

CORPORATIONS LAW
MEMORANDUM AND ARTICLES OF
ASSOCIATION
OF
AUSTRALIAN BONANZA SOCIETY LTD.

A.C.N. 057 887500
INCORPORATED: 24th November 1992

As amended at the Special General Meetings held on the
30th October 1999 and 18th November 2008

CORPORATIONS LAW
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
OF
AUSTRALIAN BONANZA SOCIETY LTD

1. The name of the Company is Australian Bonanza Society Ltd. (hereinafter called “the Society”).
2. The objects for which the Society is established are-
 - (a) For the association of persons interested in the encouragement and development of the use enjoyment and maintenance of Beechcraft Bonanza aircraft and similar aircraft including all Beechcraft aircraft and other aircraft (hereinafter call “Bonanza aircraft”) as a form of recreation.
 - (b) To promote the development of aviation in relation to Bonanza aircraft.
 - (c) To take over the funds and other assets and liabilities of an unincorporated Society known as Australian Bonanza Society.
 - (d) To promote hold and exercise control of flight and aeronautics meetings, competitions, matches, exhibitions and trials either alone or jointly with any other association, club, company person or body duly authorised in that behalf and to accept, offer, give or contribute towards prizes, medals and awards in connection therewith and to promote, give or support entertainments and lectures provided that no member of the Society shall receive any prize, medal, award or distinction except as a successful competitor at any aeronautical meeting, competition, match, exhibition or trial held or promoted by the Society or to the cost of the holding or promotion of which the Society may have subscribed out of its income or property and which under the regulations effecting the said meeting, competition, match, exhibition or trial may be awarded to him.
 - (e) To establish equip and carry on aviation schools meetings of training exercises to train or to arrange for the training of pilots in the flight of Bonanza aircraft.
 - (f) To grant, issue, authorise, modify, cancel or revoke certificates of the Society relating to aircraft, aerodromes, flying schools and to the skill and qualification of pilots, navigators, drivers,

mechanics and all persons managing, driving, instructing, repairing or otherwise connected with Bonanza aircraft and to do all things relating thereto as may be required and to make reports and recommendations to other clubs, authorities or persons concerning any of these matters.

- (g) To acquire by gift, purchase, hire or otherwise all kinds of aircraft, vehicles, furniture, implements, tools, machinery, utensils, plates, glass, linen, books, papers and periodicals, stationery, card games, and all other things required or which may be conveniently used in connection with the flying grounds, Society rooms, Society houses and other premises of the Society by members of the Society or other persons frequenting them and to apply for and obtain and to renew all permits, licences or authorities necessary or required for any of the purposes of the Society. Provided that in case the Society shall take or hold any property which may be subject to any trusts the Society should only deal with the same in such a manner as is allowed by law having regard to such trusts.

3. Solely for the purpose of carrying out the foregoing objects and not otherwise the Society has power-

- (a) To subscribe to, become a member of and co-operate with any other club, association or organisation, whether incorporated or not, whose objects are similar to those of the Society, provided that the Society 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 Society under or by virtue of Clause 4 of this Memorandum.
- (b) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Society or persons associated therewith.
- (c) To purchase, take on lease or in exchange or otherwise acquire land, easements or any other property real or personal including machinery and plant, and to acquire or construct any building which may from time to time be required for the purpose of or may be conveniently used in connection with any of the objects of the Society, and to maintain from time to time alter and add to any buildings or plant acquired or constructed by the Society, subject to the Memorandum and Articles, and from time to time to sell, demise

mortgage, give in exchange or otherwise dispose of any such lands, buildings or plant. In case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as allowed by law having regard to such trusts.

- (d) To enter into any arrangement with any Government or local authority which may seem to be conducive to the objects of the Society and to acquire or obtain from any such Government or authority charters, decrees, rights, privileges and concessions which may be conducive to any such objects and to carry out, exercise, and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- (e) To hire and employ secretaries, clerks, managers, flying and other instructors, servants and workmen or other persons as may be necessary or convenient for the purpose of the Society and to pay them in return for services rendered to the Society salaries, wages, gratuities and pensions.
- (f) 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 Society or the dependants or connections of any such persons and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (g) 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 Society'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.
- (h) To invest the moneys of the Society, not immediately required, upon such securities as may be permitted by law for the investment of trust funds.
- (i) To borrow or raise and give security for money in such manner as the Society shall think fit, and in particular by the issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Society, or by mortgage, bill of sale, or charge upon all or any part of the property, real and personal of the Society, both present and future.

