

COAT OF ARMS
NEW SOUTH WALES

No. of Company
98558

COMPANIES ACT, 1961
(Section 16 (3))

CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY

THIS IS TO CERTIFY that

ESPERANTO ASSOCIATION OF NEW SOUTH WALES

is, on and from the twelfth day of September 1968, incorporated under the Companies Act, 1961, and that the company is a company limited by guarantee.

GIVEN under my hand and seal, at Sydney, this twelfth day of September, 1968.

F. J. O. Ryan
Registrar of Companies

Seal
of
Registrar

MEMORANDUM OF ASSOCIATION OF THE ESPERANTO ASSOCIATION OF
NEW SOUTH WALES

1. The name of the Association is the "Esperanto Association of New South Wales" (hereinafter called "The Association"), and the registered office of the Association shall be situated in Sydney in the State of New South Wales.

2. The objects for which the Association is established are:-
 - (a) To advance the adoption of the international auxiliary language Esperanto, by provision of suitable classes and club facilities in New South Wales, and in conjunction with other Educational Institutions, either public or private.
 - (b) To take over the funds and other assets and the liabilities of the present incorporated Society known as the "Esperanto Co-operative Ltd."
 - (c) Recognising that freedom of thought and discussion is an essential of Education no restrictions shall be placed by the Association on the expression of any point of view in relation to the subject matter of the Classes, Discussion Groups, Public Lecture, Broadcast Telecast or other Educational activity arranged by the Association.
 - (d) The Association shall be non-sectarian and shall not take part or identify itself in any way with party politics.
 - (e) To subscribe to, become a member of and co-operate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Associations provided that the Association 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 Association under or by virtue of Claus 3 of this Memorandum.
 - (f) In furtherance of the objects of the Association to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Association's premises.
 - (g) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association. Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
 - (h) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements' rights, privileges and concessions.
 - (i) 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 Association.
 - (j) To establish and support or aid in the establishment end support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependants or connections of any such persons: and to grant pensions and

allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

- (k) 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 Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvements maintenance, development, working, management, carrying out, alteration or control thereof.
- (l) To invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (m) To borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off any such securities.
- (n) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (o) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (p) 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 Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (q) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (g) of this Clause 2.
- (r) 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 Association, in the shape of donations, annual subscriptions or otherwise.
- (s) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (t) In furtherance of the objects of the Association to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association 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 Association under or by virtue of Clause 3 of this Memorandum.
- (u) In furtherance of the objects of the Association 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 Association is authorised to amalgamate.

- (v) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (w) To make donations for patriotic or charitable purposes.
- (x) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (y) 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 Association.

The powers set forth in the Third Schedule to the Companies Act, 1961, shall not apply to the Association except insofar as they are included in this Clause 2.

3. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association 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 the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the council of management or governing body of the Association shall be appointed to any salaried office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the council of management or governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

4. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister of the Crown for the time being administering the Companies Act, 1961 (hereinafter called "The Minister").
5. The third and fourth Clauses of this Memorandum contain conditions on which a license is granted by the Minister to the Association in pursuance of Section 24 of the Companies Act, 1961.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association 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 Association 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 twenty dollars \$20.00.

8. If upon the winding-up or dissolution of the Association 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 Association, but shall be given or transferred to some other Institution or institutions having objects similar to the objects of the Association, 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 is imposed on the Association under or by virtue of Clause hereof, such institution or institutions to be determined by members of the Association at or before the time of dissolution, and 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.
9. True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Association; 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 Association for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined and correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.
10. The names, addresses and occupations of the subscribers are as follows:-

Herbert LONG, Retired, 55 Kingston Ave., CONOORD, N.S.W.

John MATASIN, Retired, 1 Coorabin Rd., NORTHBRIDGE, N.S.W.

Albert Victor RUTLAND, Retired, 17 Riley St., NORTH SYDNEY, N.S.W.

Rene ASSELIN, Male Nurse, 26 Gloucester St.. SYDNEY, N.S.W.

Anthony FELDMAYR, Masterbaker, 6 Weldon St., BURWOOD, N.S.W.

Ilma Joyce PERRY, Secretary, 34 Winchester, 441 Alfred St., NORTH SYDNEY, N.S.W.

Jessie FELDMAYR, Domestic Duties, 6 Weldon St., BURWOOD, N.S.W.

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.

Signature of subscribers.

Witness to signature and
address of witness.

ARTICLES OF ASSOCIATION

INTERPRETATION

1. In these regulations -

"the Act" means the Companies Acts 1961.

