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COMPANIES (QUEENSLAND) CODE
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
OF

SOUTHSIDE CHRISTIAN RENEWAL CENTRE PROPERTY LTD.

1. Name - The name of the company is SOUTHSIDE CHRISTIAN RENEWAL CENTRE PROPERTY LTD. (hereinafter called the company).
2. Registered Office - The registered office of the company shall be situated at 109 Golconda Avenue, Salisbury or in such other place in Queensland as the Board may from time to time determine.
3. Objects - The objects for which the Company is established are:-
 - (a) To promote and foster the development of Christianity in the community.
 - (b) To act either alone or together with others as trustee on behalf of any person, incorporated or unincorporated association, firm, corporation or body in respect of any of its or his real or personal property whatsoever in Queensland or elsewhere and to enter into, adopt, ratify and carry into effect any agreement with any such person, association, firm, corporation or body.
 - (c) To undertake and execute any trusts either gratuitously or otherwise which in the opinion of the Board of Directors is desirable.
 - (d) To hold in trust any or all of the funds and assets of SOUTHSIDE CHRISTIAN RENEWAL CENTRE and SOUTHSIDE CHRISTIAN COLLEGE.
 - (e) To hold in trust all the funds and assets of any other person, incorporated or unincorporated association, firm, corporation or body.
 - (f) To enter into such arrangement or arrangements as trustee as may be necessary or desirable to obtain educational, financial or other support or sponsorship for any beneficiary in regard to capital assistance and/or recurrent expenditure.
 - (g) To do all things necessary for the company to comply with the requirements of any statute law which by law it is required to comply with.

Solely for the purpose of carrying out the aforesaid objects and not otherwise:

(i) To receive, accept, hold, get in, purchase, invest in, apply for, acquire, take on lease or license or otherwise obtain or become registered owner of and stand possessed of, hold, manage, use and turn to advantage, any real or personal property whatsoever (including) investments, securities, moneys, choses-in-action, rights and privileges as trustee on behalf of any person, association, business name, corporation, college, school or body, and to receive, collect, call in, hold, manage, invest, lend or otherwise use or turn to account any dividends, rents, profits or other income or produce arising therefrom or otherwise received by the Company or coming into its possession or control.

(ii) To, as trustee, sell, dispose of, transfer, assign, exchange, make over, distribute, lend or otherwise account for, yield up, deliver, deal with or dispose of any real or personal property whatsoever (as aforementioned) and any dividends, rents, profits or other produce or income arising therefrom or otherwise received by the Company or coming into its possession or control, on behalf of any person, firm, company or body.

(iii) To, as trustee, purchase, take on lease or license, exchange, hire, apply for or otherwise acquire and to let, lease, license, hire, invest, turn to account, lend or otherwise usefully employ or render profitable and to sell, assign, transfer, exchange or otherwise dispose of any real or personal property whatsoever.

(iv) To act as trustee for and to promote, maintain, subsidise or otherwise assist any incorporated body, the trustee or executive committee thereof or any trustee of any Fund or Trust whose objects include the provision of retiring or superannuation benefits or other allowances or benefits of whatsoever kind for employees of any association, corporation, school, college or body, and for dependants of such employees.

(v) To, as trustee, acquire any legal interest in any rights, property or privileges whatsoever or to give security over any assets of any beneficiary and generally to make such payments whether by way of discharge of any obligation or debt of the Company or by way of gift or otherwise as the Directors shall deem expedient or directly or indirectly in the interests or for the purposes of the company and/or any beneficiary of the company.

(vi) To, as trustee, purchase, take on lease or license or in exchange, hire, apply for or otherwise acquire and sell or dispose of any personal property (or any interest therein) including easements, choses-in-action and rights, privileges, licenses, permits, trade marks and other similar rights from any Government, municipality or public authority or otherwise and to enter into any agreement or arrangement with any Government, municipality or public authority or any corporation, person or unincorporated body whatsoever in respect of any matter connected with any object, purpose, obligation or duty of the Company or incidental or conducive to the attainment thereof.

(vii) To, as trustee, open and operate bank accounts and to draw, give, accept, endorse, hold or otherwise deal with

negotiable instruments and currency.