- (j) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (k) To sell, lease, improve, mortgage, dispose of or otherwise deal with all or any part of the property of the Society.
- (l) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Society property of whatsoever kind sold by the Society, or any money due to the Society from purchasers and others.
- (m) Subject to Clause (3)(c) of this Memorandum of Association to take any gift property whether subject to any special trust or not, for any one or more of the objects of the Society.
- (n) To take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the shape of donations, annual subscription or otherwise.
- (o) To print and publish any newspapers, periodicals, books, programs or leaflets and to subscribe to or advertise in newspapers and periodicals that the Society may think desirable for the promotion of its objects.
- (p) To establish, promote, or assist in establishing or promoting interstate or regional divisions, and to subscribe to and amalgamate or affiliate with or become a member of any other company, association, institution, society or club having objects similar to those of the Society and the establishment or promotion of which may be beneficial to the Society provided that no subscription shall be paid to any such other company, association, institution, society or club out of the Society funds except in furtherance of the objects of the Society, and also provided that the Society shall not amalgamate or affiliate with any other company, association, institution, society or club unless they or it shall prohibit the distribution of income or property amongst their or its members to an extent at least as great as imposed on the Society under or by virtue of Clause 4 of this Memorandum.
- (q) To amalgamate with any companies, institutions, societies or associations having objects similar to

those of the Society 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 that imposed upon the Society under or by virtue of Clause 4 of this Memorandum.

- (r) 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 Society is authorised to amalgamate.
 - (s) To transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the companies, institutions, societies or associations with which the Society is authorised to amalgamate.
 - (t) From time to time to subscribe or contribute to any patriotic or charitable or benevolent or philanthropic objects or to any useful object of a public character.
 - (u) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.
 - (v) To undertake and execute any trust which is directly or indirectly conducive to any of the objects of the Society provided that the undertaking of any such trust does not breach Clause 4 of this Memorandum.
 - (w) For the sole purpose of carrying out the objects specified in Clause 2 hereof and subject to the restrictions contained in Clause 4 hereof the Society has the legal capacity and powers of a natural person.
4. The income and property of the Society whensoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of divided bonus or otherwise howsoever by way of profit to the members of the Society PROVIDED that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by the member nor prevent the payment of remuneration to any officers or servants of the Society or to any member of the Society or other person in return for any services actually rendered to the Society provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of

pocket expenses money lent reasonable and proper charges for goods hired by the Society or reasonable and proper rent for premises demised or let to the Society or the provision of services to a member to which he would be entitled in accordance with the objects of the Society if he were not a member.

5. The liability of the members is limited.
6. Every member of the Society undertakes to contribute to the property of the Society, 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 Society 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 be required, not exceeding fifty dollars (\$50).
7. If upon the winding-up or dissolution of the Society there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution, or institutions having objects similar to the objects of the Society, 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 Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by Special Resolution of the members of the Society at or before the time of dissolution and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.
8. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which such receipt and expenditure takes place and of the property, credits, and liabilities of the Society, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being in force, shall be open to the inspection of the members. Such Accounts shall upon the written request of the Attorney-General be made available for inspection by him or by anyone authorised in writing by him for the purpose. Once at least in every year the accounts of the Association shall be examined by one or more properly qualified auditor or auditors who shall report to the members of the

Society in accordance with the provisions of the Corporations Law.

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

DATED this 3rd day of NOVEMBER 1992.

