

“Companies Acts of 1961-1974”  
COMPANY LIMITED BY GUARANTEE  
ARTICLES OF ASSOCIATION (2003)  
OF  
SUNSHINE COAST ANTIQUE CAR CLUB

INTERPRETATION

1. In these regulations:-

“The Act” means the Companies Act 1961-1974

“The Club” means the SUNSHINE COAST ANTIQUE CAR CLUB

“the unincorporated Club” means the unincorporated body known as “The Antique Car Club of Nambour” whose funds and other assets and liabilities the Club is authorised to take over by Clause 2 (c) of the Memorandum of Association;

“the Seal” means the common seal of the Club;

“Secretary” means any person appointed to perform the duties of a Secretary of the Club and includes an honorary Secretary;

“State” means the State of Queensland;

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 visible form;

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

2. Purpose of the Club. The Club is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

3. Number – The number of members with which the Club proposes to be registered is one (100) but the Committee may from time to time register an increase of members.

4. Membership – The subscribers to the Memorandum of Association and such other persons as the members shall admit to membership in accordance with these regulations and the Constitution and Rules of the Club shall be members of the Club. The Club shall consist of Ordinary Members and of Associate, Fully-Paid Ordinary, Partner, Honorary and Life Members.

In order to qualify for Ordinary membership of the Club, each applicant shall;

- (i) have attained the age of seventeen (17) years
- (ii) be of good character and have no criminal record
- (iii) agree to pay the Annual Membership Fee within the prescribed time
- (iv) agree to abide by and uphold the present Memorandum and Articles of Association
- (v) at all times, act in a manner befitting the dignity and general community standing of the Club.
- (vi) agree to act and work in harmony with Members of the Club and to join in all organized Club activities wherever and whenever required, with the organization and conduct of such activities in a manner that will bring pleasure and enjoyment for all participants..

A person shall qualify for Associate Membership of the Club if she is the wife of a Club Member. A person shall also qualify for Associate Membership of the Club if he or she is the child of a club member. Provided always that such applicants must be of good character.

An Ordinary or Partner member who has completed five consecutive years of financial membership, shall be eligible to apply for Fully-Paid membership. The Committee shall, in its absolute discretion, approve or reject an application and the Secretary shall give notice in writing of the Committee's decision within 10 days. The cost of Fully-Paid membership shall be paid within 60 days or the application shall lapse.

A person may be a Partner Member if he or she is the partner of any other class of member, except Honorary or Life, and pays the prescribed fee for such membership.

A person may, on the recommendation of the Executive Committee of the Club, be an Honorary Member of the Club if he or she is so elected at any General Meeting of the Club by a two-thirds majority of members present and entitled to vote.

An Ordinary Member may, on the recommendation of the Executive Committee of the Club, become a Life Member of the Club if he is so elected at any general meeting of the Club by a two-thirds majority of members present and entitled to vote.

All classes of member other than Associate and Honorary, shall be entitled to vote at meetings of the Club.

The requirements for and the rights attaching to any of these types of membership, may be varied by a simple majority of members of the Club voting at any general meeting.

5. **Property.** If the whole of the Funds and other assets of the unincorporated Club become the absolute property of the Club forthwith after its incorporation then every person who at the date of incorporation of the Club is a member of the unincorporated Club and who on or before the First day of July 1977 agrees in writing to become a member of the Club shall be admitted by the Committee to membership of the Club.
6. **Applicants.** Every applicant for membership of the Club (other than the subscribers to the Memorandum of Association and members of the Unincorporated Club referred to in Article 5 shall attend three club functions (at least one involving his rally vehicle if possible). The application to be on Club Application for Membership form, proposed by one and seconded by two financial club members.

The Applicant's details shall be supplied in the club magazine prior to consideration, details being: Applicant and partner's names and addresses, make, type and year of vehicle (where applicable), names of nominees and previous club/s membership, if any. Included in the wording to be inserted in the magazine, "If any financial member has any objection to this application, please advise the Secretary before the next committee meeting." Nominees to attend Executive Committee meeting to speak on behalf of the applicant. If not able to attend then to phone with their report. Executive Committee then to decide on application.

