

## **CORPORATIONS LAW**

### **A Company Limited by Guarantee and not having a Share Capital**

#### **MEMORANDUM OF ASSOCIATION**

of

#### **CABRAMATTA BOWLING AND RECREATION CLUB LIMITED ACN 000 976 894**

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1. The name of the Company (hereinafter called "the Club") is "Cabramatta Bowling & Recreation Club Limited".
2. Pursuant to Section 135(2) of the Corporations Act all replaceable rules referred to in that Act are hereby displaced or modified as provided in this Memorandum and the Club's Articles of Association.
3. The objects for which the Club is established are:
  - (a) to acquire and takeover the assets and assume the liabilities of the present unincorporated club known as the "Cabramatta Bowling & Recreation Club".
  - (b) to promote the game of bowls and to conduct such sports games amusements and entertainments pastimes and recreations indoor and outdoor as the Club may deem expedient.
  - (c) to purchase, lease or otherwise acquire and hold any freehold or leasehold property or any easements rights or privileges which the Club may think requisite for the purpose of or capable of being conveniently used in the connection with any of the objects of the Club.
  - (d) to construct, establish, provide, maintain and conduct playing areas and grounds as the Club may determine and to construct provide establish furnish and maintain clubhouses pavilions and other buildings containing such amenities conveniences and accommodation either residential or otherwise as the Club may from time to time determine.
  - (e) to construct maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
  - (f) to raise money by entrance fees subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.
  - (g) to promote and hold either alone or jointly with any other Association Club or persons competitions matches and sports and to offer give or contribute towards prizes, medals and awards and to give or guarantee any prize

money and expenses whether for members or other persons and to promote, give or support dinners, balls, concerts and other entertainments. Provided that no member of the Club or other person shall receive any prize, medal or award or distinction except as a successful competitor at any match sporting event trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said game match sporting event or competition may be awarded to him.

- (h) to subscribe to become a member of and co-operate with any other club, association or organisation whether incorporated or not whose objects are altogether or in part similar to those of this Club. Provided that the Club shall not subscribe to or support with its funds any club, a ssociation or organisation 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 Club under or by virtue of Clause 4 of this Memorandum.
- (i) to purchase and/or apply for a licence or permit or other authority under such Act or Acts as shall for the time being be in force in the State of New South Wales for the purpose of selling and/or distributing intoxicating liquor, tobacco, cigarettes and other supplies and the operation of automatic machines.
- (j) to buy prepare make supply sell and deal in all kinds of sporting equipment used in connection with the Club's sporting activities or entertainments and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the playing areas, grounds, club houses or premises of the Club.
- (k) to purchase take or lease or in exchange or otherwise acquire any lands buildings easements rights of common or property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and to sell convey transfer assign mortgage give in exchange or dispose of the same subject to the requirements of the Liquor Act and Registered Clubs Act.
- (l) to make, draw, accept, endorse, discount and execute and issue promissory notes, bills of exchange, debentures or other transferable or negotiable instruments of any description.
- (m) to borrow or raise and secure the payment of money in such manner as the Club shall think fit in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase redeem or pay off any such securities.
- (n) to lend money to persons or companies and on such terms as may seem expedient and to carry on the business or guarantors and to guarantee or become liable for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the clubs business or undertaking or property both present and future.

- (o) to indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (p) to invest and deal with moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell dispose of realise or otherwise deal with any such securities.
- (q) to hire, employ and dismiss secretaries, clerks, managers, employees and workmen and to pay to them and to other persons in return for services rendered to the Club salaries, wages, gratuities or pensions.
- (r) to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Club subject to the requirements of the Liquor Act and Registered Clubs Act.
- (s) to take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as to directly or indirectly to benefit the Club.
- (t) to promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (u) to sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (v) to insure against damage by fire or otherwise any insurable property of the Club and to insure any employee of the Club against risk, accident or fidelity in the course of their employment by the Club and to effect insurance for the purpose of indemnifying the Club in respect of claim by reason of any such risk accident or fidelity and 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 Club or the dependants or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances, funds, pensions or allowances.
- (w) from time to time to make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (x) to do all or any of the abovementioned things either singly or in conjunction with any other corporation Company firm Association Club or person and either as principals, agents, contractors, trustees or otherwise.

- (y) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

AND it is hereby declared that the word "Club" in this Memorandum except when used in reference to this Club shall be deemed to include any partnership or any other body of persons whether incorporated or not incorporated and whether domiciled in the State of New South Wales or otherwise and the intention is that the objects specified in each paragraph be independent objects and be in no wise restricted by reference to or inference from the terms of any other paragraph or the name of the Club or by any object being or being deemed to be a dominant object.

4. The income and property of the Club howsoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or employees of the Club or any member of the Club or other person in return for any service actually rendered to the Club or reasonable and proper rent for the premises demised or let by any member of the Club.
5. The liability of the Members is limited.
6. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one year thereafter for the payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding up and for the adjustments of the rights of the contributories amongst themselves such amount as may be required not exceeding One Dollar.
7. If upon the winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Club under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such judge of the Supreme Court of New South Wales 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.

8. The full names addresses and occupations of the subscribers hereto are:

<b>NAME</b>	<b>ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS</b>
William Raymond SUTTON	12 Burton Avenue MOOREBANK Reinforced Plastics
Noel Keith FAIRALL	Charlton Avenue, CHIPPING NORTON Taxi Truck Prop.
Harold Everard MOORE	55 Hill Street, CABRAMATTA Retired
John Stephen MONKS	18 Loloma Street, CABRAMATTA Plant Operator
Leslie Ernst WARD	169 Epsom Road, MOOREBANK Salesman
Aubrey DeVere SHORT	16 Delamere Street, CANLEYVALE Supervisor
William Lawrence GOULD	30 Huntingdale Avenue CABRAMATTA Company Director
Anthony Clifton HUTCHINS	9 Humphreys Avenue CASULA Sales Representative
Donald Thomas WHITE	18 Kurrara Street CABRAMATTA Electrical Fitter
Robert Walter HOUSTON	10 Lombard Street CABRAMATTA Motor Mechanic
Colin Frederick James MAY	73 Longfield Street CABRAMATTA Technician
William MCKEAN	33 Fairview Road CANLEY VALE Farrier
John Maxwell RYAN	11 Prout Street CABRAMATTA

**NAME**

**ADDRESSES AND OCCUPATIONS  
OF SUBSCRIBERS**

William Joseph SPENCER

Company Director

2 Cummings Crescent  
LANSVALE  
Production Planner

Arthur Mark BRACKEN

3 Myddleton Avenue  
FAIRFIELD  
Company Director

DATED this Twentieth day of July, 1972

Witness to all above signatures

E Paterson, J.P.,  
Accountant,  
11 Longfield Street,  
CABRAMATTA

## ARTICLES OF ASSOCIATION

of

### CABRAMATTA BOWLING AND RECREATION CLUB LIMITED ACN 000 976 894

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#### DEFINITIONS

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

"**The Act**" means the Corporations Act 2001 and any regulation made under the Corporations Act 2001. Any reference to a provision of the Corporations Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Corporations Act however that provision may be amended in that legislation.

