

“THE COMPANIES ACTS, 1961 TO 1964”

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

QUEENSLAND CONTRACT BRIDGE CLUB

1. The name of the Company is "Queensland Contract Bridge Club".
2. The registered office of the company will be situated at Brisbane or elsewhere in the State of Queensland as the company may from time to time determine.
3. The objects for which the company is established are:
 - (1) The provision and maintenance of a club for the use of members of the company and other members of the public who support the game of contract bridge or any other game or pastime which the company may from time to time pursue.
 - (2) The promotion and advancement of contract bridge or such other card games or pastimes as the company may lawfully from time to time determine including the conducting of social functions and the provision of refreshments and other amenities for the use and enjoyment of members.
 - (3) The establishment of club rooms amenities and general facilities for the furtherance of any objects of the company.
 - (4) To diffuse information as to sound principles of the game of contract bridge with a view to upholding and improving the standards thereof or of any other games or pastimes which the company may from time to time promote.
 - (5) To conduct and join in with others in conducting card tournaments and contests within Queensland or elsewhere and interpret and administer the laws of any card game approved by the company and/or any association of which the company is a member or with which it is affiliated and if so authorised to arbitrate in or settle any disputes in relation thereto.
 - (6) To purchase or by any other means acquire real property and any estate or interest in, and any rights, privileges and easements over or in respect of real property, and to purchase and by any other means acquire personal property and to improve, develop, sell, mortgage, transfer, lease, let, exchange, hypothecate, and (without limiting the effect of the foregoing general words) in any other manner dispose of or deal with or use such property or rights or any of them or any part thereof.
 - (7) To enter into all necessary contracts with contractors workmen or other persons for the carrying out of the improvement extension or beautification of the Company's property.

- (8) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise, to secure the repayment of any money borrowed raised or owing by mortgage charge or lien upon the whole or any part of the Company's property or assets (whether present or future) and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company of any obligation, guarantee or liability it may undertake.
- (9) To sell improve manage develop lease dispose of turn to account or otherwise deal with all or any part of the property of the Company.
- (10) To invest the moneys of the company not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
- (11) To accept any gifts of property whether subject to any special trusts or not for any one or more of the objects of the company.
- (12) To undertake and execute any trust which may be undertaken by the company and may be conducive to its objects.
- (13) To set up and prescribe ethical rules of conduct for the dealings of members inter se and with other.
- (14) To pay all costs charges and expenses incurred or sustained in or about the promotion and establishment of the company or which the company shall consider to be preliminary including therein the cost of advertising printing and stationery and legal and other expenses attendant thereon.
- (15) To amalgamate or affiliate with any other company or association having objects altogether or in part similar to those of this company and to grant such affiliation to any other company or association.
- (16) **The income and property of the company whensoever derived shall be applied solely towards the promotion of the objects of the company 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 persons who are at any time or have been members of the company or to any of them or to any person claiming through any of them.** Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member thereof or to any person in return for any services actually rendered to the company nor prevent the payment of interest at the rate not exceeding interest for the time being charged by bankers in Brisbane for overdrawn accounts on money lent or reasonable or proper rent for premises demised or let by any member of the company but so that no member of the company shall be appointed to any salaried office of the company or any office of the company paid by fees and that no remuneration or any benefit in money or monies worth shall be given by the company to any director of such company or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent or premises demised or let to the company.

- (17) No addition, alteration or amendment shall be made to or in the Memorandum of Articles of the company unless the same shall have been submitted to and approved by the Australian Securities Commission.
- (18) True accounts shall be kept of the sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the company 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 Company for the time being) shall be open to the inspection of the members. Such accounts shall be produced on demand of the Australian Securities Commission for inspection by him or by any person nominated by him for the purpose. Once at least in every year the accounts of the company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.
- (19) **If upon the winding up or dissolution of the company 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 company but shall be given or transferred to some other institution or institutions having objects similar to the objects of this company 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 company under and by virtue of Clause 21 hereof, such institution or institutions to be determined by members of the company at or before the time of dissolution and in default of any such determination by such judge of the Supreme Court of Queensland or the High Court of Australia as may have or may acquire jurisdiction in the matter and if and so far as effect cannot be given to the foregoing provision then to some charitable funds meeting the requirements of paragraph 78 (1) (a) of the Income Tax Assessment Act 1936 (as amended). (amended October 1987)**
- (20) The powers set forth in the Third Schedule to the Companies Act shall not apply to the company except in so far as they are included in Clause 3 hereof.

