

CENTRAL COAST AERO CLUB LIMITED

MEMORANDUM & ARTICLES OF ASSOCIATION

**AMENDED TO INCORPORATE
PROPOSED 2003 AMENDMENTS**

NSW COMPANIES ACT 1961

A Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

Of

CENTRAL COAST AERO CLUB LIMITED

1. The name of the Company (hereinafter called “The Club”) is CENTRAL COAST AERO CLUB LIMITED
2. The objects for which the Club is established are:-
 - (a) To encourage and develop aeronautics aviation and flying activities in all its branches and for the association of persons interested in the encouragement and development of the same and for that purpose to provide such facilities equipment instructors and instruction maintenance services administration and awards as the Club may deem desirable or necessary for the purposes of the Club including the objects set out in this sub-clause and otherwise to provide a centre of participation information and advice on matters pertaining to aeronautics aviation and flying activities.
 - (b) To acquire and take over the assets and assume the liabilities of the present unincorporated club known as the “Central Coast Aero Club”.
 - (c) To undertake and exercise control of competitions trials exhibitions sporting events and instruction in connection with aeronautics on the Central Coast of New South Wales and to conduct flights charters and commuter services on and from the Central Coast of New South Wales and otherwise in and out of the State of New South Wales.
 - (d) To provide flying grounds and maintain the same for aviation or other purposes of the Club and to provide club houses pavilions hangars workshops sheds and other conveniences in connection therewith and to finish and maintain the same and to permit the same and other property of the Club to be used by members and other persons either gratuitously or for payment.
 - (e) In furtherance of the objects of the Club to purchase hire make or provide and maintain all kinds of aircraft vehicles horses live stock furniture implements tools machinery utensils plate glass linen books papers periodicals stationery cards games and all other things required or which may conveniently be used in connection with the flying grounds club houses and other premises of the Club by persons frequenting the same whether members of the Club or not.

- (f) To represent generally the views of persons connected with aeronautics. To consider originate and promote reform and improvements in the Law; to consider proposed alterations and oppose or support the same; to effect improvements in the administration of the Law. And for the said purposes to petition Parliament or take such other proceedings as may be deemed expedient.
- (g) To raise money by entrance fees subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.
- (h) To promote and hold either alone or jointly with any other association club company or persons aeronautical meetings competitions matches exhibitions and trials and other events and to offer give or contribute towards prizes medals and awards in connection therewith and to give contribute to or guarantee any prize money and expenses whether for members or other persons and to promote give or support dinners balls concerts and other entertainments. Provided that no member of the Club or other person shall receive any prize medal award or distinction except as a successful competitor at any event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said match sporting event or competition may be awarded to him.
- (i) To subscribe to become a member of and co-operate with any other club association or organisation whether incorporated or not whose objects are altogether or in part similar to those of this Club. Provided that the Club shall not subscribe to or support with its funds any club association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of clause 4 of this Memorandum.
- (j) To affiliate with such authorities bodies and undertakings whether statutory voluntary or otherwise as may be necessary desirable or convenient for the purposes of the Club and to arrange for the representation of the Club at any corporation body or bodies formed for the purpose of promoting and/or controlling aviation or aeronautics and/or other games sports and pastimes.
- (k) To enter into any arrangements with any Government or local authority or any club, company or person which may seem to be conducive to the objects of the Club and to acquire or obtain from any such Government authority club company or person any charters decrees rights privileges and concessions which may be conducive to any such objects and accept make payments under carry out exercise and comply with any such arrangements charters contracts decrees rights privileges and concessions.

- (l) To purchase and/or apply for a licence or permit or other authority under such Act or Acts as shall for the time being be in force in the State of New South Wales for the purpose of selling and/or distributing intoxicating liquor tobacco cigarettes and other supplies and the operation of automatic machines.
- (m) To buy prepare make supply sell and deal in all kinds of equipment and apparatus used in connection with aviation or aeronautics and other sports games or entertainments and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the fields club-houses or premises of the Club.
- (n) To purchase take or lease or in exchange or otherwise acquire any freehold or leasehold property or lands building easements rights of common or property real or personal or any rights or privileges which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and to sell convey transfer assign mortgage give in exchange or dispose of the same.
- (o) To make draw accept endorse discount and execute and to issue promissory notes bills of exchange debentures or other transferable or negotiable instruments of any description.
- (p) To borrow or raise and secure the payment of money in such manner as the Club shall think fit in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase redeem or pay off any such securities.
- (q) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.
- (r) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other securities over the whole or any part of the real or personal property present and future of the Club.
- (s) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell dispose of realise or otherwise deal with any such securities.