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

"**By-Laws**" shall mean and include Rules made in accordance with the Articles.

"**The Club**" means Cabramatta Bowling and Recreation Club Limited (ACN 000 976 894).

"**The Club Notice Board**" means a board designated as such within the Club premises on which notices for the information of members are posted.

"**Gaming Machines Act**" means the Gaming Machines Act 2001 and any Regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.

"**In writing**" and "**written**" include printing typing lithography and other modes of representing or reproducing words in visible form in the English language.

"**Liquor Act**" means the Liquor Act 2007 and any Regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

"**Month**" except where otherwise provided in these Articles means calendar month.

"**Officers**" include the President and members of the Board but does not include the Auditor.

"**Full member**" in relation to the Club shall mean a person who is an Ordinary member or Life member of the Club.

"**Registered Clubs Act**" means the Registered Clubs Act 1976 and any Regulation made under the Registered Clubs Act 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation.

"**Secretary**" includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purpose of the Registered Clubs Act.

"**Special Resolution**" means a resolution that in accordance with the Act:

- (a) is passed at a meeting of the Club, being a meeting of which at least 21 days written notice specifying the intention to propose the resolution as a Special Resolution has been duly given; and
- (b) is passed at a meeting referred to in paragraph (a) by a majority of at least three quarters of such members of the Club as, being entitled to do so, vote in person at that meeting.

"**The Office**" means the registered office for the time being of the Club.

### **FINANCIAL MEMBERS**

- (b) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:
  - (i) If at the expiration of 30 days from the due date the member's subscription or any part thereof payable on that date remains unpaid; or
  - (ii) If any money (other than the subscription) owing by the member to the Club has remained unpaid at the expiration of 30 days from service on the member of a notice from the Club requiring payment thereof; and

in either case the member shall be and remain unfinancial until payment in full of the amount owing.

### **INTERPRETATION**

- 2. (a) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
- (b) The headings in these Articles are for guidance only and are not part of these Articles and shall not affect their meaning.



3. A decision of the Board on the construction or interpretation of the Memorandum of Association of the Club or these Articles, or on any By-Laws or Rules of the Club made pursuant to these Articles or on any matter arising thereout, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

### **PRELIMINARY**

4. Pursuant to Section 135(2) of the Act all replaceable rules referred to in the Act are hereby displaced or modified as provided in these Articles.
5. The Club is established for the purposes set out in the Memorandum of Association.
6.
  - (a) The Club shall be a non-proprietary Club.
  - (b) Subject to the provisions of Section 10(6) and 10(6)A of the Registered Clubs Act, a member of the Club, whether or not that person is a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every full member (as defined in the Registered Clubs Act) of the Club.
  - (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
  - (d) The Secretary or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
7.
  - (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
  - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
8.
  - (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member. This Article 8(a) does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
  - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.

- (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.
- (d) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.”
- (e) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

## **MEMBERSHIP**

- 9. (a) The number of full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
- (b) A majority of full members must at all times have the right to vote in an election for the Board of the Club.
- 10. A person shall not be admitted to membership of the Club except as an Ordinary member, a Life member, an Honorary member, a Temporary member or a Provisional member. Each class of membership is open to both sexes.
- 11. The maximum number of members to be admitted to each category of membership shall be determined by the Board from time to time consistent with the requirements of the Registered Clubs Act and Article 9 of these Articles of Association.
- 12. Unless otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:-
  - Life members;
  - Bowling members;
  - Club members;
  - Bundeena members;
  - Junior Sporting members;
  - Club Malua members.

## **ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP**

### **ORDINARY MEMBERS**

- 13. (a) **Bowling members** shall be those persons who at the date of the Special Resolution adopting these Articles of Association are recorded in the Register as Full Bowling members and those persons who pursuant to Article 12 have been transferred to Bowling membership and all other persons who make application for and are elected to Bowling membership in accordance with these Articles.

- (b) **Club members** shall be those persons who at the date of the Special Resolution adopting the Articles of Association are recorded in the Register as Full members and those persons who pursuant to Article 12 have been transferred to Club membership and all other persons who make application for and are elected to Club membership in accordance with these Articles.
- (c) **Junior Sporting members** shall be those persons who at the date of the Special Resolution adopting the Articles of Association are recorded in the Register as Junior Sporting members and those persons who pursuant to Article 12 have been transferred to Junior Sporting membership and all other persons who make application for and are elected to Junior Sporting membership in accordance with these Articles.
- (d) **Bundeena Members** shall be those persons who are admitted as Bundeena RSL Club Members in accordance with Article 26A.
- (e) **Club Malua Members** shall be those persons who are admitted as Club Malua Members in accordance with Article 26B.

## **LIFE MEMBERS**

- 14. (a) Any Ordinary member who has rendered outstanding service to the Club may be elected to Life membership of the Club by resolution carried by a two-thirds majority of those present and voting at a general meeting following the submission to such meeting of an appropriate recommendation from the Board.
- (b) A person elected as a Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of Ordinary membership.

## **RIGHTS OF VARIOUS CLASSES OF MEMBERSHIP**

- 15. (a) **Bowling Members**
  - (i) A Bowling member shall not be entitled to vote on a Special Resolution to amend the Memorandum of Association or the Articles of Association unless the Bowling member has played at least 12 games of Bowls as a member of the Club during the preceding 12 months ending on the 30th June.
  - (ii) A Bowling member shall not be entitled to be elected to the Board unless the Bowling member has played at least 12 games of Bowls as a member of the Club during the preceding 12 months ending on the 30th June and the Bowling member maintained an affiliation with the Club throughout that period.
- (b) **Junior Sporting Members**
  - (i) Junior Sporting Members shall be entitled to those privileges as the Board may determine from time to time but shall not be eligible to hold office vote at meetings of the Club, nominate persons for membership or introduce visitors to the Club nor shall they have any part in the management of the Club.

