

CAIRNS AGRICULTURAL PASTORAL AND MINING ASSOCIATION

ARTICLES OF ASSOCIATION

AMENDED NOVEMBER 2013

ARTICLES OF ASSOCIATION OF THE CAIRNS AGRICULTURAL PASTORAL & MINING ASSOCIATION

PRELIMINARY

- 1 In these regulations, unless there be something in the subject or context inconsistent therein:-
 - 1.1 "The Association" means the abovenamed Company.
 - 1.2 "The Act" means The Corporation Act of 1989. When any provision of the Act is referred to the reference is to such provision as modified by any statute for the time being in force. Unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Association, shall have the meanings so defined.
 - 1.3 "The Office" means the registered office for the time being of the Company.
 - 1.4 "Officers" include President, Senior Vice President, Junior Vice Presidents, and Treasurer but does not include the Auditor.
 - 1.5 "The Register" means the register of Members to be kept pursuant to the Act.
 - 1.6 "Month" means calendar month.
 - 1.7 "Post Office" includes postal receptacle.
 - 1.8 "Notice" includes any communication in writing.
 - 1.9 "In writing" and "written" include printing, typing, lithography and other modes of reproducing or representing words in a visible form.
 - 1.10 Words importing the singular number only include the plural and vice versa.
 - 1.11 Words importing persons include corporations.
 - 1.12 Words importing the masculine gender include the feminine gender.

MEMBERSHIP

- 2 The Association shall consist of all persons, firms or corporate bodies duly enrolled in the Register at the time these Articles come into force and such other persons, firms or corporate bodies who may at any time hereafter be admitted as Members of the Association in accordance with the provisions of these Articles.

ADMISSION OF MEMBERS

- 3 Any person, firm or corporate body giving his or its name and address and upon payment of the annual membership fee shall be admitted to membership of the Association (unless such person, firm or corporate body has been previously

disqualified as a Member) and whilst he or it remains a Member shall be entitled to such privileges as are set out in these Articles.

FIRMS, CORPORATE BODIES

- 4 41 Where the Member is a firm composed of more than one person, the senior partner in it only shall be entitled to exercise the privileges of membership. Where the Member is a corporate body, the Secretary/Manager for the time being thereof shall be so entitled PROVIDED HOWEVER that such firm or corporate body may in any one financial year by notice in writing to the Secretary/Manager elect that any person other than its senior partner or Secretary/Manager shall during that year exercise the privileges of membership;
- 42 Where a firm or corporate body subscribes more than one annual membership fee in any one financial year it may nominate any person to exercise the privileges of membership in respect of such annual membership fee, after the first such fee.

ANNUAL MEMBERSHIP FEE

- 5 The Annual Membership Fee in respect of each financial year shall be fixed from time to time by the Management Committee and be payable on the first day of January in each year. Any Member whose subscription remains unpaid on the thirty-first day of March shall be deemed to have failed to pay his or its subscription.

PRIVILEGES OF MEMBERSHIP

- 6 61 The privileges of any ordinary, life, permanent or corporate Member of the Association shall be:-
- 6.1.1 Free admission of the Member and the free admission of such other person or persons as may be determined from time to time by the Management Committee to the Association's grounds and grandstands on all days and nights of the Association's annual Show including judging days;
- 6.1.2 The rights to attend and vote at all annual or extraordinary general meetings of the Association;
- 6.1.3 The right to be nominated for election to any office of the Association.
- 6.2 In addition to the above privileges, life Members shall be exempted from payment of annual membership fees, and their names shall be kept enrolled on the roll of Members;
- 6.3 The Management Committee may at any time or from time to time add or vary any of the privileges of ordinary and life Members and shall at all times have the right to decide what portion of the grounds or grandstands shall be available to ordinary and/or life Members.