- (t) To contract with hire employ and dismiss secretaries clerks managers servants and workmen and to enter into arrangements with flying instructors, charter and commuter operators caterers and others and to pay to them and to other persons in return for services rendered to the Club salaries wages gratuities retainers fees subsidies and pensions.
- (u) To sell improve manage develop exchange lease mortgage dispose of turn to account or otherwise deal with all or any part of the property or rights of the Club.
- (v) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (w) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (x) To sell dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (y) To insure against damage by fire or otherwise any insurable property of the Club as well as to insure the Club, its servants officers and employees against any other risk as may be necessary or prudent and to insure any servant of the Club against risk of injury or death in the course of their employment by the Club and to effect insurances for the purpose of indemnifying the Club in respect of claim by reason of any such injury or death and to establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances funds pensions or allowances.
- (z) From time to time to make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (aa) To do all or any of the above mentioned things either singly or in conjunction with any other corporation company firm association club or person and either as principals agents contractors trustees or otherwise.
- (bb) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

AND it is hereby declared that the word "Club" in this Memorandum except when used in reference to this Club shall be deemed to include any partnership or any other body of persons whether incorporated or not incorporated and whether domiciled in the State of New South Wales or otherwise and the intention is that the objects specified in each paragraph of the clause shall except when otherwise expressed in such paragraph be independent objects and be in no wise restricted by reference to or inference from the terms of any other paragraph or the name of the Club or by any object being or being deemed to be a dominant object.

AND further provided that the Club shall not subscribe to or support with its funds or promote or amalgamate with or sell or dispose of all or any part of the undertaking of the Club to any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Clause 4 of this Memorandum.

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

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servant of the Club or to any member of the Club in return for any services actually rendered to the Club or for goods supplies in the ordinary and usual way of business, nor prevent the payment of a commercial rate of interest on money borrowed from any member of the Club or reasonable and proper rent for premises demised or let by any member to the Club but so that no director shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any director except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club.

4. The liability of the members is limited.
5. Every member of the Club undertakes to contribute to the property of the Club in the event of the same being 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 Club (contracted before he ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may not exceeding two dollars (\$2.00)

6. If upon the winding-up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, property whatsoever, the same shall not be paid to nor distributed among the members of the Club, but shall be given or transferred to some other institution or company having objects similar to the objects of the Club and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 4 hereof. Such institution or institutions to be determined by the members of the Club at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.
7. The full names , addresses and occupations of the subscribers hereto are :-

John Alexander Grant, 81 Tuggerawong Road, Wyongah	Caterer
Robert John Wheeler, 10 Veronica Crescent, Wyoming	Supervisor
David Sydney Boulton, 32 George Street Wyong	Newsagent
Rex Datsun, Barralong Road, Erina	Managing Director
Bruce Kenneth Moir, Little Jilliby road Jilliby	Engineer
Albert Lawrence Bedsor, 97 Sunrise Avenue, Budgewoi	Managing Director
Douglas Bath, Byron Street Wyong	Taxi Proprietor
Alwyn Atchison, 1 Arlington Street Gorokan	Counsellor

8. We , the several persons whose names are subscribed hereto are desirous of being formed into a Company in pursuance of this Memorandum.

Name , Address & Occupation of Subscribers

John Alexander Grant, 81 Tuggerawong Road, Wyongah	Caterer
Robert John Wheeler, 10 Veronica Crescent, Wyoming	Supervisor
David Sydney Boulton, 32 George Street Wyong	Newsagent
Rex Datsun, Barralong Road, Erina	Managing Director
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Albert Lawrence Bedsor, 97 Sunrise Avenue, Budgewoi	Managing Director
Douglas Bath, Byron Street Wyong	Taxi Proprietor
Alwyn Atchison, 1 Arlington Street Gorokan	Counsellor

Witness to all signatures :

I , Bryan Arthur Brown , of 7 Church Street, Wyong , in the State of New South Wales, Solicitor , am witness to each of the signatures appearing on this page..
Signed.