(viii) To, as Trustee, enter into, give or receive guarantees, indemnities, and undertakings, of any kind whatsoever which may seem directly or indirectly calculated to advance the Company's beneficiaries interests or to protect, defend or preserve the Company's beneficiaries property or rights and in particular to guarantee the payment of money by any Company or person whomsoever whether corporate or unincorporate and whether interested in or connected with this Company or otherwise and to effect insurances of all kinds in respect of the property or otherwise for the benefit of the Company's beneficiaries and also to insure any of the officers or servants of the Company's beneficiaries in respect of claims by reason of any such risk or accident and to pay premiums and also to pay or grant pensions, annuities, allowances, or payments or to make loans or advances to any officer, director or servant of the Company's beneficiaries and to pay gratuities, allowances or pensions to any relatives or dependants of any deceased or incapacitated officer, director or employee of the Company's beneficiaries and to establish or take part in and contribute to any Superannuation or Pensions Scheme for the benefit of employees and their dependants.

(ix) To buy, prepare, make, supply, sell and deal in all kinds of foodstuffs required or used by the members of the company or other persons frequenting the land, grounds, building or other premises held in trust by the company provisions and refreshments required or used by the members of the company or other persons frequenting the land, grounds, buildings or other premises of the company with the exception of all or any kinds of alcoholic beverages.

(x) To hire and employ all classes of persons considered necessary for the purposes of the company and to pay to them and to other persons in return for services rendered to the company, salaries, wages, fees, annuities, lump sum or other payments.

(xi) To establish, promote, or assist in establishing or promoting, and to subscribe to, or become a member of, any other association or corporation whose objects are similar or in part similar to the objects of any beneficiary of the company, or the establishment or promotion of which may be beneficial to the company, provided that no subscription be paid to any such other association or club out of the funds of the company, except bona fide in furtherance of the objects of the company.

(xii) To, as trustee, purchase, hire, make, or provide and maintain and to sell or otherwise dispose of all kinds of furniture, plate, linen, glass, books, papers, periodicals, stationery, tools, implements, machines, utensils and other things required or which may be conveniently used in connection with the lands and grounds, buildings and other premises of the company by persons frequenting the same whether members of the company or not.

(xiii) To, as trustee in furtherance of the objects of any company, support and subscribe to any charitable or public body and any institution, society, association, whether incorporated or unincorporated or club, which may be connected

with the company or any of its beneficiaries, to give pensions, gratuities, christmas boxes or charitable aid to any person who has been or is a member of the company or to the wife, widow, children or other relatives of such person.

(xiv) To, as trustee, invest and deal with the moneys held in trust not immediately required by the trustee to fulfil his obligations under the trust upon such terms and in such manner as may from time to time be determined by the trustee, and in particular to hold sell and deal with the stock, shares, bonds, debentures and securities of any company corporation government state municipal or local or other body or authority and in any loan or deposits of any kind or nature whatsoever and with or without security.

(xv) To, as trustee, borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of any beneficiary of the company or by mortgage or charge upon all or any part of the property by the company as trustee with or without security and upon such terms as to priority or otherwise as the company shall think fit.

(xvi) To, as trustee, let on lease or on hire the whole or any part or parts of the real and personal property held by the company as trustee according to law on such terms and for such purposes as the company shall determine.

(xvii) To, as trustees or in payment of the company's own obligations draw, accept and make and to endorse discount and negotiate bills of exchange and promissory notes and other negotiable instruments.

(xiii) To, as trustee, advance and lend money upon such security as may be thought proper or without taking any security therefor.

(xix) To, as trustee, sell, dispose of or transfer the property or undertaking or any part thereof of any beneficiary of the company or any person capable of benefiting under a charitable trust in respect of which the company is the trustee according to law.

(xx) To appoint or authorise the directors of the company to appoint either with or without remuneration agents, attorneys under power or other persons or corporations under power of attorney or otherwise in Australia and elsewhere to carry out and complete all or any of the objects of the company and to arrange conduct or manage the business or businesses of the company or any matter or concern whatsoever in which the company is now or may from time to time be or become or be about to become interested or concerned with the same or with more limited powers than the directors of the company have and from time to time revoke or cancel such appointment and authorities and to remove and if thought desirable reappoint such agents attorneys or other persons or corporations and determine their powers and to appoint any person, company or corporations as the attorney or attorneys, agent or agents of the company in any part of the world with full powers to do all such acts, matters and things as may be thought necessary or expedient in the interest of the company and to delegate such power of appointment to any person or

persons, company or corporation and from time to time to revoke such appointments.

