
ART334

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

BARHAM & DISTRICT SERVICES MEMORIAL

CLUB LIMITED

ACN 000 893 701

Amended: 5 October, 2011

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CORPORATIONS ACT

A Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

BARHAM & DISTRICT SERVICES MEMORIAL CLUB LIMITED ACN 000 893 701

36. The name of the Company (hereinafter called “the Club”) is “BARHAM AND DISTRICT SERVICES MEMORIAL CLUB LIMITED”.
37. The registered office of the Club shall be situated in Barham or in such other place in New South Wales as the Board may from time to time determine.
38. The objects for which the Club is established are:
 - (a) To provide for members and for members’ guests a social and sporting Club with all the usual facilities of a Club including residential and other accommodation liquid and other refreshment libraries and provision for sporting musical and educational activities and other social amenities.
 - (b) To take over or otherwise acquire all of the assets and liabilities of an unincorporated association or club known as Barham and District Services Memorial Club and to assume and carry on the functions and objects of such association or club.
 - (c) To purchase hire lease or otherwise acquire for the purpose of the Club and real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
 - (d) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with any or part of the property or rights of the Club subject to any limitation contained in the Registered Clubs Act.
 - (e) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
 - (f) To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.

- (g) To borrow money from time to time and for such purposes to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Club.
 - (h) In furtherance of the objects of the Club to apply for and obtain and hold a Club Licence or any other licence or licences or certificate of registration under the Liquor Act, Gaming Machines Act or any other Act or Laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a Secretary / Manager or Managers or other officer or officers to act as Licensee or Licensees and hold the Licence or Licences or Certificate of Registration on behalf of the Club.
 - (i) In furtherance of the objects of the Club to obtain and hold any licence or permit necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco cigars and cigarettes and of all kinds of goods provisions required used or desired by members.
 - (j) To take or reject any gift of property money or goods whether subject to any special trust or not.
 - (k) To erect maintain improve or alter any building or buildings for the purposes of the Club.
 - (l) To promote all or any of the objects of any Servicemen's League or Association and to promote the interests of servicemen generally.
 - (m) 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 security over the whole or any part of the real or personal property present or future of the Club.
 - (n) To establish support or aid in the establishment and support of associations funds trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public general or useful object.
 - (o) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
 - (p) To do all such acts deeds matters and things and enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.
39. (a) The income and property of the Club shall be applied solely towards the promotion of the objects of the Club as set forth in the Memorandum of Association. No portion of the income or property of the Club shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the member of the Club.

- (a) A director shall not hold or be appointed or elected to any office of the Club paid by salary or wages or any similar basis of remuneration.
 - (b) Subject to paragraph (d) of the clause 4, nothing in the Memorandum of Association or Articles of Association shall prevent the payment:
 - (i) in good faith of reasonable and proper remuneration to any employed officer or other employee of the Club;
 - (ii) in good faith of reasonable and proper remuneration to any member of the Club in return for services actually rendered;
 - (iii) of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent by a member to the Club;
 - (iv) of reasonable and proper rent for premises demised or let by any member to the Club.
 - (c) A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
 - (i) an honorarium in accordance with Section 10(6)(b) of the Registered Clubs Act 1976;
 - (ii) repayment of out of pocket expenses in accordance with Section 10(6)(d) of the Registered Clubs Act 1976;
 - (iii) interest at the rate referred to in paragraph (c)(iii) above on any money lent by the director of the Club;
 - (iv) a benefit provided in accordance with Section 10 (6A) of the Registered Clubs Act 1976;
 - (v) rent referred to and in accordance with paragraph (c)(iv).
40. The liability of the members is limited.
41. Every 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 afterwards for 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 the Club and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Two dollars (\$2.00).
42. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to such body or institution as the Board may resolve.
43. True accounts shall be kept of the sums of moneys received and expended by the Club and the matters in respect of which such receipt and expenditure take place and of the

property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the articles or regulations of the Club same shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more qualified member of a recognised Institute Association or Body of Accountants.

