

Companies Code

A Company Limited by Guarantee
and not having a Share Capital

Memorandum of Association of THE AUSTRALIAN WAGYU BREEDERS ASSOCIATION LIMITED

1. The name of the Company is "The Australian Wagyu Breeders Association Limited" ("the Society").
2. The objects for which the Society is established include:-
 - 2.1 To encourage the breeding of Wagyu cattle and to develop promote and maintain the purity and improvement of the Breed in Australia.
 - 2.2 To collect verify and publish information relative to Wagyu cattle.
 - 2.3 To foster and encourage the testing of Wagyu cattle herds throughout Australia both for individual and collective tests and to assist in formulating rules to be used in taking tests and also preserve data of tests.
 - 2.4 To compile print and publish at intervals as and when required and by successive volumes a Herd Book on Wagyu cattle in Australia.
 - 2.5 To prescribe a required breed type and characteristics of Wagyu cattle.
 - 2.6 To purchase, lease, own, import or cause to be imported Wagyu cattle and to import and encourage and facilitate the importation of semen collected from Wagyu cattle registered in any Herd Book approved for the purpose by the Council of the Society.
 - 2.7 To provide for and to regulate the insemination of females and to encourage the breeding up of animals derived from crossing to a degree and to a standard where they become acceptable as pure bred Wagyu in accordance with then current regulations of the Society.
 - 2.8 To publicise and promote in any way the breeding development exhibition and sale of Wagyu cattle.
 - 2.9 To prescribe regulations for the purpose of regulating and controlling the activities of the Society and to make regulations as to the compiling maintenance of the Herd Book and of a Calf Register, the branding tattooing and marking of Wagyu cattle, the then current standard required from in type, formation and breeding of Wagyu cattle and their required qualifications for entry in the Calf Register and for registration in the Herd Book.
 - 2.10 To carry our or to promote the carrying out or research into better methods of animal husbandry and genetics particularly relating to Wagyu cattle.
 - 2.11 To hold shows or exhibitions or sales of Wagyu cattle and to offer prizes or contribute prize money in respect of competitions of Wagyu cattle.
 - 2.12 To prepare and maintain a list of persons competent to act at shows as Judges of Wagyu cattle.
 - 2.13 To print publish distribute sell or make contributions to any newspaper periodical journal publican or leaflet and to publicise or advertise in any way Wagyu cattle or anything appertaining to the breed.
 - 2.14 To establish relations and make agreements or arrangements with any other Society or body having similar objects to this Society and formed for the promotion of cattle.
 - 2.15 To register brands of all description and copyrights for the use of the Society.
3. The Liability of the members is limited.
4. The income profits and property of the Society shall be applied solely towards the promotion of the objects of the Society as set out in this Memorandum of Association. No portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the persons who at any time are or have been members of the Society or to any person claiming through any of them. The Society may pay remuneration of any officers or employees of services actually rendered to the Society. The Society may also pay interest on money borrowed from any member of the Society for any purposes of the Society.
5. Every member of the Society undertakes to contribute to the assets of the Society if it is wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before he ceases to be a member and of the costs charges an

expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required, not exceeding One Hundred Dollars (\$100).

6. If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities and property it shall not be paid to or given to some other institution or institutions having objects similar to the objects of this Society. That Society shall also prohibit the distribution of its income and property among its or their members and if and so far as effect cannot be given to this provision then to some charitable object.
7. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which the receipt and expenditure takes place and of the property, credits and liabilities of the Society. Subject to any reasonable restrictions as to the time and manner of inspecting that may be imposed the Articles of Association of the Society shall be open to inspections of the members. Once at least in every year, the accounts of the Society shall be examined and the correctness of the balance sheet ascertained by a properly qualified Auditor.
8. We, the subscribers, wish to form a company in accordance with this Memorandum of Association and will, on incorporation, be the founding members of the Company.