(xxi) To, as trustee, enter into any industrial agreement with any associations, persons, unions or organisation and to vary and rescind the same to submit or contest in or before any Industrial Court or Wages or Conciliation Board whether State or Commonwealth any Industrial dispute or matter or to combine with any other persons firms or companies in such submissions or contest and to use the company's funds for such purpose and to take all such steps as the directors think fit to prevent or settle strikes or industrial disputes or matters by conciliation or otherwise.

(xxii) The powers conferred by section 67 (i) of the Companies (Queensland) Code are only to be exercised by the company pursuant to or ancillary to the stated objects of the company.

4. Liability - The liability of the members is limited in accordance with clause 5 hereof.

5. Each member of the company undertakes to contribute to the assets of the company in the event of it being wound up while he is a member or within one year after he ceased to be a member for payment of the debts and liabilities of the company contracted before he ceased to be a member and the costs, charges and expenses of winding up the company and for adjustments of the rights of contributors among themselves such amount as may be required not exceeding \$20.00.

6. 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 amongst the members of the company but shall be given or transferred to some other company, association, institution having objects similar to those of the company and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property amongst its or their members to an extent of the provisions of this Memorandum of Association, such donee company, association or institution to be determined by the Southside Christian Renewal Centre at or before the time of dissolution and, in default thereof, the Assemblies of God in Australia (Queensland Conference) but if that body shall be unwilling to make a determination by a Judge of the Supreme Court of Queensland as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

7. The income and property of the company wheresoever derived shall be applied solely towards the promotion of the objects of the company as set forth in this Memorandum of Association; and no portions thereof shall be paid or transferred, directly or indirectly by way of profit, to the members of the company; Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or employee 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 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 to the company, but so that no director of the company shall be appointed to any salaried office in the company paid by fees and that no remuneration or other benefit for money or moneys worth shall be given by the company to any director except repayment of out of pocket expenses and interest at the rate aforesaid on money lent to the company. Provided that the clause last mentioned shall not apply to any payment to any company of which a director of this company may be a member and in which such member shall not hold more than a 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 to such payment.

8. True accounts shall be kept of the sums of money received and expended by the company and the matters in respect of which 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 shall be open to the inspection of the members. Once at least in every year the accounts of the company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Companies (Queensland) Code.

9. The business and general affairs of the company shall be under the control and management of a Board of Directors, consisting of such number as is determined by the Board from time to time.

10. The names, addresses and occupations of the subscribers hereto are as follows:-

<u>Name</u>	<u>Address</u>	<u>Occupation</u>
Clyde Irwin MARBACH	49 Maitland Street, Salisbury	Minister of Religion
Christian Joseph PETERSON	1A Peringa Street, Coopers Plains	Minister of Religion
Colin Robert WHITE	1 Merriwa Street, Sunnybank Hills	Minister of Religion
Philip Mark SPENCE	33 Wootton Crescent, Springwood	Minister of Religion
Ian Bruce FORD	74 Golda Avenue, Salisbury	Plumber

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of the Memorandum of Association.

Signature of Subscribers

Witness to Signature
and Address of Witness

.....C. I. Marbach.....
Clyde Irwin Marbach

.....Witness.....

..... C.J. Peterson
Christian Joseph Peterson

..... *Colin*
Colin Robert White

..... *Philip*
Philip Mark Spence

..... Ian Bruce Ford

Witnessed

..... *James P.*
x Accurancy St. Barragindali

..... *James P.*
x Pallamanda St. Barragindali

..... *James P.*
x Pallamanda St. Barragindali

DATED this day of
19

Registered in the Office of the Commissioner for Corporate
Affairs at Brisbane this day of
19

COMMISSIONER FOR CORPORATE AFFAIRS
BRISBANE.

"Companies (Queensland) Code"

A Company Limited by Guarantee and not
having a Share Capital

ARTICLES OF ASSOCIATION

OF

SOUTHSIDE CHRISTIAN RENEWAL CENTRE PROPERTY LTD.

DEFINITIONS

1.(a) In these Articles unless there be something in the subject or context inconsistent therewith:

"The Act" means the Companies (Queensland) Code as amended from time to time.

"The Annual General Meeting" means the General Meeting held each year as required by the Act and these Articles.