Clauses 3(16), 3(17) and 3(18) of this Memorandum contain conditions on which a licence is granted by the Australian Securities Commission to the company in pursuance of Section 380 of the Corporations Law.

4. The liability of the members is limited.
5. Every member of the company undertakes to contribute to the assets of the company in the event of its 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 company contracted before he ceases to be a member and the cost charges and expenses of winding up the same for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding twenty dollars (\$20).

6. The following are the names and addresses and descriptions of the subscribers hereto:

Donald George NEILL	39 Russell Street, South Brisbane, Medical Practitioner.
Pamela BROWN	77 Seventh Avenue, St Lucia, Interior Decorator
Fay Denise LANDY	99 King Arthur Terrace, Tennyson, Brisbane, wife of Thomas Mannix Landy
James deCourcy O'SULLIVAN	43 Cordelia Street, South Brisbane, Company Manager
Peggy FAUST	16 Markwell Avenue, Hamilton, Brisbane, Physiotherapist.

We, the several persons whose names addresses and descriptions are set out above in Clause 5 hereof, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names of Subscribers	Witnesses to Signatures
D.G. Neill	F.W. Lippiatt
Pamela Brown	F.W. Lippiatt
F.Q. O'Sullivan	F.W. Lippiatt
James D. O'Sullivan Peggy Faust	F.W. Lippiatt F.W. Lippiatt

DATED this eighteenth day of July 1966.

WITNESS to above signatures: Frederick Walton Lippiatt
225-231 George Street, Brisbane, Solicitor.

REGISTERED in the office of the Registrar of Companies at Brisbane in the State of Queensland this twentieth day of July one thousand nine hundred and sixty six and numbered 872 of 1966.

L.A. Moore
Deputy Registrar of Companies

“THE COMPANIES ACTS, 1961 TO 1964”

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

QUEENSLAND CONTRACT BRIDGE CLUB

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

"The Company" means "Queensland Contract Bridge Club".

"Articles" means the Articles of Association for the time being of the company.

"Member" or "Members" means a member or members for the time being of the company.

"Directors" means the directors for the time being of the company, and "Director" includes an alternate or substituted director.

"Board" means the whole or any member of the directors of the company for the time being assembled at a meeting of directors in accordance with the regulations of the company and not being less than a quorum.

"Secretary" includes Acting Secretary.

"Special Resolution" and "Extraordinary Resolution" have the meanings assigned thereto respectively by the Companies Acts 1961 to 1964.

"The Office" means the registered office for the time being of the company in Queensland.

"Month" means calendar month.

"Year" means calendar year.

"The Seal" means the Common Seal of the Company.

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

"Auditors" and "Bankers" means those representative officers from time to time of the company.

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

Words importing the masculine gender only include the feminine gender.

Words importing persons include corporations.

The heading notes shall form no portion of these Articles.

2. The regulations contained in Table "A" in the Schedule of the Companies Acts 1961 to 1964 shall not apply to the Company.
3. All expenses incidental to the formation and registration of the company shall be paid out of the assets of the company.
4. Until otherwise determined by the company in general meeting operations of the company shall be limited to Queensland and elsewhere in the Commonwealth.
5. It is intended until otherwise determined by the company in general meeting that membership of the company shall be confined to persons who are members of or are eligible to become members of a bridge club of which the constitution has been approved by the Queensland Bridge Association or others of the public who in the opinion of the directors are suitable for membership of the company upon payment of the prescribed fee. Application for membership shall be made in writing to the Secretary of the company and shall be in such form as the directors may from time to time prescribe.

MEMBERS

6. For the purposes of registration the number of members of the company is declared not to exceed two hundred members. The directors may from time to time register an increase of members.
7. The company is established for the purposes expressed in the Memorandum of Association.
8. The subscribers to the Memorandum of Association and such other persons as the directors shall admit to membership under the provisions hereinafter contained shall be members of the company.
9. Subject to the provisions of Clause 10 hereof the directors may admit to membership of the company any person who is eligible to apply for membership as set forth in clause 5 hereof.
10. An applicant for membership must enter into such agreement or agreements undertaking or undertakings as may be required by the directors for the good order management and control of the company its property and its activities and at the time of making application for membership must forward with their applications the necessary agreement or agreements undertaking or undertakings duly completed which agreement or agreements if required may by the directors be made a condition precedent to issue to membership.
11. Election to membership of the company shall be vested in the directors who may refuse to admit to membership any applicant for membership without obligation on their part to assign any reason for such refusal.