- (ii) Junior Sporting Members are permitted to use only those licensed areas of the Club for which authority under Section 22 of the Registered Clubs Act, 1976 is in force by shall not be served with or consume alcohol in the Club.
- (iii) Junior Sporting members shall pay such annual subscription as the Board may determine from time to time.
- (c) **Club members** shall be entitled to attend and vote at general meetings of the Club and in the election of the Board but shall not be entitled to vote on any special resolution to amend the Club's Memorandum of Association or the Club's Articles of Association nor shall they be entitled to be elected or appointed to the Board.
- (d) **Bundeena members** shall have the same rights and privileges as Club members.
- (e) **Club Malua Members** shall have the same rights and privileges as Club members.

### **HONORARY MEMBERS**

- 16. The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
  - (a) the patron or patrons for the time being of the Club;
  - (b) any prominent citizen or local dignitary visiting the Club.
- 17. Honorary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- 18. When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
  - (a) the name in full of the Honorary Member;
  - (b) the residential address of the Honorary Member;
  - (c) the date on which Honorary membership is conferred;
  - (d) the date on which Honorary membership is to cease.

### **TEMPORARY MEMBERS**

- 19. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
  - (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres from the Club or such greater distance as may be determined from time to time by the Board by By-Law pursuant to these Articles.

- (b) Full Members (as defined in the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club.
  - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day.
  - (d) Any interstate or overseas visitor.
- 20.
- (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
  - (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
  - (c) Temporary members shall not be permitted to introduce guests into the Club;
  - (d) A Director or the Secretary of the Club may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;
  - (e) No person under the age of 18 years may be admitted as a temporary member of the Club other than pursuant to Article 19(c);
  - (f) The Club shall keep a register of persons of or over the age of 18 years, who enter the premises as temporary members, apart from temporary members, admitted to the Club pursuant to Article 19(c). This register shall set forth:
    - (i) the name in full of the temporary member;
    - (ii) the residential address of the temporary member;
    - (iii) the date on which temporary membership is granted;
    - (iv) the signature of the Temporary member.

### **TRANSFER OF MEMBERSHIP**

Any member so transferred shall not be entitled to any refund or reduction of any entrance fee or subscription paid or payable by the member for the then financial year.

### **PROVISIONAL MEMBERS**

- 21.
- (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with these Articles seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted provisional membership of

the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

- (b) Should a person who is admitted as a provisional member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
- (c) Provisional members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.
- (d) Nothing in these Articles shall prevent an applicant for membership of the Club submitting with his or her application the first year's annual subscription for the purpose of obtaining Provisional membership pursuant to this Article 22.

### **ABSENTEE LIST**

22. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning to the State of New South Wales or residing outside that State. For the purpose of this Article the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an absentee list.

### **ELECTION OF MEMBERS**

23. A person shall not be admitted as a member of the Club (other than as an Honorary member, Temporary member or Provisional member) unless that person is elected to membership at a meeting of the Board of the Club or a duly appointed Election Committee of the Club by a majority of at least 75% of the Board or Committee members present and voting and the names of the members of the Board or Election Committee present and voting at that meeting are recorded by the Secretary of the Club. Should a person who has been previously expelled from the Club, make application for membership of the Club then that application must be considered by the Full Board of Directors. The Board may reject any application for membership without assigning any reason for such rejection.
24. **Deleted.**
25. (a) In respect of every proposal for election to membership of the Club there shall be completed a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Memorandum and Articles of Association of the Club.
- (a1) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:

- (i) the joining fee (if any) and the appropriate annual subscription;
  - (ii) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
- (a2) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- (b) The nomination form shall be deposited at the office and the Secretary shall cause the name, address and occupation of the candidate and of the candidate's proposer and seconder to be exhibited in a conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a candidate for election and the candidate's election.
- (c) (i) Any person who has not attained the age of eighteen (18) years and has satisfied the Board that he or she has an interest in taking an active part in the sporting activities of the Club on a regular basis and from whose parent or guardian the Board receives written consent to that person becoming a Junior Sporting member of the Club and taking part in the sporting activities of the Club and who in the opinion of the Board is suitable to be admitted to Junior Sporting membership of the Club may make application for, or have application made on that persons behalf, for membership in accordance with these Articles.
- (ii) Junior Sporting members shall pay such annual subscription as the Board may determine from time to time.
- (d) The Secretary shall forward each proposal for election to membership to the Election Committee for consideration prior to the candidate's election.

**ADMISSION TO MEMBERSHIP OF THE CLUB BY MEMBERS OF THE BUNDEENA RSL CLUB LIMITED WHO ARE NOT MEMBERS OF THE CLUB**

- 26A. (a) "Bundeena RSL Club" in this Article 26A means Bundeena RSL Club Limited.
- (b) All members of the Bundeena RSL Club, other than any person who has been expelled from membership of the Club, who apply to become members pursuant to the Amalgamation, will be admitted to membership of the Club.
- (c) All members of the Bundeena RSL Club, other than any person who has been expelled from membership of the Club, will be able to apply for membership of the Club in the manner referred to in sub paragraphs (c) to (e) of this article 26A.
- (d) A member of the Bundeena RSL Club will not be required to be proposed or seconded for membership of the Club.

- (e) After the Club and the Bundeena RSL Club have passed the resolutions approving in principle the Amalgamation, the Club will forward to each member of the Bundeena RSL Club, other than any person who has been expelled from membership of the Club, a written invitation to become a member of the Club.
- (f) Any member of the Bundeena RSL Club who accepts the invitation referred to in Article 26A (e) and agrees in writing to be bound by the Club's Constitution will, (subject to the name of that person being displayed on the noticeboard of the Club for not less than seven (7) days and a period of not less than fourteen (14) days elapsing after the receipt of the acceptance by the Club) be elected by a resolution of the Board to membership of the Club with effect from the date of Completion of the Amalgamation.
- (g) The Bundeena RSL Club members who are admitted to membership of the Club will be identified as a separate class called the Bundeena members.