MARK ELLIOT DAVEY

27 McGown Road
Mt. Eliza 3930
Company Director

DENNIS MALCOLM BARTLETT

1 Robert Street
Somerville 3912
Company Director

ROY ARNOLD TRAVIS

98 Humphries Road
Mt. Eliza 3930
Managing Director

GRAEME EDWARD DENNIS

3 Menzies Close
Frankston 3199
Company Director

JOSEPHINE CATHERINE DAVEY

27 McGown Rd
Mt. Eliza 3930
Teacher

CORPORATIONS LAW
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
AUSTRALIAN BONANZA SOCIETY LTD.
A.C.N. 057 887 500 PRELIMINARY

1. (1) In these Articles, unless the contrary intention appears-

“Articles” means these Articles of Association as altered or added to from time to time and a reference to a provision of these Articles is a reference to that provision as altered or added to from time to time;

“Auditor” means the auditor for the time being of the Society;

“business day” has the same meaning as in the Law;

“charge” includes a mortgage;

“committee” means all or some of the officers and ordinary committee members acting as a board;

“debenture” means a debenture, as defined in the Law, of the Society;

“Directors” means all or some of the Directors acting as a board and “committee” and “committee of Directors” have a corresponding meaning;

“Law” means the Corporations Law in force in the State of Victoria as amended or re-enacted from time to time and a reference to that provision as amended or re-enacted from time to time;

“Officers” means the persons holding the positions referred to in Article 42 from time to time and includes an acting officer;

“ordinary committee member” means a member of the Committee who is not an officer;

“person” and words importing persons include bodies corporate;

“power” conferred on the Society, the Directors, a committee of Directors, a Director or a member may be exercised at any time and from time to time;

“register” means the register of members kept pursuant to the Law and includes a branch register;

“representative” mean a representative appointed by a member pursuant to Section 249 (3);

“seal” means the common seal of the Society;

“Secretary” includes an Acting Secretary an Honorary Secretary and a person appointed to perform all or any of the duties of a Secretary;

“Section” means a section of the Law;

“Society” means Australian Bonanza Society Ltd.

“unincorporated club” means the unincorporated body known as Australian Bonanza Society;

where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;

words importing the singular include the plural and vice versa and words importing the masculine include the feminine and neuter and, “writing” includes typewriting, printing, lithography, photography and other modes of representing or reproducing words in a visible form and “written” has a corresponding meaning.

(2) The headings are inserted for convenience only and do not affect the construction of these Articles.

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

MEMBERSHIP

3. There shall at all times be at least five members of the Society.
4. The Subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with these Articles shall be members of the Society.
5. If the whole of the funds and other assets of the unincorporated club become the absolute property of the Society forthwith after its incorporation, then every person who at the date of incorporation of the Society is a member of the unincorporated club shall be admitted by the Committee to membership of the Society without being liable to pay any further sum by way of annual subscription over and above that current at the time of incorporation.
6. The members, of the Society shall be divided into:

- (a) Junior members who shall be members under 18 years of age and who shall not have voting rights;
- (b) Honorary Life members as provided in Clause 11 of these Articles: and
- (c) Ordinary members who shall be all members who are not junior or Honorary members.

ADMISSION OF MEMBERS

7. Every applicant for membership of the Society (other than the subscribers to the Memorandum of Association and members of the unincorporated Society) shall be proposed by one member and seconded by another (being two ordinary members of the Society) to whom the applicant is personally known provided however that if the Applicant is not personally known to a member or members the Committee may at its discretion waive the requirement that the application be proposed and seconded. 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 Committee from time to time prescribes. The application form shall be accompanied by the appropriate entrance fee if any and first annual subscription. In the case of an applicant who is under the age of majority the application form shall be duly completed and signed also by the parent or guardian of the applicant.
8. At the next meeting of the Committee after receipt of any application for membership such application shall be considered by the Committee who shall thereupon determine the admission or rejection of the applicant.
9. Where an applicant has been rejected for membership the Secretary shall within 28 days notify him and refund the fees accompanying his application.
10. When an applicant has been accepted for membership the Secretary shall within 28 days send to the applicant written notice of his acceptance.
11. The Committee may elect any person of distinguished position or attainment or any members who have rendered distinguished service to the Society to be an Honorary Life Member and upon such person signing a form of application for Honorary Life Membership in such form and containing such particulars as the Committee may from time to time require or accept and delivering same to the Office the Secretary shall enter his name and address in the Register and he shall thereupon become an Honorary Life Member for his life

without liability for any entrance fee or annual subscriptions and shall be entitled to the same rights and privileges as an ordinary member.

