

VICTORIA

COMPANIES ACT 1961

No. 6839, Section 16 (3)

**CERTIFICATE OF INCORPORATION
OF PUBLIC COMPANY**

This is to Certify that

SPORTING SHOOTERS ASSOCIATION of AUSTRALIA (VICTORIA)
.....
.....

is, on and from the...1st...day of....October.....1973.

incorporated under the *Companies Act 1961*, and that the
company is A COMPANY LIMITED BY GUARANTEE

Given under my hand and seal at Melbourne
this....1st.....day ofOctober.....1973.

Assistant Registrar of Companies

THE COMPANIES ACT 1961
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

SPORTING SHOOTERS ASSOCIATION OF AUSTRALIA (VICTORIA)

NAME:

1. THE name of the Company (hereinafter referred to as "the Company") is SPORTING SHOOTERS ASSOCIATION OF AUSTRALIA (VICTORIA).

OBJECTS:

2. THE objects for which the Company is established are: -

- (a) to incorporate the present unincorporated body known as "Sporting Shooters Association of Australia(Victoria)" the Company thereby acquiring all the Club's assets and becoming responsible for all rentals and for payment of all its liabilities;
- (b) to promote and encourage competitive target shooting and practice shooting with a view to developing proficient and safe use of firearms;
- (c) to promote and encourage ethical hunting and field shooting and related ancillary activities;
- (d) to promote and advocate game and fauna conservation and to promote a better understanding between members land-holders regulatory bodies other interest groups and the general public;
- (e) to promote and facilitate the development of knowledge of the history of firearms and ammunition development and design;
- (f) to promote and advocate the rights of firearm owners to legislative and regulatory bodies and to the general public;
- (g) to purchase, take on lease, or in exchange, or otherwise acquire any lands, buildings, easements or property, real and personal, which may be requisite for the purpose of or conveniently used in connection with any of the objects of the Company, and to sell, demise, mortgage, give in exchange, or dispose of the same;
- (h) to develop any land under the control of or owned by the Company and to prepare same and maintain the same for sporting shooting and to build or otherwise provide clubhouses, dwellinghouses, workshops, sheds and other conveniences in connection therewith and to furnish, alter, improve, demolish, enlarge, repair, uphold and maintain the same, to provide all kinds of provisions and refreshments required or used by the members of the Company or other persons frequenting the clubhouse or other premises of the Company, and to permit the same to be used by members and employees of the Company and others either gratuitously or for payments;

- (i) in furtherance of the objects of the Company to enter into any arrangement with any Government or Local Authority or any Government or any club, company, association or persons which may seem to be conducive to such objects and to acquire or obtain from any such Government or Authority, club, company, association or person any charter, decree, rights, licences, privileges and concessions which may be conducive to any such objects and accept, make payments under, carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, licences, privileges and concessions;
- (j) to take such steps by personal or written appeals, public meetings, entertainments or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company;
- (k) to establish, promote, or assist in establishing or promoting and to subscribe to, amalgamate with or become a member of any other association or company whose objects are similar to the objects of the Company or the establishment or promotion of which may be beneficial to this Company;
- (l) to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Company. In case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as allowed by law having regard to such trusts;
- (m) to borrow or raise and give security for money, by the issue of or upon bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Company, or by mortgage or charge upon all or any part of the property of the Company;
- (n) to take any gift of property of any such nature whatsoever whether subject to any special trusts or not for any one or more of the objects of the Company;
- (o) subject to the Companies Act 1961 to invest any moneys of the Company not immediately required for any of its objects in such manner as may from times to time be determined;
- (p) subject to the Companies Act 1961 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities, engagements of any one or more of the companies, associations, institutions or societies with which this Company is authorised to amalgamate;
- (q) to transfer all or any of the property, assets, liabilities and engagements of this Company to one or more of the companies, institutions, societies, or associations with which this Company is authorised to amalgamate;
- (r) to promote and hold, either alone or jointly with any other associations, clubs or persons, meetings, competitions and matches, and to offer, give or contribute towards prizes, medals and awards, and to promote, give or support dinners, balls, concerts and other entertainments;

- (s) to hire and employ secretaries, clerks, managers, servants and workmen and to pay to them and to other persons in return for services rendered to the Company, salaries, wages, gratuities and pensions;
- (t) to promote Country Centres throughout the State of Victoria for the purposes of carrying out any of the objects of the Company;
- (u) to promote the production and publication of a magazine, journal, periodical, circular or newsletter for distribution among members; That members be kept fully and truthfully informed about S.S.A.A. affairs in Victoria and that provision be made in the Bulletin for the presentation of alternative views and ideas which are genuinely in the interest of our sport.
- (v) to make application to the Liquor Control Commission to be registered as a Club under the provisions of the Liquor Control Act 1968 or such further acts as may be from time to time in force in Victoria governing the granting of registration to such bodies as the Company and to hold maintain remove and renew any registration granted or granted pursuant to any such application and to all such Acts and things as may be necessary or desirable in connection with such application holding maintenance removal and renewal to provide meals refreshments and liquors in accordance with the provisions of such Act;
- (w) to establish and support or aid in the establishment and support of association, institutions, superannuation funds, trusts and conveniences calculated to benefit employees or past employees of the Company or of its predecessors in business or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object;
- (x) to do such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

The provisions of the Third Schedule to the Companies Act 1961 shall not apply to the Company and the foregoing provisions of this paragraph shall be read and construed without reference to the provisions of that Schedule. PROVIDED that the Company shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the Company would make it a trade union within the meaning of the Trade Unions Act 1958.

