

The Companies Act, 1961

A Company limited by Guarantee  
and not having a Capital divided into shares

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

of

CENTRAL NORTH COAST SPORTING CAR CLUB LTD.

enr. (May, 1993)

The Companies Act, 1961

Amended by  
Special  
Resolution  
dated 4.9.74

A Company limited by Guarantee  
and not having a Capital divided into shares

MEMORANDUM OF ASSOCIATION

of

CENTRAL NORTH COAST SPORTING CAR CLUB LTD.

1. The name of the Company is "Central North Coast Sporting Car Club Ltd".
2. The registered office of the Company shall be situated at Taree in the State of New South Wales.
3. The objects for which the Company is established are:-

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Special  
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- (a) To promote and foster the interests of owners of motor cars and the consideration and free discussion of all matters and questions relating to or affecting the interests of owners of motor cars.
- (b) To consider, initiate and support improvements or alterations in the laws of the Commonwealth of Australia and of the several States of the Commonwealth and the by-laws of local governing bodies calculated, whether directly or indirectly, to advance or protect the interest of owners of motor cars.
- (c) To promote deputations to the Ministers of the Crown of the Commonwealth of Australia or of the several States of the Commonwealth or to any public body in relation to Bills presented to Parliament, or by-laws proposed to be passed or action proposed to be taken or suggested affecting or likely to affect the interest of owners of motor cars.
- (d) To co-operate in securing rational legislation and the formation of proper rules and regulations governing the use of motor cars as aforesaid on public highways, roads or streets.
- (e)
- (f) To devise advocate promote and encourage the adoption of Precautionary measures of all kinds which may seem to the Company calculated to prevent accidents arising from the use of motor cars generally on public highways and streets.

Deleted by  
Special  
Resolution  
dated 4.9.74

(g) To provide maintain and conduct a Club for the convenience or accommodation of members of the Company and to provide such rooms and other conveniences and generally to afford to members all the usual privileges, conveniences and accommodation of a Club and to permit the same and the property of the Company to be used by members and other persons duly introduced by members either gratuitously or for payment.

(h) To promote and hold either alone or jointly with any other Companies, Associations, Clubs or persons, exhibitions, meetings, competitions and matches and to offer, give or contribute towards prizes, medals, awards and to promote give or support exhibitions, dinners, balls, dances, concerts and any other entertainments. Provided that no member of the Company shall receive any prize, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Company or to the cost of the holding or promotion of which the Company may have subscribed out of its income or property and which under the regulations affecting the said match, sporting event, trial or competition may be awarded to him.

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(i) To subscribe money for patriotic educational charitable or benevolent objects or for any exhibition or for any public general or useful objects.

(j) To print and publish and sell any newspapers, programmes periodicals, books or leaflets for the promotion of its objects.

(k) To adopt such means of making known the objects of the Company as may seem expedient and in particular by advertising in the press or on buildings, erections or hoardings by circulars, films, pictures or posters by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes, rewards and donations.

Substituted  
by Special  
Resolution  
dated 4.9.74

(l) In furtherance of the objects of the Company to federate with affiliate with or act in conjunction with similar organisations throughout the Commonwealth and New Zealand and to appoint representatives to any such organisations either in Australia or abroad PROVIDED that the Company 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 Company under or by virtue of Clause 4 of this Memorandum.

(m) In furtherance of the objects of the Company to purchase 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 Company is authorised to amalgamate.

(n) To provide suitable premises for meetings and carrying on the work of a complete organisation for the purpose of carrying into effect the objects of this Company.

- (o) To establish branches and branch offices and to provide for the appointment of local committees to deal with local matters or matters of general interest to the Company which may require local attention.
- (p) To acquire by purchase take on lease or otherwise property real or personal which the Committee of the Company may from time to time think proper or dispose of such property or any part thereof and to erect on any such land and building and to alter, add to and maintain any building erected upon any such land for the purpose of carrying out the objects of the Company or any of them.

Amended by  
Special  
Resolution  
dated 4.9.74

- (q) In furtherance of the objects of the Company to sell, improve maintain, manage, exchange, lease, mortgage or dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company for the purpose of carrying out the objects of the Company or any of them.

