper disbursement and banking of all moneys without deduction
- The application of funds to the Association in accordance with the directions of the State Committee
- The presentation of financial statements to each General Meeting of the Association

36. The Honorary Treasurer, or some person authorised by him or her, shall receive all moneys on account of the Association and issue the official receipt therefor forthwith. Such moneys shall be deposited without delay, to the credit of the Association, in such Bank as the State Committee may determine.

37. All cheques and other negotiable instruments shall be signed, by any two of the President, Immediate Past President, the State Secretary and the Honorary State Treasurer, or in such other manner as the State Committee may determine.

38. All withdrawals shall be by cheque, credit card or direct debit. No payments shall be made without the authority of the State Committee.

### 39. PROCEEDINGS OF STATE COMMITTEE

The State Committee shall meet at least once in each month, at such place and at such time as the President shall determine.

40. Special meetings of the State Committee, may be convened on the requisition of the President, or of any five members of the State Committee.

41. Seven days' written notice of each monthly or special meeting, shall be served on each member of the State Committee.

42. The quorum necessary for the transaction of the business of the State Committee may be increased by the State Committee. Unless it has been increased, quorum shall be one more than half of the number of the members of the State Committee.

43. The President shall preside at all meetings of the State Committee at which he or she is present. In the event of his or her absence, the members shall choose one of their number to be Chairperson of the meeting.

44. The continuing members of the State Committee may act, notwithstanding any vacancy in their body. However, if their number is less than the quorum required for a meeting, the continuing members of the State committee may act for the general purpose of summoning a General Meeting, but for no other purpose.

45. All questions arising at any meeting of the State Committee shall be decided by a show of hands. Each member shall have one vote and on an equality of voting, the Chairperson shall also have a casting vote.

46. Minutes shall be kept of the proceedings at all meetings of the State Committee. No business shall be transacted until the Minutes of the previous meeting have been confirmed or otherwise disposed of. No discussion of the minutes shall be permitted except as to their accuracy.

47. A resolution in writing signed by all the members of the State Committee shall be as valid and effectual, as if it has been passed at a meeting of the State Committee, duly convened and constituted.

48. The State 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). These documents, accompanied by a copy of the Auditors report thereon, as required by the Act, shall be made available before each annual general meeting. Documents must include a balance sheet and profit and loss account made up to date, not more than six months before the date of the meeting.

49. The State Committee shall 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 Association shall be open to the inspection of the members.

### 50. AUDITOR

A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with the Act and Clause 9 of the Memorandum of Association.

#### 51. THE SEAL

The Association shall provide a Common Seal of the Association and such seal shall be kept by such person and in such place and in such manner as the State Committee may think fit. The Seal shall be affixed on the authority of the State Committee and every Sealing shall be witnessed by any two members of the State Committee.

#### 52. BY-LAWS

The State Committee shall from time to time make, repeal and amend all By-laws and regulations not inconsistent with these Articles as it shall think expedient for the internal management and wellbeing of the Association. The State Committee may also impose reasonable fines, not exceeding \$2.00, for any breach of such By-laws and Regulations. All Bylaws and Regulations made by State Committee under these Articles shall be binding upon the members, until repealed by the State Committee or set aside by a resolution of a General Meeting of the Association.

#### 53. BRANCHES

A branch of the Association may be established if approved by the State Committee.

54. The State Committee may from time to time make, vary or repeal rules which shall govern the activities of the Branches.

#### 55. PATRONAGE

The State Committee may appoint such patrons, or accept patronage of any person or persons, as the State Committee deems suitable or appropriate.

#### 56. ALTERATION OF ARTICLES

Subject to the Act and to Clause 4 of the Memorandum of Association, the Association may by Special Resolution alter or add to the Articles of Association.

#### 57. INDEMNITY

Every committee member, auditor, secretary and other officer of the Association, shall be indemnified out of the assets of the Association, against any liability incurred by him or her in defending any proceedings. These proceedings may be civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act, in which relief is granted to him or her by the Court, in respect of any negligence, default, breach of duty or breach of trust.