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Companies Act 1936.

A Company Limited by Guarantee

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TUMUT AERO CLUB LIMITED.

P. & M. Tucker,
Solicitors,
63 Wynyard Street,
Tumut.
N. S. W.

Companies Act 1936.
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NEW SOUTH WALES
STAMP DUTY
ONE POUND TEN

CERTIFICATE OF INCORPORATION

OF COMPANY

THE COMPANIES ACT 1936

(Section 28)

THIS IS TO CERTIFY.

- (1) that "TUMUT AERO CLUB LIMITED is incorporated under the Companies Act, 1936.
- (2) that the date of Incorporation of the said Company is the seventeenth day of April one thousand nine hundred and fifty-nine,
- (3) that the said Company is limited by guarantee.

GIVEN under my hand, at Sydney, this seventeenth day of April one - thousand nine hundred and fifty-nine.

A. SWANSON.
DEPUTY REGISTRAR-GENERAL.

Companies Act 1936.

A Company Limited by Guarantee.

MEMORANDUM OF ASSOCIATION

OF

TUMUT AERO CLUB LIMITED.

1. The name of the Company (hereinafter called the Company) is "**TUMUT AERO CLUB LIMITED**".
2. The objects for which the Company is established are:-
 - (a) To encourage the development of the science of aeronautics and to provide information on all matters pertaining to aeronautics.
 - (b) To arrange for the provision of flying training facilities for members desiring to qualify as civil pilots and the provision of aeroplanes for use by qualified and approved pilot members.
 - (c) To arrange for the provision of lectures and other forms of instruction on all matters required by the Department of Civil Aviation in respect of the issue of pilots', navigators' and ground engineers' licences.
 - (d) To construct or otherwise provide and to repair and maintain hangers. Club rooms and other buildings as may be required to promote the objects of the Company.
 - (e) To promote and organise flying displays and competitions.
 - (f) To promote and organise functions for the purpose of obtaining funds to further the objects of the Company and to provide all things necessary for such functions.

- (g) To publish books or any other form of literature as may be deemed necessary to further the objects of the Company.
- (h) To affiliate or to enter into agreement with any Club or any other Company whose objects are similar to the objects of the Company.
- (i) To payout of the funds of the Company all expenses of or incidental to the formation and management of the Company or desirable for the carrying out of its objects.
- (j) To purchase take on lease or in exchange hire or otherwise acquire any lands buildings easements rights or property real or personal which may be deemed necessary or convenient for any one of the purposes of the Company.
- (k) To sell convey transfer lease assign mortgage charge give in exchange dispose of manage or otherwise deal with all or any of the property real or personal of the Company but If the Company shall take or hold any property which may be subject to any trusts it shall only deal with the same in such manner as allowed by law having regard to such trusts.
- (l) To borrow raise or give security for any money on such terms as the Company may think fit and in particular by the issue of bonds, bills of exchange, promissory notes, securities, mortgages or debentures charged upon all or any part of the property of the Company and to purchase redeem or pay off any such securities.
- (m) To invest and deal with the funds and moneys of the Company in and upon such securities and investments and in such manner and on such terms and conditions as may from time to time be determined and from time to time to vary and realise such securities and Investments.
- (n) To enter into such agreement or agreements as may be from time to time determined with the Commonwealth of Australia for the purpose of obtaining financial assistance from the Commonwealth of Australia.
- (o) To purchase make hire or otherwise provide all kinds of furniture tools utensils cutlery glassware crockery linen books papers periodicals stationery cards and other things required or which may be conveniently used in connection with the land Club rooms and other

premises of the Company by persons frequenting the same whether members of the Company or not.

- (p) To buy provide make and sell meals food drinks tobacco cigars cigarettes and all other things commonly consumed on the premises of a Company with similar objects.
- (q) To apply for a Certificate of Registration under the provisions of Part X of the Liquor Act 1912 as amended by subsequent acts or any law for the time being in force in substitution therefor and to do all necessary acts to enable such certificate of registration to be granted.
- (r) To hire and employ secretaries clerks managers servants and workmen and to pay to them and to the persons in return for services rendered to the Company salaries wages gratuities and pensions.
- (s) To do all such lawful acts and things as are incidental to or conducive to the attainment of the foregoing objects.