DATED this twenty-third day of July 1976.

NSW COMPANIES ACT 1961

A Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

Of

CENTRAL COAST AERO CLUB LIMITED

INTERPRETATION

1. In these Articles:

“Board” or “the Board of Directors” means the directors of the Club elected or appointed pursuant to these Articles;

“by-laws” shall mean and include Rules;

“Club” means the Central Coast Aero Club Limited;

“Club Notice Board” means a board designated as such within the Club premises;

“flying members” includes life members;

“financial member” means a member who has paid his entry fee for membership to the Club and his annual subscription within 30 days of the due date for payment or within such further time as the Board shall in respect of any member or members allow and shall have paid all other monies due by him to the Club within fourteen days after formal demand has been made therefore in pursuance of a resolution of the Board;

“Law” means the Corporations Law 1990.

“officers” includes the President Vice-Presidents and members of the Board but does not include the auditor;

“seal” means the common seal of the club;

“secretary” means any person appointed to perform the duties of a secretary of the Club ;

expressions referring to writing shall, unless the contrary intention appears be construed as including references to printing, lithography, photography and other modes of presenting or reproducing words in a visible form;

words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Law;

2. The Club is established for the purposes set out in the Memorandum of Association.
3. The Board shall pay out of the assets of the Club all costs charges and expenses of and incidental to the preparation of the Memorandum and Articles of Association and the formation and registration of the Club.

MEMBERSHIP

4. The subscribers to the Memorandum of Association and such other persons as are already financial members or life members of the unincorporated body known as Central Coast Aero Club at the date of the incorporation of the Club shall upon application in that intent to the Board be members of the Club and shall be entered in the register of members according to the class of membership theretofore being enjoyed in the Central Coast Aero Club and they shall be deemed to have notice of and to have approved of the Memorandum and Articles and By-laws made thereunder and to be bound thereby. Such other persons subsequently admitted to membership in accordance with these Articles and By-laws made thereunder shall be members according to the class of membership to which they have been duly elected.
5. Membership of the Club shall consist of flying members, life members, honorary members, social members, junior associates, provisional members and temporary members and subject to these Articles the board shall define such classes by By-laws PROVIDED ALWAYS that at no time shall the number of flying members together with life members be less than sixty (60) per centum of the total number of members of the Club.
6. Every applicant for membership of the Club shall be proposed by one and seconded by another member of the Club to both of whom the applicant shall be personally known. The application for membership shall be made in writing signed by the applicant and his proposer and seconder and shall be in such form as the Board from time to time prescribes and shall be accompanied by the required entrance fee and first annual subscription.
7. (a) No person shall be admitted as a member of the Club who is under the age of majority unless the members proposing and seconding the admission of such members have attained the age of majority.

(b) Either the member proposing the applicant or the member seconding an applicant must be a flying member of at least 12 months standing.
8. At the next meeting of the Board after receipt of any application for membership, such application shall be considered by the Board, which shall thereupon determine upon the admission or rejection of the applicant. In no

case shall the Board be required to give any reason for the rejection of an applicant.

9. No election of a nominee to membership of the Club shall take place until at least fourteen days shall have expired from the date of the posting of his nomination form on the Club notice board.
10. The entrance fee and annual subscription payable by members of the Club shall be such as the board shall from time to time prescribe.
11. All annual subscriptions shall become due and payable in advance on the 1st day of July in every year.
12. In the event of any nominations for membership not being approved all monies lodged by the nominee shall be returned to the nominee forthwith.
13. The Board may on the written application of a member transfer that member from any class of membership to another class of membership. Any member so transferred shall not be entitled to a refund or reduction of any entrance fee or subscription paid or payable by him for the then financial year.

PATRONS

14. Patrons may be appointed from time to time by the members in general meeting and they shall thereupon be deemed to be honorary members of the Club.

LIFE MEMBERS

15. Any member who has rendered long or meritorious service to the Club and/or to the previous unincorporated body known as the Central Coast Aero Club may on account of service or for any other commendable reason and by a majority of not less than two-thirds of members entitled to vote present and voting be elected at any general meeting a life member of the Club provided the Board has recommended such nomination.