7. Admission. At the next meeting of the membership committee after the receipt of any application for membership, such application shall be considered by the Committee, and shall thereafter be referred to the next general meeting of members who shall determine the admission or rejection of the applicant by secret ballot, two-thirds majority of the members present being required to secure the admission of an applicant. In no case shall the Committee or any member be requested to give any reason for the rejection of any applicant.
8. Acceptance. When an applicant has been accepted for Membership, the Secretary shall forthwith send to the applicant written notice of his acceptance and a request for payment of his entrance fee and first annual subscription. Upon payment of his entrance fee and first annual subscription, the applicant shall become a Member of the Club, provided nevertheless, that if such payment be not made within two calendar months after the date of the notice, the Committee may, in its discretion, cancel its acceptance of the applicant for membership of the Club.
9. Entrance fee and annual subscription – The membership fee for each class of membership\_
  - (a) is the amount decided by the members from time to time at a general meeting; and
  - (b) is payable in the way the Management Committee decides; and
  - (c) is due and payable in advance on the first day of February each year.

An entrance fee shall be determined by the members from time to time at a general meeting and charged on approval of an application for membership.

Fully-Paid membership fees shall be reviewed by the Management Committee once each year but, in the year 2004, shall be set at the following rates:-

Applicants under 50 years of age	\$350-00
Applicants 50 and under 60 years of age	\$250-00
Applicants 65 years of age and over	\$200-00

Partner members shall pay 50% of the Ordinary Member fully-paid fee if electing Fully-Paid status following their partner's acceptance to this status.

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

#### CESSATION OF MEMBERSHIP

11. Non-payment. If the subscription of a member shall remain unpaid for a period of three calendar months after the first day of February of each year then the member may after notice of the default shall have been sent to him by the Secretary or Honorary Treasurer be debarred by ordinary resolution of the members of the Club voting at any general meeting from all privileges of membership and his name may be removed from the Register of Members provided that the member may be reinstated and have his name restored to the Register on payment of all arrears if the members of the Club voting at any general meeting by ordinary resolution think fit to do so.
12. Resignation. A member may at any time by giving notice in writing to the Secretary, resign his membership of the Club but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Club and in

addition for any sum not exceeding Twenty Dollars (\$20.00) for which he is liable as a member of the Club under Clause 7 of the Memorandum of Association of the Club.

13. Non-compliance. If any member shall willfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Club or shall be guilty of any conduct which, in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Club, and in particular, without any way limiting the generality of the foregoing, if the Member:-
- (a) ceases to act and work in harmony with the Club and its members;
  - (b) ceases to be of good character
  - (c) ceases to act in a manner in public that befits the dignity and general community standing of the Club;
  - (d) acquires a criminal record;
  - (e) indulges in unfair practices or misbehaviour in connection with Club affairs or management;
  - (f) misconducts himself or herself in such a manner as likely to bring the Club, its officers or members into ridicule or contempt
  - (g) fails to meet attendance requirements as determined by the members from time to time at a general meeting, without having been granted prior exemption by the Management Committee. Reasonable grounds for exemption shall be as determined by the members from time to time at a general meeting.

then the Committee shall have power to expel the member from the Club and erase his name from the Register of Members provided that at least 7 days before the meeting of the Committee at which a resolution for his expulsion is passed, the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution for his expulsion and that he shall at such meeting and before the passing of such resolution, have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further, that any such member may, by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution for his expulsion is to be considered by the Committee, elect to have the question of his expulsion dealt with by the Club in general meeting and in that event, an extraordinary general meeting of the Club shall be called for the purpose and, if at the meeting a resolution for the expulsion of the member be passed by a simple majority of those present and voting (such vote to be taken by ballot), the member shall be expelled and his name removed from the Register of Members.

