

CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY



CORPORATE AFFAIRS
OFFICE

VICTORIA

Companies Act 1961

Section 16 (3)

No. of Company

C 179918 Y

This is to Certify that

EASTERN DISTRICTS POLISH ASSOCIATION (Melbourne)

is, on and from the

1st April, 1981

.....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 April, 1981

Heilap



Assistant Commissioner for Corporate Affairs



221 QUEEN STREET
MELBOURNE, VIC. 3000

LICENCE UNDER SECTION 24 OF THE COMPANIES ACT 1961

I, HADDON STOREY, the responsible Minister of the Crown for the time being administering the Companies Act 1961, pursuant to section 24 of the said Act HEREBY DIRECT that -

EASTERN DISTRICTS POLISH ASSOCIATION (MELBOURNE) be registered as a company with limited liability without the addition of the word "Limited" to its name.

This Licence is granted upon the conditions that -

1. No amendment of the Memorandum of Association or of the Articles of Association of the company shall be made unless the same shall, prior to the passing of any resolution to effect such amendment, have been submitted to and approved by the Attorney-General of the State of Victoria.
2. The terms of the Memorandum and Articles of Association submitted to and certified by me, as amended from time to time in accordance with the foregoing condition, are strictly followed.
3. The company or any member thereof or any person on its behalf shall not make or publish or cause to be made or published any statement asserting or implying that in granting my Licence under section 24, I am in sympathy with the aims and objects of the company or that I approve the manner in which it conducts its affairs or that I or the State of Victoria guarantees the performance by the company of its contractual or other obligations.


DATED at Melbourne, this 23rd day of March 1981.

ATTORNEY-GENERAL

COMPANY No.
DOCUMENT No.

NOTICE OF ADDRESS OF REGISTERED OFFICE AND OF OFFICE HOURS AND OF PARTICULARS OF CHANGES

TO THE COMMISSIONER FOR CORPORATE AFFAIRS

EASTERN DISTRICTS POLISH ASSOCIATION (MELBOURNE)		XKXHXKX
hereby gives notice that:—		
‡ 1. As from— *the date of incorporation of the Company, *the the address of the registered office of the Company in Victoria, *will be 52 Jellicoe Street, Noble Park *is	XKXHX	XKX
Insert full address, including, where applicable, the number of the room and of the floor or level of the building in which the office is situated.		
‡ 2. As from— *the date of incorporation of the Company, *the the days and hours during which the office— *will be open are 9.00 a.m. to 5.00 p.m. *is open are	day of	, 19
Dated this	24 th	day of February, 19
 _____ A. KOZICKI		*Director— *Secretary— *Agent-in-Victoria. *In the case of a proposed company by a person who has consented to act as a director of the company or who is a subscriber to the memorandum of association.

‡ Strike out if inapplicable.
 * Strike out whichever are inapplicable.
 NOTE.—Notice of the days and hours during which the office is open and accessible to the public is not required if the office is open for at least five hours between ten o'clock in the morning and four o'clock in the afternoon of each day, Saturdays, Sundays and holidays excepted.
 NOTE.—This notice must be lodged:
 (a) In the case of a proposed company on the lodging of the memorandum of association and be signed by a person who has consented to be a director of the Company or who is a subscriber to the memorandum of Association.
 (b) In the case of a change of address of the registered office of an existing company or change of office hours—within seven days of the date of change.
 (c) In the case of a foreign company within one month of the date of change.

LODGED BY SHEEN, KOZICKI & CO., SOLICITORS, ADDRESS 2a CLARKE STREET, SUNSHINE, 3020. PHONE No. 311 8311	LODGED with the COMMISSIONER on ASSISTANT COMMISSIONER FOR CORPORATE AFFAIRS
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LIST OF PERSONS WHO HAVE CONSENTED TO BE DIRECTORS

OF EASTERN DISTRICTS POLISH ASSOCIATION (MELBOURNE) LIMITED

TO THE COMMISSIONER FOR CORPORATE AFFAIRS

I, ADAM SZCZESNIAK of 32 Heather Grove, Springvale, Crane Driver

(Insert full name, address and description)

one of the persons desiring the incorporation of

EASTERN DISTRICTS POLISH ASSOCIATION (MELBOURNE)~~XXXXXX~~, hereby

certify that the under-mentioned persons have consented to be directors of that company.

