

COMPANIES (QUEENSLAND) CODE
A COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION (AS AMENDED 24/5/1998)

1. In these Articles:

“the Code” means the Companies (Queensland) Code

“the Company” means **THE AUSTRALIAN LIGHT HORSE ASSOCIATION LTD**

“the unincorporated Association” means the unincorporated body known as The Light Horse Association whose funds and other assets and liabilities the company is authorized to take over by Clause 2 (b) of the Memorandum of Association;

“Committee” means the board of directors and governing council of the company;

“the seal” means the common seal of the company;

“Secretary” means any person appointed to perform the duties of a secretary of the company and includes an honorary secretary;

“State” means the State of Queensland;

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

words or expressions contained in these articles shall be interpreted in accordance with the provisions of the code.

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

MEMBERSHIP

3. 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 Company.

4. If the whole of the funds and other assets of the unincorporated Association become the absolute property of the Company forthwith after its incorporation then every person who at the date of incorporation of the company is a member of the unincorporated Association and who on or before the 21st day of January 1988 agrees in writing to become a member of the Company, shall be admitted by the Committee to membership of the Company.

Every member of the Company who previously to his agreeing to become a member of the Company has paid his subscription due on the 1st day of July 1987 as a member of the unincorporated Association shall not be liable to pay any further sum by way of annual subscription to the Company for the period prior to the 1st day of July 1988.

5. Every application for membership of the Company shall be proposed by one and seconded by another member of the Company to both of whom the applicant is 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. The application will not be accepted unless accompanied by the first annual subscription.

- 6 The secretary may accept applications for Membership on behalf of the Association provided all applications are tabled at the next Directors Meeting for approval or rejection . In no case shall the Committee be required to give any reason for the rejection of an applicant
- 7 When an applicant has been accepted for membership, the secretary shall forthwith send to the applicant written notice of his acceptance.
- 8 The entrance fee and the annual subscription payable by the members of the Company shall be such as the Company in Annual General Meeting shall from time to time prescribe.
9. All annual subscriptions shall become due and payable in advance on the 1st day of July in every year.

CESSATION OF MEMBERSHIP

- 10 If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the Secretary may, by written notice of default inform the unfinancial member that the privileges of membership will automatically lapse upon resolution of the committee to that effect. The Committee may reinstate the member on payment of all arrears if the Committee thinks fit to do so provided that reinstatement of the privileges of membership occur from the date of receipt of the arrears.
11. A member may from time to time by giving notice in writing to the secretary, resign his membership of the Company, 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 Company and in addition for any sum not exceeding ten dollars for which he is liable as a member of the Company under Clause 5 of the memorandum of association of the Company.
- 12 If any member shall willfully 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 is unbecoming or prejudicial to the interest of the Company, the Committee shall have power by resolution to censure, fine, suspend or expel the member from the Company.

Provided that at least two weeks before the meeting of the Committee at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution, and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit. The expelled member will be advised in writing of the decision within 14 days thereof subject to a right of appeal by notice in writing to the Secretary of the Company at least 35 days prior to the next annual general meeting. In that event an extraordinary general meeting of the Company shall be called on the same day as the annual general meeting for this purpose. If at the meeting the decision of the directors is upheld by 2/3rds of the members present (such vote to be taken by ballot) the member shall remain expelled.

GENERAL MEETING

13. An annual general meeting of the Company shall be held in accordance with the provisions of the Code. All general meetings, other than the annual general meetings, shall be called extraordinary general meetings.
14. 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 Code.
15. Subject to the provisions of the Code relating to special resolutions and agreements for shorter notice, fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which the notice is given) specifying the place, the day and the hour of the meeting and in the case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.
16. For the purpose of article 15 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 of Auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

17. 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 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.
18. If within half an hour from the time appointed for the meeting quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and 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 three) shall be a quorum.
19. The President shall preside as chairman at every general meeting of the Company, 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 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.
20. 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 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
21. 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 company shall be conclusive evidence of the fact with out 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.

- 22. If a poll is duly demanded it shall be taken in such a 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.
- 23. In the case of equality of vote, 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.
- 24. 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, by attorney or other duly authorized representative shall have one vote.
- 25. 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.
- 26. 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.
- 27. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney, duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favor of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
- 28. The instrument for appointing a proxy may be in the following form or in a common or usual form.

.....

I,..... of
being a member of the
hereby appoint.....of.....
or failing him.....of.....
as my proxy to vote for me on my behalf at the (annual or extra
ordinary, as the case may be) general meeting of the Company,
being held on the.....day of..... 20..... and at
any adjournment thereof.

My proxy is hereby authorized to vote *in favour of/ *against the
following resolutions.

.....
.....

Signed thisday of20.....

.....

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

* Strike out which ever is not desired.

29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place with in the State as is specified for the 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 for the purposes to vote, or,in the case of a poll, not less than twenty four hours before the taking of the poll and in default the instrument of proxy shall not be treated as valid.
30. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE COMMITTEE (INCLUDING OFFICE BEARERS)

31. The office bearers of the Company shall consist of a President, a Vice- President and an Honorary Treasurer, all of whom shall be members of the Company.
32. The following named persons who have subscribed to the Memorandum of Association shall constitute the first Committee and the first office bearers shall be as set out below:

PRESIDENT.....

VICE-PRESIDENT.....

HONORARY TREASURER.....

COMMITTEE MEMBERS.....