**ADMISSION TO MEMBERSHIP OF THE CLUB BY MEMBERS OF MALUA BAY BOWLING & RECREATION CLUB LIMITED WHO ARE NOT MEMBERS OF THE CLUB**

- 26B. (a) "Club Malua" in this Article 26B means Malua Bay Bowling & Recreation Club Limited.
- (b) All members of Club Malua, other than any person who has been expelled from membership of the Club, who apply to become members pursuant to the Amalgamation, will be admitted to membership of the Club.
- (c) All members of Club Malua, other than any person who has been expelled from membership of the Club, will be able to apply for membership of the Club in the manner referred to in sub paragraphs (d) to (f) of this Article 26B.
- (d) A member of Club Malua will not be required to be proposed or seconded for membership of the Club.
- (e) After the Club and Club Malua have passed the resolutions approving in principle the Amalgamation, the Club will forward to each member of Club Malua, other than any person who has been expelled from membership of the Club, a written invitation to become a member of the Club.
- (f) Any member of Club Malua who accepts the invitation referred to in Article 26A(e) and agrees in writing to be bound by these Articles will, (subject to the name of that person being displayed on the noticeboard of the Club for not less than seven (7) days and a period of not less than fourteen (14) days elapsing after the receipt of the acceptance by the Club) be elected by a resolution of the Board to membership of the Club with effect from the date of completion of the amalgamation with Club Malua.
- (g) The members of Club Malua who are admitted to membership of the Club shall, for the purposes of section 17AC (2) of the Registered Clubs Act, be identified in the Club's register of members as "Club Malua Members".
- 26. (a) The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership, the Secretary



shall cause any joining fee and subscription paid by the person to be returned to that person.

- (b) A copy of the Memorandum and Articles of Association of the Club shall be supplied to a member on request being made to the Secretary of the Club and, (if demanded by the Secretary) on payment of any fee that may be prescribed by the Act.

### **ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES**

- 27. The entrance fee and annual subscription payable by members of the Club shall in each case be such amount as the Board may from time to time determine provided that the annual subscription shall be not less than Two Dollars (excluding Goods & Services Tax) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 28. The annual subscription shall be payable annually in advance provided that if the Board so determines it may be payable half yearly or quarterly in advance. The annual subscription shall be due and payable on the first day of June of each year.
- 29. If the entrance fee or subscription or any part or instalment thereof of any member shall not be paid within a period of 30 days from the date upon which it shall fall due for payment pursuant to Article 29 the Secretary shall give to the member in default seven (7) days written notice within which such entrance fee or subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership and shall cease to be a member of the Club and the Secretary shall make a notation to this effect against that person's name in the Register of Members and the member shall be disqualified by the Board from all Club competitions in which the member is participating.

### **NON-FINANCIAL MEMBERS UNDER SUSPENSION**

- 30A. Any member who is not a financial member of the Club (as that term is defined in Article 1(b)) whose membership is suspended pursuant to Article 34 shall during the period of such suspension not be entitled to:
  - (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
  - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
  - (c) attend or vote at any meeting of the Club or any Sub club;
  - (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
  - (e) vote in the election of the Board or any committee of a Sub club;
  - (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
  - (g) propose, second or nominate any eligible member for Life membership.

## **PATRONS**

30. The members in General Meeting may appoint a patron or patrons from time to time upon a recommendation being made by the Board to the meeting and such patron or patrons shall thereupon be deemed to be Honorary members of the club and subject to these Articles shall remain Honorary members while they remain patrons. Any patron so appointed may by the same procedure be removed as a patron of the Club. There shall not be more than two (2) patrons at any one time.

## **ADDRESSES OF MEMBERS**

31. Members shall advise the Secretary of the Club of any change in their address within seven (7) days of changing their address as recorded in the register referred to in Article 33.

## **REGISTERS OF MEMBERS AND GUESTS**

32. The Club shall keep the following registers:
- (a) A register of persons who are full members (as defined in Article 1 and the Registered Clubs Act) of the Club.
  - (b) A register of persons who are Honorary members or Temporary members other than Temporary members referred to in Article 19(c).
  - (c) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members. Such register shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a member the name in full or the surname and initials of the given names, and the address, of that person, the date on that day and the signature of that member provided always if an entry in this register is made on any day in respect of a person who is a guest of a member, it is not necessary for an entry to be made in that register in respect of that person if that person subsequently enters the premises of the Club on that day as the guest of that member.

## **DISCIPLINARY PROCEEDINGS**

33. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or of these Articles of the Club or the By-Laws thereof or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any charge against the member pursuant to this Article and of the date time place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven (7) clear days before the meeting of the Board at which such charge is to be heard.

- (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
  - (iii) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the members of the Board present in person vote in favour of such motion.
  - (iv) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.
  - (v) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.
  - (vi) When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board's decision.
  - (vii) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty.
  - (viii) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Article 34.
  - (ix) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.
- (b) Notwithstanding the generality of paragraph (a) of this Article 34 the following penalties shall be imposed:
- (i) Any member who is guilty of introducing a person who is under the age of 18 years into an area of the Club other than a dining area or a non-restricted area as prescribed by Section 22 of the Registered Clubs Act or in respect of which an authority under Section 23 of the Registered Clubs Act has been obtained shall be expelled from membership of the Club and shall not be permitted to enter the Club as a guest of a member or as a Temporary or Honorary member;
  - (ii) Any member who is guilty of nominating or seconding any person for membership of the Club who is under the age of 18 years shall be expelled from membership of the Club and shall not be permitted to enter the Club as a guest of a member or as a Temporary or Honorary member;
  - (iii) Any member who has made any statement on a nomination form for membership of the Club whether in respect of that member or in respect of any other person that is false in a material particular shall be expelled from membership of the Club and shall not be permitted to

enter the Club as a guest of a member or as a Temporary or Honorary member;

- (c) The Secretary or the senior officer then on duty shall have power to suspend any member from membership of the Club:
  - (i) who in the opinion of the Secretary is then intoxicated, violent, quarrelsome or disorderly; or
  - (ii) whose presence on the premises of the Club in the opinion of the Secretary renders the Club or the Secretary of the Club liable to a penalty under the Registered Clubs Act.

Any suspension pursuant to this Article 34(c) shall be for a period of seven days only and the Secretary or the senior officer as the case may be shall make a written report of the circumstances giving rise to the suspension to the Board within seven days of the suspension being imposed;

- (d) In the event that a notice of charge is issued to a member pursuant to subparagraph (i) of paragraph (a) of this Article 34 the Board shall have power to suspend that member from all privileges of the Club until the charge is heard and determined or for five weeks whichever is the sooner. Such suspension shall be notified in writing to the member concerned.
- (e) Subject to Articles 34(f) and 34(g), a member who:
  - (i) incurs a debt to the Club; and
  - (ii) fails to discharge such debt within seven (7) days from service on that member of a notice from the Club in writing requiring payment thereof

may, by resolution of the Board, be suspended or expelled from membership.”