INCOME:

3. THE income and property of the Company whensoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this memorandum of association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member of the Company in return for any services actually rendered to the Company nor for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for

the purpose of this paragraph by the articles of association on money borrowed from any member of the Company or reasonable and proper rent for premises demised or let by any member to the Company but so that no member of the council 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 paid or given by the Company 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 Company.

4. NO addition, alteration or amendment shall be made to the objects of the Company as set out in paragraph 2 or to or in the regulations contained in the articles of association for the time being in force unless the same shall have been previously submitted to and approved by the Australian Securities Commission of the State of Victoria.

5. THE third fourth and ninth paragraphs of this memorandum of association contain conditions upon which a licence is granted by the Attorney-General of Victoria to the Company in pursuance of the provisions of Section 24 of the Companies Act 1961 of the said State. For the purpose of preventing any evasion of the provisions of the said paragraphs the Attorney-General may from time to time on the application of any member of the Company and on giving notice to the Company of his attention so to do and after affording the Company an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Company.

LIABILITY OF MEMBERS:

6. THE liability of members is limited.

7. EVERY member of the Company undertakes to contribute to the assets of the Company in the event of the same 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 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 adjustments of the rights of the contributors amongst themselves such amount as may be required not exceeding the sum of TWENTY DOLLARS (\$20.00).

WINDING UP:

8. IF upon a winding-up or dissolution of the Company there remains after satisfaction of 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 institution or institutions having objects similar to the objects 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 at least as great as is imposed on this Company under or by virtue of Clause 3 hereof such institution or institutions to be determined by the members of the Company at or before the time of the dissolution or in default thereof by such Judge of the Supreme Court of Victoria 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.

ACCOUNTS

9. TRUE accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipt of expenditure takes place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being shall be open to the inspection of the members. Such accounts shall upon the written request of the Attorney-General be made available for inspection by him or by anyone authorised in writing by him for the purpose. Once at least in every year the accounts of the Company shall be examined 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

Names and addresses and descriptions of Subscribers

Francis George Moore
23 Berry Street
Box Hill 3128
Public Servant

D’Arcy Leigh Mau
3 Sherwood Road
Surrey Hills 3127
Marketing Consultant

Leon Meerman
21 Garnett Street
Huntingdale 3166
Manager

Ronald William Bruce
15 Tiller Street
East Burwood 3151
Factory Manager

William Woolmore
39 Swan Street
Blackburn South 3130
Inspector of Rifle Ranges

DATED the 16th day of August One thousand nine hundred and seventy-three.

WITNESS to all the above signatures: -

Geoffrey Bruce Fielden
22 Closter Avenue
Ashwood 3147
Solicitor

THE COMPANIES ACT 1961
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL

ARTICLES OF ASSOCIATION
SPORTING SHOOTERS ASSOCIATION
OF AUSTRALIA (VICTORIA)

1. INTERPRETATION - the marginal headings shall not affect the construction hereof. In these Articles unless there be something in the subject or context inconsistent therewith: -

- (a) "The Company" means the SPORTING SHOOTERS ASSOCIATION OF AUSTRALIA (VICTORIA);
- (b) "Company Members" mean those members who are entitled by these Articles to attend and vote at any meeting of the Company;
- (c) "Companies Act" means the Companies Act or Acts for the time being in force or any statutory modification or amendment thereof;
- (d) "The Executive" mean the elected directors of the Company;
- (e) "Current Year" means in relation to subscriptions twelve calendar months following the date last past on which the subscription became due;
- (f) "Days" means clear days;
- (g) "Meeting of the Company" means any meeting of those members of the Company who are under these Articles entitled to the full benefits and privileges of the Company including the right to vote at any such meeting;
- (h) "Office" means the registered office for the time being of the Company;
- (i) "Prescribed" means prescribed by the Executive or by these Articles and in relation to prescribed forms which are subject to change means the form last prescribed;
- (j) "Secretary" means the Secretary of the Company and includes the person for the time being acting as such;
- (k) "Special" Resolution shall have the meaning assigned thereto by the Companies Act;
- (l) "Written" means manuscript and includes typewritten printed lithographed roneographed telegraphed and every other mode of producing or reproducing words in visible form and "Writing" and "In Writing" have corresponding meanings;
- (m) Words importing the masculine shall include the feminine and the singular shall include the plural and vice versa. These Articles shall be construed with reference to the Companies Act and terms and expressions used in these Articles shall save where otherwise expressly defined have the same meaning as when used in that Act.

2. MEMBERSHIP

For the purposes of registration the number of members of the Company is declared not to exceed 1500. The Executive may register an increase in membership at any time.

3. MEMBERS

The qualification for membership shall be;

- (a) The applicant must be of good character and must satisfy the Executive to that effect;
- (b) A person who agrees to abide by the Company's 'Code of Ethics' as determined by the Executive from time to time.
- (c) A person who has made application for membership in the manner required by the Executive; and
- (d) A person who pays the membership fee required by the Executive.

