COMPANIES ACT 1961 – 1975

A COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION
OF

DARLING DOWNS POTTERS' CLUB LTD.

1. The name of the company is Darling Downs Potters' Club Ltd (hereinafter called "the Club")

2. (a) The objects for which the Club is established are:
To take over the whole or any part of the real and personal property belonging to and to undertake all or any of the liabilities of, an unincorporated Association known as "Darling Downs Potters' Club.

(b) To provide for members a potters' club with all the usual facilities of a Club.

(c) To promote, develop, encourage and participate in the teaching of pottery at all levels and to all ages.

(d) To promote fellowship amongst those interested in pottery.

(e) To evaluate, promote and develop the arts of pottery and the manufacture and decoration of ceramic products generally.

(f) To promote, develop, encourage and assist the exchange between the various States and Territories of Australia and between countries of information, as well as ideas, plans and developments relatiannng to pottery.

And solely for the purpose of carrying out the foregoing objects and not otherwise, the Club has power:

(g) To provide buildings, lecture, class or examination room or rooms, office or offices, lodging and attendance, and all other necessaries and conveniences for or to students, lecturers, clerks, employees and officers instructed or employed temporarily or otherwise by the Club, and to afford them facilities for study, research, cultivation and performance of the tasks and duties allotted to them respectively.

(h) If thought desirable, to found pottery scholarships and exhibitions and to give prizes, certificates and diplomas to any persons selected by a Board or Directors of the Club.

(i) To carry on all or any of the businesses of the proprietors and publishers of newspapers, journals, magazines, books, catalogues and other literary works and undertakings, printing, stationers,

lithographers, photographers, book manufacturers, booksellers, advertising agents, dealers in or manufacturers or hirers of any articles or things of character similar or analogous to the foregoing or any of them or connected therewith, and in particular maps, plans, models, drawings, technical materials, apparatus, supplies, appliances and inventions of all kinds.

(j) To undertake and transact all kinds of agency and all kinds of business relative to the gathering and distribution of knowledge and information of every sort.

(k) (i) To encourage, promote, stimulate and establish a fund or funds under the management and control of the Club.

(ii) To encourage, assist, sponsor and pay teachers, instructors and coaches for the purpose of securing their services in teaching, training, demonstrating and imparting their pottery and associated skills, experience and knowledge to members o the Club or candidates for examinations set or approved by it.

(iii) To promote, give or support, dinners, balls, concerts and any other entertainments for the purpose of raising moneys for and publicizing the Club.

(iv) To establish, subsidise, promote, cooperate with, receive into union or affiliation, subscribe, donate and make grants to or become a member of control, manage, superintend, lend or give monetary assistance to or otherwise aid associations and organizations incorporated or not incorporated and whether within the Commonwealth of Australia or elsewhere whose objects are substantially similar to those of the Club and which restrict the division of their income and property among their respective members at least as strictly as does the Club.

(v) To raise money by all lawful means and to solicit, receive and enlist financial or other aid from individuals, trusts, companies, corporations, associations, societies, institutions and other organizations or authorities and from Governments, Departments of State or public bodies and to conduct fund raising campaigns.

(vi) To provide for and furnish or secure to any members, subscribers or customers of the Club any books or other publications, instruments, chattels, conveniences, advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise.

(vii) To make known and further the objects and activities of the Club by publication and distribution of papers, journals and other publications any by advertising in any medium or by any means thought desirable.

(viii) As far as the law will permit and subject to the provisions of any relevant statutes, rules, regulations of by-law or any licence issued in pursuance thereof to collect funds and to solicit, receive, enlist or accept financial and other aid, subscriptions, foundations, companies, associations, societies, institutions and other organizations or authorities and from Governments, Governmental authorities and instrumentalities and public bodies.

(ix) To enter into any arrangements with any Governments or authorities, supreme, municipal or otherwise, or any person or company and to obtain from such Government, authority, person or company any rights, privileges, charters, contracts, licences, concessions and grants which the Club may think it desirable to obtain and to carry out, exercise and comply therewith.