DATED this 17th day of January, 1989

Names addresses occupations and signatures of subscribers	Witness to signatures and address of witness
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**Articles of Association
OF**

THE AUSTRALIAN WAGYU BREEDERS ASSOCIATION LIMITED

Preliminary

1. In these Articles, unless there shall be something in the subject or context inconsistent:-

“Society” means the Australian Wagyu Breeders Association Limited.

“Wagyu” in relation to cattle shall mean pure bred cattle of the breed known as “Wagyu”, a cattle bred from pure bred Wagyu cattle and bred from cattle infused by breeding from pure bred Wagyu cattle.

“Council” means the up to 10 members elected to conduct the affairs of the Society in accordance with these Articles.

“Secretary” means any person appointed to perform the duties of a Secretary of the Society and includes and honorary Secretary or acting Secretary.

“Officers of the Society” means the President the two Vice-Presidents and the Honorary Treasurer elected by the Council.

“Month” means calendar month.

“In writing” and “Written” means representing words in a visible form.

Words importing and singular number only include the plural and vice versa.

Words importing the masculine gender include the feminine gender.

Words importing person include corporations and companies.

MEMBERSHIP

2. the maximum number of members with which the Society proposes to be registered is two thousand but the Council may from time to time register an increase of members.
3.
 - a) There shall be four classes of membership namely Stud Membership, Commercial Membership, Associate Membership and Life Membership.
 - b) The Council may admit an applicant for Membership to membership of a class of members or may in its absolute discretion decline. Should the Council reject any application it shall not be called upon to furnish any explanation concerning the exercise of this discretion.
 - c) An applicant for Stud Membership shall be a person or corporation owning an Australian registered Wagyu animal of any registerable grade.
 - d) An applicant for Commercial Membership shall be a person or corporation involved in the commercial breeding of Wagyu cattle.
 - e) An applicant for Associate Membership shall be a person or corporation evincing interest in the breeding of Wagyu cattle and in the Wagyu breed.
 - f) The following rights privileges and conditions shall attach to the classes of membership.
 - I. Stud Membership only shall entitle a member to vote at general meetings of the Society and to be a member of the Council.
 - II. Commercial Membership shall entitle Commercial Members to all the rights and privileges of and shall render Commercial Members liable to all obligations of membership of the Society provided that a Commercial Member shall not be eligible to be elected as a member of the Council not to vote nor to be heard at any general meeting of the Society.
 - III. Associate membership shall entitle associate members to all the rights and privileges of and shall render associate members liable to all the obligations of membership of the society provided that an associate member shall nor be eligible to be elected as a member of the council not to vote nor to be heard at any general meeting of the society.
 - (G) An applicant for membership of the Society being a company or other body corporate or unincorporated or a firm or other combination of persons shall with its application nominate in writing a natural person to be its representative for all the purposes of its membership of the Society. Upon an applicant being admitted as a member of the Society the persons nominated shall for so long as he be approved by the council be alone entitled to receive all notices to rights (if any) as the member is entitled to exercise. Every act and omission of that person shall be deemed an act or omission of the member nominating him. The Council may require a nominee to be replaced.
 - (H) A person shall be entitled to remain a member of a class of members only for so long as he possesses the qualifications to be admitted as a member of the relevant class. In the case of a Stud Member he shall within a reasonable time of his admission enrol one or more head of Wagyu cattle with the Society.
4. The Council may in its absolute discretion admit or reject an applicant for membership of a class.
5. The members of the Society shall be the subscribers to this Memorandum and other persons later admitted to membership.
6. Every application for membership of the Society shall be made in writing signed by the candidate using the Application for Membership Form.
6. Every application for membership shall be lodged with the Secretary.
7. (a) The election of members shall be by Council at a meeting or meetings duly convened. The Council may reject any application for membership without assigning any reason for rejection. When applications for membership come before the Council more than three negative votes shall exclude the applicant from election.
 - b) The Secretary shall keep a record of the names of the persons present and voting at meetings.
8. The election of an applicant for membership shall confer the right to membership upon payment by the applicant of all money payable by the applicant for fees and subscriptions due.