"Board" means the members for the time being of the Board of Directors as constituted in accordance with these Articles.

"The By-Laws" means the By-Laws of the Company for the time being in force.

"The Company" means SOUTHSIDE CHRISTIAN RENEWAL CENTRE PROPERTY LTD.

"Company Premises" includes any property which the company holds as trustee.

"Notice Board" means the Board or Boards provided in a conspicuous place in the company premises on which notice for the information of members are posted.

"Month" means calendar month.

"SOUTHSIDE CHRISTIAN RENEWAL CENTRE" means the church known by that name whose funds and other assets the Company is authorised to hold in trust by clause 3(d) of the Memorandum of Association.

"SOUTHSIDE CHRISTIAN COLLEGE" means the school known by that name whose funds and other assets the Company is authorised to hold in trust by clause 3(d) of the Memorandum of Association.

"The Office" means the Registered Office for the time being of the Company.

"The Register" means the Register of Members kept pursuant to the Act.

"In Writing" and "Written" include printing

lithography and other modes of reproducing or representing words in a visible form.

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

"The Secretary" includes Acting Secretary.

Words importing the masculine only include the feminine and vice versa

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

(b) The Company is established for the purposes set out in the Memorandum of Association.

2. For the purposes of registration but not by way of limitation, the number of members of the company is declared to be six but the Board may from time to time register an increase of members.

3. A subscriber to the Memorandum of Association and any person who is a member of SOUTHSIDE CHRISTIAN RENEWAL CENTRE shall be eligible to become a member of the Company until that person ceases to be a member of the said church.

4. The election of members shall be by the Board at a meeting or meetings duly convened and the Board shall examine all nominations for membership and inquire into the qualification of candidates. The Board may reject any application for membership without assigning any reason for such rejection. When applications for membership come before the Board, negative votes at the rate of one in four shall exclude the applicant from election.

5. The Secretary shall keep a record to be known as "The Members' Admission Book" of the time and date of the holding of every such meeting, the names of the members of the Board, present and voting on the question of the admission of each and every person nominated as a member at such meetings, and of the names of the persons so nominated and whether they are accepted as members or not.

6. The business and affairs of the company shall be managed by the Board of Directors consisting of not less than two Directors who shall appoint one of their number as President and may do so from time to time as occasion may require.

7. No person shall be qualified to be a Director who is not a member of the Company.

8. The Board of Directors shall consist of and only of those people who have been properly selected as the oversight of SOUTHSIDE CHRISTIAN RENEWAL CENTRE.

VACANCIES IN THE BOARD OF DIRECTORS

9.(a) If any Director shall die or shall fail to attend a regular Board Meeting for three consecutive meetings without leave of absence or if shall resign or shall cease to be qualified under the provisions of Article 7 hereof or if he

shall become bankrupt or of unsound mind, his office shall be declared vacant by the Board and he shall ipso facto cease to be a Director 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.

(b) The Company may by special resolution carried at an Extraordinary General Meeting remove any Director or all Directors before the expiration of his or their period of office and appoint another or other Director or Directors 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.

(c) Should the Director so removed or in respect of whom a vacancy has been created be one who is the holder of the special qualification, the person so appointed in his stead shall also be a holder of the special qualification.

10. 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 Director or Directors 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.

11. No Director shall receive any remuneration for his services in his capacity as a Director.

POWERS AND DUTIES OF THE DIRECTORS

12. The business and general affairs of the Company shall be under the management of the Board of Directors who shall have full control of the property of or vested in the company and absolute authority subject to the Memorandum of Association and the general law regarding its disposition and in the conduct and administration of all the affairs and business of the company including the rights and privileges of members in respect to the company except insofar as is otherwise expressly provided by these Articles. In particular, but without derogating from the 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 Company 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 minute 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.

(b) Subject to Article 13 to make such By-Laws, rules or regulations not inconsistent with the Memorandum and Articles of Association of the Company as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs, interest, effects and property and for the

convenience, comfort and well being of the members of the Company and to amend or rescind from time to time any such By-Laws, Rules and Regulations.

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

(d) To appoint any delegate or delegates to represent the Company 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 their duties, pay, salary, emoluments or other remuneration.

(f) 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 it shall think fit.

(g) To secure the fulfilment of any contracts or engagements entered into by the Company as trustee on behalf of any beneficiary by mortgaging or charging all or any of the property of the beneficiary held in trust by the Company as may be thought fit.