4. THE Executive may at its discretion and without ascribing any reason therefore refuse an application for membership.

5. (a) THE Members of the Company shall be as follows: -

- (i) Ordinary Members;
 - (ii) Junior Members;
 - (iii) Associate Members;
 - (iv) Honorary Members;
 - (v) Honorary Life Members; and
- (b) The Ordinary Members and the Life Members shall be the general body of the Members of the Company over the age of eighteen years with full rights and privileges of membership of the Company;
 - (c) Junior Members shall be persons of less than eighteen years of age who when elected shall have the rights of Ordinary Members (other than voting rights) subject to such limitations and restrictions as the Executive may from time to time by by-laws or resolution impose;
 - (d) Associate Ordinary Members shall be any person over the age of eighteen years who shall have the rights of Ordinary Members (other than voting rights) subject to such limitations and resolutions as the Executive may from time to time by by-laws or resolutions impose;
 - (e) Honorary Life Members shall be such persons who are elected to Honorary Life Membership by the Executive and shall have the full rights and privileges of Ordinary Members. Honorary Life Members shall remain such during their lifetime subject only to removal if in the opinion of the Executive they have been guilty of conduct which entitles the Executive to expel them from membership of the Company;
 - (f) The Company may elect as Honorary Members of the Company: -
 - (i) persons competing in any competition or competing against members of the Company;

- (ii) persons attending or about to attend social functions at the Company held with the sanction of the Committee of Management;
 - (iii) persons making use of the dining facilities of the Company, if any.
- (g) For the purpose of the election of Honorary Members of the Company there shall be an election committee which shall consist of one member of the Executive to be nominated in writing from time to time by the said Executive and the Secretary or such other person as the Secretary shall appoint in writing to act in his place for any period. The Executive shall have the power to cancel the membership of any Honorary Member at any time without notice or without assigning any cause therefore.

6. ELECTION OF MEMBERS

A candidate for membership shall make application to the company in writing on the prescribed form and shall agree to be bound by the Memorandum and Articles of Association of the Company if accepted. Such application shall be accompanied by the first annual subscription.

The name of any person whose membership is at any time not renewed shall upon expiration of such membership cease to be a member of the Company and an appropriate entry shall be made in the Register of Members.

7. THE payment by any member of his subscription shall imply the acquiescence by the member paying such subscription in the Memorandum and Articles of Association By-Laws and Regulations of the Company and shall bind him thereunder accordingly.

8. WHEN a candidate for membership has been accepted the Secretary shall notify him in writing via the agents so appointed from time to time. This notification shall be his official membership card.

9. A member on paying the prescribed difference in subscriptions, including when appropriate an Entrance Fee, and on giving the prescribed notice in writing may with the approval of the Company transfer from the classification in which he is enrolled to any other classification to which he is eligible, but no transfer will entitle a member to a refund of any portion of subscription paid or due to the Company.

10. RESIGNATION OF MEMBERS

A member may retire from membership at any time by giving to the Secretary notice thereof in writing; but any member retiring without having paid his subscription for the current year shall be liable for the same and all arrears (if any).

11. FEES AND SUBSCRIPTIONS

The Executive may from time to time by By-Laws made by it pursuant to Article 28 of these Articles determine impose vary and otherwise regulate entrance fees payable by persons becoming members of any class of membership of the Company and may in like manner exempt from payment of entrance fees or of portion thereof any persons whether by reason of the class of membership to which they are to be admitted or by reason of their relationship to an existing member or otherwise.

12. THE Executive may from time to time by By-Laws made by it pursuant to Article 28 of these Articles, determine impose vary and otherwise regulate annual subscriptions payable by members and may in particular from time to time provide for different subscriptions for different classes of members and determine when and in what manner annual subscriptions by members of any class thereof shall be payable.

13. ANY member whilst his subscription is unpaid shall cease to have the right to vote or to enjoy the other benefits of membership.

14. THE subscription shall be paid to the Secretary or such other officer as the Executive shall from time to time appoint.

15. OFFICIAL JOURNAL

- (a) The Executive may from time to time appoint any newspaper or periodical under whatsoever title published to be the official journal of the Company;
- (b) During the currency of any such appointment unless the Executive otherwise determines: -
 - (i) Each member of the Company shall by virtue of such appointment be a subscriber to such official journal, and
 - (ii) From the annual subscription of each member of the company the Executive shall set aside the subscription of that member to the official journal.
- (c) The Executive may make such additional payments to or financial arrangements with the publishers of the official journal as it considers to be in the interest of the Company to make.

16. REGISTER

The Company shall keep a register of the names and addresses of members and such other particulars as the Executive may prescribe and such register may be in the form of a book, card index, or such other form as the Executive may determine or as required by the provisions of the Companies Act 1961.

Every member shall communicate any change in his address to the Company in writing and any such change of address shall be entered in the register. The address of a member as originally entered in such register or if notice of change be given the new address set out in such notice shall be deemed to be his registered address.

17. THE EXECUTIVE COUNCIL

The Company shall be governed by an Executive Council consisting of eleven members.

18. EACH member of the State Executive Council shall be elected to serve one three year term. Any member of the Company who is eligible to vote and attend meetings may stand for election. A candidate for election will stand for one of the vacant director positions. Retiring members will be eligible for re-election.