- (f) A member shall be notified, by notice in writing sent by post to the member's last known address, at least seven (7) days before the meeting of the Board at which the resolution is to be considered of the Board's intention to suspend or expel the member pursuant to Article 34(e).
- (g) The provisions of Articles 34(a) shall not apply to any member suspended or expelled pursuant to Article 34(e).

### **DISCIPLINARY COMMITTEE**

- 34A. (a) The Board may by resolution delegate all of the powers and functions given to the Board by 34(a) to a Disciplinary Committee comprising not less than three (3) directors of the Club selected by the Board.
- (b) The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Article 34(a) save that:
  - (i) a quorum of the Disciplinary Committee shall be three (3) directors of the Club; and

- (ii) all references to the Board in Article 34(a), except in Article 34(a)(ix) shall be read as being references to the Disciplinary Committee.
  - (c) The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Rule 34(a) on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
    - (i) the procedure set out in Article 34(a) is followed; and
    - (ii) the member is notified that the Board is exercising the power under this Article 34A(c) within forty-two (42) days of the date on which the Disciplinary Committee meeting was held.
  - (d) The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Rule 34A(a) and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.
- 34AA. (a) In accordance with terms of the amalgamation between the Club and Bundeena RSL Club Limited the Board shall delegate its powers and functions to conduct disciplinary hearings arising from conduct at the Bundeena RSL Club premises to a disciplinary committee constituted by the Board from time to time comprised of Bundeena members.
- (b) The disciplinary committee shall not have the power to commence disciplinary hearings against members or issue notices of disciplinary charges and hearings to members with such powers to rest with the Club.
  - (c) The Disciplinary Committee will be subject to the Club's Constitution at all times, including but not limited to Articles 34A(c) and (d).

### **MEMBER UNDER SUSPENSION**

- 34B. Any member whose membership is suspended pursuant to Article 34 shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
  - (b) participate in any of the recreational, social or sporting activities of the Club or any Sub club without the permission of the Board;
  - (c) attend or vote at any meeting of the Club or any Sub club;
  - (d) nominate or be elected or appointed to the Board or any committee of a Sub club;
  - (e) vote in the election of the Board or any committee of a Sub club;

- (f) propose, second or nominate any eligible member for any office of the Club or any Sub club;
- (g) propose, second or nominate any eligible member for Life membership.

### **REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

- 34C. (a) In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Article 34C(e), an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (i) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
  - (iv) who hawks, peddles or sells any goods on the premises of the Club;
  - (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free.
  - (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
  - (vii) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to Article 34C(a) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Article 34C(e)) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (c) Without limiting Article 34C(b), if a person has been refused admission to or turned out of the Club in accordance with Article 34C(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (d) Without limiting Article 34C(b), if a person has been refused admission to or turned out of the Club in accordance with Article 34C(a)(i), the person must not:
- (i) remain in the vicinity of the Club; or
  - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.

- (e) Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
  - (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
  - (ii) any employee authorised by the Secretary to exercise such power.

### **RESIGNATION AND CESSATION OF MEMBERSHIP**

- 34. (a) A member may resign his or her membership of the Club at any time by either:
  - (i) giving notice in writing to the Secretary; or
  - (ii) by returning his membership card to an employee or officer of the Club, and clearly indicating to that employee or officer that he resign from his membership of the Club.
- (b) Any member who has resigned pursuant to Article 35 will not be entitled to any refund of any joining fee, subscription, levy or other payment made to the Club.

### **GUESTS**

- 35. (a) All members other than Temporary members shall have the privilege of introducing guests to the Club and on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and shall countersign that entry.
- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-Law nor shall a member introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of subscription or fees who has been suspended by the Board of the Club.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club;
- (d) The Board shall have power to make By-Laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club;
- (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (g) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.

- (h) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

## **BOARD OF DIRECTORS**

36. Subject to Article 38B, the business and affairs of the Club and the custody and control of its funds shall be managed by a Board of eight (8) Directors of the Club comprising a President, Senior Vice President, Junior Vice President and five (5) ordinary directors.
37. (a) Deleted.
- (b) Deleted.
- (c) No member who is unfinancial or who is under suspension shall be elected to office as a director or as a member of any committee. A member shall not perform duties as holder of any office or member of any committee while that member remains unfinancial or during a period of suspension.
- (d) Only Bowling members and Life members shall be eligible to be elected to the Board of the Club.
- (e) (i) Notwithstanding any other provision contained herein, at each election of the Board held after 31 May 2017, in accordance with this Constitution, no more than two (2) members elected to the Board at any such election may be members whose principal place of residence is located more than twenty (20) kilometres (measured point to point and not by road distance) from the Club's premises at Cabramatta NSW.
- (ii) If the principal place of residence of any member elected to the Board with the qualification referred to in Article 38 (e) (i) during that member's term of office as a Director, changes to a residence located inside the area specified in Article 38 (e) (i) that member will not vacate office as a Director only for that reason.
- (iii) If a member elected to the Board who resides within 20 kilometres as specified in (e) (i) above vacates office as a Director, and the Board determines to appoint an eligible member to fill a casual vacancy so created in accordance with this Constitution, the Board must only appoint an eligible member whose principal place of residence is within twenty (20) kilometre radius.
- 38A. The Board shall be elected triennially in accordance with Rule 39 and Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2014.

### SCHEDULE 4

#### **Definitions**

1. *In this Schedule -*



**"general meeting"** means a meeting of the members of the club at which members of the governing body are to be elected;

**"triennial rule"** means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

**"year"** means the period between successive general meetings.

2. Repealed.

**First general meeting under triennial rule**

3. (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.
- (2) The groups -
- (a) shall be determined by drawing lots; and
  - (b) shall be as nearly as practicable equal in number; and
  - (c) shall be designated as group 1, group 2 and group 3.
- (3) Unless otherwise disqualified, the members of the governing body -
- (a) in group 1 shall hold office for 1 year; and
  - (b) in group 2 shall hold office for 2 years; and
  - (c) in group 3 shall hold office for 3 years.