MEMBERSHIP SUBSCRIPTIONS

12. Subscriptions for membership shall be payable by members annually in advance and except in the case of the in initial annual subscription shall be due and payable on the first day of **January** in each and every year and in the case of the initial application for membership the membership subscription or such part thereof as the directors may determine shall be paid at the time the application for membership is forwarded and shall entitle the member to membership of the company up to the **thirty first day of December** next following. **Provided that any Member who has paid his or her subscription to the Thirtieth day of June 1995 or who becomes a Member after the Thirtieth day June 1994 and before the Thirty First day of December 1994 shall be required to pay only that sum which is necessary to pay his or her subscription on the First day of July 1995 up to the Thirty First Day of December 1995 and such Member shall then commence to pay the appropriate annual subscription. (amended 10 November 1994)**
13. The amount of the subscription payable by members shall be fixed by the directors.
14. Membership subscriptions shall be assessed by the directors of the company and the members may be divided into classes paying varying amounts as subscription. The class under which a member comes for the purpose of the amount of subscription shall be fixed by the directors.
15. The Annual subscription may be increased varied or reduced by resolution of the directors.

RESIGNATION OF MEMBERS

16. Any member wishing to resign his/her or its membership of the company shall give notice in writing of his/her or its intention so to do addressed to the Secretary and deposited at the registered office of the company.

FORFEITURE OF MEMBERSHIP

17. Any member whose subscription remains unpaid for a period exceeding three months shall cease ipso facto to be a member of the company and shall forfeit all right in and claim upon the company and its property but may be reinstated in the discretion of the directors who may re-admit such member to membership upon a further application for membership being forwarded to the company and upon the applicant paying the whole of the money due by such applicant to the company plus ten percentum of such amount for every month or part of a month far which such subscription remains outstanding including the period between forfeiture of membership and readmission except under circumstances which the Directors consider warrant waiving the penalty in whole or in part.

EXPULSION OF MEMBERS

18. If any member shall fail refuse or neglect to comply with any provision of the Memorandum and Articles of the company with which he is required to comply or with the agreements undertakings and application forms signed by such member

or shall be guilty of any conduct which may be likely to injure discredit or defeat the objects of the company the Secretary shall convene an extraordinary general meeting of the company to consider whether such member should be expelled or not. If at such extraordinary general meeting a resolution that a member be expelled is approved by the votes of three-fourths of the total votes cast by the members present and voting either in person or by proxy then and in that event the member shall be expelled accordingly provided that at least one week before the meeting at which such resolution is passed such member shall have had notice thereof and of the intended resolution for his/her or its expulsion and that he/she or it 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/she or it may think fit.

19. Any member expelled from membership of the company under the provisions of the foregoing Articles shall forfeit all right in or claim upon the company and its property and shall not be entitled to claim or receive any remission of any subscriptions or entrance fees or other monies paid by such member to the company but shall nevertheless remain liable for and pay to the company all monies which at the time of his/her or its ceasing to be a member were due by him/her or it to the company.
20. The rights and privileges of every member shall be personal and shall not be transferable by his own act or by operation of law and no member shall be entitled to exercise the rights or privileges of a member unless all monies due by him to the company have been paid.

OBLIGATIONS OF MEMBERS

21. The members shall be required not only to observe and perform all the agreements in the application for membership but also to co-operate with the Secretary, Directors and other officers of the company at all reasonable times by giving such Secretary and officers all such information as may reasonably be required to ensure the efficient operation of the company in the supply of information or the performance of any service for the benefit of the members.

GENERAL MEETINGS

22. An annual general meeting of the company shall be held once in each year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the company in general meeting and if no such time or place is prescribed at such time and place as may be determined by the directors.
23. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
24. The directors may whenever they think fit convene an extraordinary general meeting and an extraordinary general meeting shall also be convened on such requisition or in default may be convened by such requisitions as provided by Section 137 of the Companies Acts 1961 to 1964.