(h) 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 or allot time for payment and satisfaction of any debts due to and any claims or demands by or against the Company and to refer any claims or demands by or against the Company to arbitration and to observe and perform the award.

(i) To determine who shall be entitled to sign or endorse on the Company'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 of money for the purpose of the Company and to 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 Company's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Company'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 proper to confer on the holders.

(k) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels held in trust by the company and to let any property held in trust by the company and with the sanction of a General Meeting of the Company to lease, demise, exchange or

sell all or any of the lands and buildings or other property or rights to which the Company may be entitled from time to time, provided however, that the Board shall not deal with the same in any manner that is prohibited by law.

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

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

13. Any By-Law, Rule or Regulation made under these Articles shall come into force and be fully operative upon the posting of an appropriate notice containing such By-Law, Rule or Regulation on the Notice Board.

MEETINGS OF THE BOARD

14.(a) The Board may meet from time to time for the transaction of business. Minutes of all resolution 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) A majority of the Directors shall constitute a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed for the meeting, it shall stand adjourned the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the members present shall be a quorum.

GENERAL MEETINGS

15. The Annual General Meeting of the Company shall be held if practicable in the month of December in each year at such time and place as may be prescribed by the Company in General Meeting or in default at such time and place as may be determined by the Board provided always that an Annual General Meeting shall be held at least once in every calendar year.

16. The abovementioned Annual General Meeting shall be called the Ordinary General Meeting. All other General Meeting shall be called Extraordinary General Meetings.

17. An Extraordinary General Meeting may be called on any date by the President of the Board and shall be called by the Secretary upon receipt by him of a requisition which need not

be in one document signed by not less than thirty ordinary members stating the business to be considered. The date of such meeting shall be within forty (40) days of receipt of such requisition. Provided that if such meeting is not called within fourteen (14) days of receipt of the requisition, the requisitionists or a majority of them may themselves call the meeting and for that purpose shall have access to the Register of Members and any other records necessary for the purpose of calling meetings of members.

NOTICE OF GENERAL MEETINGS

18.(a) Every notice convening a General Meeting shall specify the place and the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by these Articles of the Act.

(b) Every notice convening a General Meeting shall be given in the manner prescribed by Article 41 to those members who are entitled to attend and vote at General Meetings under the provisions of Article 28 of these Articles and a copy shall be posted on the Notice Board.

(c) The period of notice with respect to General Meetings shall be as follows:-

- (i) Fourteen (14) days in respect of Ordinary General Meetings and such extraordinary General Meetings as are convened for purposes other than those requiring the passage of a Special Resolution.
- (ii) Twenty-one (21) clear days in respect of Extraordinary General Meetings convened for the purpose of passing a Special Resolution.

(d) Neither the accidental omission to give notice of a meeting to nor the non-receipt of a notice of a meeting by any member nor the omission to post a copy on the Notice Board shall invalidate the proceedings at any meeting.

QUORUM FOR GENERAL MEETINGS

19. At any Ordinary or Extraordinary General Meeting called by the President or the Board fifty percent (50%) of members are entitled to be present under Article 28 and present in person shall be a quorum and at any Extraordinary General Meeting called on or by the requisition of members fifty per cent (50%) of members are entitled to be present under Article 28 and present in person shall constitute a quorum. If a quorum be not present within fifteen minutes of the time fixed for an Ordinary or Extraordinary General Meeting the meeting if convened on or by the requisition of members shall be dissolved; if convened by the President or by the authority of the Board it shall be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be a quorum.

PROCEEDINGS AT GENERAL MEETINGS

20. 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 the Auditor or Auditors and to fix the remuneration payable to such 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 shall be deemed special.
21. The President shall if present be entitled to preside at all General Meetings of the Company. Should he be absent, the same procedure for the appointment of the Chairman shall be followed as is provided in Articles 14(b) of these Articles for the appointment of a Chairman at the meeting of the Board.
22. Every question submitted to a General Meeting of the Company or any meeting of the Board of 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.
23. At any General Meeting unless a poll is demanded by the Chairman or by at least five members present and entitled to a vote at the meeting, 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 the effect in the book of proceedings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
24. If a Poll is demanded as aforesaid, it shall be taken in such a 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 poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.
25. The Chairman of a General Meeting may, with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
27. Any General Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no

notice of such adjournment need by given.