**Subsequent general meetings**

4. At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

**Casual vacancies**

5. (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
- (2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

**Re-election**

6. A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

**Revocation of triennial rule**

7. *If the triennial rule is revoked -*
- (a) *at a general meeting - all the members of the governing body cease to hold office; or*
  - (b) *at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,*
- and an election shall be held at the meeting to elect the members of the governing body.”*

38B. Notwithstanding anything contained in these Articles, the number of directors on the Club's Board shall be reduced from eight (8) to seven (7) when any of the following events occur:

- (a) **Retiring ordinary director not nominating for re-election** – if, at the close of nominations referred to in Article 39(a), an ordinary director in either group 1 or group 3 for the purposes of the triennial rule (whose term of office as a member of the Board is scheduled to expire at the next Annual General Meeting) does not nominate for election to the Board, then:
  - (i) only two (2) directors will be elected to the Board (as opposed to three (3)); and
  - (ii) the number of directors on the Board will be permanently reduced with effect from the results of the election being declared.
- (b) **Casual vacancy** – if, pursuant to Article 54, a vacancy occurs in the office of an ordinary director in either group 1 or group 3 for the purposes of the triennial rule, the number of directors on the Board will be permanently reduced.
- (c) Paragraphs (a) and (b) of this Article 38B are subject to the following limitations:
  - (i) Both of those paragraphs will cease to have any force or effect after the Board is reduced to seven (7) directors; and
  - (ii) For the purposes of the groups of directors referred to in Article 38A3(2)(c):
    - (1) a group cannot consist of less than two (2) directors; and
    - (2) once the Board is reduced to seven (7) directors, the groups of directors will be comprised of two (2) groups of two (2) directors and one (1) group of three (3) directors.

## ELECTION OF BOARD

38. The election of the Board shall be conducted in accordance with this Rule 38:
- (a) A Nomination for the election of a member to the Board shall be made in writing and signed by two Bowling members, Club members or Life members of the Club and by the nominee (who shall thereby signify his or her consent to the nomination) and shall state the office or offices for which the nominee is nominated. Nominations shall close twenty one (21) days before the Annual General Meeting. All nominations will be lodged with the Secretary before the close of nominations.
  - (b) The Secretary shall immediately after the closing date for nominations post the names of the candidates on the Notice Board.
  - (c) Subject to Article 38B if the number of candidates nominated is less than that required to be filled those candidates nominated shall be declared elected and additional nominations shall be called for at the Annual General Meeting of the Club. If more than the required number of candidates are nominated at the Annual General Meeting for the remaining positions then an election shall be conducted at the Annual General Meeting which election shall be determined by a show of hands or if a poll is demanded in accordance with these Articles then by a ballot.
  - (d) In the event of more than the required number of candidates being nominated for any position by the closing date for nominations referred to in paragraph (a) of this Article 39 an election by ballot shall be conducted in the manner set out in the following paragraphs of this Article 39.
  - (e) The Board shall appoint a Returning Officer to take charge of any such ballot or ballots and not less than two assistant Returning Officers who shall also act as scrutineers of the ballot or ballots. Neither the Returning Officer nor assistant Returning Officers shall be candidates in the election or proposers or seconders of any candidate in the election.
  - (f) The ballot will be conducted by the Returning Officer. The names of all candidates for each position shall be entered on a ballot paper in accordance with lots drawn by the Returning Officer;
  - (g) An election by ballot shall be conducted in the following manner:-
    - (i) Immediately prior to the first day of the ballot, the Secretary shall prepare a roll of the members entitled to vote.
    - (ii) The voting papers shall contain in such order as is determined by ballot in the presence of at least six (6) members the names of all duly nominated candidates for the respective positions and the voting papers shall not contain any distinguishing mark against the name of any candidate.
    - (iii) Votes may be cast at the premises of the Club between the hours of 4.30 p.m. and 6.30 p.m. for seven (7) days preceding the date of the Annual General Meeting. Such hours may be extended at the discretion of the Returning Officer. The ballot shall commence ten

(10) days prior to the Annual General Meeting and will close three (3) days prior to the Annual General Meeting.

- (iv) The Returning Officer, or Assistant Returning Officer shall verify from the Roll a member's eligibility to vote upon production of the member's current membership card, initial and hand to such member the requisite voting papers.
- (v) The Returning Officer shall strike from the Roll the name of each member to whom the requisite voting papers have been issued.
- (vi) The member shall cast his vote secretly in an appropriate manner and shall place the voting papers in a locked ballot box in the view of the Returning Officer.
- (vii) The member shall mark the voting paper/s by numbering the squares against the names of all the candidates in order of preference.
- (viii) At the closing of the ballot the Returning Officer shall proceed with the examination of the voting papers assisted by the Poll Clerks.
- (ix) Any voting paper upon which the votes are not recorded as detailed in sub-clause (vii) shall be rejected as informal.
- (x) The candidate receiving the greatest number of first preference votes for President shall be deemed to be elected. In the event of an equality of votes the candidate receiving the equal highest number of first preference votes and the highest number of second preference votes shall be declared elected. Should the decision be then not resolved, the tied candidates shall be invited by the Returning Officer to attend the counting room where the draw decision shall be made. In such event, the first name drawn will be eliminated and the remaining candidate shall be declared President elect. Should the tied vote involve more than two candidates each successive name will be eliminated and the last remaining shall be declared President elect.
- (xi) For the election to the positions of Senior Vice President and Junior Vice President the candidates receiving the highest number of preference votes shall be deemed to be elected with respect to each position. In the event of an equality of votes the candidate receiving the equal highest number of first preference votes and the highest number of second preference votes shall be declared elected. Should the decision be then not resolved, the tied candidates shall be invited by the Returning Officer to attend the counting room where the draw decision shall be made. In such event, the first name drawn will be eliminated and the remaining candidate shall be declared elected to the respective positions of Senior Vice President or Junior Vice President. President elect. Should the tied vote involve more than two candidates each successive name will be eliminated and the last remaining shall be declared elected to the respective position.
- (xii) The candidates deemed to be elected as directors shall be those receiving the greatest number of first to fifth preference votes provided, however that if a nominee/s for the position shall have already been elected to a higher office, or shall otherwise have retired from the

ballot, the requisite number of additional preferences shall be taken into account to ensure the election of the number required to fill the vacancy/ies.