19. THE Company may from time to time in general meeting by Special Resolution increase or reduce the numbers of members of the Executive Council and may also determine in what rotation the increased or reduced number is to retire from office.

20. ANY casual vacancy occurring among the members of the Executive may be filled by the Executive but the appointee shall only hold office for the balance of the term that the person to whose position he is appointed would have held office had such office not been vacated.

21. THE Officers of the Company shall consist of a President, a Senior Vice-President, a Junior Vice-President, a Secretary / Treasurer and seven other directors.

22. THE said State Executive Council shall be elected by postal ballot in accordance with the provisions of these Articles and subject to the electoral by-laws. Elections will be held for all vacant positions on the Board and candidates will contest for the position Executive Member (Company Director). All eligible voting members of the Company will be invited to vote on the basis of placing a tick or mark against the names of their preferred candidates from the total pool of candidates. The candidates with the highest number of votes will be declared elected until all vacant positions are filled.

(a) At the first State Executive Council Meeting post the Annual General Meeting the Council will appoint a director to each of the positions of President, Senior Vice-President, Junior Vice-President and Secretary/Treasurer where these positions are vacant. A director so appointed shall hold the position the balance of their term. The State Executive Council may also assign duties to ordinary State Executive Members at this time or any other time during the term of said ordinary State Executive Members.

(b) The President will not serve more than two consecutive terms unless the State Executive Council resolves by not less than a three fourths majority vote to allow a third consecutive term, but under no circumstances will the President serve more than three consecutive terms.

23. A retiring member of the Executive shall be eligible for re-election to office.

24. A member of the Executive Council shall vacate his / her position –

- (a) on resignation;
- (b) on absenting himself / herself without leave or consent of the Executive for two consecutive meetings of the Executive Council;
- (c) on ceasing his / her membership of the Company whether under the provisions of these Articles or otherwise and any vacancy so caused shall be deemed to be a casual vacancy as shall also be any vacancy caused by death;
- (d) if he / she takes any position of profit in the Company;
- (e) if he / she becomes bankrupt or of unsound mind or otherwise physically incapable of acting in such capacity;
- (f) if at any meeting of members of the Company he / she is declared by not less than three-quarters of the members present and voting to have lost the confidence of members of the Company;
- (g) if he / she is convicted of an indictable offence;
- (h) on becoming ineligible under the provisions of Part 2D point 3 of the Corporations Act 2001.

25. NO member of the Executive shall receive any remuneration for his services whether as an officer of the Executive Council or as a Member.

26. POWERS OF THE EXECUTIVE COUNCIL

The management and control of the business and affairs of the Company shall be vested in the Executive which may exercise all such powers and do all things as may be exercised or done by the Company save such as by these Articles or by any Statute for the time being in force required to be exercised or done by the Company in General Meeting subject nevertheless to these Articles and to the provisions of the Companies Act and to any regulations not inconsistent with the said provisions that may be made by the Company in General Meeting; but no regulation so made by the company in General Meeting shall invalidate any prior act of the Executive Council which would have been valid if such regulation had not been made.

27. THE Executive may from time to time raise and borrow such amounts as it may think necessary for the purposes of the Company at such rate of interest and upon such terms as it thinks proper and may execute mortgages loans or other securities or issue debentures or debenture stock redeemable or irredeemable in respect of such moneys and charging any property of the Company and may execute create and issue such mortgages loans securities debentures or debenture stock in discharge of any obligations of the Company for any purpose of the Company.

28. THE Executive shall have power from time to time to make vary and repeal By-Laws for the proper conduct and management of the Company and of any of the Committees thereof and in particular but not exclusively it may by such By-Laws regulate:

- (a) the admission of visitors to the premises and benefits of the Company;
- (b) the times of opening and closing any premises belonging to the Company or any part thereof;
- (c) the terms as to payment or otherwise of admission of members to participation in the benefit of any of the privileges of the Company, and the use by or supply to members of any of the property of the Company;
- (d) the rules to be observed by members or visitors playing any games on the Company premises;
- (e) the prohibition of particular games on the Company premises entirely or at particular times;
- (f) the conduct of members of the Company in relation to one another and to the Company servants;
- (g) the setting apart or parts of the Company premises for particular purposes.
- (h) the imposition of fines for the breach of any By-Laws or any of these Articles;
- (i) the procedure at General Meetings of the Company and meetings of the Executive Council of Country Centres and of Committees: and
- (j) generally all such matters as are commonly the subject matter of Company rules and are not expressly dealt with in these Articles. In addition, in like manner, the Executive may make vary and repeal By-Laws in order to determine impose vary waive or otherwise regulate entrance fees and annual subscriptions and determine when such fees and subscriptions shall become due and payable.

29. THE Executive shall adopt such means as it deems sufficient to bring to the notice of members of the Company all such By-Laws amendments and repeals; and all such By-Laws so long as they shall be in force shall be binding upon all members of the Company.

30. NO such By-Law shall be inconsistent with or shall effect or repeal anything contained in the Memorandum of Association or these Articles.

31. THE Executive shall have power to fix penalties for violation of the Articles or of the By-Laws or for conduct detrimental to the welfare of the Company and subject to these Articles to enforce and remit the same but no fine inflicted by the Executive pursuant to the provisions of these Articles shall exceed the sum of TEN DOLLARS (\$10.00).