DISQUALIFICATION OF MEMBERSHIP

7 If, after inquiry, the Management Committee shall be of the opinion that the alleged conduct, act or omission of any Member, whether within or without the precincts of the Association, is or is likely to be injurious to or is not desirable in the interests and/or welfare of the Association or is likely to prejudice or endanger any of the property and privileges of the Association such Member shall be given notice in writing of the matter alleged against him and afforded an opportunity of being heard in his own defence, and if the explanation of such Member is unsatisfactory in the opinion of at least six Members of the Management Committee, or such Member does not avail himself of the opportunity of explanation, then such Member may be:-

7.1 Suspended by resolution of the Management Committee in favour of which at least six Members shall vote, from membership of the Association for such period as the Management Committee may deem fit; or

7.2 Requested in writing by the Management Committee to resign, and, if such Member shall not resign within one week after posting or delivering to him of such request, such Member may be expelled by resolution of the Management Committee in favour of which at least six Members thereof shall vote, and there upon such Member shall cease to be a Member of the Association, and such Member's entrance fee (if any) and subscription for the current year shall be forfeited.

No appeal whatsoever shall lie from the decision of the Management Committee, nor shall any Member suspended or expelled have any right of action whether at law or in equity or other remedy whatever against the Association, the Management Committee, or any Member thereof, or any officer or employee of the Association, by reason of such suspension or expulsion or by reason of any act done, notice given, or caused to be done or given, consequent on or incidental to such suspension or expulsion.

REGISTER OF MEMBERS

8 The Secretary/Manager shall keep in one or more books a Register of Members, and such Register shall contain the following particulars:-

8.1 Full names of Members;

8.2 Addresses of Members;

8.3 Date at which each person was entered in the Register as a Member; and

8.4 Whether the Member is an ordinary, life, permanent or corporate Member.

The Secretary/Manager shall keep the individual accounts of Members in such form as to form an index to the Register of Members and to comply with Section 108 of the Act. Members shall notify any change of address to the Secretary/Manager, who shall be responsible for amendment of the Register accordingly.

CESSATION OF MEMBERSHIP

- 9 9.1 Membership of the Association shall be determined:-
- 9.1.1 On the death or resignation of the Member, or being a body corporate on the liquidation thereof;
 - 9.1.2 On the conviction of the Member for an indictable offence;
 - 9.1.3 On the Member becoming bankrupt;
 - 9.1.4 On the expulsion of a Member as prescribed by Article 7 thereof; or
 - 9.1.5 On the failure of a Member to pay his subscription as prescribed by Article 5 hereof.
- 9.2 Every person ceasing to be a Member of the Association shall thereupon forfeit all right to a claim upon the Association, or to enjoy any of the privileges of Membership.

RESIGNATION

10 A member may at any time, by giving notice in writing to the Secretary/Manager resign his Membership of the Association but shall continue to be liable for any annual subscription or arrears or other monies due and unpaid at the date of his resignation.

LIFE MEMBERSHIP, PERMANENT MEMBERSHIP. CORPORATE MEMBERSHIP

- 11 11.1 Life Membership may be conferred upon any person who has given meritorious service to the Association. Admission to Life Membership under this rule shall only be made at a Special General Meeting called for the Annual Election of office-bearers and committee men of the Show Committee and then only on the recommendation of the Management Committee.
- 11.2 Permanent Membership:-
- 11.2.1 In the case of individuals permanent membership shall be for a period of ten (10) years and entitle the holder to vote at general meetings of the Association, to the issue of two (2) adult admissions to the Association's Annual Exhibition and two (2) admissions at any one time to the Members Pavilion.
 - 11.2.2 If any individual holding permanent membership dies and is survived by a spouse the deceased's membership shall be transferred to the spouse who may enjoy all of the rights and privileges of the deceased's membership during the spouse's lifetime or until the spouse remarries.

11.3 Corporate Membership:-

- 11.3.1 Permanent membership may be offered to corporate bodies, partnerships and approved associations;
- 11.3.2 Corporate bodies, partnerships and approved Associations on being granted permanent membership shall once in each calendar year and not later than 30th June in that year, nominate a person to hold, on their behalf, such membership and the person so nominated shall have the same rights and privileges as an individual holding permanent membership save except that such rights and privileges shall apply only for the calendar year in which that person is nominated and that permanent membership held by such corporate bodies, partnerships and approved associations shall be for a duration of ten (10) years only.