#### GENERAL MEETINGS

14. First meeting. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Club and at such place as the Committee may determine.
15. Annual Meeting. An annual general meeting of the Club shall be held in accordance with the provision of the Act. All general meetings other than the Annual General Meetings, shall be called extraordinary general meetings.
16. Extraordinary general meeting. Any member of the Committee may whenever he thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitions as provided by the Act.

17. Notice. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, seven days' notice at the least (exclusively of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour or meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Club.
18. Business. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, the election of officers and other members of the Committee in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.
19. Quorum. The quorum necessary for the transaction of the business of the Club at any annual or general meeting shall be double the number of members of of the Management Committee + one.
20. Absence of Quorum. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other place and time as the Committee may determine, and, if at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two) shall be a quorum.
21. Chairman. The President shall preside as Chairman at every general meeting of the Club, or, if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or, if the Vice-President is not present or is unwilling to act, then the members present shall elect one of their number to be Chairman of the Meeting.
22. Adjournment. The Chairman may, within the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
23. Voting. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - (a) by the Chairman
  - (b) by at least three members present in person or by proxy.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution. The demand for a poll may be withdrawn.

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

25. Casting Vote. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
26. Vote. A member may vote in person or by proxy or by attorney and on a show of hands, every person present who is a member or a representative of a member, shall have one vote and, on a poll, every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
27. Mental Health. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such Committee, trustee or other person may vote by proxy or attorney.
28. Unfinancial. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrear at the date of the meeting.
29. Proxy – The Instrument. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Club. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
30. Form of Proxy. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near there to as circumstances admit:-

SUNSHINE COAST ANTIQUE CAR CLUB

I, ..... of ....., being a Member of the abovenamed Club, hereby appoint..... of.....or failing him, .....of ....., as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) meeting of the Club, to be held on the .....day of .....19....., and at any adjournment thereof.

Signed this ..... day of ..... 19 .....

- This form is to be used in favour of the resolution.
- This form is to be used against the resolution.
  - Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit)

31. Deposit of Proxy. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Club, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
32. Proxy Vote. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if not intimation in writing

of such death, unsoundness of mind or revocation as aforesaid has been received by the Club at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

### COMMITTEE, OFFICERS AND TRUSTEES

33. Officers. The officers of the Club shall consist of the following:-

1. A President
2. A Vice President
3. A Secretary
4. A Treasurer
5. A Rally Director
6. A Dating Officer
7. A Property Officer
8. An Editor and Public Relations Officer
9. An Inspection Officer
10. An Assistant Secretary
11. An Assistant Rally Director;

all of whom shall be members of the Club.

34. Executive Committee. The Executive Committee of the Club shall consist of the President, Vice President, Secretary, Treasurer and Rally Director.

35. Management Committee. The Management Committee of the Club (henceforth/herein called "The Committee") of the Club shall comprise the members of the Executive Committee and the elected committee members.

35.(a) Membership Committee. The Membership Committee of the Club, shall consist of the members of the Executive Committee as well as the Vice-President of the Club for the time being, who shall be the Chairman of the Committee.

35. The following members shall constitute the First Committee and the first officer shall be as set out below:-

PRESIDENT	-	N.W. PARRY
VICE-PRESIDENT	-	F.D. DUFFIELD
SECRETARY	-	D.F. CAMPBELL
TREASURER	-	G. HADLEY
RALLY DIRECTOR	-	J. PAGE
DATING OFFICER AND PROPERTY OFFICER	-	F.D. DUFFIELD
EDITOR AND PUBLIC RELATIONS OFFICER	-	F.D. DUFFIELD
INSPECTION OFFICER	-	A. PARTINGTON