REGISTER OF MEMBERS

12. The Secretary shall cause to be kept at the Registered Office of the Society a Register of Members in accordance with the Law and in addition to any other particulars required by the Law shall cause to be entered therein with respect to each member-
- (a) his full name, address, occupation and date of birth;
 - (b) the date upon which he is entered in the register as a member;
 - (c) the class of membership;
 - (d) the date upon which he ceased to be a member;
 - (e) dates and particulars of any other changes which are required by these Articles to be entered in the Register;
 - (f) the date of the latest payment by each member of his annual subscription.

ENTRANCE FEES SUBSCRIPTIONS LEVIES AND OTHER MONEYS

13. The entrance fee and annual subscription payable by members of the Society shall be such, as the Society in General Meeting shall from time to time prescribe.
14. All annual subscriptions shall become due and payable in advance on the 1st day of January in every year.
15. Subject to these Articles the Committee may by resolution make a levy or levies on the members of those classes whose subscriptions are payable annually for such sums as the Committee may determine provided that the Society may in General Meeting revoke the decision of the Committee to make a levy in which case no member shall be liable to pay such levy and payments received from members pursuant to the decision of the Committee shall be refunded to those members.
16. No member shall be bound to pay to the Society pursuant to any levy or pursuant to all levies made in the one financial year a total sum which exceeds the annual subscription last paid or payable prior to the date of the making of the levy or is more than one the date of the making of the first of such levies.

CESSATION OF MEMBERSHIP

17. A member's membership of the Society shall cease-
- (a) If his membership terminates through non-payment as provided by paragraph 18.
 - (b) If he dies.
 - (c) If he is expelled pursuant to Article 19.
 - (d) If he is disqualified pursuant to Article 20.
 - (e) If he resigns his membership by giving one month's notice in writing to the Secretary of the Society provided that the member shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Society and in addition for any sum not exceeding \$50.00 for which he is liable as a member of the society under Clause 6 of the Memorandum of Association of the Society.
 - (f) If he ceases to be a member by virtue of any other provision of these Articles.
18. If the subscriptions of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may at the expiration of 14 days after a notice of the default or general reminder has been sent by the Secretary or Treasurer be debarred by resolution of the Committee from all privileges of membership provided that the Committee may reinstate the member on payment of all arrears if the Committee thinks fit to do so.

MISCONDUCT

19. (a) For the purposes of these Articles "misconduct" means all or any one or more of the following:
- (i) The breach of any provision of the Memorandum of Association or of the Articles of Association or of any By-Law Rule or Regulation of the Society;
 - (ii) Conduct rendering it desirable in the opinion of the Committee or general meeting (as the case may be) that a member should cease to be a member;
 - (iii) Unsportsmanlike conduct or conduct prejudicial to the interest of the Society.
 - (iv) Wilful destruction of or wilful damage to or wrongful removal of any property of the Society; or

- (v) Negligence causing or contributing to the destruction of or damage to aircraft owned or operated by the Society its members, affiliates or invitees.

HEARING BY COMMITTEE

- (b) If it appears to the Committee that a member may have been guilty of misconduct the Secretary shall if so directed by the Committee cause to be given to such member notice stating the general nature of the conduct which may constitute misconduct and that on a date and at a time and place to be specified in such notice the Committee will meet to consider whether he should be dealt with under this Article. Such notice shall be given not less than seven clear days before the date so specified or any adjournment thereof and the Committee shall allow such member if he is present to give any explanation and state any reasons why he should not be dealt with under this Article. It shall be no objection to the validity of the proceedings at such meeting that all or any members of the Committee have accused the member concerned of misconduct or have initiated (whether as a Committee or individually) the holding of such meeting. If the member whose conduct is being considered is a Committee Member such member shall not vote either on any resolution giving rise to the convening of such meeting or at such meeting.