AUDITORS

- 12 An Auditor or Auditors shall be appointed and their duties regulated in accordance with the Act.

MANAGEMENT

- 13 The Management Committee shall have the entire management, control and superintendence of the Association's affairs and concerns and of its officers and servants. The respective functions, powers and duties of this Committee shall be as defined in these Articles.

SHOW COMMITTEE

- 14 14.1 The Show Committee shall consist of the Show Patron, the Management Committee and such sectional committees as shall be required from time to time for the purposes of the promotion, organisation and control of the Annual Cairns Show.
- 14.2 The sectional committees shall each consist of such Members as may from time to time be determined by the Management Committee but in no case shall be more than ten persons. The President of the Association shall be an ex officio Member of each sectional committee and shall not be included in the prescribed number of ten. No one person shall be a Member of more than two sectional committees.
- 14.3 Each sectional committee shall hold such meetings as is required for the good management and organisation of the Annual Cairns Show and shall report to the Management Committee as may be required from time to time.
- 14.4 The Members of the sectional committees of the Show Committee shall be elected at the Annual General Meeting and shall hold office for the term of one year.

FUNCTIONS, POWERS AND DUTIES OF MANAGEMENT COMMITTEE

- 17 The Management Committee shall control the property, business and financial affairs of the Association, shall discharge the duties of the Association as Lessee of the Cairns Show Grounds and without limiting the generality of the foregoing powers, have the following specific powers, namely:-
- 17.1 To borrow money and secure the money borrowed and further advances over all or any part of the Association's property, real and personal, by mortgage, lien, debenture or other security, in any form the Management Committee may think fit;
 - 17.2 To give security as aforesaid for the purpose of securing the unpaid purchase money of any property bought by the Association;
 - 17.3 To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association, and also compound or allow time for the payment or satisfaction of any debts, or of any claims or demands by or against the Association and appoint proxies to attend meetings of creditors;
 - 17.4 To refer claims or demands by or against the Association to arbitration and observe and perform the award;
 - 17.5 To invest any of the monies of the Association not immediately required upon such securities and in such manner as the Management Committee may⁷ think fit and they may from time to time vary, transpose or release such investments;
 - 17.6 To engage the Secretary/Manager and employ such staff (permanent and casual) upon such terms and conditions as they may deem expedient and, at their pleasure, suspend or dismiss any such officers, servants or workmen;
 - 17.7 To frame regulations and by-laws not inconsistent with these Articles for the management and good government of the Association, which regulations and by-laws shall be binding on all Members and other persons until varied or rescinded by resolution of the Committee or of the Association in General Meeting;
 - 17.8 To interpret the Articles, regulations and by-laws of the Association and such interpretation shall be final and binding on the Members and other persons until reversed by resolution of the Association in General Meeting;
 - 17.9 To call all Annual and Special General Meetings of the Association;

- 17.10 From time to time to fix the charges for admission to the grounds, grandstands and other buildings of the Association in respect of the Annual Show or other functions promoted by the Association, and for Members or season tickets and/or for annual membership fees;
- 17.11 To carry out such repairs, additions and improvements (including demolition of existing erections) as may be considered necessary to the buildings or grounds of the Association, or other lands leased by or on behalf of the Association;
- 17.12 To call and let tenders for franchises during the Annual Show or other functions controlled by the Association, to call and let tenders for repairs, improvements or additions to the Association's grounds and properties and to lease or hire the grounds or properties of the Association on such terms and conditions as they deem fit;
- 17.13 To enter into all negotiations and contracts on behalf of the Association and to rescind and vary any such contracts and to sign and execute such mortgages, debentures, lease and other documents as may be required for the purpose of the Association;
- 17.14 To delegate to the Secretary/Manager from time to time all such powers and duties as may be required for the purposes of the good management and organisation of the affairs of the Association;
- 17.15 Generally to carry out all the objects of the Association and exercise all powers and duties in connection therewith and act in all matters appertaining to the management and welfare of the Association, except where otherwise expressly provided, or which are by these Articles expressly directed or required to be exercised or done by the Association in General Meeting, but subject nevertheless, to any resolution or direction from time to time made by the Association in General Meeting, provided that no such resolution or direction shall invalidate any prior act of the Management Committee which would have been valid, if such resolution or direction had not been made.