3. The liability of the members is limited.

4, Every member of the Company undertakes to contribute to the assets of the Company in the event of it being voting up while a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs charges and expenses of winding up and for the adjustment of the rights of the tributories among themselves such amount as may be required not exceeding one pound.

5. The income and property of the Company whensoever derived shall be applied towards the promotion of the objects of the Company 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, however, by way or profit to the persons who at any time are, or have been, members of the Company or to any of them or to any person claiming through them 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 member thereof or other persons in return for any services actually rendered to the Company.

6. If upon a 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 among the members of the Company but shall be given to or transferred to some other institution or institutions having objects similar to the objects of the Company to be determined by the members of the Company at or before the time of dissolution and in default thereof by any Judge of the Supreme Court of any State of Australia as may have or require jurisdiction in the matter.

7. The place in New South Wales in which the Registered Office of the Company is proposed to be situated is Tumut.

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.

Names, Addresses and Descriptions of Subscribers.	Witness to Signatures
<p><u>JOHN MONTAGUE EVERSHERD</u> Farmer, R.M.B. 353, Kimball, <u>TUMUT.</u></p> <p><u>WILLIAM EDWARD GILL.</u> Storekeeper, 80 Richmond Street, <u>TUMUT.</u></p> <p><u>ANNE COOK</u> Typiste clerk, 75 Merrivale Street, <u>TUMUT</u></p> <p><u>WILLIAM GEOFFRY STEPHEN HOOPER</u> Grazier, Dunellie, <i>GILMORE'</i></p> <p><u>GORDON RAY FORREST.</u> Storekeeper, 109 Russell Street <u>TUMUT</u></p> <p><u>DONALD HENRY MORE.</u> Civil Engineer, Broughton Street, <u>TUMUT</u></p> <p><u>VICTOR MAURICE BARTINETTI</u> Mechanic, 8 Russell Street, <u>TUMUT.</u></p> <p><u>ERIC HAROLD LUND.</u> Grazier, R.M.B. <u>TUMUT.</u></p> <p><u>RONALD MONCRIEFF GRAHAM</u> Builder, 80 Fitzroy Street, <u>TUMUT</u></p>	<p>P.M. Tucker Solicitor <u>TUMUT</u></p>

DATED this 31st day of March 1959.

Companies Act 1936.
A Company Limited by Guarantee.

ARTICLES OF ASSOCIATION
OF
TUMUT AERO CLUB LIMITED.

PRELIMINARY

1. In these Regulations:-

"Act" means the Companies Act, 1939.

When any provision of the Act is referred to, the reference is to such provision as modified by any law for the time being in force.

Unless the context otherwise requires expressions defined in the Act or any modification thereof made by any law in force at the date at which these regulations become binding on the Company, shall have the meanings so defined.

MEMBERS

2. The number of members with which the Company proposes to be registered is 100, but the Company may from time to time register an increase of members.
3. The Subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Company.
4. The committee shall have power to elect as members of the Company, subject to such regulations or restrictions as to number as the Company may from time to time deem advisable, persons who are interested in the science of aeronautics whether or not such persons are desirous of engaging in practical flying.

5. Candidates for election to the Company must be nominated by a proposer and seconder who are members of the Company and to whom the candidate is personally known.
6. Election for membership of the Company shall be by the committee who shall vote by ballot. No candidate shall be elected unless at least two thirds of the members of the committee present at the meeting when the election is held vote for his or her election.
7. Notice in writing of election shall be forwarded by the Honorary Secretary to all candidates accepted for membership of the Company together with a request for payment of the membership subscription and an entrance fee of one guinea.
8. No newly elected member shall participate in any of the privileges of the Company until his or her subscription shall have been paid.
9. The committee may on the nomination of any two members of the Company elect Honorary members for a period not exceeding one month.
10. Persons who have rendered conspicuous service to the Company elected Honorary Life Members by any general Meeting of the Company.
11. Subject to the express provisions of these Articles and to the Memorandum of Association and to any by-laws for the time being in force made by the Committee of the Company as hereinafter provided, all members of the Company shall be entitled at all times to use in common all the premises and property of the Company, and to be supplied at such charges as the Committee shall from time to time determine, with such facilities as are provided by the Company for the use of its members.