9. Every member shall be deemed to have agreed to pay any entrance fee and all annual subscriptions and other fees and charges which may from time to time be properly payable by him pursuant to the Memorandum and Articles of Association or the By-Laws of the Society.
10. On the recommendation of the Council and in recognition of his outstanding services to the Society any person being a member of the Society may at any General Meeting of the Society by a two thirds majority be elected a life member of the Society without special payment. Every life member shall be entitled to all privileges and be subject to all the duties of a member of the Society during his life without any further payment annual or otherwise.
11. The following may at the discretion of the Council be made honorary members of the Society:-
- (a) The Patron or Patrons for the time being,
 - (B) A visiting member of another Society affiliated with the Society,
 - (c) Any prominent citizen visiting the Society for some special occasion.
- Any person who in the option of the Council is considered to have advance the interests of Wagyu cattle.

Any honorary member shall be entitled only to the social privileges of the Society.

Election of Patron

12. Any person who in the opinion of the Council have rendered special service to the Society may by a Resolution of the Council carried by a three fourths majority of all members of the Council be appointed a patron of the Society.

Subscriptions

13. The subscription payable by members of each class of membership of the Society shall be decided by the Society in General Meeting.

Register of Members

14. The Secretary shall keep at the offices of the Society a Register of Members setting out the name in full, occupation and address of each member and the date of the latest payment by each member of his subscription. Every member shall inform the Secretary or any alterations of his address.

Cessation of Membership

15. Any member wishing to resign his membership of the Society shall give notice in writing of his intention addressed to the Secretary and deposited at the registered office of the Society before the day on which his next annual subscription shall become payable otherwise he shall be liable to pay the next annual subscription.

16.

- (a) If any money payable by any member to the Society shall remain unpaid for a period of one (1) month after becoming due and payable the member concerned shall as soon as possible be notified by the Secretary in writing of the default. If money remains unpaid for the period of one (1) month after notification of default then the Council may by resolution debar the member from all privileges of membership and he shall cease to be a member of the Society. His name shall be removed from the Register.
- (b) The Council may in its absolute discretion waive or suspend the payment of any money to the Society by any member or class of members on any account whatsoever either generally or in any particular case.

17. If any member either as a member or as a member of the Council shall wilfully refuse or neglect to comply with the provisions of the Memorandum of Association or of these Articles or of any By-Lay of the Society or shall be guilty of any offence unseemly or ungentlemanly conduct deemed by the Council to be detrimental to the interest of the Society the member may be requested to appear before a meeting of the Council to give an explanation. At the meeting the Chairman shall provide the member with full particulars in writing of what is alleged against him. If the Council finds the complaint proved it shall not be expelled from the Society unless two-thirds of the Council present at the meeting vote in favour of expulsion.

Annual General Meetings

18. An Annual General Meeting shall be held at least once in every calendar year at a time and place determined by the Council.

19. The Council may at will convene a General Meeting. On there being deposited at the registered office of the Society a requisition from members holding not less than one-tenth of the total voting rights of all the members having at the date of the deposit the right to vote at General Meetings of the Society the Council will without delay proceed to convene an General Meeting of the Society. In the case of such requisition the following provisions apply:-
- (a) The requisition must state the object of the Meeting and must be signed by the requisitionists and deposited at the office and may consist of several documents in like form each signed by one or more of the requisitionists.
 - (B) If the Council does not, within twenty-one days from the date of the deposit of requisition proceed to convene a meeting the requisitionists or any of them representing more than one-half of the voting rights of all of them may themselves convene the meeting. Any meeting so convened shall not be held after three months from the date of deposit of the requisition.
 - (C) In the case of a meeting at which a resolution is to be proposed as a special resolution, the Council shall be deemed not to have duly convened the meeting if it does not give notice as required by the Companies Code.
 - (d) Any requisitioned meeting shall be convened in the same manner as nearly as possible as meetings convened by the Council.
21. Subject to the provisions of the Companies Code relating to Special Resolutions minimum fourteen days' notice specifying the place and the day and the hour of the meeting and in case of special business the general nature of the business shall be given to the members. The non-receipt of such a notice by any member shall not invalidate the proceedings at any general meeting.
22. All business transacted at a general meeting and all business transacted at an ordinary meeting (with the exception of the consideration of the accounts, balance sheets, ordinary reports of and the auditor and the auditors, the elections of members of the Council in the place of those retiring and the fixing of the remuneration of the auditor or auditors) shall be deemed special business.