APPOINTMENT OF SECRETARY/MANAGER AND HIS DUTIES

- 18 18.1 The Management Committee shall engage a Secretary/Manager to the Association upon such terms and conditions as they may deem expedient. Such person need not be a Member of the Association. The Secretary/Manager shall be responsible for the effective and efficient management of the Association's affairs, while implementing the policy decisions and directions of the Management Committee.

It shall be the duty of the Secretary/Manager (inter alia) to carry out the following duties:-

- 18.1.1 To perform such duties as the Management Committee may prescribe and shall be appointed and remain in office during the pleasure of the Management Committee and shall be at all times answerable to the Management Committee.

- 18.1.2 To prepare policy recommendations, business/management plans, budgets, cash flow projections for Management Committee discussion and approval and for banking needs.
- 18.1.3 To supervise the keeping of books of account, preparation of Profit and Loss Statements and Balance Sheets and the preparation of Returns and Statements as required for auditing purposes and by various government departments.
- 18.1.4 To prepare capital works programs for Management Committee discussion and approval and to prepare subsidy applications for government department approval and apply for subsidy payments when applicable.
- 18.1.5 To prepare reports and recommend changes as necessary to the aims and objectives of the Show Association, to the constitution and Articles of Association.
- 18.1.6 To keep up to date with trends in show business by close liaison with other Shows and Show Secretary/Managers.
- 18.1.7 To engage such casual staff and sub-contractors as are required from time to time for the repair, maintenance and good management of the Association's grounds and affairs.
- 18.1.8 To provide advice, training, guidance and supervision of and assistance to other staff members.
- 18.1.9 To supervise and oversee the carrying out of capital works programs on the Showgrounds.
- 18.1.10 To supervise and assist with the marketing and promotion of the Annual Show and other functions on the Showgrounds.
- 18.1.11 To develop strategies and plans for new events and commercial activities on the Showgrounds.
- 18.1.12 To assist in the development of long term strategies to ensure that the Cairns Show and the Cairns Show Association achieve their rightful place in the Cairns community.
- 18.1.13 To attend Management Committee meetings, liaise with business, government, community and committee Members and other users of the Showgrounds.
- 18.1.14 To consult with, seek advice from and keep informed the Association's President and Treasurer and other committee Members on matters effecting those Members' areas and responsibilities.

- 18.2 Should the Secretary/Manager be absent or ill, or should he neglect or refuse to do anything required by the Articles or the Management Committee, such Committee shall have power to appoint any other person to act in his stead;
- 18.3 The Management Committee may also appoint another person to act as Assistant Secretary/Manager and may remove such person and appoint another in his stead;
- 18.4 Any person or persons appointed to act as Acting Secretary/Manager or Assistant Secretary/Manager shall carry out duties of the Secretary/Manager specified in paragraph (a) of this Article or such of them as the Management Committee, Show Committee or any Sub-committee shall require and the remuneration of the Acting Secretary/Manager or Assistant Secretary/Manager shall be fixed by the Management Committee;

CASUAL VACANCY IN COMMITTEE

19 19.1 Management Committee

Any casual vacancy occurring in the Officers of the Management Committee shall be filled by the Management Committee and any casual vacancy occurring in the Members appointed by the Officers of the Management Committee shall be filled by the Officers of the Management Committee.

19.2 Sectional Committee of Show Committee

Any casual vacancy occurring in any Sectional Committee shall be filled by the Show Committee and the Members of the Sectional Committee from where the vacancy has arisen and any person so appointed shall hold office until the next following Annual General Meeting.