- (xiii) In the event of two or more candidates having an equality of vote for the last ordinary director position to be elected in any one year, the candidate receiving the highest number of first preference votes shall be declared elected. If two or more candidates have received the highest number of first preference votes, the candidate receiving the equal high number of first preference votes and the highest number of second preference votes shall be deemed to be elected. Should the decision then not be resolved, the tied candidates shall be invited by the returning officer to attend the counting room where the draw shall be made. In such event, the first named will be eliminated and the remaining candidate shall be declared elected. Should the tied vote involve more than two candidates each successive name will be eliminated and the last remaining name shall be declared elected.
- (xiv) The Returning Officer, at the declaration of the poll, shall declare the number of votes polled by each candidate.
- (xv) The decision of the Returning Officer in respect of all matters relating to the giving of notices as aforesaid or to the informality of any vote shall be final and no objection shall be raised by any member by reason of the failure on the part of the Returning Officer to hand a ballot paper to any member.
- (xvi) At the declaration of the poll the Returning Officer shall hand all ballot papers to the Secretary of the Club who shall retain them in a safe place at the Club premises for a period of twenty-one (21) days after which they shall be destroyed. Any candidate shall be entitled upon request to the Secretary to have a recount of votes within the period of fourteen (14) days from the date of the election. The recount shall be conducted by the Returning Officer and two Poll Clerks together with three scrutineers who shall be Full Members of the Club - one appointed by the Board and two by the candidate concerned.
- (h) No employee of the Club shall be eligible to be elected a member of the Board or be entitled to vote at any meeting of the Club.
- (i) Any member entitled to vote who is unable by reason of age illness absence from the district may apply in writing to the Returning Officer for a ballot paper at any time after the notice of the dates set down for the election of Officers is received by him. Such application shall clearly state the reason which prevents the member from attending to vote. On receipt of such application the Returning Officer shall cause a ballot paper to be sent to the member making such application. The member receiving such ballot paper must mark it and return it in a sealed envelope addressed to the Returning Officer to reach him before the closing time of the Poll. The Returning Officer shall place it unopened in the ballot box immediately the poll opens or at such time thereafter as it may be received. Any omission neglect or irregularity in connection with a postal vote shall not invalidate the election.

39. The Board may from time to time make such By-Laws not inconsistent with these Articles as they think necessary for the conduct of any election and all matters in connection therewith.
40. The members of the Board holding office at the date of the resolution adopting these Articles shall, subject to these Articles, hold office until the conclusion of the first Annual General Meeting to be held after the date of the resolution adopting these Articles when they shall retire but shall, subject to these Articles be eligible for re-election.
41.
  - (a) No member shall issue or distribute within the premises or the surrounding precincts of the Club any "how to vote ticket" or any written material advocating either for or against the election of any candidate or candidates for the Board of the Club;
  - (b) Any breach of this Article 42 shall be conduct prejudicial to the interests of the Club for the purposes of Article 34(a).
  - (c) Nothing in this Article 42 shall prevent a candidate duly nominated for election to the Board in accordance with these Articles from distributing by post to members written material which is approved by the Board advocating that the candidate be elected to the Board and a photograph of the candidate provided that such approval of the Board shall not be unreasonably withheld.

### **POWERS OF BOARD**

42. The Board shall be responsible for the management of the business and affairs of the Club.
43. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these Articles of Association and to any amendments to these Articles of Association provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
  - (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such Full members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President and Honorary Secretary elected pursuant to Article 39 shall be ex officio members of all such committees and entitled to all privileges of a member of such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman of the Committee shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as

the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.

- (b) To make such By-Laws not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and wellbeing of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
  - (i) Such matters as the Board is specifically by these Articles empowered to regulate by By-Law.
  - (ii) The general management control and trading activities of the Club.
  - (iii) The control and management of the Club premises.
  - (iv) The conduct of members.
  - (v) The privileges to be enjoyed by each category of members.
  - (vi) The relationship between members and Club employees.
  - (vii) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in General Meeting.
- (c) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (d) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (f) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (g) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the

payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

- (i) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (j)
  - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.
  - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers other than directors, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
- (k) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles.
- (l)
  - (i) To create sections and committees for the conduct, management and control of all or any social or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription of any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
  - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with these Articles or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.



- (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
- (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the Section shall also be produced at the Club's office for inspection by or on behalf of the Board within 14 days of written request by the Secretary to the Section or to an office holder of the Section .
- (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
- (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefor and with a recommendation as to further action (if any) to be taken by the Board.
- (m) To set the entrance fees and annual or other subscriptions and fees payable by all members.

### **BUILDING CONTRACTS**

- 44A. Notwithstanding anything contained in Articles 43 or 44 of these Articles of Association the Board of the Club shall not exercise any power in those Articles to enter into any contract for building works or renovations to the Club's premises which would involve expenditure by the Club of a sum in excess of \$1,000,000 unless the proposed expenditure has been approved by a resolution passed at a general meeting or annual general meeting of members of the Club by a simple majority of those members, who being eligible to do so vote in person at that meeting provided not less than 21 days' notice of the intention to propose such a resolution at that meeting has been given to all eligible members.

### **BY-LAWS**

44. Any By-Law made under these Articles shall come into force and have the full authority of a By-Law of the Club upon being posted on the Notice Board.

### **PROCEEDINGS OF THE BOARD**

45. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it

deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside as chairman at every Meeting of the Board. If the President is not present or is unwilling or unable to act then the Senior Vice President shall preside as Chairman. If the Senior Vice President is not present or is unwilling or unable to act the Board members present may elect their own chairman. The quorum for meetings of the Board shall be a majority of the members present.

46. The President may at any time, and the Secretary shall upon the request of not less than three (3) members of the Board, convene a meeting of the Board.
47. Subject to these Articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
48. The continuing members of the Board may act notwithstanding any vacancy in the Board, 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 Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
49. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed has the qualifications for office and was qualified to be a member of the Board.

### **DECLARATIONS OF INTERESTS BY DIRECTORS**

50. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
  - (i) declare the nature of the interest at a meeting of the Board; and
  - (ii) comply with Article 51A.
- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.

- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (e) Articles 51(a) to 51(d) inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

### **PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING**

- 51A. (a) Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
  - (i) must not vote on the matter; and
  - (ii) must not be present while the matter is being considered at the meeting.

### **CONTRACTS WITH DIRECTORS**

- 51. (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or with a company or other body in which a director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A “pecuniary interest” in a company for the purposes of Rule 52(a) does not include any interest exempted by the Registered Clubs Act.

### **CONTRACTS WITH SECRETARY**

- 52A. (a) Subject to Rule 52A(b), the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
  - (i) the Secretary; or
  - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary;
  - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act).
- (b) Rule 52A(a) does not prevent the Club entering into a contract with any of the above persons which is:
  - (i) a contract of employment; or
  - (ii) otherwise permitted by the Registered Clubs Act.