SUBSCRIPTIONS

12. The annual subscription payable by members of the company shall be such sum as may from time to time be determined by the Company at an annual general meeting. Until such time as the Company otherwise determines the annual subscription shall be one guinea for each member.
13. All subscriptions shall be due and payable on election and subsequently shall be due on the 1st January of each year and if the subscription be not paid within two calendar months of the due date, the member shall forfeit his or her membership but one committee

shall have power to reinstate him or her if a sufficient explanation be given and the amount of the subscription owing be paid.

14. A member joining after 1st July in any year will pay only half rates and his or her subscription shall become due again on 1st January following.
15. No member shall be eligible either to propose or second a candidate or to propose or second an Honorary Member or to vote at meeting unless his or her subscription has been paid.

RESIGNATIONS

16. Any member wishing to resign from membership shall give notice of his or her desire to the Honorary Secretary on or before the 31st December in any year, failing which the subscription for the following year shall be due and payable by the member.

SUSPENSION AND EXPULSION

17. In the event of any member being charged with a breach of the rules of the Company or with conduct which the Committee may consider unsportsmanlike or ungentlemanly or prejudicial to the interests of the Company or with wilful refusal or neglect to comply with the provisions of the Memorandum and Articles of Association or By-laws of the Company such member may be called before the Committee and failing a satisfactory explanation may be cautioned, suspended, required to resign or be expelled.
18. Any member required to appear before the Committee to answer a charge laid under Article 17 hereof shall receive notice in Writing at least seven days prior to the meeting advising the nature of the charge and informing him or her that the committee will hear any explanation which the member may desire to offer together with any evidence in support of the explanation.
19. No member shall be cautioned, suspended, required to resign or expelled unless the resolution be supported by at least two-thirds of the members of the committee present at the meeting.
20. Any member expelled or suspended by the Committee shall have the right of appeal to a General Meeting of the Company whose decision shall be final and binding.

21. Any person upon ceasing to be a member in any way whatsoever, shall forfeit all rights and claims upon the Company and its property and funds.

ANNUAL GENERAL MEETINGS

22. The first general meeting shall be held at such time not being less than one month or more than three months after the incorporation of the Company and at such place as the directors may determine. Subsequent general meetings (hereinafter referred to as annual general meetings) shall be held annually in the month of March and at such time and place as the Committee may determine.
23. The notice convening any such annual general meeting shall state the time and place of the meeting and the business to be transacted and shall be posted to members at least ten days prior to the date of meeting.
24. No business not included in the notice shall be discussed at the Annual General Meeting unless one half of the members present so agree.
25. The quorum for an Annual General Meeting shall be one-sixth of the members of the Company.
26. If within half an hour from the time appointed for the Annual General Meeting a quorum is not present the meeting shall stand adjourned to the same day in the following week at the same place and time. If at such adjourned meeting a quorum is not present the meeting may proceed to deal with the business in accordance with the notice convening the meeting.

GENERAL MEETINGS

27. In addition to the Annual General Meeting ordinary general meetings shall be held at least once in every quarter but may be held more frequently at the discretion of the committee, the like notice as is required for an annual general meeting shall be given for an ordinary general meeting.
28. The quorum for an ordinary general meeting shall be one-sixth of the total number of members.

SPECIAL GENERAL MEETINGS

29. A General Meeting (hereinafter called a Special General Meeting) of the Company shall be held by direction of the committee or on the written

request to the Honorary Secretary signed by not less than six members of the Company. Such written request shall state the purpose for which the meeting is to be held and at such special general meeting no other business shall receive consideration.

30. The quorum for a special general meeting shall be one-sixth of the total number of members.

PROCEEDINGS AT GENERAL MEETINGS

31. The President shall preside as Chairman at every general meeting of the Company.
32. If there is no such President or if at any meeting he is not present within 15 minutes after the time appointed for holding the meeting or if unwilling to act as chairman the members present shall choose someone of their number to be chairman.
33. 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 ten 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.
34. 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 by at least two members present in person or by proxy entitled to vote and 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 of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
35. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

36. 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.
37. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs.