### COMMITTEE MEMBERS

I. PLATTER  
P. KELLY  
D. PARTINGTON  
N. WILLERSDORF  
I. HAYNE  
B. WEBBER

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

37. Subsequent Committee. Thereafter the Committee shall consist of the officers and six (6) other members of the Club elected as herein provided.
38. Election. At the first general meeting of the Club and at the annual general meeting of the Club in each year thereafter the officers and other members of the Committee shall be elected from among the members and such officers and other members of the Committee shall hold office until the next annual general meeting when they shall retire but they shall be eligible for re-election.
39. Mode of Election. The election of officers and other members of the Committee shall take place in the following manner:-
- (a) Any two members shall be at liberty to nominate any other member to serve as an Officer or other member of the Committee.
  - (b) The nomination, which shall be in writing and signed by the nominee and proposer and seconder, shall be lodged with the President or Secretary at least 14 clear days before the annual general meeting at which the election is to take place.
  - (c) The Proposer and Secunder of such nominations shall be financial club members only.
  - (d) The nominee shall have been a financial member of the Club for a period of at least one year prior to his nomination.
  - (e) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the Club for at least seven days immediately preceding the annual general meeting.
  - (f) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies
  - (g) In case there shall not be a sufficient number of candidates nominated the Committee shall fill up the remaining vacancy or vacancies.
  - (h) All officers shall continue in office, subject to resignation or removal from office or until their successors are appointed. In the event of a vacancy occurring during the year the vacancy may be filled at a general meeting.
  - (i) Any officer absenting himself from three (3) consecutive Club meetings, without providing a reason acceptable to the Club, may by resolution of a simple majority of the members of the Club voting at a meeting, be deemed to have forfeited his position.
40. Numbers. The Club from time to time by ordinary resolution passed at any general meeting, increase or decrease the number of officers or other members of the Committee.
41. Appointment. The Committee shall have power at any time, and from time to time, to appoint any person to the Committee, either to fill a casual vacancy or as an addition to the existing officers or other members of the Committee but so that the total number of officers or other members of the Committee shall not at any time exceed the number fixed in accordance with these regulations. Any officer or other member of the Committee so appointed shall hold office only until the next following annual general meeting.
42. Removal. The Club may, by ordinary resolution, remove any officer or other member of the Committee before the expiration of his period of office and may, by an ordinary resolution, appoint



another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.

43. Ceasing to be a committee member. The office of a member of the Committee shall become vacant if the member -
- (a) ceases to be a member of the Committee by virtue of the Act;
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (c) becomes prohibited from being a director of a Company by reason of any order made under the Act;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) resigns his office by notice in writing to the Club;
  - (f) for more than six months is absent without permission of the Committee from meetings of the Committee held during that period;
  - (g) holds any office of profit under the Club
  - (h) ceases to be a member of the Club; or
  - (i) is directly or indirectly interested in any contract or proposed contract with the Club provided, however, that a member shall not vacate his office by reason of his being a member of any corporation, society or association which has entered or proposes to enter into a contract with the Club if such corporation, society or association is among the class of companies referred to in the proviso to Clause 3 of the Memorandum of Association of the Club and if he shall have declared the nature of his interest in manner required by the Act.

Provided always that nothing in this article shall affect the operation of Clause 3 of the Memorandum of Association of the Club.

#### POWERS AND DUTIES OF THE COMMITTEE

44. Management. The business of the Club shall be managed by the Executive Committee who may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club as are not, by The Act or by these regulations, required to be exercised by the Club in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Club in general meeting; but no such regulation made by the Club in general meeting shall invalidate any prior act of the Management Committee which would have been valid if that regulation had not been made.
45. Powers. The members of the Club voting at any general meeting may by ordinary resolution exercise all the powers of the Club to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Club.

46. Cheques, bills, etc. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted and endorsed or otherwise executed, as the case may be, by any two members of the Management committee or in such other manner as that Management Committee from time to time determine.
47. Minutes. Both the Management and the Executive Committees shall cause minutes to be made:
- (i) of all appointments of officers and servants;
  - (ii) of names of members of the Committee present at all meetings of the Club and of the Committee; and
  - (iii) of all proceedings at all meetings of the Club and of the Committee.