VOTES OF MEMBERS

28. Every member eligible to vote shall both on a show of hands and on the taking of a poll have one vote.

No member shall be entitled to be present or vote at any meeting of the Company or to be elected to any office unless he shall also be a member of the the Church Southside Christian Renewal Centre.

CESSATION OF MEMBERSHIP

29. A member at any time by giving notice in writing to the Secretary may resign his membership of the Company but shall continue liable for any sum not exceeding \$20.00 as a member of the Company under Clause 5 of the Memorandum of Association of the Company.

30. If any member shall cease to be a member of Southside Christian Renewal Centre, refuse or neglect to comply with the provisions of the Memorandum and Articles of Association By-Laws, Rules or Regulations of the Company or if any member shall in the opinion of the Board be guilty of any conduct deemed by the Board to be unbecoming of a member or prejudicial to the interests of the Company such member may be expelled by resolution of the Board and such resolution need not state the grounds, facts or opinions upon which it is based

PROVIDED:

- (a) That at least seven (7) days before the meeting at which such resolution is passed, the member concerned shall have been notified either orally or in writing of the intended resolution and requested to be present at the meeting and he shall at such meeting and before such resolution is passed have had an opportunity of giving orally or in writing any explanation or defence he may think fit.
- (b) That seven (7) days written notice of the meeting to consider the case of a member under this Article shall be given to the members of the Board and that the notice convening the meeting shall state that the case of the particular member or members and the question of his or their membership are to be considered. Any resolution under this Article shall require for its passage a simple majority of the votes of the Directors.

31. Every person ceasing to be a member of the Company whether by retirement, expulsion, death, neglecting to pay any amount due to the Company shall forfeit ipso facto all rights as a member of the Company but shall remain liable for any moneys due or payable under the provisions of Clause 5 of the Memorandum of Association.

32. Every member shall on becoming a member furnish to the Secretary particulars of his address and occupation if those

particulars have not already been stated on the nomination for membership and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

REGISTER OF MEMBERS

33. The Secretary shall keep in the Company's premises a Register of Members setting forth the name in full, occupation and address of each member.

MINUTES

34. The Board shall cause minutes to be kept by the Secretary in books provided for the purpose:

- (a) Of all appointments of officers made by the Company in general meeting or by the Board;
- (b) Of the names of the Directors present and voting at each meeting of the Board;
- (c) Of the number of members present and voting at general meetings of the Company;
- (d) Of all resolutions and proceedings at all meetings either of the Company or of the Board.

FINANCIAL YEAR

35. The financial year of the Company shall commence on the 1st day of July and end on the 30th day of June.

ACCOUNTS AND AUDIT

36. The Board shall cause correct accounts and books to be kept showing the financial affairs of the Company and the particulars usually shown in books of account of a like nature and showing in particular and without limiting the generality hereof:

- (a) The sums of money received and expended by the Company and the matter in respect of which the receipt and expenditure takes place.
- (b) All sales and purchases of goods by the Company.
- (c) The assets, credits and liabilities of the Company.

37. The books of account shall be kept at the Registered Office of the Company or at such other place as the Board thinks fit and shall always be open to the inspection of Directors.

- 38. (a) The Board shall comply with the provisions of Section 269 of the Act and once in every year cause to be prepared, a Balance Sheet as at the end of the Company's financial year and an Income and Expenditure Account made up to the end of the financial year which Balance Sheet and Income and Expenditure Account

shall, together with the Report of the Board and the Auditor's report, be laid before the Annual General Meeting of the Company as provided for in Article 20 of these Articles.

- (b) The Report of the Board referred to in the foregoing Clause (a) shall include statements showing:
 - (i) The amount written off for depreciation.
 - (ii) The amount, if any, which the Board proposes to transfer to the Reserve Fund or Funds of the Club.
 - (iii) The number of members of each class registered in the Register of Members as at the date of the preparation of the report.
 - (iv) The names of the Directors.
- (c) A copy of the Balance Sheet, Auditor's Report and Income and Expenditure Account accompanied by a copy of the Report of the Board shall be given or posted to every member at least seven (7) clear days before the date of the General Meeting at which the said Accounts and Reports are to be presented.

39. Auditors shall be appointed and their duties regulated in accordance with the provisions of Section 165 of the Act.

SEAL

40. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the Authority of the Board previously given and in the presence of Two Directors at the least who shall sign every instrument to which such seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board.