HONORARY MEMBERS

16. The following may at the discretion of the Board be made honorary members of the Club;
 - (a) any prominent citizen visiting the Club for some special occasion;
 - (b) a life member elected in accordance with these rules.

An honorary member (other than life member) shall be entitled only to the social privileges of the Club and to play such other games recreations and pastimes as are determined by or on the invitation of the Board from time to time.

Honorary members (other than life members and patrons) only shall be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions provided such honorary membership shall be for no greater period than one month. Life members and patrons made honorary members under the provisions of this article shall be relieved from payment of subscriptions from and after the date they are so made honorary members. The Secretary shall keep appropriate records of the names and addresses of all such honorary members. Such records shall specify the occasion or period in respect of which such honorary membership is granted. The Board shall have the power to cancel the membership of any honorary member (other than a life member) without notice and without assigning any reason therefore.

FLYING MEMBERS

17. Only persons who hold or previously held "Aircraft" licenses and who have flown as pilot in command (other than holders of a Flight Navigator or Flight Engineer Licence) and who have attained the age of majority shall be eligible for election as flying members.

SOCIAL MEMBERS AND JUNIOR ASSOCIATES

18. (a) Persons interested in aeronautics and/or aviation shall be eligible for nomination as social members after having attained the age of majority.

(b) Persons under the age of majority who are interested in aeronautics and/or aviation shall be eligible for nomination as junior associates and may continue to be junior associates of the Club until attaining the age of majority whereupon they shall become social members.
19. Except as may be provided by the Board and/or by these Articles social members and junior associates shall take no part in the management of the Club.
20. Otherwise than as provided by the Articles expressly referring to social members and/or junior associates and subject to any special provisions of these Articles social members and junior associates shall be bound by and conform to all the Articles By-laws and Regulations of the Club.

ADDRESS OF MEMBERS

21. Members shall from time to time communicate their addresses to the Secretary of the Club and advise him of any change of address which may occur.

CESSATION OF MEMBERSHIP

22. If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member shall be debarred by resolution of the Board from all privileges of membership provided that the Board may reinstate the member on payment of all arrears if the Board thinks fit to do so.
23. 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 monies due by him to the Club and in addition for any sum not exceeding two dollars (\$2.00) for which he is liable as a member of the Club under Clause 6 of the Memorandum of Association of the Club.
24. One calendar month's notice of resignation must be given previous to the expiration of any financial year otherwise such member shall be and remain liable for the ensuing year's subscription.
25. If any member shall wilfully 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 Board is unbecoming of a member or prejudicial to the interests of the Club the Board shall have power by resolution to censure fine suspend or expel the member from the Club, provided that at least one week before the meeting of the Board at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution 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 he may think fit.
26. Should any member who has paid an entrance fee on joining the Club resign and subsequently apply for membership within a period of three years from date of his said resignation and be re-elected as a member of the Club he shall not be required to pay a further entrance fee unless the entrance fee then applicable shall be greater than the entrance fee paid by him on his previously becoming a member of the Club in which case he shall be required to pay the difference between the entrance fee applicable at his re-election and the entrance fee payable on his previously being elected a member of the Club.

GENERAL MEETINGS

27. An Annual General Meeting of the Club shall be held in accordance with the provisions of the Law.
28. The Board may whenever it thinks fit convene a general meeting. General meetings may be convened by such requisitionist as provided by Sections 249D, 249E or 249F of the Law.

29. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given) specifying the place the day and the hour of the meeting and in the case of special business the general nature of that business shall be given to such persons as are entitled to receive such notice from the Club.
30. For the purpose of Article 29 all business shall be special that is transacted at a 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 reports of the directors and auditors the election of office-bearers and other members of the Board in place of those retiring and the appointment of the Auditor if necessary.