32. ALL acts done at any meeting of the Executive or by a Committee or by any person acting on behalf of the Executive and duly authorised in that behalf shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such members of the Executive or persons acting as aforesaid or that they or any of them were disqualified from so acting be as valid as if every such person had been duly qualified.

33. SUBJECT to the provisions of the Companies Act 1961 the Executive and all members thereof may be indemnified by the Company against all costs losses expenses and liabilities incurred by the Executive or any members thereof in the course of the Company's business and it shall be the duty of the Executive Council out of the funds of the Company to pay and satisfy all such costs losses expenses and liabilities as aforesaid.

PROCEEDINGS OF EXECUTIVE COUNCIL

34. THE Executive Council shall meet at such times and places as it decides but not less than four times a year. Special meetings may be convened by the Secretary at any time when so directed by the President or by any five members of the Executive Council.

35. NOTWITHSTANDING Articles 39 a meeting of the Executive Council may in a case of emergency be called at any time providing that the nature of the business is stated but at any such meeting the quorum shall be eight.

36. QUESTIONS arising at any meeting shall be decided by a majority of votes.

37. THE President shall preside when he is present and in his absence the Senior Vice-President or in his absence the Junior Vice-President or in his absence or in case all of them present decline to take the chair a chairman elected by the members of the Executive Council shall preside.

38. THE Chairman shall have a deliberative vote only. If a resolution when put to any properly constituted meeting results in a tied vote, the Chairperson will declare that the status quo prevails.

39. NO Business shall be transacted unless a quorum is present. Until otherwise determined by a three-fourths majority of the whole Executive Council, save and except as provided by Article 40, six members shall form a quorum.

40. THE State Executive Council shall cause proper minutes to be kept, in suitable books or by whatever means the company's records are kept, of all resolutions and proceedings of the State Executive Council Meetings, of all General Meetings and of all State Conferences.

GENERAL MEETINGS

- (a) In addition to the AGM there will be at least two General Meetings of the members held in Melbourne each year. General Meetings shall be attended by all State Executive Council members, the General Manager and are open to any member of the association who is eligible to vote.
- (b) General Meetings shall be conducted according to standard practice and shall follow the prescribed agenda as determined by the State Executive Council.
- (c) Motions may be submitted on notice if reduced to writing and delivered to the Company Secretary at least one month prior to the date of the meeting. Motions may also be raised from the floor during general business.
- (d) The General Meetings shall be presided over by the President (or in his place one of the Vice Presidents). Each member present shall have a vote. Decisions shall be decided by simple majority. Any resolution of the General Meeting, with the exception of the Annual General Meeting, shall not be binding on the State Executive Council but will be persuasive and shall not be dismissed without good reason.

STATE CONFERENCES

- (a) There will be at least one State Conference held each year. The State Conference shall be attended by the State Executive Council, the General Manager and by Officers from each Country Branch and each Metropolitan based Sub-Club.
- (b) State Conferences shall be the means of recommending policy for the Association and to resolve the issues of Country Branches and Metropolitan Sub-Clubs.
- (c) The State Conference shall be presided over by the President (or in his place one of the Vice Presidents.) Each State Executive Council member shall have a vote. Each Country Branch present shall have a vote. Each Sub-Club present shall have a vote. Decisions shall be decided by simple majority vote. Any eligible voter absent from a State Conference shall be afforded the opportunity to vote.

ELECTION OF HONORARY OFFICERS AND COUNCIL

41. COMPANY members at the Annual General Meeting of the Company at which members of the Executive Council retire shall cause the vacated offices to be filled by electing, in accordance with these Articles, as many eligible persons, who have been duly nominated as herein provided, as members of the Executive Council as there are vacancies.

42. EXCEPT as provided in these Articles nominations of persons for election as members of the Executive Council shall be in writing signed by at least two members entitled to vote at such election and by the nominee and shall be delivered to the Returning Officer forty-two days prior to the Annual General Meeting.

43. (a) IN case there shall be a greater number of candidates nominated than the number of vacancies then there shall be a simple majority ballot of all eligible members;
- (b) The Chairman of the Meeting shall report the result of voting and shall declare the same at that meeting or any adjournment thereof;

COMMITTEE

44. (a) THE Executive Council may in its discretion delegate any of its powers or the doing of any act or thing to any Committee and may prescribe regulations to be observed by any such Committee in the exercise of any power so delegated to it. No Committee may take executive action without being expressly authorised to do so by Executive Council resolution. In all cases where executive action has been exercised the Committee must report back to the Executive Council within a reasonable time period, such notice period will not exceed one calendar month.

- (b) Company members not holding office may be appointed by the Executive Council as members of a Committee. The President shall ex officio be a member of all Committees and the Chairman of each Committee shall be a member of the Executive, unless the said Executive Council by resolution appoints an ordinary company member to the role of chairman.
- (c) The Executive Council may dissolve any Committee or terminate the appointment of any member of a Committee at will.

45. AT the first meeting of the Executive Council to be held after the Annual General Meeting in each year:

- (a) All members of Committees shall retire from Office, and
- (b) The Executive Council shall appoint the members of each Committee for the ensuing year.

46. THE General Manager shall cause to be banked in the name of the Company all moneys received. He shall disburse all moneys authorised. He shall supervise the accounts of the Company and he shall submit the balance sheet and the report therein at the Annual General Meeting.