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

Name and Address	Occupation
MACAULAY Neil "Dunvegan" BARHAM	Grazier
COLEMAN Albert Edward KOONDROOK	Police Officer
MATHERS Edward John Neimur Street BARHAM	Building Contractor
AURICHT Walter Maurice Box 85 BARHAM	Farmer
BOOTH Clifford Frederick "Long Point" BARHAM	Grazier
BURNETT Gilbert Arthur KOONDROOK	Farmer
HALL Kevin Cobwell Street BARHAM	Garage Proprietor
HULL Arnold John Cnr Murray & Thule Street BARHAM	Painter/Decorator
MATHERS Ernest Murray Cobwell Street BARHAM	Transport Operator

45. The subscribers are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Signature of Subscribers	Witness to Signature
NEIL MACAULAY	

Signature of Subscribers	Witness to Signature
A.E. COLEMAN	
E.J. MATHERS	
W.M. AURICHT	
C.F. BOOTH	
G.A. BURNETT	
KEVIN HALL	
A.J. HULL	R.T. ROY Niemur Street Barham
E.M. MATHERS	

DATED this 18th day of April 1971.

CORPORATIONS ACT

A Company Limited by Guarantee
and not having a Share Capital

RULES

OF

BARHAM & DISTRICT SERVICES MEMORIAL CLUB LIMITED

ACN 000 893 701

DEFINITIONS

1. (a) In these Rules 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. Any reference to a provision of the Corporations Act includes a reference to the same or similar provisions 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 Rules and being the governing body referred to in the Schedule to Rule 32.

“The Constitution” means the Memorandum of Association and these Rules.

“The Club” means Barham & District Services Memorial Club Limited (ACN000893701).

“The Club Notice Board” means a board designated as such and located in a conspicuous place within the Club premises on which notices for the information of members are posted.

“Full Member” means a person who is an Ordinary Member, Honorary Life Member, Life Member or Junior Member of the Club.

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

“**The Liquor Act**” means the Liquor Act 2007 and any Regulation made under that Act. Any reference to a provision of the Liquor Act includes a reference to the same or similar provisions 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.

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

“**Register**” means a register referred to in Rule 28.

“**Registered Clubs Act**” means the Registered Clubs Act, 1976 and any Regulation made under the Registered Clubs Act. Any reference to a provision of the Registered Clubs Act includes a 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 and Chief Executive Officer.

“**Special Resolution**” has the meaning assigned thereto by the Act.

2. (a) 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 date of the meeting the member’s subscription or any part thereof has not been paid in accordance with Rule 28;or
 - (ii) if any money (other than subscription) owing by that member to the Club has remained unpaid at the expiration of 14 days from service on that member of a notice from the Club requiring payment thereof; andin either case that member shall be and remain unfinancial until payment in full of the amount owing.
- (b) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

INTERPRETATION

3. A decision of the Board on the construction or interpretation of the Constitution of the Club including these Rules, or on any By-Laws of the Club made pursuant to these Rules or on any matter arising therefrom, shall be conclusive and binding on all members of the Club.

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 Rules.
5. The Club is established for the purposes set out in the Memorandum of Association.
6.
 - (a) The Club shall be a non-proprietary company.
 - (b) Subject to the provisions of Section 10(6) and Section 10(6)A of the Registered Clubs Act, a member of the Club, whether or not he 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 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 club 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 these Rules 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, provided that this paragraph 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)(b) 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) The Secretary or any employee, director or member of any committee of the Club shall not be entitled under this Constitution 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.

- (e) Subject to subsection 2(b) of Section 73 of the Gaming Machines Act 2002, 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.
- (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act 2002, 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) No person shall not be admitted to membership of the Club except as a Junior member.
- 10. A person shall not be admitted to membership of the Club except as an Ordinary member, Honorary Life member, Life member, Junior member, Honorary member, Temporary member or Provisional member.
- 11. The number of Full members having the right to vote in the election of the Board shall at all times exceed the number of Full members who do not have the right to vote in the election of the Board.