25. If at any time there are not within the state of Queensland sufficient directors capable of acting to form a quorum any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

NOTICE OF GENERAL MEETINGS

26. Subject to the provisions of subsection 2 of section 144 of the Companies Acts relating to Special Resolutions fourteen 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 the notice is given specifying the place day and the hour of meeting and in the case of special business the general nature of the business shall be sent to the members entitled to be present at such meeting but an accidental omission to send such notice to any member shall not invalidate the proceedings at any general meeting. With the consent of all the members entitled to receive notice of some particular meeting that meeting may be convened by such shorter notice and in such manner as those members may think fit. Whenever any meeting is postponed or adjourned for fourteen days or more three days notice shall be sent in like manner of any such postponed or adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at such postponed or adjourned meeting.
27. All business shall be special that is transacted at an extraordinary general meeting, and also that which is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the report of the directors and auditors, the election of directors in the place of those retiring and the appointment and fixing of the remuneration of the auditors.

PROCEEDINGS AT GENERAL MEETINGS

28. A quorum for a general meeting shall be not less than fifteen members who shall be entitled to vote as determined by Article 38 of the Company's Articles of Association. Save as hereinafter provided no business shall be transacted at any general meeting except the election of a chairman unless a quorum of members be personally or by proxy present at the time when the meeting is prepared to proceed to business.
29. If within thirty minutes from the time appointed for the meeting a quorum of members is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand postponed to the same day in the next week at the same time and place and at such postponed meeting the business shall be transacted whatever the number of members present.
30. The chairman may with the consent of the meeting adjourn the same from time to time and from place to place but every adjourned meeting shall be treated as a prolongation only of the original meeting and shall only be competent to transact business which might properly have been transacted at the original meeting.

31. The chairman (if any) of the directors shall preside as chairman at every meeting of the company. If there be no such chairman of directors or in case he is not present at the time for holding any meeting or declines to preside then some one of the other directors present at the meeting (if any) shall preside at such meeting. In case no director is present or willing to preside then the members present shall choose some one of their number to be chairman of s such meeting.
32. Minutes of the proceedings of every general meeting shall be kept and shall be signed by the chairman of the same meeting or by the chairman of the next succeeding meeting and the same when so signed shall be conclusive evidence of all such proceedings and of the proper election of the chairman.
33. Every question submitted to a meeting shall .be decided in the first instance by a show of hands and in the case of an equality of votes the chairman shall both on a show of hands and upon a poll have a casting vote in addition to the vote or votes to which he may be entitled.
- 34 At any general meeting unless a poll is demanded by the chairman or by at least two members a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
35. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the pall shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.
36. Any poll duly demanded on the election of a chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.
37. The demand of a poll shall not prevent the continuance of a meeting for the transaction or any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

38. Each member whether present or by proxy shall be entitled to vote. Upon a show of hands or a poll every member present shall have one vote; where a corporation being a member shall be present by proxy who is not a member such proxy shall be entitled to vote for such corporation.
39. A member who is a mentally sick person or in respect of whom a protection order under Part filA of "The Public Curator Acts 1915 to 1957" has been made by any court may vote whether on a show of hands or on a poll by the Public Curator or other representatives as the case may be and any such representative may on a poll vote by proxy.
40. Save as herein expressly provided no person other than a member duly registered and who shall have paid all annual subscriptions for the time being

due from such member and payable to the company in respect of his/her or its membership shall be entitled to be present in person or by proxy at any general meeting of the company.

41. The instrument appointing any proxy shall be in writing under the hand of the appointor or if such appointor be a corporation under the Common Seal of such corporation and may be made in favour of a person who is not a member of the company.
42. The instrument appointing a proxy shall be deposited at the office not less than twenty-four hours before the time appointed for the meeting at which the person named in such instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution except in the case of the adjournment of any meeting first held previously to the expiration of such time. A proxy may be appointed for and attend and vote at an adjourned meeting although he was not appointed for the original meeting.
43. Every instrument appointing a proxy shall be in the following form or in such other form as the directors or a general meeting may from time to time prescribe or allow:

QUEENSLAND CONTRACT BRIDGE CLUB

I _____ of _____
being a member of the Queensland Contract Bridge Club
hereby appoint _____ of _____
my proxy to vote for me and on my behalf at the Ordinary (or Extraordinary as the case may be) General Meeting of the Company
to be held on the _____ day of _____

and at any adjournment thereof (or at any meeting of the company that may be held in the year).