- (a) The General Manager shall have INDEPENDENT, UNFETTERED access to the all of the assets and documentation effecting the Association for the purposes of audit and inspection.

47. THE Secretary shall attend all meetings of the Executive and shall perform such duties as may be allotted to him by the Executive. He shall keep a record of all the proceedings of the Company and of the Executive. He shall be responsible for conducting the correspondence of the Company. He shall be a member ex officio of all committees.

48. THE President shall be the senior Executive Officer of the Company and shall act as Chairman at all Executive Council Meetings which he attends.

SEAL

49. THE Executive shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Executive previously given. The affixing of the Seal to any document shall be attested by two members of the Executive, being the President and the Company Secretary or in such manner as the Executive may from time to time direct.

50. ALL cheques bills of exchange promissory notes and other negotiable instruments shall be signed drawn accepted made or endorsed as the case may be for and on behalf of the Company by the President, Vice-President, Treasurer and Secretary or in such a manner as the Executive may from time to time determine.

51. PAYMENT of ongoing recurrent expenditure (utilities, rates, rent, wages, stock purchases) shall be at the discretion of the General Manager, Secretary / Treasurer and the President. No other payment shall be made without the express approval of the Executive Council.

SOLICITORS

52. THE Executive shall have power to appoint a Solicitor to the Company to fix his remuneration and to attach any condition to his appointment.

OFFICERS AND SERVANTS

53. THE Executive shall have power to appoint Managers, Accountants and other officers and servants either for a fixed period or without any limitation as to the period for which they are to hold office and may suspend remove and dismiss them or any of them and appoint others in their place and allot their duties.

54. THE senior executive officer of the Company by whatever title he may be known shall supervise the administration of the Company as his principal duty. He shall ensure that every decision of the Executive and of any committee given executive powers is put into effect.

ACCOUNTS

55. THE Executive shall cause to be kept proper books of account in which shall be kept full true and complete accounts of the affairs and transactions of the Company. The books shall be closed on the last day of June in each year unless the Executive shall decide otherwise and such date shall be deemed to be the close of the financial year.

56. THE books of accounts shall be kept at the registered office of the Company or at such place or places as the Executive shall think fit and shall always be open to the inspection of members.

57. THE Executive shall from time to time in accordance with the Companies Act cause to be prepared and laid before the Company in General Meeting such revenue accounts balance sheets and reports as are appropriate for the Company.

58. A copy of the audited Company accounts, as defined by the relevant accounting standard applied by the regulatory authority and in compliance with the Corporations Law, will be provided on request to any Company member who is entitled to attend and vote at the Annual General Meeting. The Company will distribute the prescribed request form with the notice of Annual General Meeting to all members entitled to attend and vote at the AGM.

PROVIDED that the Balance Sheet and Report shall be deemed to have been sent as aforesaid if it is published in the Official Journal and a copy thereof sent to each member in the manner prescribed for Notices.

AUDIT

59. ONE or more auditors shall be appointed and their duties regulated in accordance with the Companies Act 1961.

GENERAL MEETING

60. THE Annual General Meeting of the Company shall be held each year within four months after the close of the financial year at such time and place as the Executive shall determine for the following purposes: -

- (a) to receive from the Executive a report balance sheet and statement of accounts for the preceding financial year.
- (b) to fill the vacancies in the Executive as prescribed in Article 41.
- (c) to consider any other business of which notice shall have been given to the Secretary one hundred and eighty days at least before the meeting is held.

61. THE Executive may at any time and shall on the requisition in writing of 5 per centum of the company membership (or 50 members; whichever is the greater) eligible to vote stating the business for which it is required convene an extraordinary general meeting for any specific purpose.

62. SUBJECT to the provisions of the Companies Act 1961 the Secretary may at least fourteen days before any general meeting of the Company notify Company members in the manner prescribed for such meeting specifying the place day and hour of the meeting and the business that will be brought before such meeting but the accidental omission to give such notice to any of the members shall not invalidate any resolution passed at any such meeting. No business other than that stated in such notice, except of a formal nature or by leave of the Chairman, shall be brought at any meeting unless notice thereof shall have been duly given as herein provided.

63. ANY question for decision at any General Meeting of the Company shall be submitted in writing duly proposed and seconded as per rule 42 of these rules; and shall be determined by postal ballot.

- (a) Postal ballot papers will be distributed to all eligible voters as per rule 65 of these rules.

- (b) Postal ballot papers will be distributed with the final notice of the meeting of the Company and will include a reply paid envelope for the return of ballot papers and include provision for the Member's name and membership number.
- (c) All material regarding the arguments for and against each question before the meeting and the details of each candidate for election will be distributed with the ballot papers
 - i. All candidates will be allocated one quarter A4 page in the Official Newsletter to promote their candidacy.
 - ii. One quarter A4 page in the Official Newsletter will be allocated for the arguments for and against each motion to be put to the Annual General Meeting or any Special General Meeting.
- (d) Ballot Papers must be returned to the Returning Officer by 5 p.m. 48 hours prior to the meeting.
 - i. The Company accountant will be the Company's Returning Officer and will open all ballot papers prior to the meeting.
 - ii. The Returning Officer will determine the eligibility of each voter as per rule 65 of these rules.
 - iii. The Returning Officer will count validated votes for each question before the meeting and for each candidate for election and will keep those results private and confidential until requested to announce the result at the general meeting.
 - iv. Reasonable scrutineering arrangements are to be made in all situations where S.S.A.A.(Vic.) votes or proxies are being handled or counted.
 - v. The Returning Officer will retain the ballot papers for 12 months after the meeting.