Proceedings at General Meetings

23. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Four (4) members entitled to vote personally present shall be a quorum.
24. If within one half-hour from the time appointed for the meeting a quorum of members entitled to vote is not present the meeting if convened on the requisition of the members shall be dissolved. In any other case it shall stand adjourned to the same day the following week at the same time and place. If at the adjourned meeting a quorum of members entitled to vote is not present within half an hour of the time appointed for the meeting the meeting shall be abandoned.
25. The President shall preside as Chairman at every General Meeting of the Society. If there is no President or if he is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act one of the Vice-Presidents shall be Chairman. If the Vice-Presidents are not present or are unwilling to act the members present entitled to vote may choose one of their number to be Chairman of the meeting.
26. 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 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. In any other case it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
27. At any General Meeting a resolution put to the vote of the meeting shall be decided on voices for and against or if directed by the Chairman on a show of hands unless a poll (before or on the declaration of the result of the voices or the show of hands) is demanded:-
- (a) by the Chairman
 - (b) by at least three members present in person or by proxy

Unless a poll is so demanded:-

- I. a declaration by the Chairman that resolution has by voices or alternatively on a show of hands been carried or carried unanimously or by a particular majority or lost, and

II. an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

28. If a poll is demanded it shall be taken in the manner and either at once or after an interval or adjournment as the Chairman directs. The result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately.
29. In the case of an equality of votes whether on voices or on a show of hands or on a poll the Chairman of the Meeting shall be entitled to a second or casting vote.
30. a member may vote at any general meeting on voices or a show of hands or a poll in person or by proxy or by his attorney under power or in the case of a member being a corporation by its representative duly authorised pursuant to the Companies Code. A member or the proxy attorney or representative of a members hall on voices or on a show of hands or on a poll have one vote.
31. 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 voices or 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. Any committee, trustee or other person representing that disabled member may vote by proxy or attorney.
32. No member shall be entitled to vote at any General Meeting if his annual subscription shall not have been paid before the meeting.
33. The instrument appointing a proxy shall be in writing in the common or usual form signed by the appointor or by any attorney under power of the appointor empowered by the instrument of his appointment to sign a proxy. A proxy must be a member of the Society. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
34. An instrument appointing a proxy may provide that the holder shall vote in favour of or against any resolution or resolutions as specified. No vote cast by the holder other than in accordance with the authority of the instrument of proxy shall be counted.
35. 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 Society or at any other place specified for that purpose in the notice of convening the meeting. The deposit must be 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. In the case of a poll the deposit must be not less than twenty-four hours before the time appointed for the taking of the poll. In default the instrument of proxy shall not be treated as valid
36. If the giver of an instrument of proxy or attorney dies or becomes of unsound mind before a vote is given the vote will be valid unless the Society had prior notice of the death or unsoundness of mind.

Council and Officers

37. The first members of the Council of the Society and the other officers of the Society shall be those appointed in writing by the subscribers to the Memorandum of Association.
38. The Council shall consist of not more than ten members.
39. The election of members of the Council in place of those retiring at any Annual General Meeting shall take place in the following manner:
- (a) An member of the Society entitled to vote may nominate himself or any other eligible member for membership of the Council.
 - (B) The name of the nominee together with the names of his proposer and seconder shall be sent in writing signed by the proposer seconder and nominee to be in the hands of the Secretary of the Society at least 42 days before the Annual General Meeting.
 - (C) If there be only the requisite number nominated to fill the vacancy then the Chairman shall at the Annual General Meeting declare the nominee or nominees to be duly elected.