PROCEEDINGS AT GENERAL MEETINGS

31. Financial flying members and life members shall be the only members entitled to attend and vote at annual general meeting or extra-ordinary general meetings of members. Each such member (other than members who are also servants of the Club) shall have one vote. Members who are also servants of the Club shall not be entitled to vote.
32. 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. Save as herein otherwise provided 20 members present in person shall be a quorum. For the purpose of this Article "member" includes a person attending as a proxy or as representing a corporation which is a member.
33. In within half an hour from the time appointed for the 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 time and place as the board may determine. 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 three) shall be a quorum.
34. The President shall preside as chairman at every general meeting of the Club, or if there is no president or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting or if being present he is unwilling to preside, then a Vice-President who is present, and if more than one Vice-President is present then the members may choose which one, shall be chairman or if no Vice-President is present or is willing to act then the members may choose one of their number to be chairman of the meeting.

35. The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 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 the business to be transacted at an adjourned meeting.
36. 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; or
 - (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 of or against the resolution. The demand for a poll may be withdrawn.

37. If a poll is duly demanded it shall be taken in such 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.
38. 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.
39. A member may vote in person or by proxy or by attorney. On a show of hands every person present who is a member or a representative of a member shall have one vote. On a poll every member who is present in person, or by proxy, or by attorney or by any other authorised representative, shall have one vote.
40. 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.
41. No member shall be entitled to vote at any general meeting unless financial at the date of the meeting.

42. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
43. The instrument appointing a proxy may be in the following form or in a common or usual form.
44. The instrument appointing a proxy and the power of attorney or other authority if under which it is signed or notarially certified copy of that power or authority shall be deposited at the registered office of the Club or at such other place 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. In default the instrument of proxy shall not be treated as valid.
45. A vote given in accordance with the terms of an instrument of proxy or attorney 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 no intimation in writing of such death or 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.

TO: CENTRAL COAST AERO CLUB LIMITED

I,

of

being a member of the CENTRAL COAST AERO CLUB LIMITED

hereby appoint

ofor failing him

.....

of

as my proxy to vote for me on my behalf at the (Annual General Meeting or general meeting as the case may be) of the Club to be held on the :

.....day of20 .. and at any adjournment thereof.

My proxy is hereby authorised to vote * in favour of/* against the following resolutions,

Signed thisday of20. . .

(Note:- In the event of the member desiring to vote for or against any resolution he shall instruct his proxy accordingly. Unless otherwise instructed the proxy may vote as he thinks fit.)

* Strike out whichever is not desired.

THE BOARD OF DIRECTORS

46. The office-bearers of the Club shall consist of three Directors who shall hold the titles of President and two Vice Presidents all of whom shall be flying life or social members of the Club.
47.
 - (a) The Board shall consist of the office-bearers and six other members of the Club, all of whom shall be elected as herein provided and all of whom must be flying, life or social member, provided that there must not be at any time more than two (2) social members as members of the Board at the same time.
 - (b) At the first Annual General Meeting of the Club convened after 1st September 2003 and at the Annual General Meeting of the Club in each year thereafter office-bearers and other directors shall be elected from among the members of the Club and such directors shall hold office for a period of three years unless otherwise dictated by Article 48. All retiring Officers or Directors shall be eligible for re-election.
48. Of the Board of Directors , three (in addition to those required to retire under Article 51) shall retire annually, but shall be eligible for re-election. The three members to retire shall be those longest in office since their last election, but, as between those who have been in office for a similar period since last election, those to retire shall, unless they agree amongst themselves be selected from amongst them by lot.
49. The election of office-bearers and other directors shall take place in the following manner:
 - (a) Any two flying and/or life members of the Club shall be at liberty to nominate any flying or life or social member to serve as an office-bearer or other director.
 - (b) The nomination which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the secretary at least fourteen days before the Annual General Meeting at which the election is to take place.
 - (c) A list of the candidates' names in alphabetical order with the proposer's and seconder's names shall be posted in a conspicuous place in the registered office of the Club for at least ten days immediately preceding the Annual General Meeting.
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order. 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.