SPECIAL SUB-COMMITTEES

- 20 20.1 Sub-Committees may be appointed by either or both the Management Committee and the Show Committee for such special purpose as a majority present at a meeting of the committee making the appointment may think fit. No Sub-committee shall consist of less than three Members, who shall appoint one of their Members to be Chairman. The President of the Association shall be an ex officio Member of every Sub-committee;
- 20.2 Such Sub-committees shall periodically report their proceedings to the Committee which appointed them, and shall conduct their business in accordance with the directions of that Committee;
- 20.3 If a Member of a Sub-committee shall be absent from three consecutive meetings without leave of absence, his seat may be declared vacant, and his place filled by the Committee making the appointment at its next meeting, or so soon as is practicable;
- 20.4 There shall be a minute book kept for the use of the Sub-committee. It shall be the duty of one of the Members of each Sub-committee, duly appointed for that purpose, to transcribe into such book all reports of the meetings of that Sub-committee.

ELECTIONS

- 21 21.1 All office-bearers and other Members of the Show Committee shall retire from office as at the 31st day of December in each year, but shall be eligible for re-election at the Annual General Meeting.
- 21.2 Each candidate for election shall be nominated and seconded in writing by financial Members of the Association and the nomination paper shall be signed by the persons nominating and seconding such candidate and also bear the signature of the nominee showing his consent to such nomination. The nominee shall either be a financial Member of the Association, or become one, by the 31st day of January next following his election;
- 21.3 All nomination papers must be in the hands of the Secretary/Manager of the Association at least seven clear days before the date of the Annual General Meeting called for the annual election of office-bearers and committee members and any nomination paper not properly completed or not received before the date of closing of nominations shall be deemed to be invalid. Due notice of the date of the Annual General Meeting called for the annual election of office-bearers and committee Members and of the date of closing of nominations shall be given by advertisement in a newspaper published in Cairns at least fourteen days before the date thereof, and no other notice need be given;
- 21.4 In the event of a ballot being necessary a written or printed form of ballot paper for the election of office-bearers and other Members of the Show Committee shall be supplied to each financial Member of the Association present at the Annual General Meeting aforesaid. A ballot paper for any election shall be deemed to be informal by reason of the fact that the ballot paper does not record a vote for all of the required number of candidates;
- 21.5 Two scrutineers shall be appointed by the Members present to count the votes cast;
- 21.6 In the event of an equality of votes on the election of any officer- bearer, the Chairman, at the time of the election, shall have a second or casting vote;
- 21.7 If no nomination or an insufficient number of nominations is received for any office either as an office-bearer or as to any other Member of the Show Committee, then the remaining vacancies shall be treated as casual vacancies and filled in accordance with these Articles.

MEETING OF COMMITTEES

- 22 22.1 Each of the Management Committee and Show Committee shall meet at such times as they shall determine for the dispatch of business and may adjourn from time to time. Notice in writing shall be given by the Secretary/Manager to each Member of the respective Committee of the date and time fixed for every meeting of that committee, at least seven days before the date so fixed. In cases of urgency, the President may call a special meeting of either committee at any time on his own responsibility and he shall be bound to do so (or in his absence, the Secretary/Manager) upon the requisition in writing signed by a least five Members of the respective committee. Notice of urgent Special Meetings shall be given to all Members of the respective committees and such notice or urgent special meetings may be given either orally or in writing and such period of notice as is reasonably possible under the circumstances shall be deemed sufficient;
- 22.2 Full and accurate minutes of all resolutions and proceedings of each of the Management Committee and Show Committee shall be entered by the Secretary/Manager in books provided for that purpose;
- 22.3 If any Member of either the Management Committee or Show Committee absents himself from three consecutive meetings without leave of absence his seat may be declared vacant and the vacancy filled by the Management Committee or the Show Committee as required in the circumstances and at all times in accordance with these Articles.

ANNUAL GENERAL MEETING

- 23 The Annual General Meeting of the Association shall be held at Cairns no later than the 31st day of December in each year. The date, time and place appointed for the Annual General Meeting shall be advertised in a Newspaper published at Cairns not less than fourteen days prior to such date, such advertisement shall be deemed to be due notice of the convening thereof. The advertisement shall also specify the business to be transacted at the meeting. The business of the Annual General Meeting shall be:-
- 23.1 To read and confirm the Minutes of the previous Annual General Meeting and of any Special General Meeting held during the year;
- 23.2 To receive and consider the Annual Report;
- 23.3 To receive and consider the Profit and Loss account and Balance Sheet of the Association as at the 30th day of September preceding the date of the Annual General Meeting and to receive and consider the Auditor's Report;
- 23.4 To transact any general business that may be brought forward in accordance with the Articles of Association;
- 23.5 To hold elections of office-bearers and committee Members;
- 23.6 To consider and vote on such resolutions as may be moved from time to time for the good management of the Association.