DISCIPLINARY POWERS OF COMMITTEE

- (c) If the Committee at such meeting is of opinion that the member has been guilty of misconduct the Committee may by resolution impose any one or more of the following penalties:-
 - (i) Caution to the member;
 - (ii) Suspend the member from all or any of the privileges of membership indefinitely or for such period as is thought fit or disqualify him there from;
 - (iii) Impose upon the exercise by the member of all or any of the privileges of membership such conditions or restrictions as are thought fit;
 - (iv) Impose a fine not exceeding any sum which may be specified in any Article By-Law Rule or Regulation as the penalty for such misconduct or if no sum be so specified then not exceeding \$200.00;
 - (v) Expel the member PROVIDED that if the member is

a member of the Committee then the Committee shall have no power of expulsion but may submit the question of expulsion to a general meeting as provided by sub clause (d) of this Article;

- (vi) In the case of misconduct which in the opinion of the Committee falls within paragraph (iv) and/or paragraph (v) of sub-clause (a) of this Article fine the member all or any portion of such sum as may be thought necessary to adequately recompense the Society for such destruction damage or removal.

Upon written notice of the penalty of penalties imposed by the Committee being given to the member by the Society such penalty or penalties shall take effect. The Committee shall not be bound to specify any grounds or reasons for its decision.

GENERAL MEETING FOR MISCONDUCT OF COMMITTEE MEMBER

- (d) Where the Committee resolves to submit the question of expulsion to a general meeting pursuant to paragraph (v) of sub-clause (c) of this Article the Committee shall convene a general meeting of the members to be held as soon as conveniently practicable. At such meeting or any adjournment thereof the member if present shall be allowed to give any explanation and state any reasons why he should not be expelled. The meeting may by resolution expel the member. If the meeting does not expel the member it may by resolution exercise all or any of the powers of imposing penalties vested in the committee by sub-clause (c) of this Article to the extent that the Committee has not already exercised any of such powers and without prejudice to the generality of the foregoing may increase any fine or period of suspension imposed by the Committee.
20. No person who is a bankrupt or who has entered into any composition or arrangement with or who has assigned his estate for the benefit of his creditors or who has been convicted of any offence and sentenced to imprisonment in a civil goal for a term in excess of 14 days without the option of a fine (whether or not the sentence be suspended) or is found lunatic or becomes of unsound mind or a patient or an informed person under the Mental Health Act 1959 or becomes subject to any comparable provisions of the law or law of any other State, Territory or country shall be qualified to be or remain a member of any class unless the applicant or member makes known in writing to the Committee the full circumstances relating to such

matters and the Committee in all the circumstances thinks fit to waive this disqualification.

GENERAL MEETINGS

21. 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 Society and at such place as the Committee may determine.
22. Annual general meetings of the Society shall be held in accordance with the Law.
23. Any two members of the Committee may whenever they think fit convene a general meeting.
24. A general meeting shall be convened on such requisition or in default may be convened by such requisitions as are provided by Section 246.
25. Subject to the provisions of the Law as to short notice, not less than 14 days' notice of a general meeting or in the case of a general meeting convened for the purpose of considering a special resolution not less than 21 days' notice shall be given in writing to each member.
26. A notice convening a meeting of the Society or of any class of members shall specify the place, day and hour of the meeting and in the case of special business the general nature of the special business to be dealt with at the meeting, and if the meeting is to be held in more than one place also the technology to be used. An accidental failure to give notice to a person, or the non-receipt by that person of the notice, does not affect the validity of the proceedings at the meeting or any resolution passed at it.
- 26A. A meeting may be convened at different venues, provided the technology used gives the members at each venue a reasonable opportunity to participate in the meeting. The meeting is held at the place where the largest number of members is present. If that place cannot be identified, the meeting is held where the chair is present. If there is a failure in the technology which deprives any member of a reasonable opportunity of participating in the meeting, the chair must adjourn the meeting until the failure is rectified. If the failure is not rectified within one hour, the chair must adjourn the meeting to a date and time when the chair believes all members will be able to participate.