Name	Address	Description
ADAM SZCZESNIAK	32 Heather Grove, Springvale	Crane Driver
LEON TOKAR	68 Victoria Court, Springvale	Manager
ALINA ARTYMIUK	52 Jellicoe St, Noble Park	Married Woman
JOZEF WRZASZCZ	124 Chandler Rd, Noble Park	Process Worker
JOZEF PACHACZ	18 Fox Street, Box Hill	Fitter and Turner
ANNA MIKLAS	21 Ayr Street, Blackburn	Married Woman
HALINA DESZCZ	369 Hall Street, Mooroolbark	Married Woman
PIOTR BUJNOWSKI	26 Holmes Street, Noble Park	Salesman
TERESA PLEBAN	18 Shirley Street, Noble Park	Married Woman
JACEK WOZNIAK	27 Gerald St, Murrumbena	Accountant
RITA TOKAR	68 Victoria Court, Springvale	Married Woman

Dated this 24th day of February, 19 81.

(Signature)

A. Szymoniak

LODGED BY SHEEN, KOZICKI & CO., SOLICITORS, ADDRESS 2a CLARKE STREET, SUNSHINE, 3020. PHONE No. 311 8311	LODGED with the COMMISSIONER on ASSISTANT COMMISSIONER FOR CORPORATE AFFAIRS
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MEMORANDUM OF ASSOCIATION

of

EASTERN DISTRICTS POLISH ASSOCIATION (Melbourne)

1. THE name of the company is EASTERN DISTRICTS POLISH ASSOCIATION (Melbourne) (hereinafter called the "Association").
- 2 (i) THE objects for which the Association is established:
 - (a) the promotion of a social organisation and club composed of Polish people, their friends of other nationalities and family members to provide means of social intercourse:
 - (b) to promote social intercourse and goodfellowship amongst members:
 - (c) to foster and promote Polish culture and traditions among Polish and Australian people within the Melbourne and Metropolitan area:
 - (d) to establish, maintain and conduct club rooms to provide accommodation for the members and a meeting place for the maintenance and improvement of friendly relationships among the members and people of Polish origin and Australian people and generally to afford to members all the usual privileges, advantages, conveniences and accommodation of a non-sectarian and non-political club.
 - (e) to further the interests of Polish people in Melbourne and to make such contributions to any charitable relief in cases of unemployment, sickness or other distress among Polish people in the State of Victoria: and from time to time contribute or subscribe to any public charitable or benevolent object:
 - (f) to promote and foster the education of Polish people in the English language and Australian Culture and tradition:
 - (g) to take over the funds and other assets and the liabilities of the present unincorporated association known as the Polish Association of the Eastern Suburbs of Melbourne.
 - (h) to acquire lay out provide and equip land in such situation and of such extent as may be thought fit for the use thereof as grounds for any kind of game, sport, athletics, recreation or amusement:
 - (i) to promote sporting and athletic activities and pastimes and to provide facilities for the teaching of sporting and athletic activities:
 - (j) to promote and hold or assist in promoting and holding sporting

competitions and tournaments of any kind:

2 (ii) AND solely for the purpose of carrying out the aforesaid objects and not otherwise:

(a) to hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith.

PROVIDED that no member of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.

(b) to subscribe to, become a member of and co-operate with or amalgamate with any other association or organization, whether incorporated or not, whose objects are similar to those of the Association.

PROVIDED that the Association shall not subscribe to or support with its funds or amalgamate with any association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Clause 3 of this Memorandum.

(c) to buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Association's premises.

(d) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association.

PROVIDED that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(e) to enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive, to the Association's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.

(f) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for

the purposes of the Association.

- (g) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or past employees of the association of 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 public, general or useful object.
- (h) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (i) to invest and deal with the money of the Association not immediately required in such manner as the committee thinks fit.
- (j) to borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off any such securities.
- (k) to make, draw, accept endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (l) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (m) to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (n) to take any gift of property whether subject to any special trust or not,

for any one or more of the objects of the Association but subject always to the proviso in paragraph (d) of Clause 2(ii)..

- (o) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (p) to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (q) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorized to amalgamate.
- (r) to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorized to amalgamate.
- (s) to make donations for patriotic or charitable purposes.
- (t) to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

PROVIDED that the Association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the Association would make it a trade union within the meaning of the Trade Unions Act.