- (r) To raise or borrow money in such a manner and upon such security (if any) as the Committee of the Company shall think fit and in particular upon the security of any mortgage or mortgages of all or any part of the Company's property and rights (both present and future) or by the issue of debentures charges or not upon all or any part of the Company's property and rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Company shall see fit to purchase, redeem or pay off any such securities and re-issue same.

- (s) To give guarantees bonds and indemnities and to make, draw, accept, endorse, discount, execute and issue promissary notes, bills of exchange drafts, debentures and all or any negotiable or transferable instruments for the purpose of carrying out the objects of the Company or any of them.

Amended by  
Special  
Resolution  
dated 4.9.74

- (t) To invest and deal with the monies of the Company not immediately required in such manner as may be permitted for the investment of trust funds.

Deleted by  
Special  
Resolution  
dated 4.9.74

(u)

- (v) To do any act, matter or thing which may appear to the Committee of the Company to be conducive towards carrying into effect the objects of the Company.

Amended by  
Special  
Resolution  
dated 3.7.68  
& dated 4.9.74

- (w) In furtherance of the objects of the Company to associate or affiliate with the Confederation of Australian Motor Sport acknowledging its constitution and observing the National Competition Rules of the Confederation of Australian Motor Sport, provided that the Company 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 Company under or by virtue of Clause 4. of this Memorandum.

Inserted by  
Special  
Resolution  
dated 4.9.74

The powers set forth in the Third Schedule to the Companies Act, 1961, shall not apply to the Company except insofar as they are included in this Clause 3.

4. The income and property of the Company, whenceso ever 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 members of the Company.

Substituted  
by Special  
Resolution  
dated 4.9.74

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company, in return for any services actually rendered to the Company, 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 Company; but so that no member of the Committee of management or governing body 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 other benefit in money or money's worth shall be given by the Company to any member of such Committee 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 Company. Provided that the provision last aforesaid shall not apply to any payment to any Company of which a member of the Committee 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.

5. Every member of the Company undertakes to contribute to the assets of the Company in event of the same being wound up during the time he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he ceased to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of contributories amongst themselves such amount as may be required not exceeding twenty dollars.

Amended by  
Special  
Resolution  
dated 4.9.74

6. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Company but shall be given or transferred to some other organisation or organisations which is or are exempt from the payment of income tax under Section 23 of the Income Tax Assessment Act, preference being given to an organisation or organisations which have objects similar to the objects of the Company, to be determined by the members of the Company at or before the time of dissolution or in default thereof by the chief judge in Equity of the Supreme Court or such other judge as may have or acquire jurisdiction in the matter.

Amended by  
Special  
Resolution  
dated 4.9.91

7. The liability of the member is limited.

Inserted  
by Special  
Resolution  
dated 4.9.74

8. 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").

Inserted  
by Special  
Resolution  
dated 4.9.74

9. The fourth and eighth Clauses of this Memorandum contain conditions on which a license is granted by the Minister to the Company in pursuance of Section 24 of the Companies Act, 1961.

Inserted  
by Special  
Resolution  
dated 4.9.74

10. True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes 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 in force, shall be open to the inspection of the members. 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.

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.

FHS

Names, Addresses and Discriptions, Subscribers

No. of shares Taken by each Subscriber

| <u>NAME:</u>             | <u>ADDRESS:</u>         | <u>OCCUPATION:</u>   | <u>WITNESS OF SIGNATURE:</u> |
|--------------------------|-------------------------|----------------------|------------------------------|
| FHS                      |                         |                      |                              |
| Robert Lindsay West      | Farquhar St<br>Wingham  | Garage<br>Proprietor |                              |
| Clifford Ronald Gibson   | 7 Price St<br>Wingham   | Salesman             |                              |
| Desmond Lindsay West     | McPherson St<br>Wingham | Motor<br>Mechanic    |                              |
| Noel John Eade           | 30 Queen St<br>Wingham  | Motor<br>Mechanic    |                              |
| Victor Laurence Latimore | Flett St<br>Wingham     | Garage<br>Proprietor |                              |
| Cecil Athol Bryan        | Queen St<br>Wingham     | Garage<br>Proprietor |                              |
| Gordon Bruce Bird        | Macquarie St<br>Taree   | Spray<br>Painter     |                              |

Witness to all Signatures:-

F.H. Summerville  
Solicitor  
Wingham.

Dated this day 22nd of August, 1957.

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