

The Companies Act, 1961

Company Limited by Guarantee not having a Share Capital

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

THE M.G. CAR CLUB LIMITED

Denis A. Fisher,
Solicitor,
280 Pacific Highway,
Hornsby, N.S.W.

Prepared by Trudy Upton & Associates, 363 George Street, Sydney. 29-6965.





AUSTRALIAN
SECURITIES
COMMISSION

LAWLER & DAVIDSON
ATTN: SHEREE GOODCHILD
P O BOX 500
MAITLAND NSW 2320

Certificate of the Registration of a Company

Corporations Law Paragraph 1274 (2) (b)

This is to certify that

THE M.G. CAR CLUB LTD

Australian Company Number 000 560 538

is taken to be registered as a company under the
Corporations Law of New South Wales.

The company is **limited by guarantee**.

The company is a **public company**.

The day of commencement of registration is
the **twenty-sixth day of May 1967**.



Given under the seal of the
Australian Securities Commission
on this third day of January, 1995.

Anne T. Iwan

A delegate of the Australian Securities Commission



The Companies Act, 1961

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MEMORANDUM OF ASSOCIATION

of

THE M.G. CAR CLUB LIMITED

1. The name of the Company (hereinafter called "The Club") is "The M.G. Car Club Limited".
2. The Registered office of the Company shall be situate at Sydney or in such other place in New South Wales as the Board may from time to time determine.
3. The objects for which the Club is established are :-
 - (a) To promote the sport and pastime of motoring in all its branches, and in particular, to further the interests of owners and drivers of M.G. Cars.
 - (b) To promote, organise and hold motor car race meetings, competitions, gymkhanas, reliability trials, speed trials, speed hill climbs and other similar events whether athletic, motoring or otherwise: to offer prizes and awards in respect thereof, and make such arrangements as may be determined for any such purpose or to co-operate with any body of persons corporate or incorporate in promoting conducting or carrying out the same.

- (c) To extend to owners and drivers of M.G. Cars and their friends, and to all persons interested in motoring sport, the hospitality, privileges and conveniences enjoyed in connection with a Club.
- (d) To associate or affiliate with the C.A.M.S., acknowledging its constitution and observing the N.C.R.'s.
- (e) To promote and advance the interests of the sport of motor racing in the State of New South Wales and elsewhere.
- (f) To purchase hire lease or otherwise acquire for the purposes of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
- (g) To give sell mortgage exchange hire lease (not being premises covered by Certificate of Registration) or otherwise dispose of the property of the Club or any part or parts thereof.
- (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
- (i) To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (j) To borrow money from time to time and for such purposes to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Club.

- (k) To take or reject any gift of property money or goods whether subject to any special trust or not.
- (l) To construct, improve, maintain, develop, work manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction improvement, maintenance, development, working, management, carrying out alteration or control thereof.
- (m) 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 security over the whole or any part of the real or personal property present or future of the Club.
- (n) To establish support or aid in the establishment and support of associations funds trust and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public general or useful object.
- (o) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Club's objects or any of them: and to obtain from any such Government or authority any rights privileges and concessions which the Club may think it desirable to obtain: and to carry out, exercise and comply with any such

arrangements, rights, privileges and concessions.

- (p) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (q) To print and publish any newspapers, periodicals books or leaflets that the Club may think desirable for the promotion of its objects.
- (r) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of Clause 4 of this Memorandum.
- (s) In furtherance of the objects of the Club to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies institutions, societies or associations with which the Club is authorised to amalgamate.
- (t) In furtherance of the objects of the Club to transfer all or any part of the property, assets liabilities and engagements of the Club to any one or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- (u) To make donations for patriotic or charitable purposes.
- (v) To carry on all such activities as may be necessary or convenient for the purposes of the

Club or any of them.

(w) To do all such acts deeds matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.

4. 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 howsoever by way of profit to or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration of any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club. Provided further that no member of the Board of Directors or governing body shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any member or such Board of Directors or governing body provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium to any such member in respect of special honorary services rendered or the repayment to any such member of out of pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Club.
5. The liability of the members is limited.
6. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases

to be a member and of the costs charges and expenses of winding up the Club and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding one dollar.

7. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other institution or institutions having objects similar to those of this Club and which shall prohibit the distribution of its or their income and property amongst 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 at or before the time of the dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure take place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with regulations of the Club for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more qualified members of a recognised Institute, Association or body of Accountants.
9. The provision of the Third Schedule of the Companies Act 1961 shall not apply hereto but are expressly excluded herefrom.