REQUISITION OF MEETING

- 24 A meeting may be called by requisition as provided in the Act save and except that no less than ten Members may convene a meeting by requisition.

QUORUM AND ADJOURNMENTS ETC.

- 25 25.1 The number of financial Members to form a quorum of meetings shall be respectively:-
- 25.1.1 Annual General Meeting 25 Members;
 - 25.1.2 Special General Meeting - 25 Members;
 - 25.1.3 Committee Meetings:-
 - 25.1.3.1 Show Committee - 10 Members; and
 - 25.1.3.2 Management Committee - 5 Members;
 - 25.1.4 Sub-committees - 3 Members.
- 25.2 If a quorum shall not be present at an Annual General Meeting or a Special General Meeting within half an hour after the time appointed for such meetings, the meeting shall be adjourned for a period not exceeding twenty-one days, and seven days' notice of such adjourned meeting shall be advertised in the Newspaper published at Cairns;
- 25.3 If a quorum shall not be present at a Committee Meeting or Sub-committee meeting within half an hour after the time appointed for such meeting, the meeting shall stand adjourned to the same day in the following week at the same time and place;
- 25.4 If any adjourned meeting, whether Annual or Special General, Committee or Sub-committee, a quorum shall not be present thereat within half an hour after that time appointed, the meeting shall lapse.

CHAIRMAN OF MEETINGS

- 26 The President, or in his absence the Senior Vice President, or in his absence one of the Junior Vice Presidents (to be elected by the Members at the meeting), or in their absence, one of the Management Committee (also to be elected by the Members of the meeting), shall preside at all Annual General Meetings, Special General Meetings or Meetings of the Committees and shall have a deliberative vote and in the case of an equality of votes, a casting vote.

VOTING AT MEETINGS

- 27 Except as in these Articles otherwise provided, all questions shall be decided by a majority of the votes of the financial Members present at the meeting and unless otherwise herein provided, or unless a ballot shall be demanded by a majority of the financial Members then present, voting shall be by a show of hands. Each financial Member shall be entitled to one vote on each motion and no more.

PROCEDURE AT MEETINGS

28 At all meetings the procedure shall be as follows:-

- 28.1 In dealings with correspondence, each letter, after having been read, may be taken as formally received unless a motion to the contrary be submitted, and each letter may be dealt with immediately after the contents have been made known to the Committee or Members of the Association present at any meeting;
- 28.2 No discussion shall take place except on a motion or amendment moved and seconded and put in writing if so demanded by the Chairman;
- 28.3 Only one amendment shall be entertained at one time. If the amendment be carried, it shall become the substantive motion, the original motion lapsing and there will be no necessity to put the original motion to the meeting. It will be competent whether the amendment is carried or not to receive other amendments, one at a time to be decided in like manner until the subject is finally disposed of;
- 28.4 No Member shall propose more than one amendment upon a motion, and no Member shall speak more than once upon the same question except the mover of the motion, who shall be entitled to reply and thereupon all discussions shall cease and the question shall be put. Any Member seconding a motion or amendment without remark shall not be held to have spoken thereon. In the case of amendments being lost, the Chairman shall put the motion to the vote;
- 28.5 Any Member, with the consent of the Chairman, may offer an explanation of any particular expression used by him but must confine himself strictly to such;
- 28.6 No Member shall enter or leave the meeting whilst a vote is being taken and all Members must vote except on matters in which they may be personally interested;
- 28.7 Any subject that may be once settled by vote cannot be again entertained at the same meeting or any subsequent meeting unless due notice be given in which case the original mover and seconder shall be properly notified in writing by the Secretary/Manager;
- 28.8 A motion "that the question be now put" shall take precedence over all matters before the meeting, and no discussion shall be allowed thereon;
- 28.9 On all questions, and during all discussions, the Member speaking shall address the meeting through the Chairman, and shall be standing;
- 28.10 In all cases where a point of order is raised the Member raising same shall state his point of order clearly and distinctly and if any other Member shall be speaking, such other Member shall take his seat until the point of order is decided. The Chairman is to decide the matter promptly and not allow discussion;