ELIGIBILITY AND RIGHTS OF VARIOUS CLASSES OF MEMBERSHIP

- 12. (a) **Ordinary members** shall be persons of or over the age of 18 years who have made application for Ordinary membership of the Club in accordance with these Rules and have been elected to Ordinary membership.
- (a1) **“Pensioner members”** shall be persons eligible for Ordinary membership who have reached the minimum age for receipt of the aged pension from the Australian Government. Every application for Pensioner membership must be accompanied by evidence of the applicant’s age.
- (b) **Honorary Life members** – Honorary Life membership may be conferred upon an Ordinary member who has rendered outstanding service to the Club whether before or after it became incorporated. To be eligible for Honorary Life membership a member must be nominated by one Ordinary member and seconded by another. The nomination shall then be forwarded to the Board for approval. If the nomination is approved by the Board the nomination shall be then referred to the next Annual General Meeting of the Club. If such nomination is approved at such Annual General Meeting by a resolution passed by a simple majority of those members who being eligible to do so vote in person at that meeting the person nominated shall be an Honorary Life member of the Club. An Honorary Life member shall have all the rights and

privileges of Ordinary membership but shall not be required to pay an annual subscription. Not more than one Ordinary member shall be made an Honorary Life member in any one financial year.

- (c) **Life members** – Life membership may be purchased by an Ordinary member who has been a financial member of the Club for 10 years and who is of or over the age of 40 years. The fee for Life membership shall be as determined by the Board from time to time but shall not be less than ten times the annual subscription for Ordinary membership current at the time when Life membership is purchased. A Life member shall have all the rights and privileges of Ordinary membership but shall not be required to pay an annual subscription.
- (d) **Junior members** - Any person who has not attained the age of eighteen (18) years but who satisfies the Board that he or she will, if elected to membership take an active part on a regular basis in the sporting activities organised by the Club may be admitted to Junior membership of the Club:
 - (i) Junior members must take an active part in the sporting activities of the Club or a sporting section of the Club on a regular basis and shall be entitled only to those privileges of membership as the Board may determine from time to time but shall not be eligible to hold office, attend or vote at meetings of the Club, nominate persons for membership or introduce guests to the Club nor shall they have any part in the management of the Club.
 - (ii) Junior members shall be permitted to use only those parts of the licensed areas of the Club for which an authority under Section 22 of the Registered Clubs Act, 1976 is in force but shall not be served with or consume alcohol in the Club.
 - (iii) Junior members shall pay such annual subscriptions as the Board may determine from time to time but not being less than \$2.00.
 - (iv) No person may be elected to Junior membership of the Club unless the Club receives written consent from the parent or guardian of that person becoming a Junior member of the Club and taking an active part in the sporting activities of the Club.

VOTES OF MEMBERS

- 13. Only Ordinary members, Pensioner members, Honorary Life members and Life members shall be eligible to vote at general meetings of the Club and in the election of the Board and of any director.

HONORARY MEMBERS

- 14. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
 - (i) the patron or patrons for the time being of the Club;

- (ii) any prominent citizen or local dignitary visiting the Club;
- (b) 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.
- (c) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
 - (i) the name in full of the Honorary member;
 - (ii) the residential address of the Honorary member;
 - (iii) the date on which Honorary membership is conferred;
 - (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

15. 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 or Victoria is not less than a distance of 40 kilometre radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to these Rules.
 - (b) A Full member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has 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 an inner club 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.
16. (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 other than a minor in accordance with Rule 31A.
 - (d) The Secretary or the senior employee then on duty 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;
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Rule 15(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (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.

PROVISIONAL MEMBERSHIP

- 17. Every person who has lodged with the Secretary a nomination form duly completed in accordance with these Rules seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall 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.
- 18. 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.
- 19. 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 participate in the management, business and affairs of the Club in any way.