10. The full names addresses and occupation of the subscribers hereto are :

Peter John Savage,
Draughtsman,
1 Kanangur Avenue,
Gynea.

George Sheppard,
Locksmith,
11 Heath Street,
Concord,

Ronald Lewis,
Representative,
23 Cobb Street,
French's Forest.

Robert Beer,
Draughtsman,
148 Lindesay Street,
Campbelltown.

Peter Barden,
Salesman,
5 Blarney Avenue,
Killarney Heights.

Mathew Daddo,
Draughtsman,
135 Ramsgate Road,
Sans Souci.

Peter Warren,
Accountant,
4/21 Alexandra Street,
Hunters Hill.

The subscribers are desirous of being formed into a Company in pursuance of this Memorandum of Association

Signature of Subscribers

Witness to Signature

Dated this

day of

1966.

The Companies Act, 1961

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ARTICLES OF ASSOCIATION

THE M.G. CAR CLUB LIMITED

DEFINITIONS

1. In these Articles unless there be something in the subject or context inconsistent therewith

"The Act" means the Companies Act of New South Wales 1961 as amended from time to time.

"The Annual General Meeting" means the General Meeting held each year as required by the Act and these Articles.

"The By-laws" means the By-laws of the Club for the time being in force.

"The Board" shall include the Committee for the time being appointed by the members and vice versa.

"The Club" means the abovenamed company.

"Notice Board" means the Board or Boards provided in the Club premises on which notices for the information of members are posted.

"Month" means calendar month.

"The office" means the registered Office for the time being of the Club.

"The Register" means the Register of Members kept pursuant to the Act.

"In writing" or "written" include printing lithography and other modes of reproducing or representing words in a visible form.

"Secretary" includes acting secretary

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

2. The regulations contained in Table "A" of the Fourth Schedule to the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in these Articles.

MEMBERSHIP

3. A subscriber to the Memorandum of Association shall be a member of the Club and any person who shall have made application for membership of the Club in the manner hereinafter prescribed and who shall have been duly elected to membership shall also upon payment to the Club of all necessary fees and subscriptions become and be a member of the Club.
4. The first members of the Club shall be the subscribers to the Memorandum of Association and these Articles together with those persons who are already members of the M.G. Car Club (N.S.W. Centre).
5. Any person who is or has been the owner of an M.G. Motor Car, or who is in sympathy with the objects of the Club, shall be eligible for membership. The

classes of membership shall be :-

- (a) FULL MEMBERS (i) Such persons as may be approved by the Committee who own or regularly drive an M.G. Motor car, OR
- (ii) Such persons as may be approved by the Committee who are in sympathy with the objects of the Club.
- (b) ASSOCIATE MEMBERS : Such other persons as may be approved of by the Committee.
6. Every candidate for membership of the Club shall be proposed by one and seconded by another Member of the Club to both of whom the candidate shall be personally known. Every such application for membership shall be made in writing by the candidate and by his proposer and seconder and shall be in such form as may from time to time hereafter be determined by the Committee. The candidate shall at the time of lodging his application accompany same with the entrance fee and current year's subscription. The election of Members shall be by the Committee at any duly constituted meeting thereof provided always that the Committee may in its absolute discretion and without being obliged to give any reason therefor decline to admit any candidate to membership.
7. On the election of a member the Secretary shall give to such member notice of his election and shall issue with such notice an account for the fees and subscriptions if same have not already been paid and such account shall specify the due date of payment.
8. Every person elected to membership and informed of his election as directed by the foregoing Article shall be deemed to agree to pay the entrance fee and Annual subscription and other fees and charges as prescribed in the Memorandum and Articles of Association of the

Club and to be bound by the Club's by-laws from time to time in force and the payment of the said entrance fee or part thereof and/or the said subscription or part thereof shall be conclusive evidence of such agreement.

9. Every person elected to membership shall be required to pay within one month of the date of notice of election the fees and/or subscription specified in the account rendered to him with the notice of election failing which payment the election may be declared null and void.

CESSATION OF MEMBERSHIP

10. A member at any time by giving notice in writing to the Secretary may resign his membership of the Club but shall continue liable for any entrance fee or annual subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding ten dollars as a member of the Club under Clause 6 of the Memorandum of Association of the Club.
11. 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 Committee is unbecoming of a member or prejudicial to the interest of the Club the Committee: shall have the power to expel the member from the Club and erase his name from the Register of members provided that at least one week before the meeting of the Committee at which a resolution for his expulsion is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution for his expulsion and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may be notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution for his

expulsion is to be considered by the Committee elect to have the question of his expulsion dealt with by the Club in general meeting and in that event an extraordinary general meeting of the Club shall be called for the purpose and if at the meeting a resolution for the expulsion of the member be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member shall be expelled and his name removed from the Register of Members.