(x) To draw, take, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants and other negotiable instruments.

(xi) To expend any of the moneys or funds of the Club through an agent.

(xii) To borrow from any Bank, Building Society or other financial institution and raise money and to secure the payment thereof in such manner as may be lawful including (without prejudice to the generality of the foregoing) by any mortgage, charge, debenture or lien upon or over all or any of the real and personal property of the Club both present and future and also by a similar mortgage, charge, debenture or lien to secure and guarantee the performance by the Club or any other person or company of any obligation undertaken by the Club or any other person or company as the case may be.

(xiii) To lend or invest the moneys and funds of the Club in such securities and investments in such manner as may be permitted by law for the investment of trust funds.

(xiv) To employ and engage and to dismiss remove or suspend from such employment or engagement clerks, servants and persons whose services may be deemed necessary or desirable for the purpose of the operations of the Club.

(xv) To purchase, take or lease or acquire by gift or otherwise, real and personal property of any nature or description.

(xvi) To sell and transfer any real or personal property of the Club or exchange it for other property.

(xvii) To demise such property for such terms at such rent and upon such conditions as may be deemed desirable.

(xviii) To raise money on such property on such terms and conditions as may be deemed desirable.

(xix) To construct, add to, alter, demolish, repair, maintain and deal with such property in such manner deemed advisable.

(xx) To assist in any way deemed desirable by the Directors any other body or organization in connection with the conduct of any research or similar work whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any company, association or organization which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Club under or by virtue of clause 6 (six) of this Memorandum

(xxi) To undertake and execute any trusts and to accept any gift, endowment or bequest made to the Club generally or for the purpose of any specific object and to carry out any trusts attached to any gift, endowment or bequest providing that the Club shall only deal with any property which is subject to any trusts in such manner as is allowed by lay having regard to such trusts.

(xxii) Subject to paragraph 8 (eight) of this Memorandum of Association, from time to time to make, rescind, add to or amend by-laws or regulations in accordance with the Articles of Association for the purposes therein mentioned.

(xxiii) Generally to do all such acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of any of the objects of the Club.

3. The income and property of the Club, whensoever derived, shall be applied solely towards the promotion of the objects of the Club 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 whosoever by way of profit, to the member of the Club. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper enumeration to a servant of the Club, or to any member of the Club, in return for any services actually rendered to the Club, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, or reasonable

and proper rent for premises demised or let by any member to the Club, but so that no member of the council or management or governing body of the Club shall be appointed to any salaried office of the Club, or any office of the Club paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Club 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 Club. Provided that the provision last aforesaid shall not apply to any payment to 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. The liability of members is limited.

5. Every member of the Club undertakes to contribute to the assets of the Club in the event of its being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of costs, charges and expenses of winding-up the same and for the adjustment of the rights of the contributories amongst themselves such amount may be required not exceeding the sum of four dollars ($4.00).

6. If upon the winding-up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club and whose Memorandum of Association or constitutions 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 Club under or by virtue of the third paragraph hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution and in default thereof by a judge of the Supreme Court of Queensland or such other judge of that Court as may have or acquire jurisdiction in the matter.

7. True accounts shall be kept of the sums of money received and expended by the Club and the matter in respect of which such receipt and expenditure takes place and the property, credits and liabilities of the Club 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 Club for the time being such accounts shall be open to the inspection of the members. Once at least every year the accounts of the Club shall be examined by one or more registered company auditors of the State of Queensland who shall report to the members in accordance with the provisions of the Companies Act 1961 – 1975.

8. No addition, alteration of amendment shall be made to or in the Memorandum of Association for the time being in force unless the same shall be in accordance with the Companies Act 1961 – 1975.