As Witness my hand this _____ day of _____ 19 ____ .

Signed by the said _____ in the presence of:

A vote given by attorney or proxy shall be valid notwithstanding the previous death of the principal or revocation of the power or proxy in respect of which the vote is given provided no notice of the death or revocation shall have been received at the office before the meeting.

44. Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes whether on a show of hands or upon a poll the motion shall be deemed to be lost provided however the motion so deemed to be lost may be resubmitted on one occasion only either at the meeting at which the motion shall be deemed to be lost or at any subsequent meeting.

DIRECTORS

NUMBER OF DIRECTORS

45. The first directors of the company shall be determined in writing by a majority of the subscribers to the Memorandum.
46. The number of directors shall not be less than three nor more than seven.
47. The qualification of a Director shall be that he is a member of the company.
48. At the first annual general meeting of the company all the directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. A retiring director shall be eligible for re-election.
49. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
50. The company at the meeting at which a director so retires may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election and not being disqualified under the Act from holding office as a director, be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of that director is put to the meeting and lost.
51. The company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.
52. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at that meeting.
53. The company may by ordinary resolution remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.
54. The directors shall be entitled to be paid all travelling, hotel, and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the company or in connection with the business of the company.
55. A director may retire from his office upon giving one month's notice in writing to the company of his intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.
56. The office of a director shall ipso facto be vacated:

- (a) if he becomes bankrupt or suspends payment or compounds with his creditors or being a company has an order for winding up made against it or carries an effective resolution for winding up.
- (b) If he becomes a mentally sick person or has a protection order made in respect of him.
- (c) If he is absent from the meetings of directors during a continuous period of three calendar months without special leave of absence.
- (d) If he refuses to act or tenders his resignation.

ELECTION OF CHAIRMAN AND REMOVAL OF DIRECTORS

CHAIRMAN OF DIRECTORS

- 57. The directors may elect a chairman of their meetings and determine the period for which he is to hold office, but if not such chairman is elected or if at any meeting the chairman is not present within ten minutes after the time appointed for the holding of the meeting the directors present may chose one of their number to be chairman of the meeting.
- 58. The company by extraordinary resolution may remove any director before the expiration of his period of office and appoint another qualified person in his stead. The person so appointed shall h ld office during such time only as the director in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF DIRECTORS

- 59. The directors may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. At the request of any director the secretary of the company shall call a meeting of the directors.
- 60. The directors may delegate any of their powers to committees consisting of such member or members of the directors as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the directors.
- 61. The quorum of every meeting of the directors shall be not less than a majority of the number of the directors required to be in office. The quorum of any committee of directors shall be fixed by the meeting of directors appointing such committee and if not so fixed then such quorum shall be fixed by the members of such committee.
- 62. A meeting of the directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under the regulations of the company for the time being vested in or exercisable by the directors generally.

63. Any committee of directors (If not otherwise provided by the directors) shall from time to time elect a chairman but the omission to elect a chairman shall not invalidate any act done by such committee. If the chairman shall be absent from any meeting a substitute for that meeting shall thereupon be appointed by such meeting.
64. Every question at a meeting of the directors or of a committee of the directors (except where otherwise provided by the directors) shall be determined by a majority of votes of the directors present and in the case of an equality of votes the motion shall be deemed to be lost provided however the motion so deemed to be lost may be resubmitted on one occasion only either at the meeting at which the motion shall be deemed to be lost or at any subsequent meeting.
65. A committee may meet and adjourn as the members thereof shall think fit.
66. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the directors under Clause 60 hereof.
67. All acts done by any meeting of the directors or by a committee of directors or by any person acting as a director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such directors or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every person had been duly appointed and was qualified to be a director.
68. A resolution determined upon without any meeting of directors or committee of directors and evidenced by writing under the hands of all the directors or of all members of a committee shall be as valid and effectual as a resolution duly passed at a meeting of the directors or of such committee.
69. It shall not be necessary to send notice of any meeting of the directors to any director or directors who may be absent from the state nor shall any meeting of the directors be invalid on the ground that notice of such meeting was not sent to or received by any director or directors in sufficient time to enable him or them to be present at such meeting, notices of meeting shall be sent to each director at the address nominated by him for such purpose.