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

33. There after the Committee shall consist of the office-bearers and other members of the Company all of whom shall be elected as herein provided.
34. At the first annual general meeting of the Company and at the annual general meeting of the Company in each year thereafter the office bearers and other members of the committee shall be elected from among the members and such office bearers and other members of the Committee shall hold office until the next annual general meeting when they shall retire but they may be eligible for re-election.
35. The election of office bearers and other members of the Committee shall take place in the following manner:
 - (a) Any two members of the Company shall be at liberty to nominate any other member to serve as an office bearer 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 day 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 Company 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 sufficient number of candidates nominated the Committee may fill up the remaining vacancy or vacancies.
- 36. The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office bearers or other members of the Committee.
- 37. The Committee shall have power at any time, and from time to time, to appoint any member to the Committee, either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the Committee but so that the total number of office-bearers or other members of the Committee shall not at any time exceed the number fixed in accordance with these articles. Any office bearer or other member of the Committee so appointed shall hold office until the next annual general meeting.
- 38. The Company may by ordinary resolution of which special notice has been given remove any office-bearers 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 until the next following annual general meeting.
- 39. The office of a member of the Committee shall become vacant if the member:
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (b) becomes prohibited from being a director of a company by reason of any order made under the code;
 - (c) ceases to be a member of the Committee by operation of section 226 of the code;
 - (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 Company;
 - (f) for more than six months is absent with out permission of the Committee, from meetings of the Committee held during the period;
 - (g) holds any office of profit under the Company;
 - (h) ceases to be a member of the Company; or

- (j) is directly or indirectly interested in any contract or proposed contract with the Company. Provided always that nothing in this paragraph shall affect the operation of clause 3 of the memorandum of association of the Company.

POWERS AND DUTIES OF THE COMMITTEE

40. The business of the Company shall be managed by the Committee who may pay all expenses incurred in promoting the registering of the Company and may exercise all such powers of the Company as are not, by the Code or by these articles, required to be exercised by the Company in general meeting, subject never the less, to any of these articles, to the provisions of the Code, and to such regulations, being not inconsistent with the aforesaid articles or provisions, as may be prescribed by the Company in general meeting; provided that any rule, regulation or by-law of the Company made by the Committee may be disallowed by the Company in general meeting and provided further that no resolution of, or regulation made by the Company in general meeting shall invalidate any prior act of the Committee which would have been valid if that resolution or regulation had not been passed or made.
41. The Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part there of, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.
42. For the purposes of Clause 3 of the Memorandum of Association, the rate of interest payable in respect of money lent by the members to the Company shall not exceed the lowest rate paid for the time being by banks in the state in respect of term deposits.
43. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company 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.
44. The Committee shall cause minutes to be made:
- (a) of all appointments of officers and servants;
 - (b) of all names of members of the Committee present at all meetings of the Company and of the Committee; and
 - (c) of all proceedings at all meetings of the Company 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.

PROCEEDINGS OF THE COMMITTEE

45. 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.
46. 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.

47. The quorum necessary for the transaction of business of the Committee shall be a majority of the total committee as provided in Articles 32 and 33 or such greater number as may be fixed by the Committee.
48. 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 articles 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 Company, but for no other purpose.
49. The president shall reside 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.
50. The Committee may delegate any of its powers and or functions (not being duties imposed on the Committee as the directors of the company by the Code or the general law) to one or more sub-committees consisting of such member or members of the Company as the Committee thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Company and all members of such sub-committee shall have one vote.
51. The Committee may appoint one or more advisory boards consisting of such member or members of the Committee as the Committee thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the committee and subject thereof shall have power to co-opt any member or members of the company and all members of such advisory boards shall have one vote.
52. 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.
53. 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.
54. A resolution in writing signed by all the members of the Committee in Australia 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

55. The Secretary shall in accordance with the Code be appointed by the Committee for such term, upon such conditions, as it thinks fit, and any secretary so appointed may be removed by it. Nothing herein shall prevent the Committee from appointing a member of the Company as Honorary Secretary and any member so appointed shall forthwith become an office-bearer of the Company and, if not already a member of the Committee, ex officio, a member of the Committee and shall be subject to the provisions of clause 3 of the Memorandum of Association.

SEAL

56. 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 the Committee authorized 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

57. 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 Code 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 date not more than five months before the date of the meeting.
58. The Committee shall from time to time determine in accordance with clause 9 of the memorandum of association at which times and places under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.

AUDIT

59. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Code.

NOTICE

60. Any notice required by law or by or under these Articles to be given to any member shall be given 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 Company 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 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.
61. (1) Notice of every general meeting shall be given in any manner herein before authorized to:
- (a) every member except those members who (having no registered address within the state) have not supplied to the Company an address within the state for the giving of notices to them; and
 - (b) The auditor or auditors for the time being of the Company.
- (2) No other person shall be entitled to receive notices of general meetings.

WINDING UP

62. The provisions of clause 8 of the memorandum of association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these articles.

INDEMNITY

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|-----|--|------------------------|---------------------------|
| 63. | Every member of the Committee, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the code in which relief is granted to him by the court in respect of any negligence default, breach of duty or breach of trust. | | |
| 64. | Signatures of Subscribers | Witness to Subscribers | and Address of
Witness |
| | C.D.F. WILSON | G. TREGENZA | |
| | W.J. HUTTON | | |
| | L.H. STEAD | | |
| | B.L. WELLER | | |
| | A. GREAVES | | |

T.E.Childs

Secretary

24 May, 1998