9. The full name, addresses and occupations of the subscribers hereto are:

NAME	ADDRESS	OCCUPATION
JEAN CONSTANINE"	Nindethana" Cambooya Street Drayton QLD 4350	Home duties
JUDITH AMELIA des JARDINS	Nelson Street Middle Ridge, Toowoomba QLD 4350	Home duties
CAROLE CARDEN DUNCAN	PS1435 Greenwattle Street Toowoomba QLD 4350	Home duties
ELIZABETH DOUGLAS RUSSELL	"Baringa" Wyreema Road Toowoomba QLD 4350	Home duties
ALAN FREDRICK LENTZ	1 Batterbee Street Toowoomba QLD 4350	School teacher

We, the several persons whose signatures are subscribed hereto, are desirous of being formed into a company in pursuance of this Memorandum of Association.

SIGNATURES OF SUBSCRIBERS

JEAN CONSTANTINE

JUDITH AMELIA des JARDINS

CAROLE CARDEN DUNCAN

ELIZABETH DOUGLAS RUSSELL

ALAN FREDERICK LENTZ

DATED at Toowoomba this day of 1980

WITNESS to the above signatures

REGISTERED in the Office of the Commissioner for Corporate Affairs at Brisbane

This day of 1980 and numbered 804429 of 1980.

P McGRORY

ASSISTANT COMMISSIONER FOR CORPORATE AFFAIRS

ARTICLES OF ASSOCIATION

OF

DARLING DOWNS POTTERS' CLUB LTD

Preliminary

1. In these Regulations unless there is something in the subject or context inconsistent therewith –

"The Act" means the Companies Act 1961 – 1975 of the State of Queensland and includes any statutory modification or re-enactment thereof.

"Club" of "The Club" means the company registered as Darling Downs Potters' Club Ltd. Of which these are the Articles of Association.

"Articles" and "these presents" mean the Articles of Association for the time being of the Club.

"The Register" means the register of members to be kept pursuant to the Act.

"Month" means calendar month.

"Year" means calendar year.

"The Directors" means the whole or any number (not being less than a quorum) of the Directors of the Club for the time being assembled at a meeting of Directors in accordance with the Articles.

"Honorary Secretary" includes any person for the time being with the approval of the Directors acting as Honorary Secretary or performing the duties of that office.

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

Expressions defined in the Act shall have the meanings so defined.

Words imparting this singular number include the plural number and vice versa.

Words importing the singular number include the feminine gender and vice versa.

Words importing persons include companies, corporations and public bodies.

2. For the purpose of registering the Club, it is declared that its membership will be five hundred (500) but the Board may from time to time register an increase of members.

3. The members of the Club shall be:

   (a) The Subscribers to the Memorandum of Association

   (b) Such persons as shall from time to time be appointed or elected Directors of the Club.

   (c) Life Members.

   (d) Honorary Members.

   (e) City Members.

   (f) Country Members

   (g) Group Members.

   Provided that any financial member of the unincorporated Club known as Darling Downs Potters' Club shall be entitled to full membership of the Club as from the Date of incorporation under the Companies Act 1961-1975 and without the necessity of applying for such membership.

4. Foundation Life Members and Life Members

   (a) Foundation Life Members shall be those members in the existing unincorporated Club, "Darling Downs Potters' Club" that shall be life members and accepted by this Club as Foundation Life Members.

   (b) Life Members

   Life Members shall be any member who has rendered outstanding services to the Club and is elected as Life Member by a majority of members present and entitled to vote at any duly constituted Annual General Meeting of the Club.

5. Honorary Members

Honorary Members shall be any person whose past or potential services to the Club warrant the conferring of honorary membership upon them and shall also include any interstate or overseas visitors during the term of their visit to Queensland of whom the Board shall approve.

6. City Members

City Members shall be persons normally resident within 32 km of Toowoomba GPO. or as admitted as such by the Directors,

7. Country Members

Country Members shall be persons admitted as such by the Directors and ordinarily residing more than 32km from Toowoomba GPO.

8. Group Members

Group Members shall be a Club of two or more Country Members recognized as a Club by the Directors.