- (D) If there shall not be a sufficient number of nominees for the vacancy then the names of those nominated in the Notice convening the Annual General Meeting shall be declared elected. Further nominations may then be made to consented to at the meeting. If those further nominations when added to those of the nominees earlier declared elected constitute a sufficient number to fill the vacancies then those nominees shall be declared elected. If the further nominations exceed a sufficient number of nominees an election shall be held between the further nominees.
- (e) (i) Should there be nominated more than the requisite number of nominees to fill the vacancy the Council the Secretary will circulate a list of the nominees to all members of the Society so that each members receives the list at least 21 days prior to the Annual General Meeting. The list shall indicate in the case of any nominee being a member of the Council his attendance record at meetings of the Council during the preceding 12 months. The list may be accompanied by personal details of not more than 25 words in length submitted by any nominee.
 - (ii) With the list of nominees of members the Secretary shall enclose a ballot paper containing only the names of the nominees in alphabetical order.
 - (iii) Each member of the Society may complete the ballot paper. In order to count the ballot paper must be returned to the Secretary at least seven (7) days prior to the date on which the Annual General Meeting is to be held.
 - (iv) The result of all ballots shall be announced at the Annual General Meeting and recorded in the minutes.
- (F) A Returning Officer and two scrutineers may be appointed by the Council. A Returning Officer shall not be a member of the Society entitled to vote and may be selected from representatives of the auditors or solicitors of the Society.
- (G) The decision of the Returning Officer as to formality or informality of any vote shall be final.
- (H) If two or more candidates for a vacancy obtain an equal number of votes the Chairman of the Annual General Meeting shall determine between them by lot which of them shall be elected.

40. At the first meeting of the Council held after each Annual General Meeting of the Society the Council shall elect from its members a President a Senior Vice-President a Junior Vice-President and an Honorary Treasurer.

41. At each Annual General Meeting of the Society after this article takes effect a number equivalent to one third of the members of the Council shall retire from office but shall be eligible for re-election. The members of the Council to retire shall be those who have been longest in office but as the Council on the same day they may agree the order of retirement. Failing agreement the retirement order shall be decided by lot.

42. Apart from the First President, no member shall hold the office of President for more than three (3) years in succession but any member who holds office for three (3) year in succession shall be eligible to be re-elected to office at the expiration of one (1) year of being out of office

43. No Officer of the Society or other member of the Council of the Society shall receive any remuneration for his services. No payment or part payment of any Secretary Manager or other officer or employee of the Society shall be made by way of commission or allowance. However, the Society may pay any Officer or employee of the Society or any member or other person in return for any services actually rendered to the Society. The Society may reimburse travelling expenses of members of Council to attend meetings of Council or expenses incurred at the direction of Council for the purposes of promoting or furthering the objects of the Society provided that the payment of insurance premiums pursuant to S243 K(7B) of the Corporation Law shall not be regarded as remuneration or reward for his services under this article.

44. The members of the Council shall have power at any time to fill a casual vacancy in their number by the appointment of a member of the Society eligible to hold office. They may also fill a casual vacancy amongst the Officers of the Society by appointment of a member out of their own number. Any member of the Council or Officer of the Society so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.

45. The Society may by ordinary resolution remove any member of the Council 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.