- (e) In any case where there shall not be a sufficient number of candidates nominated, further nominations may be taken from the floor.
50. The Club may from time to time by resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Board.
51. The Board shall have power at any time, and from time to time, to appoint any member of the Club as a director, either to fill a casual vacancy or as an addition to the existing office-bearers or other directors, but so that the total number of office-bearers and other directors shall not at any time exceed the number fixed in accordance with Articles 46 and 47. Any office-bearer or other director so appointed shall hold office only until the next following Annual General Meeting. A Director retiring in accordance with this Article shall be eligible for re-election.
52. The Club may, by ordinary resolution of which special notice pursuant to Section 203D of the Law has been given, remove any office-bearers or other director 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 Returning Officer takes the chair for the election at the next following Annual General Meeting.
53. The office of a director shall become vacant if the director
- a) Becomes insolvent under administration or makes any arrangement or composition with his creditors generally;
 - b) Becomes prohibited from being a director of a company by reason of any order made under the law;
 - c) Ceases to be a director by operation of Section 201C of the Law;
 - 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 four months is absent without permission of the Board from meetings of the board held during that period;
 - g) Holds any office of profit under the Club;
 - h) Ceased to be a member of the Club; or
 - i) Is directly or indirectly interested, without disclosure within the meaning of Sections 191-295 inclusive of the Law in any contract or proposed contract with the Club; provided always that nothing in this sub-Article shall affect the operation of clause 3 of the Memorandum of Association of the Club.

POWERS AND DUTIES OF THE BOARD

54. The land owned by the Club, being Lots 211 and 212 in deposited plan 812718 should not be sold or otherwise disposed of unless a poll of members is conducted to approve such sale or disposal and the poll approves the sale or disposal by a majority of 75% or more of the flying members of the Club at the date of the poll.
55. The business of the Club shall be managed by the Board 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 Law of these Articles, required to be exercised by the Club in general meeting, subject nevertheless, to any of these Articles, the provisions of the Law, and such directions, not being inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Club in general meeting; provided that any rule, regulation or by-law of the Club issued or made by the Board may be disallowed by the Club in general meeting; and provided further that no resolution passed by the Club in general meeting shall invalidate any prior act of the Board, which would have been valid if that resolution had not been passed.
56. The Board may 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.
57. 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 endorsed or otherwise executed as the case may be by any two directors or in such other manner as the Board from time to time determines.
58. The Board shall cause minutes to be made –
 - (a) Of all appointments of officers and servants;
 - (a) Of the names of the directors present at all meetings of the Club and of the Board;
 - (b) Of all proceedings at all meetings of the Club and of the Board.

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 BOARD OF DIRECTORS

59. The Board may meet together for the despatch of business adjourn and otherwise regulate its meetings as it thinks fit. A director may at any time and a secretary shall on the requisition of a director convene a meeting of the Board.

60. Subject to these articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the directors present shall for all purposes be deemed a determination of the directors. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
61. The quorum necessary for the transaction of the business of the Board shall be a majority of the total number of directors holding office from time to time or such greater number as may be fixed by the directors.
62. The continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the number fixed by Article 61 as the necessary quorum of the Board the continuing director or directors may act for the purpose of increasing the number of directors to that number or of convening a general meeting of the Club, but for no other purpose.
63. The President shall preside as chairman at every meeting of the Board, or if there is no President or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting or if being present he is unwilling to preside, then a Vice-President who is present, and if more than one Vice-President is present then the members may choose which one, shall be chairman or if no Vice-President is present or is willing to act then the members may choose one of their number to be chairman of the meeting.
64. The Board may delegate any of its powers and or functions (not being duties imposed on the Board as the directors of the Club by the Law or the general Law) to one or more sub-committees consisting of such member or members of the Club as the Board thinks fit. Any sub-committee so formed shall conform to any regulations that may be given by the Board and subject thereto shall have power to co-opt any member or members of the Club and all members of such sub-committees shall have one vote.
65. The Board may appoint one or more advisory committees consisting of such members of the Board and such other member or members of the Club as the Board thinks fit. Such advisory committees shall act in advisory capacity only. They shall conform to any regulations that may be given by the Board and subject thereto shall have power to co-opt any other member or members of the Club and all members of such advisory committees shall have one vote.
66. Every sub-committee or advisory committee may meet and adjourn as it thinks proper. 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.