9. Application for Membership

(a) Nomination for membership of the Club shall be in such form and shall be supported by such evidence as the Board may from time to time prescribe together with nomination fee and subscription.

(b) Such nomination shall be submitted and dealt with at the next Board meeting of the Club. A majority (51%) of the Board members present at that meeting may elect or reject the application for membership.

10. Register of Members

A general register of members shall be kept by the Honorary Secretary. Such register shall set forth in full the name, addresses, occupations and classifications of all members and where appropriate the date of the latest payment by each member of his subscription. There will be no entrance fee but members will pay annual subscriptions as agreed to from time to time at any Annual General Meeting.

The above annual subscriptions will be paid by members on or before the first day of July in each year for the ensuing year.

11. Cessation of Membership

Subject to the payment of any monies which such member shall have agreed prior to the date of such resignation to pay to the Club any member may resign from the Club by giving notice in writing to the Honorary Secretary. The Directors may by resolution expel from the Club and remove from the register of members any member who shall refuse or neglect to comply with the provisions of the Memorandum or Articles of Association or the by-laws, rules or regulations of the Club or shall be guilty of any conduct which in the opinion of the Directors is unbecoming of a member or prejudicial to the interests of the Club PROVIDED THAT at least twenty (21) days before the meeting of the Directors at which such resolution for expulsion is passed such member shall have had notice thereof and of the intended resolution for expulsion and shall have had an opportunity of attending such meeting and of giving thereat any explanation or defence which such member may desire to make either orally or writing PROVIDED FURTHER that the Directors shall within seven (7) days of the said meeting advise such member of the result of the said resolution. The said member may within seven (7) days of receipt of the said notice serve a notice on the Directors to convene an Extraordinary General Meeting of Members to consider the said resolution of expulsion. Upon receipt of the said Notice the Directors will forthwith convene and Extraordinary General Meeting in accordance with these Articles at which such Extraordinary General Meeting the members may confirm or disallow the Directors' decision. The members may confirm or disallow the Directors' decision. The said member who is the subject of the resolution shall have notice of the Extraordinary General Meeting and shall have the opportunity of attending and of giving thereat any explanation in defence which such member may desire to make either orally or in writing.

12. Membership of the Club shall be ipso facto determined and vacated upon the death or resignation in writing of a member.

13. A member who from any cause whatsoever ceases to be a member of the Club shall not have any claim monetary or otherwise upon the Club, its funds or property.

14. General Meetings and Extraordinary General Meetings

The first Annual General Meeting of the Club shall be held at such time not more than three (3) months after the incorporation of the Club at such place as the Directors may determine.

15. Subsequent Annual General Meeting of the Club shall be held once in every calendar year at such times (not being more than fifteen (1) months after the holding of the last preceding Annual General Meeting) and place as the Directors may determine. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

16. 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 requisitionists, as provided by Section 137 of the Act.

17. Notice of General Meetings

Subject to the provision of Section 144 of the Act relating to special resolutions, fourteen (14) 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 on which notice is given) specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Act in General Meeting to all members of the Club but with the consent of all such members a meeting may be convened by such shorter notice and in such manner as the members may think fit.

18. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

19. Proceeding at Annual General Meetings and Extraordinary General Meetings.

The business of an Annual General Meeting shall be to receive and consider the Report of the Board, the Income and Expenditure Account, the Balance Sheet and the Report of the Auditors, to elect Directors and an Auditor or Auditors and to transact any other business which, under these Articles is to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

20. At each Annual General Meeting the President shall submit to the members an annual report.

21. No business shall be transacted at any annual, extraordinary general (or other) meeting of the Club unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise

provided not less than seven (7) full members of the Club present in person or proxy shall be a quorum.

22. If within thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting, shall not be held but shall be reconvened in accordance with these articles.

23. The President, or in his absence, the Vice President or the Past President who shall have held such office for the longest time of all the Vice Presidents present at the meeting shall preside as Chairman at every general meeting of the Club.