46. The office of an Officer of the Society or other member of the Council shall become vacant if the person holding the office:
- (a) ceases to be a member of the Council by virtue of the Companies Code;
 - (b) becomes bankrupt or make an arrangement or composition with his creditors generally;
 - (c) 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;
 - (d) resigns his office by notice in writing to the Society;
 - (e) for more than three months is absent without permission of the Council from meetings of the Council held during that period;
 - (f) ceases for any reason to be a member of the Society;
 - (g) fails to attend 50% of the Council meetings within one year (unless there are extenuating circumstances acceptable to Council).
47. The business and general affairs of the Society shall be managed by the Council which may pay all expenses incurred in promoting and registering the Society and may exercise all powers of the Society as are not by the Companies Code or by these Articles required to be exercised by the Society in General Meetings. No regulation made by the Society in General Meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
48. The Council of the Society may issue debentures, debenture stock bonds or obligations of the Society at any time in any form or manner and for any amount and may raise or borrow for the purpose of the Society any sum of money either upon mortgage or charge of any of the property of the Society or on bonds or debentures or otherwise as it may think fit.
49. All cheques promissory notes draft bills of exchange and other negotiable instruments shall be signed drawn accepted or otherwise executed on behalf of the Society by any two of the following: The President, the two Vice-Presidents, the Secretary, the Honorary Treasurer or any Councillor or other person authorised for that purpose by the Council.
50. The Council of the Society shall have power to make alter and repeal all By-laws of the Society an in particular but not exclusively it may by By-laws regulate:
- (a) The rights and privileges which shall be accorded to honorary members and visitors.
 - (b) The rights and privileges which shall be accorded to the members of the Society.
 - (c) The use of the Society premises by members
 - (d) Arrangements with any other Societies or Associations for reciprocal concessions or otherwise.
 - (e) The conduct of members of the Society in relation to one another and to the Society's employees
 - (f) The imposition of fines for the breach of any By-law or any Article of Association of the Society.
 - (g) The procedure at general meetings and meetings of the members of the Council of the Society.
 - (h) And generally all other matters commonly the subject matter of Society rules.

All By-laws shall be binding upon members of the Society. No By-laws shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Society. Any By-law may be set aside by a special resolution of a General Meeting of the Society.

51. The Council shall cause minutes to be entered in a book provided for that purpose -
- (a) of all appointments of officers of the Society and employees;
 - (b) of the names of officers of the Society and other members of the Council present at all meetings
 - (c) of all resolutions and proceedings at all meetings of the Society and of the Council.

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

Power to Levy and Prescribe Fees and Regulations

- 52.
- (a) The Council may impose levies on members of the Society to the extent necessary to meet the expenses attendant upon the conduct of the affairs of the Society.
 - (b) The Council may at any time determine the eligibility or otherwise of any Wagyu cattle in general or in particular for registration (including under classifications according to qualifications determined by the Council) the fees refunds and regulations applicable to registration and the transfer and de-registration, and the penalties for late lodgement of applications for registration and transfers.

- (c) Every member whose application for registration been declined and every member whose registration of an animal is the subject of de-registration by the Society will indemnify the Society against all actions claims demands and proceedings whatsoever which may be brought or made against the Society by any other person claiming loss or damage by reason of the refusal or de-registration.
- (d) The Council may also impose a promotional levy upon a member in respect of all Wagyu cattle sold at an auction under to auspices of a Society sponsored sale. The levy shall not be greater than one half of the total commission paid to the commission agents conducting the sale and shall be calculated on the gross value of the sale. Any animal sold within fourteen (14) days of the sale and indicated in a catalogue or advertisement as having been offered at a Society sponsored sale shall be included in the value of the sale for the purpose of calculating the levy.
- (e) The Council may regulate the granting of approval to any member of the Society holding a sale and wishing to use the Society's sponsorship. He shall be subject to the regulations laid down by the Council.