12. Should a member incur any debt to the Club or to the Club's staff or servants or persons under contract to the Club (which debt is not covered by the provisions of Article 22 hereof) and fail to discharge such debt upon request in writing by the Secretary he may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall give the member concerned due notice of its intention to take such course but the provisions of Article 11 shall not apply.
13. Every person ceasing to be a member of the Club whether by retirement expulsion death neglecting to pay the entrance fee or the subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable under the provisions of Clause 6 of the Memorandum of Association.

ADDRESS OF MEMBERS

14. Every member shall on becoming a member furnish to the Secretary particulars of his address and occupation if those particulars have not already been stated on the nomination for membership and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

REGISTER OF MEMBERS

15. The Secretary shall keep in the Club's premises a Register of Members setting forth the name in full occupation and address of each member and setting out the date of the latest payment by each member of his subscription.

VOTES OF MEMBERS

16. Every member eligible to vote shall both on a show of hands and on the taking of a poll have one vote.
17. No member other than an Honorary Life Member or Life Member shall be entitled to be present or vote at Any meeting of the Club or to be elected to any office unless he shall have paid all instalments of entrance fee and annual subscription and all other moneys due to the Club at the time of such meeting.

HONORARY MEMBERS

18. (a) Honorary membership may be granted by the Committee to such person or persons as may be deemed desirable.
- (b) Honorary members shall not be under any obligation or liability with respect to the payment of the entrance fees and/or subscriptions and/or the guarantee provided for in Clause 6 of the Memorandum of Association. Honorary members shall be admitted to the Club for such period and on such conditions as may be imposed herein. Honorary members shall not be entitled to vote at any meeting of the Club or to be elected as officers or MEMBERS of the Board.
- (c) No person shall be admitted as an honorary member or a temporary member or be relieved of the payment of regular subscription unless he

possesses such qualifications as may be defined herein.

- (i) Manager or member of any visiting overseas or interstate or country sporting team associated with motor racing for the duration of the visit of such team.
- (ii) Any member of a Motor Racing Club or Organisation which Club is visiting the district for the purpose of taking part in a competition race or exhibition for the duration of such visit.
- (iii) Any member of a club registered under the provisions of the Liquor Act which member is visiting the Club premises for the purpose of participating in a sport or competition being held in the Club premises which sport or competition is part of a recognised competition in which the Club is participating for the day of such visit.
- (iv) A distinguished visitor to the district.
- (v) Member of one of the Houses of Parliament of New South Wales or of the Commonwealth of Australia. The Board shall have the power to cancel the Honorary Membership of any person at any time and without assigning any reason.

19. The annual subscription and entrance fee (if any) payable by members of the Club shall be such as the Committee from time to time shall prescribe and may differentiate between different classes of members. Provided that the Club in General Meeting may revoke or vary the amount of any subscription or entrance fee fixed by the Committee.

20. Every member at the time of enrolment shall register his address with the Secretary and shall from time to time inform him in writing of any alteration thereof. Subject to Rule 24 hereof all notices required to be given to any member shall be deemed to be duly given if delivered at or posted to him at his last registered address.

MANAGEMENT

- 21.(a) The business and affairs of the Club and the custody and control of its funds shall be managed by the Board of Directors consisting of Directors who shall appoint one of their number as President and may do so from time to time as occasion may require. The Board shall be elected annually by the general body of members.
22. No person shall be qualified as a Director who is not an ordinary member of the Club.
23. The Board may also appoint one or more of their number to be Vice President Treasurer Secretary or such other position as it may consider necessary.

FIRST BOARD OF DIRECTORS

- 24.(a) The first Board of Directors shall be the signatories to the Memorandum of Association and these articles and the first Board of Directors shall hold office until the first Annual General Meeting of the Club.
- (b) The first Board of Directors while in existence shall exercise all the powers and functions conferred by these Articles on the Board of Directors. The first Board of Directors may elect such officers as it considers necessary and may fill any vacancies that may occur in the Board of Directors.

25. At the first annual general meeting of the Club and at each annual general meeting thereafter the officers and other members of the Committee shall be elected from among the members and such officers and other members of the Committee shall hold office until the next annual general meeting.
26. The election of officers and other members of the committee shall take place in the following manner:
- (a) Any two ordinary members of the Club shall be at liberty to nominate any other member to serve as an officer or other member of the Committee.
 - (b) The nomination which shall be in writing and signed by the 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) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each ordinary member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - (d) In case there shall not be a sufficient number of candidates nominated the Chairman of the meeting shall at his discretion call for additional nominations from amongst the members present and voting.
27. The Club may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of officers or other members of the Committee.