24. If none of the following, the President, the Vice Presidents, Past Presidents, the Honorary Treasurer or the Honorary Secretary shall be present within fifteen (15) minutes after the time appointed for holding the meeting, or if none of them shall be willing to act as Chairman, the members present shall be willing to act as Chairman, the members present shall choose one of their number to be Chairman.

25. 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 that the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for one month 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.

26. 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
(b) By at least three members present in person or by proxy
(c) By any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the Chairman that a resulting has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and on entry to that effect in the book containing the minutes of the proceedings of the Club 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.

27. If a poll is duly demanded it shall be taken at such time and in such manner as the Chairman directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded, provided that a poll demanded on the selection of a Chairman or on a question of adjournment shall be taken forthwith.

28. 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 have a second or casting vote.

29. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Club have been paid.

30. Each member of the Club shall be entitled to attend any general meeting of the Club and subject to Article 22 each financial member shall have one vote. An Honorary member shall not have a vote. Group members shall have one vote per group.

31. The instrument appointing a proxy shall be in writing in a common or usual form under the hand of the appointed or of his attorney duly authorised in writing. A proxy may but need not be a member of the Club. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

32. Where it is desired to afford members an opportunity of voting for or against a resulting the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

DARLING DOWNS POTTERS CLUB LTD

I/we

Being a member/members of Darling Downs Potters Club hereby appoint ……of……..or failing him the Chairman of the meeting……of as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary) General Meeting of Darling Downs Potters Club to be held on the

day of ,

and at any adjournment thereof. Signed this day of……....

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

33. 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 Club or at such other place as is specified for that purpose in the notice convening the meeting, not less that forty-eight (48) 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 (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

34. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or insanity 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, insanity or revocation aforesaid has been received by the Club at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

35. Power of Attorney

Any person (whether a member of the Club or not) who holds a Power of Attorney from a member of the Club to act generally in the affairs of such member or holds a special Power of Attorney to act and vote for such member at meetings or at any particular meeting of the Club shall until formal written notices of revocation of such Power of Attorney shall have

been given to the Club be considered to have and may exercise the same rights, powers and privileges as such member would have and be entitled to exercise if he were personally present.

36. Subject to the provisions of Section 144 of the Act a resolution in writing signed by or on behalf of all members of the Club entitled to vote at any general meeting shall be as valid and effectual as if it had been passed at a meeting of members duly called and constituted. Members entitled to vote may sign separate copies of the resolution circulated for that purpose.

37. For the purpose of securing the widest participation in the activities of the club and the carrying out of the objects the Directors of the Club may from time to time by resolution in that behalf invite any persons to attend any general meeting of the Club with the right to such persons to participate in discussions but without the right to vote. *Refer to appendix for clarification.*

38. Patrons

The Directors of the Club may from time to time in their discretion appoint a Patron and/or Vice Patrons of the Club.

39. Directors and Management of the Club

The Club and the business affairs and the property thereof shall be managed by a Board of Directory comprising: *Refer to appendix for clarification.*

President
(2) Vice Presidents
Past President
Honorary Treasurer
Honorary Secretary
Five Directors

40. The Board shall be appointed by the subscribers to the Memorandum and Articles of Associated of the Club or a majority or them. The Board shall retire annually but shall be eligible for re-election.

41. The Directors shall not be entitled to remuneration for their services to the Club as Directors but shall be entitled to reimbursement for reasonable out-of-pocket expenses incurred about the business of the Club.

42. Nomination for the election of Directors shall be made at least seven (7) days before the Annual General Meeting. If only one nomination is received for an executive position on the Board or only five nominations

for the additional Directors, the nominee or nominees (as the case may be) shall be deemed to be elected, but otherwise a ballot shall be taken at the meeting for election of that office bearer or those Directors.