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

#### PROCEEDINGS OF THE COMMITTEE

48. Meetings. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, provided that Committee meetings take place at least once every three (3) months. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee summon a meeting of the Committee.
49. Majority. Subject to these regulations, questions arising at any meeting of the Committee, shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes, be deemed a determination of the Committee. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
50. Members Interest. A member of the Committee shall not vote in respect of any contract of proposed contract with the Club in which he is interested, or any matter arising thereout, and, if he does so vote his vote shall not be counted.
51. Quorum.
- (a) The quorum necessary for the transaction of the business of any Management Committee Meeting shall be seven (7) or such greater number as may be fixed by the Management Committee.
  - (b) The quorum necessary for the transaction of business of any Executive Committee Meeting shall be four (4) or such greater number as shall be fixed by the Executive Committee.
52. Continuing Members. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but, if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Committee, the continuing member or members may act for the purposes of increasing the number of members of the Committee to that number, or, of summoning a general meeting of the Club, but for no other purpose.
53. Chairman. The President shall preside as Chairman at every meeting of the Committee, or if there is no President or, if at any meeting the President is not present within ten minutes after the time

appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting, then the members present may choose one of their number to be Chairman of the meeting.

54. Delegation. A Committee may delegate any of its powers to a sub-committee consisting of such member or members of the Committee as they think fit; any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Committee.
55. Sub-committee Chairman. A sub-committee may elect a Chairman of its meetings; if no such Chairman elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
56. Sub-committee Business. A sub-committee may meet and adjourn as it thinks proper, provided that it meets at least once every three months. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.
57. Acts of Committee and Sub-committees. All acts done at any meeting of the Committee or sub-committee or by any person acting as a member of a Committee or sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that the members of the Committee or sub-committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee or sub-committee.
58. Resolution in Writing. A resolution in writing signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

#### SECRETARY

59. Appointment. The Secretary shall in accordance with the Act be appointed by the Committee for such term and upon such conditions as it thinks fit; and any secretary so appointed may be removed by it. Nothing herein shall prevent the Committee from appointing a member of the Club as Honorary Secretary and any member so appointed shall forthwith become an officer of the Club and, if not already a member of the Committee, ex officio a member of the Committee and he shall be subject to the provisions of Clause 3 of the Memorandum of Association.

#### SEAL

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

#### ACCOUNTS

61. Accounts. The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors' report thereon as

required by the Act provided however that the Committee shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than three months before the date of the meeting.

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

#### AUDIT

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

#### NOTICES

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

65. **Persons entitled to Notice.**

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

- (a) every member except those members who (having no registered address within the state) have not supplied to the Club an address within the State for the giving of notices to them; and
- (b) the auditor or auditors for the time being of the Club.

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

#### WINDING UP

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

#### INDEMNITY

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

68. Any matter not dealt with or resolved by the foregoing clauses of these Articles of Association, shall be determined or resolved, by ordinary resolution of the members of the Club voting at any general meeting.
69. Classification of Vehicles – Those vehicles which come into the scope of the Club’s interest are:-
- (i) VETERAN Motor cars manufactured prior to 1/1/1919
  - (ii) VINTAGE Motor cars manufactured between 1/1/1919 and 31/12/1930
  - (iii) HISTORIC Those motor cars manufactured between 1/1/1931 and the date established by the Queensland Department of Transport its successors and assigns, to be the cut-off date for concessional registration for a motor vehicle in the State of Queensland.
  - (iv) MOTORCYCLES In accordance with car classifications above.

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

Names, addresses and descriptions of Subscribers	Signatures of Subscribers
Noel Parry 63 Hillcrest Avenue NAMBOUR QLD Design and Building Consultant	
Dudleigh Duffield 35 Netherton Street NAMBOUR QLD Retired	
Douglas Campbell 26 Mapleton Road NAMBOUR QLD Service Station Proprietor	
George Hadley Rosemount Road NAMBOUR QLD Fitter	
Peter Robert Sharpe Peregian Beach QLD Company Manager	

DATED at Nambour this 29<sup>th</sup> day of September 1975.

WITNESS to all the above signatures:

K.E. Webber  
29 Mapleton Road  
NAMBOUR

REGISTERED in the office of the Commissioner for Corporate Affairs at Brisbane in the State of Queensland this                    day of                    1977. No.    of 1977.