65. THE right to vote on any resolution, question or election before any general meeting of the Company is restricted to the President, Honorary Life Members and Adult members provided that all such members other than the President shall be members of at least twelve (12) months standing prior to such meeting. Other members of less than (12) twelve months shall not vote.

66. THE President shall preside at any meeting of members at which he is present and in his absence at the time appointed for any such meeting any Vice-President or in their absence or in case all of them present decline to take the chair a Chairman elected by the meeting shall preside.

NOTICES

67. A notice may be served by the Company upon any member either: -

- (a) personally, or
- (b) by sending it through the post in a prepaid letter envelope or wrapper addressed to such member at his registered place of address, or
- (c) by advertisement appearing in a Melbourne daily newspaper, or
- (d) by notice given in the Company Journal.

A notice sent by post shall be deemed to have been served on the day following that on which the letter envelope or wrapper containing the same is posted and any notice by advertisement shall be deemed to have been fully given on the day on which such advertisement appears. In proving service by post it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and put into the post office and a certificate in writing signed by the Secretary or other proper officer that the letter envelope or wrapper

containing the notice was so addressed and posted shall be conclusive evidence thereof.

RIGHTS AND DUTIES OF MEMBERS

68. THE premises and property of the Company shall be used and enjoyed by the Company members and also by other members according to their respective rights as expressed in the Memorandum of Association these Articles and any By-Laws made by the Executive.

69. A member retiring from the Company or ceasing to be a member from any cause shall not be entitled to or to use or have any claim upon any portion whatever of the property or funds of the Company.

DISCIPLINE

70. THE Executive shall have power to reprimand fine (subject to these Articles) suspend or expel any member proved to its satisfaction to have been guilty of conduct on the Company premises or elsewhere derogatory to the character of a gentleman or prejudicial in the opinion of the Executive to the interests of the Company or who may be convicted of crime or who shall contravene these Articles or who may knowingly introduce an expelled or struck-off member into the Company's premises but not person shall be dealt with unless and until a written charge or complaint has been made against him either by a member to the Executive or to the Secretary or by resolution of the Executive stating the nature of the offence in respect of which the charge or complaint is made and a date fixed for the hearing of such charge or complaint and such charge or complaint dealt with in manner following namely: -

- (a) Seven days' notice shall be sent to the member charged or complained against inviting him to attend before the Executive on the date fixed notice required to be served by the Company upon any member in pursuance of this Article shall be served either upon the member personally or by sending the same through the post in a prepaid registered letter to such member at his registered address and in the latter case service may be proved as provided in Article 67 and shall be deemed to have been effective service upon the member upon the day following the posting of such notice;
- (b) Provided always that no action shall be taken under this Article by the Executive against any member of the Executive except on resolution passed by a majority of three-fourths of the members of the whole Executive.

71. THE Executive shall have full power to inquire into any matter it may think fit whether any charge shall have been laid before it or not.

72. ANY member fined by the Executive shall be notified of the infliction of such fine on him and in the event of such fine not being paid by such member within one month of the service upon him of such notice then he shall at the expiration of such period cease to be a member of the Company. Such member shall forfeit all rights and privileges of membership from the time of service upon him of such notice until payment of such fine.

73. THE Executive may reinstate any member at any time unless such action was taken under Article 76(a).

74. NO member shall be required to resign or be expelled unless the resolution is passed by three-fourths of the members of the Executive present at the special meeting.

75. A member fined cautioned admonished suspended or expelled in pursuance of the provisions herein before contained shall be afforded the opportunity of appeal to the Executive by appearing in person or by furnishing submissions in writing or both. If following any appearance being made or submissions being furnished as provided the Executive determines that the member shall be expelled then the Executive shall within twenty-eight days convene an extraordinary general meeting of the Company to consider the expulsion of such member and if at the said extraordinary General Meeting convened in accordance with these Articles not less than three-quarters of the members present and voting in favour of such member being expelled then such member shall thereupon cease to be a member of the Company.

76 (a) ANY member convicted of an indictable offence shall thereupon cease to be a member of the Company;

(b) Any member who becomes bankrupt or makes a composition with or assignment to or for the benefit of his creditors shall thereupon cease to be a member of the Company but the Executive shall have power at its discretion to reinstate him.

77. ANY member suspended or expelled in pursuance of these Articles shall forfeit all right to and claim upon the Company.

ASSOCIATION AND AFFILIATION

78. SUBJECT to the approval of the Executive any shooting association club or company who objects are similar or in part similar to the objects of the Company may with a view to assisting the establishment or promotion of such association or club be affiliated with the Company on the following terms and conditions that is to say: -

(a) The application for affiliation shall be in such form as may be prescribed by the Executive from time to time and directed to the Secretary of the Company. The application shall be accompanied by a copy of the Memorandum of Articles or Rules and Regulations of the proponent association or club together with a list of its financial members and such other information as may be required by the Company and shall be laid before the Executive; and if the application be approved the association or club shall upon payment of fees hereinafter prescribed become an affiliated association or club with the Company.