The powers set forth in the Third Schedule to the Companies Act shall not apply to the Association except insofar as they are included in this clause 2.

3. THE income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association 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, to the members of the Association.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any members of the Association in return for any services actually rendered to the Association or 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 Association or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of the Committee or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Association 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 Association provided further nothing shall prevent the bona fide relieving or assisting of persons, or the wives, widows, families or relations of persons who, having been members of the Association, have ceased to be so and have become poor or necessitous or are deceased.

4. NO addition, alteration or amendment shall be made to or in the objects clause of the memorandum or the articles of association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister for the time being administering the Companies Act.
5. THE third, fourth and ninth paragraphs of this Memorandum of Association contain conditions upon which a licence is granted by the Minister to the Association in the pursuance of the provisions of Section 24 of the Companies Act of the said State. For the purpose of preventing any evasion of the provisions of the said paragraphs the Minister may from time

to time on the application of any member of the Association and on giving notice to the Association of his intention so to do and after affording the Association 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 Association.

6. THE liability of the members is limited.
7. EVERY member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association (contracted before he ceases to be a member) and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding fifty dollars (\$50.00).
8. IF upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and whose memorandum of association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 3 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by application to the Supreme Court for determination.
9. TRUE accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner

of inspecting the same that may be imposed in accordance with the articles of association for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Association 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 Act.

WE, the several persons whose names, addresses and occupations are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND SUBSCRIPTIONS OF SUBSCRIBERS

ADAM SZCZESNIAK
32 Heather Grove, Springvale
Crane Driver



LEON TOKAR
68 Victoria Court, Springvale
Manager

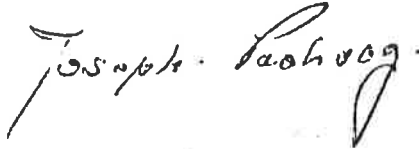


ALINA ARTYMIUK
52 Jellicoe Street, Noble Park
Housewife

Alina Artymuk


JOZEF WRZASZCZ
124 CHANDLER RD
NOBLE PARK
3174

JOZEF PACHACZ
18 Fox Street, Box Hill
Fitter and Turner

Joseph Pachacz


ANNA MIKLAS
21 Ayr Street, Blackburn
Married Woman

Anna Miklas

HALINA DESZCZ
369 Hall Street, Mooroolbark
Married Woman

H. Deszcz

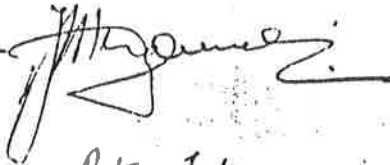
PIOTR BUJNOWSKI
26 Holmes Street, Noble Park
Salesman

P Bujnowski

TERESA PLEBAN
18 Shirley Street, Noble Park
Married Woman

T Pleban

JACEK WOZNIAK
27 Gerald Street, ~~Maribyrnong~~
Accountant



RITA TOKAR
68 Victoria Court, Springvale
Married Woman

Rita Tokar

DATED this day of
hundred and eighty

One thousand nine

WITNESS to all the attached signatures:-

-5-

THE COMPANIES ACT 1961.

ARTICLES OF ASSOCIATION

of

EASTERN DISTRICTS POLISH ASSOCIATION (Melbourne)

1. Interpretation - In these regulations -

"the Act" means the Companies Act 1961:

"the Association" means the said Eastern Districts Polish Association (Melbourne):

"the unincorporated Association" means the unincorporated body known as the "Polish Association of the Eastern Suburbs of Melbourne" whose funds and other assets and liabilities the Association is authorized to take over by Clause 2(i) (g) of the Memorandum of Association;

"Committee" means the board of directors and governing council of the Association;

"the seal" means the common seal of the Association;

"Secretary" means any person appointed to perform the duties of a secretary of the Association and includes an honorary secretary;

"State" means the State of Victoria.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

words or expressions contained in these articles shall be interpreted in accordance with the provisions of the Act as in force at the date in which these articles become binding on the Association.

2. THE Association is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

3. THE number of members with which the Association proposes to be registered is 500 but the Committee may from time to time register an increase of members.

The Association shall consist of the following classes of members:

- (a) Ordinary Members: The subscribers to the Memorandum of Association and such other persons of good character and over the age of 18 years and of Polish origin and his or her family regardless of the nationality who have been elected in accordance with these Articles shall be members of the Association.