- 28.11 When a motion is moved and seconded "that the Chairman's ruling is disagreed with", the Chairman shall forthwith leave the chair, and the debate upon the original motion then before the chair shall be suspended. Another Chairman shall then be appointed by the meeting, and the question "that the Chairman's ruling be disagreed with" shall be discussed and decided, after which the former Chairman shall resume the chair and the debate on the original motion shall be proceeded with, as if the same had not been suspended;
- 28.12 Any one or more of these rules for procedure may be suspended in the case of an emergency, provided that a majority of the Members present shall deem such suspension necessary.

TREASURER AND FINANCE COMMITTEE

- 29 29.1 The Finance Committee shall consist of the President, Treasurer, Secretary/Manager and two Assistant Treasurers who shall be appointed by the Management Committee at its first meeting held after the Annual General Meeting in each year. The Treasurer shall be Chairman of the Finance Committee;
- 29.2 The Finance Committee shall exercise such functions and perform such duties as may from time to time be determined by the Management Committee;
- 29.3 The Finance Committee shall cause to be kept complete account of the income and expenditure of the Association and shall also see that:-
- 29.3.1 a proper set of books is kept by the Secretary/Manager, showing the state of the Associations' funds and its actual contingent liabilities;
- 29.3.2 all monies owing to the Association are duly received and paid,
- 29.3.3 all monies owing to the Association are duly received and that all accounts owned by it are duly paid;
- 29.3.4 all monies received by the Association are regularly deposited with the Bank;
- 29.3.5 all receipts, vouchers and other documents shall be carefully filed and preserved for inspection by the Auditor;
- 29.3.6 an Annual Balance Sheet and Profit and Loss Account are prepared and shall be submitted by the Treasurer at the Annual General Meeting.
- 29.4 All monies owing by the Association except those directed by the Management Committee to be paid from petty cash, shall be paid by cheque, direct Debit, BPAY or credit on the Association's bank, signed by any two Members of the Finance Committee;

- 29.5 In the absence of either or both of the Treasurer or the Finance Committee, or in the event of either or both the Treasurer or the Finance Committee neglecting or refusing to do anything required by these Articles, the Management Committee shall have power to appoint another Member of the Association to act in his or their stead until the Treasurer or the Finance Committee shall return or until a new Treasurer or Finance Committee shall be appointed under the provisions of these Articles.

FINANCIAL YEAR

- 30 The financial year of the Association shall conclude on the 30th day of September in each year.

COMMON SEAL

- 31 The custody of the Common Seal shall be vested in the Management Committee. The Seal shall only be affixed to documents after authority by resolution of the Management Committee, and then only in the presence of two Members thereof, which with the Secretary/Manager shall attest the fixing of the Seal.

INDEMNITY OF OFFICERS

- 32 32.1 Every Member of any Committee, Secretary/Manager or other officer or servant of the Association shall be indemnified by the Association against all costs, losses and expenses which any such officer or servant may incur or be liable to be reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties;
- 32.2 No Member of any Committee or other officer of the Association shall be liable for the acts, receipts, neglects or defaults or any other Member of any Committee or officer, or for the joining in any receipt or other act for conformity, or for any loss or expense happening to the Club through the insufficiency or deficiency of the title to any property acquired by order of any Committee for or on account of the Association, or for the insufficiency or deficiency of any securities in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be deposited or for any other loss, damage or misfortune whatever shall happen in the execution of the duties of his office, or in relation thereto unless the same happen through his own wilful act or default.

REGULATIONS

- 33 Subject to modifications herein set forth, the regulations in Table "A" in Schedule 1 of the Corporations Law shall apply to this Company