PROCEEDINGS AT GENERAL MEETINGS

27. (1) The business of an annual general meeting is to receive and consider the accounts, the balance sheet and the reports of the Committee and the Auditor, to elect Officers and ordinary members of the committee in the place of those retiring, the appointment, if necessary, and fixing the remuneration of the Auditor and to transact any other business which under these Articles ought to be transacted at an annual general meeting.
- (2) All other business transacted at an annual general meeting and all business transacted at any other general meeting shall be deemed special.
28. (1) Subject to sub-clause (2) of Article 29, 3 members present in person or by proxy, attorney or representation are a quorum at a general meeting.
- (2) No item of business shall be transacted at a general meeting unless a quorum is present at the time when the meeting proceeds to business.
29. (1) Where within half an hour from the time appointed for the meeting a quorum is not present the meeting -
- (a) if convened upon requisition of members pursuant to Section 246, is dissolved; and
- (b) in any other case stands adjourned to such day and at such time and place as the Committee may appoint or failing such appointment to the same day in the next week at the same time and place.
- (2) At any such adjourned meeting 2 persons each being a member, proxy, attorney or representative present at the meeting are a quorum and if a quorum is not present within half an hour after the time appointed for the adjourned meeting, the meeting is dissolved.
30. The President shall preside as chairman at every general meeting of the Society, 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 members present shall elect one of their number to be Chairman of the meeting.
31. 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 of the business to be transacted at an adjourned meeting.

32. 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 Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

33. 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.
34. 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 poll is demanded shall be entitled to a second or casting vote.
35. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
36. 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 guardian

or by his trustee or by such other person as properly has the management of his estate, and any such committee guardian trustee or other person may vote by proxy or attorney.

37. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.
38. The instrument appointing a proxy shall be in writing (in the common or usual form), under the hand of the appointer 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. The instrument appointing a proxy shall be deemed to cover authority to demand or join in demanding a poll.
39. 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:

APPOINTMENT OF PROXY

I,
of
being a member of Australian Bonanza Society Ltd.
hereby appoint
of
or in his absence
of
as my proxy to vote for me on my behalf at the (annual or general meeting, as the case may be) of the Society
to be held on the day of 20
and at any adjournment thereof.
Signed this day of 20

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

40. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the registered office of the

Society, or at such other place within Australia as is specified for that purpose 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.

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

COMMITTEE AND OFFICERS

42. (1) The Officers of the Society shall consist of a President, Vice President, Secretary and a Treasurer, all shall be members of the Society. . One person may fulfill 2 of these positions.

- (2) The following subscribers to the Memorandum of Association shall constitute the first Officers as set out below -

President: Dennis Malcolm Bartlett

Secretary: Mark Elliot Davey

43. The Committee shall comprise the Officers and two to four Ordinary Committee members to be elected as provided in these Articles provided that in the event of the number of members of the Society being less than ten only one Ordinary Committee member need be appointed.

43. The President shall serve as President for only one term and for a period not exceeding two years or if appointed mid year not exceeding the remainder of that year plus two years.

44. The Officers and Ordinary Committee members shall also constitute the Directors of the Society.

45. The first Ordinary Committee members shall be appointed in writing by all or a majority of the subscribers to the Society's Memorandum of Association.

46. Thereafter the Committee shall consist of the Officers and two Ordinary Committee members elected as herein provided.

47. At the first General Meeting of the Society and at the Annual General Meeting of the Society in each year thereafter the members of the Committee shall be elected from among the members, and shall hold office as hereinafter provided.
48. Each member of the Committee and Officers of the Society shall, subject to these Articles and the Law, remain a Committee member and Officer as appointed until the conclusion of the second Annual General Meeting following the date of the member's election, but is eligible for re-election. Elections to fill vacancies to be held annually at the Annual General Meeting.
49. The election of members of the Committee shall take place in the following manner:-
- (a) Any two ordinary members of the Society shall be at liberty to nominate any other member to serve as a member of the Committee.
 - (b) The nomination, which shall be in writing and signed by the member and his/her proposer and seconder, shall be lodged with the Secretary at least twenty-one days before the Annual General Meeting at which the election is to take place. The Secretary shall time/date stamp all correctly completed nomination forms. Nominations may include a personal biography from the nominee.
 - (c) Deleted on the 30th October 1999.
 - (d) The Committee shall appoint a Returning Officer to take charge of the ballot for the election of the Committee. The Returning Officer shall supervise the issue of ballot papers the safe custody of ballot papers returned the examination of such ballot paper the counting of votes after the ballot is closed and shall report the result of the ballot to the Chairman at the Annual General Meeting. The decision of the Returning Officer as to the formality or informality of any vote shall be final.
 - (e) At least fourteen days before the date of the Annual General Meeting, a list of the candidates' names in alphabetical order with the proposers' and seconds names together with any personal biography of each candidate and a ballot paper bearing the names of the candidates shall be handed or posted to every member entitled to vote. The ballot shall close on the day preceding the day of the Annual General Meeting and any ballot papers delivered personally, by post, electronic mail or facsimile at the registered office of the Society by the said closing date shall be

counted in the ballot.