ELECTION OF MEMBERS

- 20. A person shall not be admitted as a member of the Club other than as a Provisional, Temporary or Honorary 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 the names of those members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without Assigning any reason for such rejection.
- 21. Every application for membership of the Club shall be in writing and shall be in such form as the Board of the Club may from time to time prescribe and shall contain the following particulars:
 - (a) the full name of the applicant;
 - (b) the residential address of the applicant;

- (c) the date of birth and the age of the applicant;
 - (d) the occupation of the applicant;
 - (e) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;
 - (f) the signature of the applicant;
 - (g) such other particulars as may be prescribed by the Board from time to time.
22. (a) Every form of application for membership shall be presented by the applicant, in person, to an authorised officer of the Club together with:
- (i) the entrance fee (if any) and the appropriate annual subscription:
 - (ii) identification such as (without limitation) a current driver's licence or a current passport held by that applicant.
- (b) 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 identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the form of identification correspond, the authorised officer shall sign the application form and shall cause the application to be sent to the Secretary.
- (c) A person whose application has been signed by an authorised officer of the Club in accordance with paragraph (b) of this Rule 22 and who has paid the Club the entrance fee (if any) and the first annual subscription for the class of membership applied for shall thereby become a Provisional member.
23. (a) Upon a person being elected to membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. If a person fails to be elected to membership the Secretary shall cause the entrance fee and first annual subscription to be forwarded or posted to such person.
- (a) A copy of the Constitution 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 or Board.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

24. Entrance fees, subscriptions and other payments payable by members of the Club shall such as the Board may from time to time prescribe provided that the annual subscription shall not be less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.
25. Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as

may be determined by the Board from time to time provided that it not be less than \$2.00 or such other minimum prescribed under the Registered Clubs Act.

26. (a) All subscriptions prescribed by the Board shall be due and payable by the first day of June in each year.
- (b) If any person has not paid his or her subscription by the first day of September then the Board may by resolution remove that person from membership of the Club in which case the provisions of Rule 29 shall not apply.
- (c) Any person who has ceased to be a member of the Club pursuant to paragraph (b) of this Rule 26 may re-apply for membership in accordance with these Rules.
- 26A. Notwithstanding anything contained in these Rules, any member who is not a financial member as defined in Rule 2 shall 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 inner club without the permission of the Board;
- (c) attend or vote at any meeting of the Club or any inner club;
- (d) nominate or be elected or appointed to the Board or any committee of a inner club;
- (e) vote in the election of the Board or any committee of a inner club;
- (f) propose, second or nominate any eligible member for any office of the Club or any inner club;
- (g) propose, second or nominate any eligible member for Life membership.

ADDRESSES OF MEMBERS

27. Members shall advise the Secretary of the Club of any change in their address.

REGISTERS OF MEMBERS AND GUESTS

28. The Club shall keep the following registers:
- (a) A register of all persons who are Full members of the Club. This register shall set forth in respect of each of those members:
- (i) the name in full;
- (ii) the occupation;
- (iii) the address;

- (iv) the date on which the entry of the member's name in the register is made;
 - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Life members).
- (b) A register of persons who are Honorary members which shall be kept in accordance with Sections 31(1)(b) of the Registered Clubs Act;
 - (c) A register of persons who are Temporary members other than Temporary members referred to in Rule 15(c) which shall be kept in accordance with Section 31(1)(d) of the Registered Clubs Act.
 - (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Registered Clubs Act.

DISCIPLINARY PROCEEDINGS

29. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Constitution of the Club or any By-Laws 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 Rule 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 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) 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.
 - (iv) No motion by the Board to reprimand, fine or suspend 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.

- (v) A decision to expel a member from the Club shall require votes from not less than two thirds of the Board of Directors present and voting on a resolution to that effect.
 - (vi) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (c) In the event that a notice of charge is issued to a member pursuant to sub-paragraph (i) of paragraph (a) of this Rule 29 the Board or the Secretary separately from the Board shall have the power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
- (d) In addition to the powers given to the Secretary and employees of the Club under section 77 of the Liquor Act the Secretary or, subject to paragraph (e) of this Rule 29 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;
 - (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 certificate of registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (e) If pursuant to paragraph (c) of this Rule 29 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 paragraph (e) of this Rule 29) 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.
- (f) Without limiting the provisions of section 77 of the Liquor Act the Employee who under these Rules is 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; and
 - (ii) Any employee authorised by the Secretary to exercise such power.
- (g) The Secretary and in the absence of the Secretary from the premises of the Club the senior employee then on duty may turn out of the premises of the Club any person who does not conform with the dress standards of the Club as displayed in or near the entry foyer of the Club.
- (h) Without limiting Rule 28(e) if a person has been refused admission to or turned out of the Club in accordance with Rule 28(d) 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.
- (i) Without limiting Rule 28(e) if a person has been refused admission to or turned out of the Club in accordance with Rule 28(d) the person must not remain in the vicinity of the Club or re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- 29A. Any member suspended pursuant to Rule 29 shall during the period of such suspension not be entitled to:
- (a) attend at the premises of the Club for any purpose without the permission of the Board;
 - (b) participate in any of the 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 an inner club;
 - (d) nominate or be elected or appointed to the Board or any committee of any inner club;
 - (d1) vote in the election of the Board or any committee of an inner club;
 - (e) propose, second or nominate any eligible member for any office of the Club or any inner club;
 - (f) propose, second or nominate any eligible member for Life membership.