VOTES OF MEMBERS

38. Every member shall have one vote.
39. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Company have been paid.
40. On a poll votes may be given either personally or by proxy.
41. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under the seal, or under the hand of an officer or attorney so authorised. A proxy need not be a member of the Company.
42. 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 of authority shall be deposited at the registered office of the Company 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, and in default the instrument of proxy shall not be treated as valid.
43. An instrument appointing a proxy may be in the following form or any other form which the committee shall approve:-

"TUMUT AERO CLUB LIMITED"

I _____ of _____ in the State of New South Wales being a member of Tumut Aero Club Limited hereby appoint _____ as my proxy to vote for me and on my behalf at the (annual ordinary or special as the case may be) general meeting of the Company to be held on the ____ day of _____ and at any adjournment thereof.

Signed this _____ day of _____".

COMMITTEES

44. The business of the Company shall be managed by a committee (hereinafter called "the committee") consisting of such persons as hereinafter specified elected in such manner as hereinafter specified. The committee may pay all expenses incurred in getting up and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting, subject, nevertheless, to any regulation of these Articles, 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 Company in general meeting but no regulation made by the Company in general meeting shall invalidate any prior Act of the Committee which would have been valid if that regulation had not been made.
45. The committee shall consist of the following persons namely:-
- The president, one vice-president, Honorary Secretary, Assistant Honorary Secretary, Honorary Treasurer and six committeemen.
46. The Committee shall be elected at the annual general meeting in accordance with the following rules:-
- (a) Nominations for each office duly proposed and seconded shall be accepted at the meeting.
 - (b) The person so nominated shall signify his or her assent to the nomination. In the case of a nominated person not being present at the meeting the consent in writing of such person to nominate for office shall be produced to the meeting and handed to the Honorary Secretary.
 - (c) The election shall be by ballot. In the event of votes being equal lots shall be drawn and the successful candidate shall be declared elected.
 - (d) A returning officer and two scrutineers, not being candidates for office, shall be appointed by the Annual General Meeting. The returning officer shall conduct the ballot and declare the result thereof.
47. All officers and members of the Committee shall retire annually but shall be eligible for re-election.

48. Should a vacancy occur on the committee between annual general meetings such vacancy shall be filled by ballot at the next succeeding general meeting of the Company. Until such vacancy is filled in accordance with this Article the continuing members of the committee may act but if and so long as their number is reduced below the number fixed by these Articles as the necessary quorum the continuing members of the committee may act for the purpose of increasing their number to that number or of summoning a general meeting of the Company but for no other purpose.
49. The quorum at meetings of the committee shall be five members.
50. The Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority, each member having one vote. In the case of an equality of votes, the Chairman shall have a second or casting vote.
51. The chairman of committee meetings shall be the President but if he is not present within five minutes after the time appointed for holding the meeting the members present shall choose one of their number to be chairman of the meeting.
52. Any member of the committee may and the Secretary on the requisition of a member shall, at any time summon a meeting of the Committee.
53. The committee may appoint such sub-committees and may delegate to sub-committees such powers as the committee may think fit to prescribe. All sub-committees shall report to the Committee and all sub-committee decisions shall be subject to ratification by the committee.
54. All acts done by any meeting of the committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such committee or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be elected to such committee.
55. The Committee shall cause Minutes to be made in books provided for the purposes:-
 - (a) Of all appointments of officers made by the committee.

- (b) Of the names of the members of the committee present at each meeting of the committee.
- (c) Of all resolutions and proceedings at all meeting of the company and of the committee.

56. The office of a member of the committee shall be vacated if such members:-

- (a) Without apologising or without having been granted leave of absence absents himself or herself from three consecutive meetings, or
- (b) Takes any position of profit under the Company, or
- (c) By notice in writing to the committee resigns office, or
- (d) Dies becomes bankrupt Insane or otherwise incapable of acting, or
- (e) Ceases to be a member of the Company, or
- (f) Is convicted of an indictable offence, or
- (g) Is mentioned in the report of any liquidator made pursuant to Section 255 of the Act, or
- (h) Is mentioned in any declaration by the Court under Section 307 of the Act, or
- (i) Is directly or indirectly interested within the meaning of Section 129 of the Act in any contract with the company or participates in the profits of any contract with the company, provided however that a member of the committee shall not -vacate his office by reason of his being a member of any corporation firm society or association which has entered into contracts with or done any work for the company if he shall have declared the nature of his interest in manner required by section 129 of the Act. A member of the Committee shall. Not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted. Any act done in good faith by the committee after the happening of any of the events above set out and without knowledge of the happening of such event shall be as valid as it would have been if such event had not happened.