"the Association" means the Esperanto Association of New South Wales.

"the Company" means the Esperanto Association of New South Wales.

"the incorporated Cooperative" means the Esperanto Cooperative Limited, a community Advancement Society, registered under the Cooperative Act 1923-1954 whose funds and other assets and liabilities the Association is authorised to take over by Clause 2b of the Memorandum of Association.

"a Society or Club" or similar body howsoever described, is an aggregation of Members of the Association with and subject to these regulations and Memorandum and Articles of Association of this Company.

"the Seal" means the common seal of the Association.

"the General Secretary" means any person appointed to perform the duties of Secretary or Secretary-Treasurer.

"State" means the State of New South Wales (abbreviated N.S.W.)

Expressions referring to writing, shall unless the contrary intention appears, be construed as including references of printing, lithography, photography, and other modes of representing words in a visible form.

Words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the interpretation Act of 1877 and of the Act in force at the date at which these regulations become binding on the Company/Association.

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

MEMBERSHIP

3. The number of members with which the Association proposes to be registered is fifty but the Committee may from time to time register an increase of members.
4. The subscribers to the memorandum of association and such other persons as the Committee shall admit to membership in accordance with these regulations shall be members of the Association.
5. If the whole of the funds and other assets of the incorporated Society become the absolute property of the Association forthwith after its incorporation, then every shareholder who at the date of incorporation of the Association is a shareholder of the incorporated Cooperative and who on or before the 30th June, 1969 agrees in writing to become a member of the Association shall be admitted by the Committee of Management to Membership of the Association.
6. Every applicant for membership of the Association (other than the subscribers to the memorandum of association and members of Esperanto Co-op Ltd. referred to in Article 5) shall be proposed by

one and seconded by another member of the Association to both of whom the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Committee from time to time prescribes.

7. At the next meeting of the Committee after the receipt of any application for membership' such application shall be considered by the Committee, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reason for the rejection of an applicant.
8. When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance and a request for payment of his entrance fee and first annual subscription. Upon payment of his entrance fee and first annual subscription the applicant shall become a member of the Association, provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Committee may in its discretion cancel acceptance of the applicant for membership of the Association.
9. The entrance fee and annual subscription payable by members of the Association shall be such as the Association in General Meeting shall from time to time prescribe, provided that until the Association shall otherwise resolve the entrance fee shall be \$ nil and the annual subscription shall be 10c and provided further that the Association shall not at any time prescribe an entrance fee which exceeds Twenty Dollars.
10. All annual subscriptions shall become due and payable in advance on the First day of July in every year.

CESSATION OF MEMBERSHIP

11. If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may after notice of the default shall have been sent to him by the Secretary or Honorary Treasurer be debarred by resolution of the Committee from all privileges of membership and his name may be removed by the Committee from the Register of Members provided that the Committee may reinstate the Member and restore his name to the Register on payment of all arrears if the Committee thinks fit to do so.
12. A member may at any time by giving notice in writing to the Secretary resign his membership of the Association but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Association and in addition for any sum not exceeding Twenty Dollars for which he is liable as a member of the Association under Clause 7 of the Memorandum of Association of the Company.
13. If any member shall wilfully refuse or neglect to comply with the provisions of the memorandum or articles of association of the Company or shall be guilty of any conduct which in the opinion of the Committee if unbecoming of a member or prejudicial to the interest of the Association the Committee shall have power to expel the member from the Association 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 by notice in writing lodge 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 Association in general meeting and in that event an extraordinary general meeting of the Association 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 token by ballot) the member shall be expelled and his name removed from the Register of Members.

GENERAL MEETINGS

14. 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 Association and at such place as the Committee may determine.
15. An annual general meeting of the Association shall be held in accordance with the provisions of the Act. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.
16. Any member of the Committee may whenever he thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Act.
17. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, seven days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association.
18. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, the election of officers and other members of the Committee in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.

PROCEEDINGS AT GENERAL MEETINGS

19. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, ten members present in person shall be a quorum. For the purposes of this article "member" includes a person attending as a proxy or as representing a corporation which is a member.
20. 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 places or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two) shall be a quorum.
21. The President shall preside as chairman at every general meeting of the Association, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be chairman of the meeting.
22. 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.

23. 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 Association 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.

24. 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.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

26. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

27. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such Committee, trustee or other person may vote by proxy or attorney.

28. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrear at the date of the meeting.