RESIGNATION AND CESSATION OF MEMBERSHIP

30. A member may at any time by giving notice in writing to the Club or by returning his or her membership card to the Club and clearly indicating that they are resigning as a member of the Club resign from his or her membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary and the member will not be entitled to any refund of membership fees or any part thereof.

GUESTS

31. (a) All 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 that member shall countersign that entry. However a Temporary member may only introduce a guest in accordance with Rule 31A.
- (a) 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 from the Club who has been suspended from the Club pursuant to Rule 29.
- (b) Members shall be responsible for the conduct of any guests they may introduce to the Club;
- (c) The Board shall have the 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;
- (d) 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.
- (e) 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.
- (f) 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.
- 31A. A Temporary member may bring into the non restricted areas only of the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member;
- (b) who does not remain on the Club premises any longer than that Temporary member;
- (c) in relation to whom the member is a responsible adult.
- 31B. For the purposes of Rule 31A(c) “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:
- (a) a parent, step-parent or guardian of the minor;
- (b) the minor’s spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic basis;
- (c) a person who for the time being has parental responsibility for the minor.

BOARD OF DIRECTORS

32. (a) The Board shall consist of nine (9) directors who shall be elected in accordance with Schedule 4 to the Registered Clubs Act the terms of which are set out in the Schedule to this Rule.

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.

PROCEDURES FOR THE CONDUCT OF ELECTION OF BOARD

33. (a) A nomination for the election of each director of the Club shall be made in writing and signed by two Ordinary, Honorary Life or Life members of the Club and by the nominee who shall thereby signify his or her consent to the nomination. The nomination form shall be lodged with the Secretary by the closing time for nominations and 6.00pm on the twenty eighth day before the Annual General Meeting shall be the closing time for nominations.
- (b) The Secretary shall immediately after receiving each valid nomination post the name of the candidate nominated on the Club Notice Board and the names of all nominated candidates shall remain on the Club Notice Board until the conclusion of the Annual General Meeting.
- (c) 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 a ballot shall be conducted at the Annual General Meeting.
- (d) In the event of more than required number of candidates are nominated by the close of nominations an election by ballot shall be conducted in accordance with Rule 33A.
- (e) No person who is under suspension pursuant to a decision of the Board in accordance with Rule 29 shall be eligible to be nominated for election or stand for or be elected or appointed as a director of the Club.
- 33A. An election by ballot for the directors shall be conducted in the following manner:

- (a) The ballot shall be conducted and members will be able to vote in the election of the Board at the Club's premises during the following times on the following days:
 - (i) From 4:00 pm to 8:00 pm on the two Fridays immediately preceding the date of the Annual General Meeting,;
 - (ii) From 11:00 am to 8:00 pm on the two Saturdays immediately preceding the date of the Annual General Meeting;
 - (iii) From 11:00 am to 8:00pm on the day of the Annual General Meeting.
 - (b) The ballot shall commence at 11.00am and close at 8.00pm;
 - (c) The voting paper shall contain in alphabetical order the names of the duly nominated candidates;
 - (d) The voter shall mark the voting paper by making a cross opposite the name of each candidate for whom he or she votes;
 - (e) Any voting paper on which the votes are not recorded for the exact number of candidates to be elected shall be rejected as informal;
 - (f) In any case of doubt as to the formality of the voting paper the matter shall be referred to the Chairman of the Annual General Meeting whose decision shall be final;
 - (g) In the event of an equality of votes in favour of two or more candidates the Chairman of the Annual General Meeting shall have a casting vote or votes so as to ensure the election of not more than the number necessary to fill the vacancies;
 - (h) Only members who are financial in accordance with Rule 2 shall be entitled to vote;
 - (i) The ballot shall be conducted by the Secretary as Returning Officer assisted by Poll Clerks appointed by the Secretary and by two scrutineers appointed by the President of the Club;
 - (j) The Secretary may appoint a Duty Returning Officer to act on his behalf;
 - (k) At the conclusion of the poll the Secretary or his Deputy shall proceed with the examination of the voting papers and shall report the result to the Chairman of the Annual General Meeting who shall declare such candidates who received the greatest number of votes to be duly elected.
- 33B. Within forty eight hours after the Annual General Meeting the directors shall meet and elect from among their number a President and two Vice Presidents.
34. The Board may from time to time make such By-laws not inconsistent with these Rules as they think necessary for the conduct of any election and all matters in connection therewith.

POWERS OF BOARD

35. The Board shall be responsible for the management of the business and affairs of the Club.
36. 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 Rules and to any amendments to these Rules 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:
- (b) 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 together with persons who are not members but who have particular skills or expertise which they may apply to the relevant committees and senior management staff of the Club as the Board 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 shall be ex officio a member of all 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 and equality of votes the Chairman of the meeting 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.
 - (c) 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 well being 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 Constitution are not reserved for decision by the Club in General Meeting.
- (d) To enforce the observance of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (e) 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.
- (f) 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 though fit.
- (g) 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.
- (h) 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.
- (i) 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.
- (j) To make contributions or donations to charitable organizations or sporting Bodies as it may consider desirable.
- (k) 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.
- (l) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods, land, buildings or other property rights belonging to the Club or to which the Club may be entitled from time to time provided that

the power of the Board to dispose of any land is subject to the Registered Clubs Act (and in particular section 41J) and the Liquor Act.

- (m) (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, 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. The Board may delegate these powers (or any of them) to the Secretary of the Club from time to time.
- (n) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Rules.
- (o) (i) To create Inner Clubs and committees for the conduct, management and control of any sport or other activity within the Club and to define and limit the persons (being members of the Club) eligible for membership of all or any such inner clubs to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such inner clubs 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 inner clubs or committees and the conduct and activities thereof and also to terminate and dissolve any such inner clubs or committee or to reconstitute the same on a similar or different basis.
- (ii) For the purpose of this clause to permit any such inner clubs to adopt a name distinctive of such inner clubs (provided it be described as an inner club of the Club) and to become affiliated with the bodies controlling sports in New South Wales on such terms and conditions (not consistent with these Articles or the Registered Clubs Act) as such controlling bodies may from time to time require and to pay on behalf of the Club capitation or affiliation fees to any such controlling bodies or as required by such bodies.
- (iii) The Board may empower each such inner club to open and operate a Bank Account in the name of the inner club in such Bank or Banks as the Board may from time to time approve provided that there shall be at least two persons eligible to operate upon any such account who shall be approved by the Board. The Board may from time to time remove and replace such persons or any of them.
- (iv) Subject to the general control and supervision of the Board each such inner club 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 inner club shall also be produced promptly upon request to the Secretary at the Club's office for inspection by or on behalf of the Board.

- (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such inner club may be amended from time to time by a majority of the members for the time being of such inner club 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 inner club shall have effect unless and until it shall have been approved by resolution of the Board of Directors.
- (vi) Any disciplinary action by the inner club in respect of any member of the inner club shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
- (p) To set the entrance fees and annual or other subscriptions and fees payable by all members.

PROCEEDINGS OF THE BOARD

- 37. (a) 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;
- (b) A record of all members of the Board present at each Board meeting and of all resolutions and proceedings of the Board at such meeting shall be entered in a Minute Book provided for that purpose.
- 38. 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 a Vice President will take the chair. The quorum for meetings of the Board shall be five (5) directors personally present.
- 39. The President may at any time and the Secretary upon the request of not less than two members of the Board shall convene a meeting of the Board.
- 40. Subject to these Rules 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.
- 41. 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 these Rules 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.