- (f) The Committee may prescribe the manner in which votes are to be marked on the ballot paper or such other matter as it may deem necessary to secure the secrecy or propriety of the ballot and there shall be placed an asterisk beside the name of any candidate on the ballot paper who is a member of the Committee offering himself for re-election.
- (g) In case there shall not be a sufficient number of candidates nominated the Committee shall fill up the remaining vacancy or vacancies or may direct the incoming Committee to so do.

50. With the consent of all members of the Committee notified orally or in writing to the Secretary at a meeting, a meeting the Committee may be convened at different venues, provided the technology used gives the members of the Committee at each venue a reasonable opportunity to participate in the meeting. At such a meeting:

- a) the meeting is held at the place where the largest number of participating members of the Committee is present but if that place cannot be identified, the meeting is held where the chair is present;
- b) if there is a failure in the technology which deprives any member of a reasonable opportunity of participating in the meeting, the chair must adjourn the meeting until the failure is rectified. If the failure is not rectified within one hour, the chair must adjourn the meeting to a date and time when the chair believes all members of the Committee will be able to participate; and
- c) a member who wishes to leave a meeting of the Committee being held even though all members of the Committee are not in the same place must obtain the express consent of the chair. A member who fails to do so is conclusively presumed present throughout the meeting for the purposes of the quorum for that meeting;
- d) a resolution passed at such a meeting is, notwithstanding that the members of the Committee are not present together at one place, deemed to have been passed at a meeting of the Committee held on the day and at the time at which the meeting was held. The provisions of this Constitution relating to proceedings of the Committee apply, in so far as they are capable of application, to such meetings.

50A. The members of the Committee may pass a resolution by

circular without holding a meeting. Reasonable notice of the resolution must be given to all members of the Committee. The resolution must be either signed or agreed to in writing (including by email) by a majority of members of the Committee (including alternates) entitled to vote on it. The resolution is valid from the time the last member of the Committee signs it or sends an email indicating agreement and is taken to have been passed at that time. Different members of the Committee may sign different documents provided they are identical. Faxed documents are acceptable. The resolution must be noted in the minutes of the meetings of members of the Committee.

51. The Society may from time to time by resolution passed at a general meeting increase or reduce the number of Officers or other members of the Committee.
52. 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 Articles. Any Officer or other member of the Committee so appointed shall hold office only until the next following annual General Meeting.
53. The Society may by resolution remove any Officer or other member of the Committee before the expiration of his period of office, and may by resolution appoint another person in his stead; the person so appointed shall hold office only until the next following Annual General Meeting.
54. 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 Law;
 - (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 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 Society;
 - (f) for more than six months is absent without permission of the Committee from meetings of the Committee held during that period;

- (g) The office of a member of the Committee shall become vacant if the member holds any office of profit under their Society with the exception of the Treasurer with the approval of the current Committee;
- (h) ceases to be a member of the Society; or
- (i) is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of his interest in their manner required by the Law. Provided always that nothing in this article shall affect the operation of Clause 4 of the Memorandum of Association of the Society.

POWERS AND DUTIES OF THE COMMITTEE

55. The management of the business of the Society is vested in the Committee and they may exercise all such powers and do all such acts and things as the Society is by its Memorandum or otherwise authorised to exercise and do and are not by these Articles or by statute directed or required to be exercised or done by the Society in general meeting but subject nevertheless to the provisions of the Law and of these Articles and to any regulations not being inconsistent with these Articles made by the Society in general meeting but:-
- (a) a regulation made by the Society in general meeting may not invalidate a prior act of the Committee;
 - (b) the Committee shall not sell or dispose of the Society's main undertaking unless the sale or disposal is subject to ratification by the Society in general meeting.
56. The Committee may exercise all the powers of the Society 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 Society.
57. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Committee or in such other manner as the Committee from time to time determine.
58. The Committee shall cause minutes to be made:-
- (a) of all appointments of officers and servants;
 - (b) of names of members of the Committee present at all meetings of the Society and of the Committee; and,
 - (c) of all proceedings at all meetings of the Society and of the Committee.