(b) Life Members: A person shall not be admitted to the class of Life Members unless each person has been an Ordinary Member of the Association for such period as determined by the Committee from time to time and unless such admission has been proposed by the Committee and approved by an ordinary resolution of a general meeting of the Association. Upon such approval such person shall be a Life Member entitled to exercise all the rights and privileges of an Ordinary Member.

4. IF the whole of the funds and other assets of the unincorporated Association became the absolute property of the Association forthwith after its incorporation then every person who at the date of incorporation of the Association is a member of the unincorporated Association and who within two (2) months of the date of incorporation agrees in writing to become a member of the Association shall be admitted by the Committee to membership of the Association.

5. EVERY applicant for membership of the Association (other than the subscribers to the memorandum of association and members of the unincorporated association referred to in article 4 shall be proposed by one and seconded by another member of the Association to both of whom the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Committee from time to time prescribes.

6. AT the next meeting of the Committee after the receipt of any application for membership, such application shall be considered by the Committee, who shall thereupon determine upon the admission or rejection of the application. In no case shall the Committee be required to give any reason for the rejection of an applicant but such applicant may submit his application to a general meeting. Such applicant shall give written notice thereof to the Committee not less than thirty (30) days prior to the date of meeting.

6a. THE Committee shall cause to be inserted in any notice convening a general meeting a statement of such application of which notice has been duly given by an applicant before a notice of meeting is issued.

7. WHEN an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance and a request for payment of his entrance fee and first annual subscription. Upon payment of his entrance fee and first annual subscription the applicant shall become a member of the Association, provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Committee may in its discretion cancel its acceptance of the applicant for membership of the Association.
8. THE Annual subscription and entrance fee payable by members of the Association shall be such sum as the Association in general meeting from time to time prescribe.
9. ALL subscriptions shall become due and payable in advance on the 1st day of November in every year.

CESSATION OF MEMBERSHIP

10. IF the subscription of a member remain unpaid for a period of six calendar months after it becomes due then the member may after notice of the default shall have been sent to him by the Secretary or Honorary Treasurer be debarred by resolution of the Committee from all privileges of membership provided that the Committee may reinstate the member on payment of all arrears if the Committee thinks fit to do so.
11. A member may at any time by giving notice in writing to the Secretary resign his membership of the Association but shall continue liable for any annual subscription but all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Association and in addition for any sum not exceeding fifty dollars for which he is liable as a member of the Association under clause 7 of the memorandum of association of the Association.
12. IF any member shall wilfully refuse or neglect to comply with the provisions of the memorandum or articles of association of the Association or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Association the Committee shall have power by resolution to censure suspend or expel the member from the Association.
- 12a. PROVIDED that at least one week before the meeting of the Committee at which such resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing an explanation or defence he may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Committee, elect to have the question dealt with by the Association

in general meeting and in that event an extraordinary general meeting of the Association shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such a vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled.

13a. THE general meeting of the Association is to be the supreme governing authority of the Association.

GENERAL MEETINGS

13b. THE first general meeting shall be held at such time, not being less than one month nor than three months after the incorporation of the Association and at such place as the Committee may determine.

13c. AN Annual General Meeting of the Association shall be held in accordance with the provisions of the Act. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.

14 ANY member of the Committee may whenever he thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Act.

14a. THE Committee shall on the requisition of not less than 10% (ten per centum) of paid up members forthwith proceed to convene an extraordinary general meeting.

15. SUBJECT to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place the day and the hour of the meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association.

16. FOR the purpose of article 15 all business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, the election of officers and other members of the Committee in the place of those retiring, and the appointment of the Auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

17. NO business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 25% (twenty-five per centum) of the current paid up members present in person shall be a quorum. For the purpose of this article "member" includes a person attending as a proxy or as representing a corporation which is a member.
18. IF within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisitions of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
19. THE Chairman of every general meeting of the Association shall be elected by the members from one of their number to be Chairman of the meeting.
20. THE Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
21. AT any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
- (a) by the Chairman; or
 - (b) by at least three members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

22. IF a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was deemed but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
23. IN the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
24. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorized representative shall have one vote.
25. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such Committee, trustee or other person may vote by proxy or attorney.
26. NO member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrear at the date of the meeting.
27. THE instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.