42. 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 foresaid, 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 and was qualified to be a member of the Board.
43. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board. The resolution shall be passed when the last director signs the document containing the resolution.
- 43A A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

DECLARATIONS OF INTERESTS BY DIRECTORS

44. (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 Rule 44E.
- (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 received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift exceeds such amount as may be prescribed by the Regulations under 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 (in accordance with the Regulations under the Registered Clubs Act) declaring gifts received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club.
- 44A. Rule 44 inclusive do not limit the provisions of the Registered Clubs Act referred to in those Rules.

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

- 44B. In accordance with 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:
- (a) must not vote on the matter; and
 - (b) must not be present while the matter is being considered at the meeting.

CONTRACTS WITH DIRECTORS

45. (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 paragraph (a) of this Rule 45 does not include any interest exempted by Regulation made under the Registered Clubs Act.
- (c) Provided that the provisions of Rule 44(a), Rule 44E and paragraph (a) of this Rule 45 have been satisfied with respect to a commercial arrangement or a contract:
- (i) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.
 - (ii) the commercial arrangement or a contract shall not, by reason of that directors interest, be avoided.
 - (iii) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

CONTRACTS WITH SECRETARY

46. (a) Subject to paragraph (b) of this Rule 46, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (i) the Secretary;
 - (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary; or
 - (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) Paragraph (a) of this Rule 46 does not prevent the Club entering into a contract with any of the above persons which is:
 - (i) a contract of employment; or
 - (ii) a result of any open tender process conducted by the Club; or
 - (iii) otherwise permitted by the Registered Clubs Act.

46A. Subject to Clause 4 of the Memorandum of Association no director shall receive any remuneration for his or her services as a director.

VACANCIES ON BOARD

47. Subject to the provisions of these Rules the members in General Meeting may by ordinary resolution remove any member or members of the Board or the whole of the Board before the expiration of his or her or their period of office and may by ordinary resolution appoint another person or persons in his or her or their stead providing the person so appointed complies with these Articles. Any person so appointed shall hold office during such time only as the person whose place he or she is appointed would have held the same if he had not been so removed. Notice of the intention to move a resolution to remove a member of the Board from office must be given to the Club at least two months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 203D of the Act shall be followed in relation to that meeting.

48. The office of a member of the Board shall automatically be vacated:

- (a) If he or she becomes insolvent under administration or has been convicted of any offence referred to in Section 206B of the Corporations Law.
- (b) If he or she 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) If he or she is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that his or her office be vacated.
- (d) If by notice in writing given to the Secretary he or she resigns from office as a director.
- (e) If he or she becomes prohibited from being a member of the Board by reason of any order made under the Act.
- (f) If he or she ceases to be a member of the Club.
- (g) If he or she fails to declare the nature of his or her interest in a contract or office or property in accordance with these Rules.
- (h) If he or she becomes an employee of the Club.

49. The Board shall have the power at any time and from time to time, to appoint any eligible person 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.

GENERAL MEETINGS

50. 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.

51. (a) The Board may whenever it considers fit call and arrange to hold a general meeting; or
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
 - (ii) at least 100 members who are entitled to vote at the general meeting.

In this Rule 51 the term “the request” shall mean the request referred to in this paragraph (b).

- (c) The request must:
- (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Club.
- (g) The meeting referred to in paragraph (f) of this Rule 51 must be called in the same way – so far as is possible – in which general meetings of the Club may be called. The meeting must be held not later than three months after the request is given to the Club.