MINUTES

70. The directors shall cause minutes to be duly entered in books provided for the purpose:
 - (a) Of all appointments of office bearers of the company.
 - (b) Of the names of the directors present at each meeting of the directors and of any committee of directors.
 - (c) Of all orders made by the directors and committee of directors.

- (d) Of all resolutions and proceedings of general meetings and of meetings of directors and committees.

And any such minutes of any meeting of the directors or of any committee or of the company if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes.

POWERS OF DIRECTORS

71. The management of the business of the company shall be vested in the directors who in addition to the powers and authorities by these presents or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the company and are not hereby or by statute expressly directed or required to be exercised or done by the company in general meeting but subject nevertheless to the provisions of the statutes and of these presents and to any regulations from time to time made by the company in general meeting provided that no regulation so made shall invalidate any prior act of the directors which would have been valid if such regulation had not been made.
72. Without prejudice to the general powers conferred by the last preceding clause and the other powers conferred by these presents it is hereby expressly declared that the directors shall have the following powers, that is to say:
- (1) To pay costs charges and expenses preliminary and incidental to the promotion formation establishment and registration of the company.
 - (2) To purchase or otherwise acquire for the company any property rights or privileges which the company is authorised to acquire at such price and generally on such terms and conditions as they think fit.
 - (3) At their discretion to pay for any property rights or privileges acquired by or services rendered to the company either wholly or partially in cash or in bonds debentures or other securities of the company and any such bonds debentures or other securities may be either specifically charged upon all or any part of the property of the company or not so charged.
 - (4) To secure the fulfilment of any contracts or engagements entered into by the company by mortgage or charge of all or any of the property of the company for the time being or in such other manner as they may think fit.
 - (5) To institute conduct defend compound or abandon any legal proceedings by or against the company or its officers or otherwise concerning the affairs of the company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the company.
 - (6) To appoint and at their discretion remove and suspend such officers clerks agents and servants for permanent temporary or special service as they may from time to time think fit and to determine their powers and duties and

fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.

72. (A) The Board shall be empowered to exercise certain disciplinary powers over members. Such powers shall consist of the power to caution, to censure, to suspend from membership, to refuse renewal of membership, to reject or omit to invite the entry of any member for any bridge tournament or other function or functions of whatsoever nature conducted by or under the auspices of the company and generally to deprive any member of any of the rights and privileges of membership. A member suspended from membership shall not during the period of such suspension be entitled to exercise any of the rights of membership but shall nevertheless remain a member.

In the exercise of its disciplinary powers the Board may act on the oral or written report of a session director or on the written complaint of any member addressed to the Board. In all such cases the member against whom the report or complaint is made shall be entitled to be heard before a decision is reached by the Board.

(addition to Constitution 13 November 1999)

ALTERNATE DIRECTORS

73. Each director shall have power to nominate any person who is a member of the company (but in the case of a nomination of a person other than a director provided the nominee is approved for that purpose by a majority of the other directors) to act as alternate director in his place during his absence from Queensland or inability to act or attend as such director and at his discretion to remove such alternate director and on such appointment being made the alternate director shall be subject in all respects to the terms and conditions existing with reference to the other directors and each alternate director while acting in the place of a director shall exercise and discharge all the duties and is entitled to and may exercise all the authorities prerogatives and privileges and powers of the director he represents.

Any instrument appointing an alternate director shall be delivered to and retained by the company and shall as nearly as circumstances will admit be in the form or to the effect following:

"I _____ a director of the Queensland Contract Bridge Club in pursuance of the power in that behalf contained in the Articles of Association of the company hereby nominate

of

to act as alternate director of the company in my place and stead and to exercise and discharge all my duties and to exercise all my authorities prerogatives privileges and powers as a director of the company during my absence from Queensland (or my inability to act or attend as a director as the case may be).

As witness my hand this

day of

19 .

Signature of director:

Witness to signature:"

If the director making any such appointment as aforesaid shall cease to be a director the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director.