28. The Committee shall have power at any time, and from time to time, to appoint any person to the Committee either to fill a casual vacancy or as an addition to the existing officers or other members of the Committee but so that the total number of officers or other members of the Committee shall not at any time exceed the number fixed in accordance with these regulations. Any officer or other member of the Committee so appointed shall hold office only until the next following annual general meeting.
29. The Club may by ordinary resolution remove any officer or other member of the Committee before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.
30. The office of a member of the Committee shall become vacant if the member :-
- (a) ceases to be a member of the Committee by virtue of the Act
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally
 - (c) becomes prohibited from being a director of a company by reason of any order made under the Act
 - (d) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his office by notice in writing to the Club.

- (f) for more than six months is absent without permission of the Committee from meetings of the Committee held during that period.
- (g) holds any office of profit under the Club
- (h) ceases to be a member of the Club

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

BOARD OF DIRECTORS

- 31. All acts done at any Board Meeting or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or Directors or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a director.
- 32. No director shall receive any remuneration for his services in his capacity as a director.
- 33. The business and general affairs of the Club shall be under the management of the Board of Directors which shall have full control of the property of the Club and absolute authority subject to the Memorandum of Association regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by these articles. In particular but without derogating from the general powers hereinbefore conferred the Board shall have power from time to time:-
 - (a) To appoint or to permit the appointment or election from amongst its members or the members of the Club of sub-committee for any purpose

whatsoever and to delegate to any such sub-committee such powers as it may think fit (and any such appointment or delegation from time to time to revoke or alter). Notwithstanding anything contained in this paragraph the members of the Club may elect or appoint sub-committees to control and manage various categories or sections of motor racing or competition. Such sub-committees shall at all times be subject to the control and authority of the Board.

- (b) To make such by-laws, rules or regulations not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effect and property and for the convenience comforts and well being of the members of the Club and to amend or rescind from time to time any such by-laws, rules and regulations.
- (c) To enforce the observance of all by-laws rules and regulations by suspension from enjoyment of Club Privileges or any of them or otherwise as the Board thinks fit.
- (d) To appoint engage control remove discharge suspend and dismiss such managers secretaries officers representatives agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration but no payment or part payment of any secretary manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.

- (e) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (f) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (g) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (h) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (i) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or instruments.
- (j) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (k) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to

raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

- (l) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to let any property of the Club and with the sanction of a general meeting of the Club to lease demise exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease let or demise shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Liquor Act 1912 as amended without the consent of the Licensing Court being obtained.
- (m) To fix the maximum number of each class of members who may be admitted to the Club.
- (n) To fine caution or suspend for such period as it thinks fit any member who shall wilfully infringe any provision of the Memorandum or Articles of Association or of the by-laws rules or regulations of the Club or who shall in the opinion of the directors be guilty either in or

out of the Club premises of conduct unbecoming to a member or prejudicial to the interests of the Club.

- (o) To impose any restrictions or limitations on the rights and privileges of members honorary members and visitors relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.
34. The Board will meet together for the despatch of business adjourn and otherwise regulate its meetings and shall meet monthly provided that if the business of the Board so warrants it shall meet at other times to deal with the despatch of business.
35. Subject to these regulations questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
36. A member of the Board shall not vote in respect of any contract or proposed contract with the Club in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
37. The quorum necessary for the transaction of the business of the Board shall be three or such greater number as may be fixed by the Board.
38. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members

may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

39. 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 the vice-president shall be chairman or if the vice-president is not present at the meeting then the members may choose one of their number to be chairman of the meeting.
40. The Board may delegate any of its powers to sub-boards consisting of such member or members of the Board as they think fit; any sub-board so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
41. A sub-board may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
42. A sub-board 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.
43. A resolution in writing signed by all the members of the Board 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 members of the Board.

GENERAL MEETING

44. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Club and at such places as the Board may determine.
45. All business shall be special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets, and the report of the Board and Auditors, the election of officers and other members of the Board in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.
46. At an ordinary or extraordinary general meeting called by the President or the Board twenty (20) members present and entitled to vote shall be a quorum and at an extraordinary general meeting called on or by the requisition of members thirty-five (35) members present and entitled to vote shall constitute a quorum.
47. If 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 at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present (being not less than two) shall be a quorum.
48. The President shall preside as chairman at every general meeting of the Club, or if there is no president, or if he is not present within fifteen minutes after the

time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairman or if the vice-president is not present or is unwilling to act then the members present shall elect one of their number to be chairman of the meeting.

