



# Portugal Madeira Sydney Social and Cultural Sports Club Ltd

1-3 Denby Street, MARRICKVILLE NSW 2204

## Memorandum of Association

### Companies (New South Wales) Code - Company Limited by Guarantee

1. The name of the Company is "PORTUGAL MADEIRA SYDNEY SOCIAL & CULTURAL SPORTS CLUB LIMITED" (herein after called "the Company").
2. The objects for which the company is established are:
  - a) To establish maintain and promote soccer football and other educational and cultural activities of all kinds and to engage in all activities having the following aims:
    - ❖ To draw together in the bond of friendship and understanding all persons of Portuguese origin and all nationals and nationalities from Portugal and to eliminate all political religious national sectarian and racial prejudices.
    - ❖ To further the virtues of the National Traditions and heritages of Portugal and at the same time bring into harmony such traditions and heritages with the Australia way of life.
    - ❖ To develop understanding between persons of Portuguese origin and Australian and persons of other nationalities.
    - ❖ To promote the health and recreation of all members of the public by participating in all forms of outdoor exercises.
    - ❖ To advance the appreciation of cultures of Australia and Portugal and all nations generally.
    - ❖ Actively participate in charitable work and contribute to charities.
    - ❖ To cultivate the languages spoken in Portugal and to encourage and promote learning of the English language.
    - ❖ To help the members and other settlers understand Australian social conditions culture and institutions.
  - b) To take over the funds and other assets and liabilities of the present unincorporated Club known as Portugal Madeira Club solely for the purpose of carrying out the aforesaid objects and not otherwise.
  - c) 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 Company shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Company.
  - d) 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 Company.
    - ❖ PROVIDED THAT the Company 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 Company under or by virtue of Clause 3 of this Memorandum.



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- e) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid required by the members of the Company or persons frequenting the Company's premises.
- f) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Company.
- ❖ PROVIDED THAT 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 a manner as is allowed by law having regard to such trusts.
- g) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to maintain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- h) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen, and other persons as may be necessary or convenient for the purpose of the Company.
- i) 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 Company 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 the public, general or useful object.
- j) 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 Company'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.
- k) To invest and deal with the money of the Company not immediately required in such manner as the Committee thinks fit.
- l) To borrow or raise or secure the payment of money in such a manner as the Company 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 Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off such securities.
- m) To make draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- n) 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 Company.
- o) 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 Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.
- p) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to the provision in paragraph f) of this clause 2.



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- q) 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 Company, in the shape of donations, annual subscriptions or otherwise.
  - r) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
  - s) 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 Company is authorized to amalgamate.
  - t) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or clubs with which the Company is authorized to amalgamate.
  - u) To make donations to patriotic or charitable purposes.
  - v) To transfer 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 Company 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 Company would make it a trade union within the meaning of the Trades Unions Act
3. The income and property of the Company, whatsoever derived, shall be applied solely towards the promotions 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, to the 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 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 Company or reasonable and proper rent for premises demised or let by any member of the Company but so that no member of the Committee 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 repayments 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. The liability of the members is limited.
  5. Every member of the Company undertakes to contribute to the property of the Company, 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 Company (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 One hundred dollars (\$100).
  6. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, and property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution



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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 among its or their members to an extent at least as great as is imposed on the 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 and in default thereof by application to the Supreme Court for determination.

7. True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such a receipt and expenditure takes place, and of the property, credits and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the 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 Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Companies (New South Wales) code.

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