SECRETARY AND MANAGER

74. The directors shall appoint a manager and secretary and shall assign such duties to each as they may from time to time determine.

SEAL

75. The directors shall provide a seal and for its safe custody and the seal shall never be used except by the authority of the directors or a committee of the directors previously given and in the presence of two directors at the least who shall sign every such instrument to which the seal is affixed and every such instrument shall be countersigned by the secretary or some other person appointed by the directors and the attestation shall be sufficient evidence of the authority to affix the seal.

ACCOUNTS

76. The directors shall cause full and true accounts to be kept of all the commercial financial and other affairs transactions and engagements of the company and of all such things as shall be requisite to exhibit the true financial position of the company.
77. The books of account and other books and documents of the company shall be kept at the registered office but (except such as are required to be open to inspection by statute) shall not be open to inspection of members without the consent of the directors or of a general meeting.
78. Once at least in every year the directors shall lay before the members a statement of the income and expenditure of the company made up from the date of the last preceding statement or in the case of the first of such statements from the date of the incorporation of the company to a date as near the day of the meeting as can conveniently be fixed.
79. In addition to such statement the directors shall lay before the meeting a balance sheet made up for the same period as such statement and containing a summary of the property and liabilities of the company and every such statement shall also be accompanied by a report of the directors as to the state and condition of the company.
80. A copy of every balance sheet (including every document required by law to be annexed or attached thereto) which is to be laid before the company in general

meeting shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the company.

AUDITS

81. Auditors shall be appointed and their duties regulated in accordance with the provisions of "The Companies Acts 1951 to 1964".

NOTICES

82. A notice may be served by the company upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his registered place of address.
83. As regards those members who have no registered place of address a notice posted up in the office shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.
84. Any notice sent by post shall be deemed to have been served on the addressee on that date following that on which the envelope or wrapper containing the same is posted which in the ordinary course of post would be deemed to have been the date on which the same was received by the addressee and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the same was properly addressed to such addressee at his last known place of address and posted.
85. Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.

INDEMNITY

86. Every director, managing director, agent, 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 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.

REGULATIONS

87. The company may from time to time issue regulations prescribing the means by which members of the company shall fulfill such obligations as are necessary to the performance by the company of its objects or any of them and it may alter amend or repeal the same and substitute others therefore as the company may from time to time determine. Such regulations shall not be issued altered amended or repealed unless they have been approved by a unanimous resolution of the Board at a meeting of directors convened for the purpose and of which meeting not less than seven days' notice in writing has been given and by a resolution of a general meeting of the company.

DISPUTES

88. Should any dispute arise among the members in relation to the meaning and application of these articles of association or of any by-laws or rules made by the directors in pursuance thereof or in any otherwise affecting the rights of the members inter se the same shall be referred to and determined by the directors and the decision of a majority of the directors shall be final and binding on the parties to such dispute.
89. The premises and property of the company subject to these articles of association may be used and enjoyed by the members of the company for all of the purposes set forth in n the Memorandum of Objects but the same shall not be used for any purpose contrary to the laws of the State of Queensland or of any other relevant legislation.

We, the undersigned being the subscribers to the Memorandum of Association hereby agree to the above Articles of Association.

<u>Names, Addresses & Descriptions of Subscribers</u>	<u>Witness to signature</u>
Donald George NEILL 39 Russell Street, South Brisbane. Medical Practitioner.	F.W. Lippiatt
Pamela BROWN 77 Seventh Avenue, St Lucia. Interior Decorator.	F.W. Lippiatt
Fay Denise LANDY 99 King Arthur Terrace, Tennyson. Wife of Thomas Mannix Landy.	F.W. Lippiatt
James DeCourcy O'SULLIVAN 43 Cordelia Street, South Brisbane. Company Manager.	F.W. Lippiatt
Peggy FAUST 16 Markwell Avenue, Hamilton. Physiotherapist.	F.W. Lippiatt

WITNESS TO ABOVE SIGNATURES

Frederick Walton Lippiatt, 225-23i George Street, Brisbane -- Solicitor.

DATED at Brisbane this eighteenth day of July 1966.

REGISTERED in the office of the Registrar of Companies at Brisbane this twentieth day of July one thousand nine hundred and sixty six, and numbered 872 of 1966.

J. A. Moore – Registrar of Companies.