43. Upon a ballot being necessary, the Honorary Secretary shall cause ballot papers to be prepared containing the names of the candidates in alphabetical order and containing such directions as to be recording of votes as the Directors shall from time to time determine.

44. Provided a majority of Directors are elected in accordance with Article 42 then if an insufficient number of nominations be received or if there are less nominations than there are officers to fill then the officers to have been elected in pursuance of Article 42 shall co-opt other members to fill the vacancy or vacancies.

45. An Office bearer may retire from office upon giving seven (7) days notice in writing to the Honorary Secretary of his intention so to do and such resignation shall take effect upon the expiration of such notice.

46. The Club may by resolution remove any office bearer before the expiration of his period of office and by resolution appoint another person in his stead. The person so appointed shall hold office till the next Annual General meeting.

47. <u>Vacancies in Board of Directors</u>

If any director shall:

(a) die
(b) Shall fail to attend regular Board Meeting without leave of absence or
(c) Shall become bankrupt or make any arrangement or composition with his creditors generally or
(d) Become of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health or
(e) Shall resign his office by notice in writing left at or sent by registered post to the Honorary Secretary of the Club or
(f) Shall be convicted of any criminal offence upon indictment, or
(g) If he becomes prohibited from being a Director by reason of any order made under the Act, his office shall be declared vacant by the Board and the Board may appoint a successor to hold office until the next election by the Annual General Meeting and until such appointment is made the continuing Directors may act notwithstanding such vacancy.

48. The Club may by special resolution carried at the Extraordinary General Meeting remove any Director or all the Directors before the expiration of his or their period of office and appoint another of other Directors or Director as the case may be in his or their place. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.

49. All acts done at any Board Meeting 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 Director or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

50. Meetings of the Board

(a) The Board shall meet at least once in every month for the transaction of business. Minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The President may at any time and the Secretary shall upon request in writing of two Directors convene a meeting of the board.

(b) The President if present shall be entitled to preside at all meetings of the Board; in his absence the meeting shall elect another Director to be Chairman of the meeting, the Secretary taking the chair for the purpose only of the election but without the right to vote. Any person except the Secretary acting as Chairman of a meeting of the Board shall have the same voting powers as are provided in Article 28 of these powers.

(c) Every question submitted to a General Meeting of the Club or to any meeting of the Board or Sub-Committee shall be decided in the first instance by a show of hands and in the case of equality of votes, the chairman shall, both on a show of hands and on a poll, have a casting vote in addition to the vote to which he is entitled as a member.

(d) A majority of the Directors shall constitute a quorum which in the first instance shall be six (6). If a quorum be not present within fifteen (15) minutes of the time fixed for the meeting, it shall not be held but may be reconvened in accordance with these Articles.

(e) Members of the Club other than Board members shall be entitled to attend all Board Meetings but shall not be eligible to vote at Board Meetings. *Refer to appendix for clarification.*

51. Powers and Duties of Board of Directors

The business and general affairs of the Club shall be under the management of the Board of Directors who shall have full control of the property of the Club and absolute authority subject to the Memorandum of Association regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect to the Club except insofar as is otherwise expressly provided by these Articles. In particular but without derogating from general powers hereinbefore conferred, the Board shall have power from time to time:-

(a) To appoint from among its members or from members of the Club, Sub-Committees for any purpose whatever which from time to time it may think desirable and to delegate to any such Sub-Committee such powers as it may think fit and any such appointment or delegation from time to time to revoke or alter. Unless otherwise specified in the minutes of the Directors appointing the Sub-Committee, the quorum of all Sub-Committees shall consist of a majority of the members of such Sub-Committee.

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(b) To make rules or regulations not inconsistent with the Memorandum and Articles or Association of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club’s finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws, Rules or Regulations.

(c) To enforce the observance of all By-Laws, Rules or Regulations by suspension from enjoyment of Club privileges or any of them or otherwise as the Board thinks fit.

(d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.