Proceedings of the Council

53. The Council shall meeting for the despatch of business adjourn and otherwise regulate its meetings as it thinks fit. There shall not be less than two meetings a year. The President may at any time and the Secretary shall on the requisition of two members of the Council summon a meeting of the Council.
54. Questions arising at any meeting of the Council shall be decided by a majority of votes. In case of any equality of votes the Chairman of the meeting shall have a second or casting vote.
- a) A written resolution signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it has been passed at a meeting of the Council duly convened and held. The resolution may consist of several documents in identical form, each signed by one or more members of the Council.
55. The quorum necessary for the transaction of the business of the Council at any time shall be one-third of its members as constituted at the last preceding Annual General Meeting or if the number of members of the Council is not a multiple of three then the numbers nearest one-third.
56. The continuing members of the Council may act notwithstanding any vacancy in their body. If and so long as their number is reduced below the minimum quorum fixed by or pursuant to the Articles of the Society the continuing members of the Council may act only for the purpose of increasing the number of members of the Council to that minimum quorum number or summoning a General Meeting of the Society.
57. The President shall preside as Chairman at every meeting of the Council or if there is no President or it at any time appointed he is not present within 10 minutes after the time appointed for holding the meeting one of the Vice-Presidents shall be the Chairman. If neither of the Vice-Presidents is present at the meeting and willing to act then the members may choose one of their members to be Chairman of the meeting.
- 58.
- (a) The President, the two Vice-Presidents and the Honorary Treasurer and such other member or members of the Council as they may from time to time by unanimous resolution determine shall constitute an Executive Committee. The Executive Committee, subject to restrictions and limitations the Council may impose, shall be entitled to exercise all the powers for the time being of the Council including the power by paragraph (b) of the Article conferred upon the Council.
 - (b) The Council may delegate any of its powers to Sub-Committees consisting of members of the Council as it thinks fit. Sub-Committees so formed shall in the exercise of their powers conform to any regulations that may be imposed on them by the Council.
59. The President is ex officio Chairman of every Sub-Committee and he may if he desires appoint a nominee as the Chairman of a Sub-Committee. If no Chairman is appointed or if at any meeting the Chairman is not present within 10 minutes after the time appointed for holding the meeting the members present may choose one of their number to be Chairman of the meeting.
60. A Sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote.
61. All acts done by any meeting of the Council or of a Sub-Committee or by any person acting as an Officer of the Society or as a member of the Council shall be valid notwithstanding that it is afterwards discovered

that there was some defect in the appointment or continuance in office of that Officer or member of the Council or person acting.

Secretary

62. The Secretary shall be appointed or removed by the Council on conditions the Council decides. The Council may appoint an assistant or deputy Secretary or any other officer of the Society to perform the duties of Secretary.

Seal

63. The Council shall provide for the safe custody of the seal which shall only be used by the authority of the Council or of a Sub-Committee authorised by the Council in that behalf. Every instrument to which the seal is fixed shall be signed by at least two members of the Council and shall be countersigned by the Secretary or by some other person appointed by the Council for that purpose.

Accounts

64. Correct accounts and books shall be kept showing the financial affairs of the Society and the particulars usually shown in books of account of a like nature. The Council shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached) accompanied by a copy of the Auditor's report as required by the Companies Code. The Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account for the period since the preceding account. In the case of the first account since the incorporation of the Society the accounts shall be made up to a date not more than three months before the date of the meeting.

65. The Council shall from time to time determine at what times and places and under what conditions and regulations the accounting and other records of the Society shall be open to the inspection of members not being members of the Council. No member (not being a member of the Council) shall have any right of inspecting any account or book or paper of the Society except as conferred by Statute or authorised by the Council or by the Society in General Meeting.

Audit

66. A properly qualified Auditor shall be appointed and his remuneration fixed and duties regulated in accordance with the Companies Code.

Notices

67. A notice may be given by the Society to any member either personally or by sending it by post to him at his registered address. Where a notice is sent by post service of notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice. Receipt will be deemed to have been effected on the second business day after the date of its posting.

68. Notice of every General Meeting shall be given in any manner authorised to every member and the Auditor for the time being of the Society. No other person shall be entitled to receive notices of General Meetings.

Winding Up

69. The provisions of Clause 7 of the Memorandum of Association relating to the winding up of or dissolution of the Society shall have effect and be observed as if repeated in these Articles.

Indemnity

70. Every Member of the Council and other officers for the time being of the Society shall be indemnified out of the assets of the Society to the extent that the same is allowed under the Corporations Law.

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

Subscribers' Signature

Witness' Signature
and Address