NOTICES

41. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or if he has no registered address within the State of Queensland to the address if any within the said State supplied by him to the Company for the giving of notices to him.

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case the time at which the notice would have been delivered in the ordinary course of post.

If a member has no registered address within the State of Queensland and has not supplied to the Company an address within the said State for the giving of notices to him, a notice posted upon the Notice Board shall be deemed to be well served on such member at the expiration of twenty-four hours after it is so posted up.

INDEMNITY

42. Every Director and every member of any Sub-Committee constituted under Article 12 and the Secretary and other Officers of the Company and any person (whether an officer of the company or not) employed by the Company as Auditor shall be indemnified out of the funds of the company against all liability incurred by him as such Director or a member of a Sub-Committee or as Secretary, Officer or Auditor 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 Section 237 of the Act in which relief is granted him by the Court.

PROVISIONAL BOARD

43. There shall be a provisional Board of Directors consisting of the signatories to these Articles. The provisional Board of Directors shall cease to exist when the Directors are elected at the Annual General Meeting of members convened under Article 18.

44. (a) The provisional Board of the Directors while in existence shall exercise all the powers and functions conferred by these Articles on the Board of Directors respectively. The provisional Board of Directors shall elect such officers as it considers necessary and may fill any vacancies that occur in the provisional board of Directors.
- (b) Without limiting the generality of the powers and functions conferred by Clause (a) of this Article, it shall be the particular duty of the provisional Board of Directors to arrange a general meeting of members to be deemed an annual general meeting to be held within six months of the registration of these articles or at such later date as the provisional board of Directors shall determine not exceeding nine months from the registration of the articles for the purpose inter alia of electing the members of the Board of Directors. Upon that election taking place, the provisional board of Directors shall cease to exist.

FINANCE

45. (i) The funds of the Company shall be controlled by the Board.
- (ii) The funds of the Company held by the Company as legal and/or beneficial owner, are to be banked in an account in the name of the company with such Bank as the Board may from time to time determine. Such account shall be operated

upon only by such persons and in such manner as the Board may from time to time determine.

- (iii) A sum, the amount of which shall from time to time be determined by the Board may be retained by the Secretary for the purpose of defraying petty expenses incurred by the Company.

MISCELLANEOUS POSITIONS

46. (i) The Board may appoint a person in any of the undermentioned offices or a capacity which is a combination of any two or more of those offices for such term, at such remuneration and upon such condition as it thinks fit:
- (a) The Secretary;
 - (b) The Treasurer;
 - (c) Such other office as it determines from time to time;

MISCELLANEOUS

47. Any heading attached to any of these Articles shall not effect the construction.

48. No member shall give any money, fee or gratuity or other gift or any tip to any employee of the Company in any circumstances whatsoever except in the course of a general collection approved by the Directors. Any breach of this Article may in the discretion of the Directors be deemed conduct unbecoming of a member and prejudicial to the interests of the Company and dealt with by the Board accordingly.

We, the several persons whose signatures are subscribed being subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

<u>Name</u>	<u>Address</u>	<u>Occupation</u>
Clyde Irwin MARBACH	49 Maitland Street, Salisbury	Minister of Religion
Christian Joseph PETERSON	1A Peringa Street, Coopers Plains	Minister of Religion
Colin Robert WHITE	1 Merriwa Street, Sunnybank Hills	Minister of Religion
Philip Mark SPENCE	33 Wootton Crescent, Springwood	Minister of Religion
Ian Bruce FORD	74 Golda Avenue, Salisbury	Plumber

Signature of Subscribers

Witness to Signature
and Address of WitnessSgt. C. I. Marbach
Clyde Irwin Marbach

Witnessed

Sgt. C. J. Peterson
Christian Joseph Peterson

Witnessed

C. R. White
Colin Robert WhiteDorothy P.
18 Pallamanda St. Tarragindi

Philip Mark Spence

Dorothy P.
18 Pallamanda St. Tarragindi

Ian Bruce Ford

Dorothy P.
18 Pallamanda St. Tarragindi

DATED this

day of

, 19 .

Registered in the office of the Commissioner for Corporate
Affairs at Brisbane in the State of Queensland this
of , 19 . and numbered of

COMMISSIONER FOR CORPORATE AFFAIRS
BRISBANE