67. All acts done by any meeting of the Board, a sub-committee or an advisory committee or by any director shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board, sub-committee, advisory committee or director or that the directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director or sub-committee or advisory committee member.
68. A resolution in writing signed by all directors in Australia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more directors.
69. No officer shall be disqualified by reason of his office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangement entered into by or on behalf of the Club in which any officer shall be in any way interested be avoided nor shall any officer so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such officer holding that office or of the fiduciary relationship thereby established but in accordance with the provisions of the Law it shall be the duty of the officer to declare the nature of his interest at a meeting of the Board of the Club and it shall be the duty of the Secretary to record such declaration in the Minutes of the meeting. In the case of a proposed contract such declaration shall be made at the meeting of the Board at which the question of entering into the contract is first taken into consideration or if the officer was not at the date of that meeting interested in the proposed contract at the next meeting of the Board held after he becomes so interested. A general notice given to the Board by an officer to the effect that he is a director or member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. An officer shall not be deemed to be interested or to have been at any time interested in any contract or proposed contract relating to any loan to the Club merely by reason of the fact that he has guaranteed or joined in guaranteeing repayment of such loan or any part of such loan.
70. The Board may from time to time make alter and repeal all such By-laws as it may deem necessary or expedient for the proper conduct and management of the Club or in any wise in relation thereto and in particular but not exclusively it may by By-law regulate:
- (i) Such matters as they are specifically by these Articles empowered to do.
 - (ii) The general management control and trading activities of the Club and employment of servants.
 - (iii) The control and management of the Club premises.
 - (iv) The management and control of equipment including aeroplanes belonging to the Club.

- (v) The upkeep and control of the fields and communication systems of the Club.
- (vi) The control and management of all competitions matches events and flights conducted on and from the Club's fields and premises.
- (vii) The conduct of members.
- (viii) The privileges to be enjoyed by members.
- (ix) The relationship between the members and Club servants.
- (x) Visitors.
- (xi) And generally all such matters as are commonly the subject matter of Club Rules or By-laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in general meeting.

71. Any By-laws made under these Articles shall come into force and have the full authority of a By-law of the Club on being posted upon the Club Notice Board.

SEAL

72. The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the directors in that behalf. Every instrument to which the seal is affixed shall be signed by a director and shall be counter-signed by the secretary or by a second director or some other person appointed by the Board for that purpose.

ACCOUNTS

73. The Board 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 Law provided however that the Board 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 five months before the date of the meeting.

AUDIT

74. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with Section 327 of the Law.

NOTICE

75. Any notice required by Law given to any member shall be given by sending it by post to him at his registered address, or to the address, if any, supplied by him for the giving of notices. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting 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.

76. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to –
- (a) Every member except those members for whom the Club has no registered address or other address or an address 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.
77. As regards those members who have no registered place of address in the Commonwealth of Australia a notice posted up in the Club premises shall be deemed to be well served on such members at the expiration of twenty four hours after it is so posted up.

WINDING UP

78. The provisions of Clause 7 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 Articles.

INDEMNITY

79. Every director, 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 arising out of the execution of the duties of his office which is 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 negligence default breach of duty or breach of trust.

APPLICATION OF PROFITS

80. The Club is a non-proprietary Club. The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated together and no payment of any dividends or distribution of profits or income to or amongst the members of the Club shall be made PROVIDED THAT nothing herein contained shall prevent the payment by way of honorarium to any officer of the Club for service actually rendered to the Club provided same is approved by the members at the Annual General Meeting.

SUBSCRIPTION TO ARTICLES OF ASSOCIATION

81. We, the undersigned persons whose names and addresses are subscribed being subscribers of the Memorandum of Association of CENTRAL COAST AERO CLUB LIMITED respectively agree to the foregoing Articles of Association.

Name , Address & Occupation of Subscribers

John Alexander Grant, 81 Tuggerawong Road, Wyongah	Caterer
Robert John Wheeler, 10 Veronica Crescent, Wyoming	Supervisor
David Sydney Boulton, 32 George Street Wyong	Newsagent
Rex Datsun, Barralong Road, Erina	Managing Director
Bruce Kenneth Moir, Little Jilliby road Jilliby	Engineer
Albert Lawrence Bedsor, 97 Sunrise Avenue, Budgewoi	Managing Director
Douglas Bath, Byron Street Wyong	Taxi Proprietor
Alwyn Atchison, 1 Arlington Street Gorokan	Counsellor

Witness to all signatures :

I , Bryan Arthur Brown , of 7 Church Street, Wyong , in the State of New South Wales, Solicitor , am witness to each of the signatures appearing on this page..
Signed.

DATED this twenty-third day of July 1976.