(b) The affiliated association or club shall have the following rights and privileges only, viz. in respect of: -

- i. Representation on other bodies through the medium of the Company within the powers and privileges of the Company;
- ii. Consultation with the Company upon all matters of interest to shooters and firearm owners and co-operation on such lines as may be determined by the Company.

- (c) An affiliated association or club shall cease to be an affiliated association or club: -
- i. On notice of the intention to discontinue as an affiliated association or club being given to the Secretary of the Company;
 - ii. If all the fees due from such association or club to the Company are not paid when due, or if the Executive of the Company decided to discontinue the affiliation of such association or club. Notice of such discontinuance shall be given to the Secretary or other proper officer of such affiliated association or club and shall take effect forthwith on notice or at such time as the Executive of the Company may determine. The provisions of Article 67 shall apply to all notices under this Article.

PATRONAGE

79. THE Executive may grant the patronage of the Company to any contest show or exhibition or any other event or competition (not being a race meeting) subject to such conditions as it sees fit.

COUNTRY CENTRES

- 80A. (a) THE Executive may establish in any city town or district in Victoria a Country Centre of the Company and may determine the name by which such Country Centre shall be known.
- (b) The Executive may make By-Laws regulating the constitution, management and proceedings of Country Centres or generally and in its discretion special By-Laws with regard to any particular Country Centre. Until the Executive shall so provide these Articles shall apply as far as is appropriate to Country Centres.
 - (c) The Executive may dissolve any Country Centre for the following reasons;
 - (i) The inability of the regional centre to provide a working executive committee,
 - (ii) The non compliance with directives from the State Executive Council regarding documentation of the financial nature (ie. financial statements, audit report, income and expenditure report etc)
 - (iii) A request in writing from the regional centre to voluntarily dissolve the Regional Centre.
 - (iv) The amalgamation of one or more Regional Centres.
 - (v) The splitting of a Regional Centre into two more efficient centres.
 - (d) The membership of any Country Centre shall consist of such members of the Company as are allocated to such Centre by the Executive and unless the Executive otherwise determines no person shall be eligible to become a member of a Country Centre unless he is also a member of the Company.

- (e) The Executive shall out of the funds of the Company make such annual or other allowance to each Country Centre for the purpose of defraying its expenses and of carrying on its operations as the Executive may think fit.
- (f) The allowance made to any Country Centre shall be held by it for the Company and shall be used at the discretion of the members of such Centre in furthering the interests of the Company generally.

SUB CLUBS

80B. (a) THE Executive may establish a Sub Club of the Company and may determine the name by which such Sub Club shall be known.

- (b) The Executive may make By-Laws regulating the constitution management and proceedings of Sub Clubs generally and in its discretion special By-Laws with regard to any particular Sub Clubs. Until the Executive shall so provide these Articles shall apply as far as is appropriate to Sub Club.
- (c) The Executive may dissolve any Sub Club for the following reasons;
 - (i) The inability of the Sub Club to provide a working executive committee,
 - (ii) The non compliance with directives from the State Executive Council regarding any matters of a financial nature, including but not limited to provision of financial statements, audit report, income and expenditure report etc as requested, directives relating to banking arrangements, financial instruments etc.
 - (iii) A request in writing from the Sub Club to voluntarily dissolve the Regional Centre.
 - (iv) The amalgamation of one or more Sub Clubs.
 - (v) The splitting of a Sub Club into two more efficient entities.
- (d) The membership of any Sub Club shall be open to all financial members of the Company and unless the Executive otherwise determines no person shall be eligible to become a member of a Sub Club unless he is also a member of the Company.
- (e) The President and Secretary of the Company shall have ex-officio entitlement over all sub-clubs.
- (f) Any moneys or assets under the control of the Sub Club shall be held by it for the Company and shall be used at the discretion of the members of such Sub Club in furthering the interests of the Company generally.

81. THE Company in Annual General Meeting may elect on the nomination of the Executive a Patron or Patrons.

82. IN reprinting these Articles the Executive may cause them to be renumbered and may make any necessary alterations herein consequential on such renumbering.

INDEMNITY

83. EVERY member of the Executive Council, agent, auditor and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

GENERAL

84. NO person whether a member of the Company or not, shall bring on to or consume intoxicating liquor upon the ranges of the Company without the approval of the Executive.

85. AT each Annual General Meeting of the Company two persons may be appointed as Honorary Life Members of the Company and on appointment such persons shall be entitled to all the privileges and rights of a member.

86. THE Executive shall be entitled to appoint such of its members as it sees fit from time to time to act as Delegates of the Company to any other body with such powers, rights and duties as may from time to time be determined by the Executive.

87. FOR the purpose of Paragraph 3 of the Memorandum of Association the Company may pay to members interest at a rate not exceeding six per cent per annum on money borrowed by the Company from any member.

WE the several persons whose names are subscribed to the Memorandum of Association of SPORTING SHOOTERS ASSOCIATION OF AUSTRALIA (VICTORIA) hereby agree to the forgoing Articles of Association

Names of Subscribers

Witness to Signatures

Francis George Moore)

Leon Meerman)

William Woomore)

D'Arcy Leigh Man)

Ronald William Bruce)

Geoffrey Bruce Fieldman

22 Closter Avenue

Ashwood

Solicitor