(e) To engage, appoint, control, remove, discharge, suspend and dismiss such managers, secretaries, officers, Solicitors, Accountants, Surveyors, Bankers, Clerks, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration but no payment or part payment of any secretary, manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club or of liquor supplied.

(f) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such prices and generally on such terms and conditions as it shall think fit.

(g) To secure the fulfillment of any contracts or engagements entered into by the Club by Mortgaging or charging all or any of the property of the Club as may be thought fit.

(h) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allot time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.

(i) To determine who shall be entitled to sign or endorse on the Club's behalf, contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.

(j) From time to time at its discretion to borrow or secure the payment of any sum or sums or money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club'' property both present and future or not so charged or by any mortgage charged or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think properly confer on the holders.

(k) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and to list any property of the Club and with the sanction of a General Meeting of the Club to Lease, demise, exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time. Provided however, that the Board shall only deal with the same in such manner as is allowed by law.

(l) To fix the maximum number of each class of members who may be admitted to the Club.

(m) To fine, caution, expel or suspend for such period as it thinks fit, any member who shall willfully infringe any provisions of the

memorandum or Articles of Association or of the By-Laws, Rules or Regulations of the Club or who shall in the opinion of the Directors be guilty either in or out of the Club premises of conduct unbecoming for a member or prejudicial to the interests of the Club.

(n) To impose any restrictions or limitations on the rights and privileges of members, honorary members and visitors relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct, behaviour clothing and dress whilst on the said premises.

52. Accounts

The Directors shall cause proper accounts to be kept with respect to:

(a) All sums of money received and expended by the Club and the matter in respect of which the receipt and expenditure takes place.

(b) All sales and purchases of real and personal property by the Club.

(c) The assets and liabilities of the Club.

53. The accounts shall be kept at the registered office of the Club or at such other place or places as the Directors think fit and shall always be open to the inspection of Directors.

54. The Directors shall from time to time determine subject to the Memorandum of Association at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of members not being Directors.

55. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Club in general meeting such income and expenditure accounts, balance sheets and reports as are required by the Act.

56. Audit

Auditors shall be appointed and their remuneration fixed and their duties regulated in accordance with the Act.

57 Notices

A notice may be given by the Club to any member either personally or by sending it by post to him at his address appearing in the register or (if he has no registered address within the State of Queensland) to the address,

if any, within Australia supplied by him to the Club for the giving of notices to him.

A certificate in writing signed by any Director that the letter or wrapper containing the notice was so addressed, prepaid and posted shall be conclusive evidence thereof.

58. Notice of every general meeting shall be given in some manner hereinbefore authorised to the Auditors and to every member except those members who (having no registered address within the State of Queensland) have not supplied to the Club an address for the giving of notices to them.

59. Any notice or other communication to be given to the Club under these Articles may except where otherwise provided be given to the Honorary Secretary and either personally or by sending it by post to him at the registered office of the Club.

60. Indemnity

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 judgement 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 negligence, default, breach of duty or breach of trust.

Appendix 1

DARLING DOWNS POTTERS' CLUB Ltd

BOARD MEETING

4 July 2011

AMENDMENT TO ARTICLES OF ASSOCIATION

NUMBER OF DIRECTORS AND QUORUM

DIRECTORS AND POSITION

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Director
6. Director
7. Director (Optional)
8. Director (Optional)

QUORUM

Minimum number of directors required for a meeting – Half the number of directors plus one

VOTING RIGHTS

AGM	**-**	**All financial members**
EXTRAORDINARY General Meetings	**-**	**All financial members**
BOARD MEETINGS	**-**	**Directors only**

All financial members are invited to participate in the meeting but not vote.

This amendment supersedes all conflicting statements in the Articles of Association in the Darling Downs Potters' Club Ltd Memorandum of Association.

Extract from Minutes of DDPC Ltd Board Meeting 4 July 2011

Graham Mayes moved that Appendix 1 "Amendment to Articles of Association- Number of Directors and Quorum" be accepted. Seconded Greg Baker – all in favour – carried.