- (h) To call the meeting the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.
 - (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Rule 51. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
- 52.
- (a) At least 21 days notice must be given of the Annual General Meeting and of any general meeting of the members of the Club.
 - (b) A notice of a general meeting of the Club's members must:
 - (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a special resolution is to be proposed at the meeting – set out an intention to propose the special resolution and state the resolution;
 - (c) A copy of a notice of a general meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
 - (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

53. The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting;
 - (b) to receive and consider the reports referred to in Rule 69;
 - (c) declare the results of the election of the Board and conduct any further election that may be necessary.
 - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) To deal with any other general business;

- (f) To deal with any other business that the meeting may approve of which due notice has not been given.
- 53A.
- (a) The Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
 - (b) If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

MEMBERS RESOLUTIONS

- 53B.
- (a) Notwithstanding Rules 54, 55 and 56, individual members may submit items of business and notices of motion which they wish to have included in the business of the Annual General Meeting. All such items of business and notices of motion must be in writing and received by the Secretary at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
 - (b) The Secretary shall cause all items of business and notices of motion referred to in paragraph (a) to be presented to the Board and the Board shall have absolute discretion as to whether to include those items of business and/or notices of motion in the Notice of the Annual General Meeting that is sent to members.
- 54.
- (a) The following members may give the Club notice of a resolution that they propose to move at a general meeting:
 - (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at a general meeting;
 - (b) The notice must:
 - (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
 - (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy.
 - (d) The percentage of votes that members have is said to be worked out as at the midnight before the members give the notice.
- 55.
- (a) If the Club has been given notice of a resolution under Rule 54, the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;

- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
 - (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
 - (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
 - (e) The Club need not give notice of the resolution:
 - (i) if it is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are to bear the expenses of sending the notice out – unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.
56. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (i) a resolution that is proposed to be moved at a general meeting; or
 - (ii) any other matter that may be properly considered at a general meeting:
- (b) The request must be made by:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
- (i) in writing: and
 - (ii) signed by the members making the request: and
 - (iii) given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the company;

- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards and in the same way, as it gives notice of a general meeting;
- (g) The Club is responsible for the cost of making the distribution if the Club receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses, reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
 - (i) if the statement is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are responsible for the expenses of the distribution – unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

57. A general meeting of the members of the Club must be held for a proper purpose.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 58. (a) The Club's auditor is entitled to attend any general meeting of the company;
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
- (c) The auditor is entitled to be heard even if:
 - (i) the auditor retires at the meeting; or
 - (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representatives for the purpose of attending and speaking at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 59. 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 a Vice President will take the chair and if a Vice President is unwilling or unable to act then the members present shall elect a chairperson for the meeting.
- 60. At any general meeting of the Club twenty (20) Full members (other than Junior members) present in person shall be a quorum. If a quorum is not present within 15

minutes after the time for the commencement of the meeting the same shall be adjourned to the same day in the next week at the same time and place provided that if the meeting has been convened at the request of members pursuant to Rule 57 the same shall be dissolved. If at an adjourned Annual General Meeting or at an adjourned general meeting called by the Board other than pursuant to Rule 57 a quorum is not present, the members present shall be a quorum and may transact any business for which the meeting was called.

61. (a) Except in the case of a Special Resolution every question submitted to a meeting shall be decided by a simple majority of votes from those members present and voting and counted on 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) If a poll is demanded it shall be taken in such manner and either or after the interval or adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
- (c) A demand for a poll may be withdrawn.
- (d) At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority of 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.
62. A person shall not:
- (a) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (b) Vote at any election including an election of a member or of the Board.
- as the proxy of another person.
63. 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.

64. Minutes of all resolutions and proceedings at General Meetings shall be entered in a book provided for that purpose within one (1) month of the meeting 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

65. 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.
66. 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.
67. 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.
- 67A. 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:
- (a) the financial report of the Club; and
 - (b) the directors' report;
 - (c) the auditors' report on the financial report.

FINANCIAL YEAR

68. The financial year of the Club shall commence on the first day of June in each year 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.

AUDITORS

69. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

70. At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be the Chief Executive Officer of the Club for this purpose of the Registered Clubs Act.

SEAL

71. 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 a member 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 one other Director appointed by the Board.

NOTICES

72. 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.
73. 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

74. (a) Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- (b) The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

GENERAL

75. The 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 the Articles are inconsistent therewith they shall be inoperative and have no effect.
76. The Memorandum of Association and these Rules may be altered or amended only by a Special Resolution which must be passed at a general meeting of members by at least 75% of the votes cast by members entitled to vote on the Special Resolution.