28. THE instrument appointing a proxy may be in the following form or in a common or usual form.

EASTERN DISTRICTS POLISH ASSOCIATION (Melbourne)

I, _____ of _____, being a member of the abovenamed Association, hereby appoint _____ of _____ or failing him, _____ of _____

as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Association, to be held on the _____ of _____ 19, and at any adjournment thereof.

Signed this _____ day of _____ 19 _____.

This form is to be used *in favour of the resolution, _____ against _____

*strike out whichever is not desired (unless otherwise instructed the proxy may vote as he thinks fit.)

29. THE instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

30. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE COMMITTEE (INCLUDING OFFICE-BEARERS)

31. THE office-bearers of the Association shall consist of a President, a

Vice-President, Honorary Secretary and a Honorary Treasurer, all of whom shall be members of the Association.

32. THE Committee shall consist of the officers and six other members of the Association elected as herein provided all of whom shall be either the Life members or Ordinary Members.

33. THE following named persons named persons who have subscribed to the memorandum of association shall constitute the First Committee and the first office-bearers shall be as set out as follows:

President - ADAM SZCZESNIAK

Vice-President - LEON TOKAR

Honorary Secretary - ALINA ARTYMIUK

Honorary Treasurer - JOZEF WRZASZCZ

Committee Members -

JOZEF PACHACZ

TERESA PLEBAN

ANNA MIKLAS

JACEK WOZNIAK

HALINA DESZCZ

RITA TOKAR

PIOTR BUJNOWSKI

-all of whom shall retire at the first annual general meeting of the Association, but shall be eligible for re-election.

34. THEREAFTER the Committee shall consist of the office-bearers and six (6) other members of the Association all of whom shall be elected as herein provided.

35. AT the first annual general meeting of the Association and at the annual general meeting of the Association in each year thereafter the office-bearers and other members of the Committee shall be elected from among the members and such office-bearers and other members of the Committee shall hold office until the next annual general meeting when they shall retire but they shall be eligible for re-election.

36. THE election of office-bearers and other members of the Committee shall take place in the following manner:-

(a) Any two members of the Association shall be at liberty to nominate any other member to serve as an office-bearer or other member of the Committee.

(b) The nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least

fourteen days before the annual general meeting at which the election is to take place.

- (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the Association for at least seven days immediately preceding the annual general meeting.
- (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such Candidates not exceeding the number of vacancies.
- (e) In case there shall not be sufficient number of candidates nominated the Committee may fill up the remaining vacancy or vacancies.

37. THE Association may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Committee.

38. THE Committee shall have power at any time, and from time to time, to appoint any member to the Committee, either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the Committee but so that the total number of office-bearers or other members of the Committee shall not at any time exceed the number fixed in accordance with these articles. Any office-bearer or other member of the Committee so appointed shall hold office only until the next following annual general meeting.

39. THE Association may by ordinary resolution of which special notice has been given remove any office-bearer or other member of the Committee before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.

40. THE office of a member of the Committee shall become vacant if the member -

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) becomes prohibited from being a director of a company by reason of any order made under the Act;
- (c) ceases to be a member of the Committee by operation of section 121 of the Act;

- (d) become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his office by notice in writing to the Association;
- (f) for more than six months is absent without permission of the Committee from meetings of the Committee held during that period;
- (g) holds any office of profit under the Association;
- (h) ceases to be a member of the Association; or
- (i) is directly or indirectly interested in any contract or proposed contract with the Association. Provided always that nothing in this paragraph shall affect the operation of clause 3 of the memorandum of association of the Association.

POWERS AND DUTIES OF THE COMMITTEE

41. THE business of the Association shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these articles, required to be exercised by the Association in general meeting, subject nevertheless to any of these articles to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid articles or provisions, as may be prescribed by the Association in general meeting; provided that any rule regulation or by-law of the Association made by the Committee may be disallowed by the Association in general meeting and provided further that no resolution of or regulation made by the Association in general meeting shall invalidate any prior act of the Committee which would have been valid if that resolution or regulation had not been passed or made.
42. THE Committee may with the general meetings authority exercise all the powers of the Association to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association.
43. FOR the purpose of clause 3 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Association shall not exceed the lowest rate paid for, the time being by the State Savings Bank of Victoria in respect of term deposits.