ACCOUNTS

57. The committee shall cause proper accounts to be kept with respect to:-
 - (a) all sums of money received and expended by the Company and the matter in respect of which the receipt and expenditure takes place.
 - (b) all sales and purchases of goods by the company.
 - (c) the assets and liabilities of the company.
58. The accounts shall be kept at the registered office of the company or at such other place or places as the committee thinks fit and shall always be open to the inspection of the committee.
59. The committee shall cause a bank account to be opened and kept in the name of the company.
60. All cheques drawn upon the bank account shall be signed by the Honorary Treasurer and countersigned by the President or the Honorary Secretary.
61. All money payable to the company shall be collected by the Honorary Treasurer or other member appointed by the committee and shall be paid into the banking account not more than three days after receipt. The person collecting the money in pursuance of this section shall immediately give a receipt to the person paying the same.
62. All accounts for sums of one pound or more shall be submitted to the committee for authority to pay and shall be paid by cheque. Accounts for sums under one pound may be paid from petty cash but payment shall be later confirmed 'by the committee.
63. The committee shall cause to be prepared and to be laid before the Company at its annual general meeting such profit and loss accounts balance sheets and reports as are referred to in Section 103 of the Act such accounts balance sheets and reports to be prepared as at the 31st day of February in each year.
64. A copy of every balance-sheet (including every documents required by law to be annexed or attached thereto) which is to be laid before the company in general meeting shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the company.

AUDIT

65. An auditor who shall be an Honorary Auditor shall be appointed at each Annual General Meeting and his duties regulated in accordance with Sections 113, 114 and 115 of the Act.

NOTICES

66. A notice may be given by the company to any member either personally or by sending it by post to him to 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 company 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 at the expiration of twenty-four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
67. If a member has no registered address within the State, and has not supplied to the company an address within the State for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the registered office of the company, shall be deemed to be duly given to him at noon on the day on which the advertisement appears.
68. Notice of every general meeting shall be given in some manner hereinbefore authorised to every member except those members who (having no registered address within the State) have not supplied to the company an address within the State for the giving of notices to them.

BY-LAWS

69. The committee may make such by-laws not inconsistent with these Articles of the Memorandum of Association of the company or with the Act as it deems necessary for the proper and effective management of the company and may alter and repeal any such by-laws.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Articles of Association.

Names, Addresses and Descriptions of Subscribers.	Witness to Signatures
<p><u>JOHN MONTAGUE EVERSLED</u> Farmer, R.M.B. 353, Kimball, <u>TUMUT.</u></p> <p><u>WILLIAM EDWARD GILL.</u> Storekeeper, 80 Richmond Street, <u>TUMUT.</u></p> <p><u>ANNE COOK</u> Typiste clerk, 75 Merrivale Street, <u>TUMUT</u></p> <p><u>WILLIAM GEOFFRY STEPHEN HOOPER</u> Grazier, Dunellie, <i>GILMORE'</i> <u>GORDON RAY FORREST.</u> Storekeeper, 109 Russell Street <u>TUMUT</u></p> <p><u>DONALD HENRY MORE.</u> Civil Engineer, Broughton Street, <u>TUMUT</u></p> <p><u>VICTOR MAURICE BARTINETTI</u> Mechanic, 8 Russell Street, <u>TUMUT.</u></p> <p><u>ERIC HAROLD LUND.</u> Grazier, R.M.B. <u>TUMUT.</u></p> <p><u>RONALD MONCRIEFF GRAHAM</u> Builder, 80 Fitzroy Street, <u>TUMUT</u></p>	<p>P.M. Tucker Solicitor <u>TUMUT</u></p>

DATED this 31st day of March 1959.