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

PROCEEDINGS OF THE COMMITTEE

59. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee summon a meeting of the Committee.
60. Subject to these Articles questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
61. A member of the committee shall not vote in respect of any contract or proposed contract with the Society in which he is interested, or any matter arising in respect of it, and if he does so vote his vote shall not be counted.
62. The quorum necessary for the transaction of the business of the Committee shall be two or such greater number as may be fixed by the Committee.
63. The continuing members of the Committee may act notwithstanding any vacancy in the Committee if any so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of the Committee, the continuing member of members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Society, but for no other purpose.
64. The President shall preside as Chairman at every meeting of the Committee, 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 members may choose one of their number to be Chairman of the meeting.
65. The Committee may delegate any of its powers to a sub-committee as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.
66. A sub-committee 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 at the meeting.

67. A sub-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.
68. All acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee, shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid or that the member of the Committee or any of them were disqualified, be valid if every such person had been duly appointed and was qualified to be a member of the Committee.
69. A resolution in writing signed (or sent by email) by all or a majority of the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

SECRETARY

70. The secretary shall be employed upon such conditions as the Committee thinks fit and he shall be subject to the provisions of Clause 4 of the Memorandum of Association.

SEAL

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

ACCOUNTS

72. The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Law provided, however, that the Committee shall cause to be made out and laid before such 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.
73. The Committee shall from time to time determine in accordance with Clause 8 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Society shall be open to the inspection of members not being members of the Committee, and no member (not being a member of the Committee) shall have any right of inspecting any account or book or paper of the Society except as conferred by statute or by Clause 8 of the Memorandum of Association or authorised by the Committee or by the Society in general meeting.

AUDIT

74. A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in Accordance with the Law.

NOTICES

75. A notice may be given by the Society to any member either personally by facsimile transmission to that person's nominated facsimile number or by sending it by post to him at his registered address or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Society for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected in the case of a notice of 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. Where a notice is sent by email, service of the notice shall be deemed to be effected upon receipt of the email being acknowledged.
76. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who (having no registered address within Australia) have not supplied to the Society an address within Australia for the giving of notices to them; and,
 - (b) the auditor or auditors for the time being of the Society.
- (2) No other person shall be entitled to receive notices of general meetings.

WINDING UP

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

INDEMNITY

78. Every member of the Committee, Auditor, Secretary and other officer for the time being of the Society shall be indemnified out of the assets of the Society against any liability incurred by him 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 the Law in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

CONTROL OF FUNCTIONS

79. Notwithstanding any other provisions of these Articles the Control to be exercised by the Society of competitions, exhibitions, trials, tests and records in connection with Bonanza aircraft shall be exercised by the Committee. The Committee may make any by laws, rules or regulations from time to time and on such terms and conditions as it may be through fit delegate to any other aero club steward judge or other person any aspect of the Society's control or powers in connection with such functions and may from time to time and at any time revoke and vary such delegation but no such delegation shall have the right to abrogate any power of the Society.

80. The Committee may exercise and delegate such powers of suspension and disqualification of persons (whether members or other) from participation in functions or events and for such causes as the Committee thinks fit and may from time to time adopt or prescribe such procedure for inquiries and/or appeals as the Committee thinks fit.

In the case of a person who is a member it shall not be necessary for the Committee to proceed against him under Article 32 but the Committee may exercise a power of suspension or disqualification pursuant to this present Article.

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

DATED this 3rd day of NOVEMBER 1992.

MARK ELLIOT DAVEY

27 McGown Road Mt. Eliza 3930
Company Director

DENNIS MALCOLM BARTLETT

1 Robert Street Somerville 3912
Company Director

ROY ARNOLD TRAVIS

98 Humphries Road Mt. Eliza 3930
Managing Director

GRAEME EDWARD DENNIS

3 Menzies Close Frankston 3199
Company Director

JOSEPHINE CATHERINE DAVEY

27 McGown Rd Mt. Eliza 3930
Teacher