29. 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 appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

30. 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 :-

Esperanto Association

I, _____ of _____
being a member of the abovenamed Association, 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 Association, to be held on the
_____ day of _____ 19 _____ and at any adjournment thereof.

Signed this _____ day of _____ 19 _____ .

* in favour of
This form is not to be used _____ the resolution.
_____ against

* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit.)

31. 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 of authority shall be deposited at the registered office of the Association, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
32. A vote given in accordance with the terms of the instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

COMMITTEE AND OFFICERS

33. The officers of the Association shall consist of a President, a Vice President, both of whom shall be members of the Association.
34. The following subscribers to the memorandum of association shall constitute the First Committee and the first officers shall be set out below:

President
Vice-President
5 Committee Members

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

35. Thereafter the Committee shall consist of the officers and five other members of the Association elected as herein provided.
36. At the first general meeting of the Association and at the annual general meeting of the Association in each year thereafter the officers and other members of the Committee shall be elected from among

the members and such officers and other members of the Committee shall hold office until the next annual general meeting when they shall retire but they shall be eligible for re-election.

37. The election of officers and other members of the Committee shall take place in the following manner :-
- (a) Any two members of the Association 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) A list of the Candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the Association for at least seven days immediately preceding the annual general meeting.
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such Candidates not exceeding the number of vacancies.
 - (e) In case there shall not be a sufficient number of candidates nominated the Committee shall fill up the remaining vacancy or vacancies.
38. The Association 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.
39. 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 officers or other member of the Committee so appointed shall hold office only until the next following annual general meeting.
40. The association 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.
41. 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 Association;

- (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 Association;
- (h) ceases to be a member of the Association; or
- (i) is directly or indirectly interested in any contract or proposed contract with the Association provided, however, that a member shall not vacate his office by reason of his being a member of any corporation society or association which has entered or proposes to enter into a contract with the Association if such corporation society or association is among the class of companies referred to the proviso to Clause 3 of the memorandum of association of the Company and if he shall have declared the nature of his interest in manner required by the Act.

Provided always that nothing in this article shall affect the operation of Clause 3 of the memorandum of association of the Company.

POWERS AND DUTIES OF THE COMMITTEE

- 42. The business of the Association shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these regulations, required to be exercised by the Association in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisional, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.
- 43. The Committee may exercise all the powers of the Association 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 Association.
- 44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association 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 determines.
- 45.a) 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 Association and of the Committee; and
 - (c) of all proceedings at all meetings of the Association and of the Committee.

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

- 45.b) The Committee may appoint representatives of the Association to the ADULT EDUCATION BOARD or other similar board or organisation and advise them on issues affecting the policy of the Association, and prepare annual estimates for submission to such Board or Organisation.

- 45.c) It shall be the responsibility of the Committee to prepare a Model Code for Societies and Clubs as provided in Article 1, which Code may from time to time be varied by the Committee and subject to such conditions as the Committee may impose form a Society or Club.
46. The Committee may meet together for the despatch 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.
47. Subject to these regulations questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination for the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
48. A member of the Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
49. The quorum necessary for the transaction of the business of the Committee shall be three or such greater number as may be fixed by the Committee.
50. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Association, but for no other purpose.
51. 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 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.
52. The Committee may delegate any of its powers to sub-committees consisting of such member or members of the Committee as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.
53. 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 of the Meeting.
54. 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.
55. 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 members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.
56. A resolution in writing signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

SECRETARY

57. The General Secretary who may also act as General Secretary-Treasurer shall in accordance with the Act be appointed by the Committee for such terms, at such remuneration and upon such conditions as it thinks fit; and any secretary so appointed may be removed by it.

SEAL

58. 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

59. The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act provided, however, that the Committee shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than three months before the date of the meeting.
60. The Committee shall from time to time determine in accordance with Clause 9 of the memorandum of association at what times and places and under what conditions or regulations the accounting and other records of the Association 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 Association except as conferred by statute or by Clause 9 of the memorandum of association or authorised by the Committee or by the Association in general meeting.

AUDIT

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

NOTICES

62. A notice may be given by the Association to any members either personally or by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Association 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.
63. Notice of every general meeting shall be given in any manner hereinbefore authorised to -
- (a) every member except those members who (having no registered address within the State) have not supplied to the Association an address within the State for the giving of notices to them; and
 - (b) No other person shall be entitled to receive notices of general meetings.

WINDING-UP

64. The provisions of Clause 8 of the memorandum of association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these regulations.

INDEMNITY

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

Signatures of Subscribers.

Witness to signatures
and address of Witnesses.

DATED the day of 19 .