44. ALL cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Committee or in such other manner as the Committee from time to time determine.
45. THE Committee shall cause minutes to be made -
- (a) of all appointments of officers and servants;
 - (b) of names of members of the Committee present at all meetings of the Association and of the Committee; and
 - (c) of all proceedings at all meetings of the Association and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

PROCEEDINGS OF THE COMMITTEE

46. THE Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee summon a meeting of the Committee.
47. SUBJECT to these articles questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote. Subject to article 40 (i)
48. A member of the Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
49. THE quorum necessary for the transaction of the business of the Committee shall be a majority of the total Committee as provided in articles 33 and 34 or such greater number as may be fixed by the Committee.
50. THE continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of the Committee, the continuing member or members may act for the purpose or increasing the number of members of the Committee to that

number or of summoning a general meeting of the Association, but for no other purpose.

51. THE president shall preside as Chairman at every meeting of the Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the Meeting.
52. THE Committee may delegate any of its powers and or functions (not being duties imposed on the committee as the directors of the company by the Act or the general law) to one or more sub-committees consisting of such member or members of the Association as the Committee thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Association and all members of such sub-committee shall have one vote.
53. THE Committee may appoint one or more advisory boards consisting of such member or members of the Committee as the Committee thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Association and all members of such advisory boards shall have one vote.
54. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
55. ALL acts done by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

56. A resolution in writing signed by all the members of the Committee in Australia for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

SECRETARY

57. THE Secretary shall in accordance with the Act be appointed by the Committee for such term, upon such conditions as it thinks fit, and any secretary so appointed may be removed by it. Nothing herein shall prevent the Committee from appointing a member of the Association as Honorary Secretary and any member so appointed shall forthwith become an office-bearer of the Association and, if not already a member of the Committee, ex officio a member of the Committee and he shall be subject to the provisions of clause 3 of the Memorandum of Association.

SEAL

58. THE Committee shall provide for the safe custody of the seal which shall only be used by the authority of the Committee or of a sub-committee of members of the Committee authorized by the Committee in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

ACCOUNTS

59. THE Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act provided, however that the Committee shall cause to be made out and laid before each annual general meeting a balance-sheet and profit and loss account made up to date not more than six months before the date of the meeting.

60. THE Committee shall from time to time determine in accordance with clause 9 of the memorandum of association at what times and places under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of members.

AUDIT

61. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Act.

NOTICE

62. ANY notice required by law or by or under these articles to be given to any member shall be given by sending it by post to him at his registered address, or (if he has not registered address within the State) to the address, if any, within the State supplied by him to the Association 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 a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

63. (1) Notice of every general meeting shall be given in any manner hereinbefore authorised to -

- (a) every member except those members who (having no registered address within the State) have not supplied to the Association an address within the State for the giving of notices to them; and
- (b) the auditor or auditors for the time being of the Association.

(2) No other person shall be entitled to receive notices of general meetings.

WINDING-UP

64. THE provisions of clause 8 of the memorandum of association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these articles.

INDEMNITY

65. EVERY member of the Committee, auditor, secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

66. Visitors - Members may introduce visitors to the Association. The visitors' name and address and the name of his introducer shall be entered in the visitors book. A visitor shall not be supplied with liquor in the Association premises unless in the company of a member save that a visitor may be supplied with liquor on Club premises when not in the company of a member at a particular function or a particular occasion in respect of which a permit has been granted under sub-section 8 of Section 38 of the Liquor Control Act. A visitor shall not be introduced in the licensed premises of the Association on more than twelve occasions in any one year and further a member shall not introduce more than six visitors at any one time save that there shall be no limitation on the number of occasions a member may introduce as visitor to the licensed premises of the Association his spouse or children. Provided further that the Committee of the Association may entrust to the President or any other member of the Committee the right to introduce visitors to the Associations' licensed premises for any function that the Committee feels it appropriate for guests to be invited.
67. NO person under 18 years of age shall be admitted a member of the Association.
68. NO liquor shall be sold or supplied for consumption elsewhere than on the Association premises unless such liquor is removed from the premises of the Association by the member purchasing the same.
69. NO liquor shall be sold or supplied to any person under 18 years of age except where any such person is accompanied by a spouse or parent or guardian and the liquor is sold or supplied for consumption as part of a meal supplied on the premises of the Association.
70. NO boys under 18 years of age except boys who are being trained as waiters and are not allowed to serve behind the bar, shall be employed in the Association.
71. WHILE and so long as the Association is licensed under the Liquor Control Act, no alteration or variation to these Articles shall have effect unless and until such alteration or variation has been approved by the Liquor Control Commission and the Attorney General.