## **VACANCIES ON BOARD**

52. Subject to the provisions of these Articles the members in General Meeting may by ordinary resolution of which special notice has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of that member or those members' period of office and may by ordinary resolution appoint another person or persons in that member or those members' stead providing that person or persons so appointed complies with these Articles. Any person so appointed shall hold office during such time only as the Board member whose place the person is appointed would have held if the Board member had not been so removed.
53. The office of President, Vice President, Honorary Secretary and Ordinary Board member shall be automatically vacated if the person holding that office:
- (a) becomes insolvent under administration or is disqualified for any reason referred to in Section 206B of the Act.
  - (b) becomes 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.
  - (c) is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board.
  - (d) by notice in writing given to the Secretary resigns that office.
  - (e) becomes prohibited from being a member of the Board by reason of any order made under the Act.
  - (f) ceases to be a member of the Club.
  - (g) fails to declare the nature of the person's interest in a contract or office or property as provided by and in accordance with the Act and these Articles.
  - (h) becomes an employee of the Club.
54. (a) If the office of President becomes vacant it shall be filled by the Senior Vice-President until the next Annual General Meeting.
- (b) Subject to paragraph (a) and Article 38B the Board shall have power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting in accordance with the triennial rule set out in Rule 34.

## **GENERAL MEETINGS**

55. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.
56. The Board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than five (5) per centum or 100 (whichever is the lesser) of

those members of the Club entitled to attend and vote at General Meetings forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than two (2) months after the receipt by the Club of the requisition and in the case of such requisition the following provisions shall have effect:

- (a) The requisition shall state the objects of the meeting and must disclose clearly and legibly the name and membership number of each requisitionist and must be signed by each requisitionist and deposited at the registered office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
  - (b) If the Board does not within twenty-one days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than fifty per cent may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three months from the date of such deposit.
  - (c) In the case of a meeting at which the resolution is to be proposed as a Special Resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
  - (d) Any meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are convened by the Board.
  - (e) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
57. Subject to the provisions of the Act relating to special resolutions fourteen days' notice specifying the place day and hour of the meeting and in case of special business the general nature of that business shall be given in the manner hereinafter provided to all members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any member unless the Court on application of the member concerned, a member entitled to attend the meeting, or the Australian Securities Commission declares proceedings at the meeting invalid.

### **PROCEEDINGS AT GENERAL MEETINGS**

58. (a) The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by Section 316 of the Act to elect in the manner hereinbefore provided the members of the Board, subject to the Act to appoint an Auditor or Auditors and to transact any other business of which due notice has been given.
- (b) The Board shall on the requisition in writing of not less than fifty (50) Ordinary and Life members or five (5) per centum of the Ordinary and Life members (whichever is the lesser):
- (i) give to members of the Club entitled to have notice of the next Annual General Meeting sent to them notice of any resolution that may properly be moved and is intended to be moved at that meeting; and

- (ii) circulate to members of the Club entitled to have notice of any general meeting sent to them any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution on the business to be dealt with at that meeting.
    - (c) The Board shall not be bound to give notice of any resolution or circulate any statement unless the requisition signed by the requisitioning members is deposited at the registered office of the Club:
      - (i) in the case of a requisition requiring notice of a resolution - not less than six (6) weeks before the meeting;
      - (ii) in the case of any other requisition not less than one week before the meeting.
59. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at all General Meetings and at all Annual General Meetings shall be not less than forty (40) members or twenty (20) per centum of Full members of the Club having a right to attend and vote at General Meetings.
60. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the Meeting if convened upon the requisition 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 time and place as the Board may determine but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
61. The President shall be entitled to take the chair at every General Meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Senior Vice President shall be entitled to take the Chair. If the Senior Vice President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or other member to Chair the meeting.
62. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the chairman of the Meeting shall have a second or casting vote.
- (b) A person shall not:
- (i) attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
  - (ii) vote at any election including an election of a member or of the Board.
- as the proxy of another person.
63. At any General Meeting (unless a poll is demanded) a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of

the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

64. (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairman of the meeting directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.
65. The chairman of a Meeting may with the consent of the 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. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.
66. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

### **ACCOUNTS AND AUDIT**

67. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
68. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
69. (a) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, report to members in accordance with Division 4 of Part 2M.3 of the Act.
- (b) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
  - (i) the financial report of the Club; and
  - (ii) the directors' report;
  - (iii) the auditors' report on the financial report.

70. The financial year of the Club shall commence on the first day of June and end on the last day of May in the following year or such other period as having regard to the Act, the Board may determine.
71. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

### **SECRETARY**

72. At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall hold the Certificate of Registration of the Club and shall be the Chief Executive officer of the Club for the purposes of the Registered Clubs Act.

### **HONORARY TREASURER**

73. Deleted.

### **SEAL**

74. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or instrument except by the authority of a resolution passed at a meeting of the Board of the Club previously given and in the presence of at least two members of the Board who shall sign every instrument to which the Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board.

### **NOTICES**

75. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of members kept pursuant to these Articles or by sending it to the electronic address (if any) nominated by the member.
76. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

### **INDEMNITY TO OFFICERS**

77. (a) Every person who is or has been an officer (as defined in Section 241 of the Corporations Law) or Auditor of the Club may if the directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liabilities for costs and expenses incurred by that person:
- (i) in defending any proceedings whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted;



- (ii) in connection with any application in relation to such proceedings in which relief is granted to that person under the Corporations Law by the Court.
- (b) Every person who is an officer (as defined in Section 241 of the Corporations Law) or an auditor of the Club may if the directors so determine be indemnified, to the maximum extent permitted by law, out of the property of the Club against any liability to another person (other than the company or a related body corporate) as such officer or Auditor unless the liability arises out of conduct involving a lack of good faith. This indemnity does not apply to a liability incurred before 15 April 1994.
- (c) The Club may pay a premium for a contract insuring a person who is or has been an officer or auditor of the Club against a liability:
  - (i) incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the Club or a contravention of sections 232(5) or (6) of the Corporations Law; and
  - (ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever their outcome.

### **RESTRICTIONS ON AMENDMENTS OF CERTAIN ARTICLES**

78. The Memorandum of Association and the Articles of Association can only be amended by a Special Resolution at which only Bowling members and Life members are entitled to vote thereon.

### **GENERAL**

79. These Articles of Association shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in these Articles are inconsistent therewith and might prevent the Club remaining registered under the provisions of the said Act they shall be inoperative and have no effect.