49. 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 business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

50. 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 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.

51. 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.
52. 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.
53. A member may vote in person or by proxy by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
54. 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 Board or by his trustee or by such other person as properly has the management of his estate, and any such Board trustee or other person may vote by proxy or attorney.
55. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrear at the date of the meeting.
56. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Club. The instrument appointing a proxy shall be

deemed to confer authority to demand or join in demanding a poll.

57. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

The M.G. Car Club Limited
I, _____ of _____ being a
member of the abovenamed Club hereby appoint
of _____
or failing him, _____ of _____
as my proxy to vote for me
on my behalf at the (annual or extraordinary, as
the case may be) general meeting of the Club, to
be held on the _____ day of _____ 19____
and at any adjournment thereof.

Signed this _____ day _____ 19____

This form is to be used in favour of _____ the
_____ against
resolution.

58. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Club, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

59. A vote given in accordance with the terms of an instrument of proxy of 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, 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.
60. The Secretary shall in accordance with the Act be appointed by the Board for such term, at such remuneration and upon such conditions as it thinks fit; and any secretary so appointed may be removed by it. Nothing herein shall prevent the Board from appointing a member of the Club as Honorary Secretary and any member so appointed shall forthwith become an officer of the Club and if not already a member of the Board, ex officio a member of the Board and he shall be subject to the provisions of Clause 4 of the Memorandum of Association.

MINUTES

61. The Board shall cause minutes to be kept by the Secretary in books provided for the purpose :
- (a) Of all appointments of officers made by the Club in general meeting or by the Board.
 - (b) Of the names of the Directors present and voting at each meeting of the Board.
 - (c) Of the number of members present and voting at general meetings of the Club.
 - (d) Of all resolutions and proceedings at all meetings either of the Club or the Board.

FINANCIAL YEAR

62. The financial year of the Club shall commence on the first day of September and end on the last day of August in each year.

ACCOUNTS AND AUDIT

63. The Board shall cause correct accounts and books to be kept showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature and showing in particular and without limiting the generality hereof :-
- (a) All sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place.
 - (b) All sales and purchases of goods by the Club.
 - (c) The assets credits and liabilities of the Club.
64. The books of account shall be kept at the registered office of the Club or at such other place as the Board think fit and shall always be open to the inspection of the Directors.
- (a) The Board shall comply with the provisions of Section 162 of the Act and once in every year cause to be prepared a balance sheet as at the end of the Club's financial year and an income and expenditure account made up to the end of the financial year, which balance sheet and income and expenditure account shall together with the report of the Board and the Auditor's report be laid before the Annual General Meeting of the Club as provided for in Article 65 of these Articles.

- (b) The report of the Board referred to in the foregoing clause (a) shall include statements showing :
 - (i) The amount (if any) written off for depreciation
 - (ii) The amount (if any) which the Board proposes to transfer to the Reserve Fund or Funds of the Club.
 - (iii) The number of members of each class registered in the register of members at the date of the preparation of the report.
 - (iv) The names of the Directors.
- (c) A copy of the balance sheet auditor's report and income and expenditure account accompanied by a copy of the report of the Board shall be posted to every member other than honorary members at least seven (7) days before the date of the general meeting at which the said accounts and reports are to be presented.

AUDITORS

65. Auditors shall be appointed and their duties regulated in accordance with the provisions of Section one hundred and sixty-five (165) one hundred and sixty-six (166) and one hundred and sixty seven (167) of the Act.

SEAL

66. The directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Board previously given and in the presence of two (2) directors at the least, who shall sign every instrument to which seal is affixed

and every such instrument shall be countersigned by the Secretary or some other person appointed by the Board.

NOTICES

67. A notice may be given by the Club to any member either personally or by sending it by post to him to his registered address or if he has no registered address within the state of New South Wales to the address if any within the said State supplied by him to the Club for the giving of notices to him.

Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

If a member has no registered address within the State of New South Wales and has not supplied to the Club an address within the said State for the giving of notices to him a notice posted up on the notice board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

INDEMNITY

68. Every director and every member of any sub-committees constituted under Article 35 and the Secretary and other officers of the Club and any person (whether an officer of the Club or not) employed by the Club as Auditor shall be indemnified out of the funds of THE Club against all liability incurred by him as such director or member of a sub-committee or as secretary officer or auditor in defending any proceedings whether

civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 365 of the Act in which relief is granted to him by the Court.

MISCELLANEOUS

69. Any heading attached to any of these Articles shall not affect the constitution.