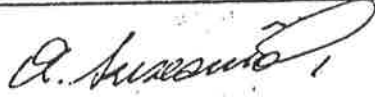
72. LIQUOR may only be sold and disposed of on the Association's premises in strict accordance with the provisions of Section 38 of the Liquor Control Act 1968 or any amendment or re-enactment thereof.
73. NO liquor shall be sold or disposed of on the Association's premises between the hours of midnight and 9.00 a.m. on any day other than on a special occasion, which shall have previously been declared a special occasion by the Committee.
74. NO more than a specified number of persons, namely 526, being such number as the licensed premises can adequately accommodate will be permitted on the licensed premises at any one time.
75. THE Secretary of the Association shall keep in the Association's premises a register of members setting forth in full the names, addresses and occupations of all members of the Association and the date of the last payment by each member of his subscription, as well as the date at which the name of each person was entered on the register as a member and the date at which any person ceased to be a member during the previous seven years he ceased to be a member. The Secretary of the Association shall also keep displayed in a conspicuous and accessible place in the Association's premises, a list setting forth in full the name, address and occupation of all members of the Association and the date of the last payment of each member of his subscription.
76. THESE Articles preclude any person receiving a greater profit, benefit or advantage from the Association than that received by every member thereof other than a remuneration or honorarium approved by the Liquor Control Commission for work done by the secretary-manager or salary or wages paid to employees.
77. THESE articles preclude any payment or part payment to any secretary, manager or other officer or servant of the Association by way of commission or allowance from or upon receipts of the Association for liquor supplied.

78. THE Committee shall hold periodical meetings and minutes of all resolutions and proceedings of the Committee shall be entered into a book to be provided for that purpose.
79. A record shall be kept by the secretary of the Association of the number of members of the Committee voting at each election of a candidate for membership.
80. CORRECT accounts and books shall be kept showing the financial affairs of the Association.

WE, the several persons whose names and addresses are subscribed being subscribers to the Memorandum of Association, hereby agree to the foregoing Articles of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

ADAM SZCZESNIAK
32 Heather Grove, Springvale
Crane Driver



LEON TOKAR
68 Victoria Court, Springvale
Manager

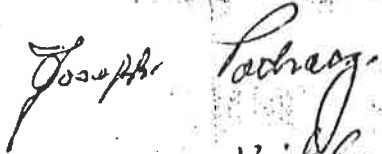


ALINA ARTYMIUK
52 Jellicoe Street, Noble Park
Housewife

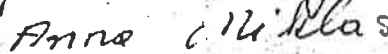


JOZEF WRZASZCZ
124 CHANDLER RD
NOBLE PARK
3176

JOZEF PACHACZ
18 Fox Street, Box Hill
Fitter and Turner



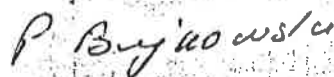
ANNA MIKLAS
21 Ayr Street, Blackburn
Married Woman



HALINA DESZCZ
369 Hall Street, Mooroolbark
Married Woman



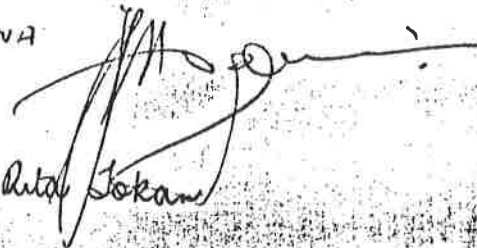
PIOTR BUJNOWSKI
26 Holmes Street, Noble Park
Salesman



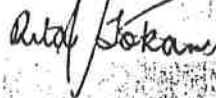
TERESA PLEBAN
18 Shirley Street, Noble Park
Married Woman



JACEK WOZNIAK ^{MURPUMAZENA}
27 Gerald Street, ~~Marrilyning~~
Accountant



RITA TOKAR
68 Victoria Court, Springvale
Married Woman



DATED this _____ day of _____ One thousand nine
hundred and eighty _____

WITNESS to all the attached signatures:-