

**MACLEAN GOLF CLUB LIMITED**

**MEMORANDUM**

**AND**

**ARTICLES**

**OF**

**ASSOCIATION**

December 2021

**MEMORANDUM AND ARTICLES OF ASSOCIATION OF MACLEAN GOLF CLUB LIMITED**

NEW SOUTH WALES CORPORATE AFFAIRS COMMISSION

NO OF COMPANY      151908

Companies Act 1961

Section 16 (3)

**CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY**

THIS IS TO CERTIF THAT

MACLEAN GOLF CLUB LIMITED is on and from the fifth day of October 1972 incorporated under the Companies Act 1961 and that company is a company limited by guarantee

GIVEN under the seal of the Corporate Affairs Commission at Sydney this fifth day of October 1972

FJO RYAN

COMMISSIONER

1. The name of the Company (hereinafter called "the Club") is **MACLEAN GOLF CLUB LIMITED**
2. The power contained in the third Schedule of the Companies Act 1961 shall not apply to the Club except insofar as they are included in Clause 3 hereof.
3. The objects for which the Club is established are:
  - a. To acquire and take over the assets and assume the liabilities of the present unincorporated Club known as the "Maclean Golf Club"
  - b. 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 purposes of or capable of being conveniently used in connection with any of the objects of the Club
  - c. To promote and conduct the game of Golf and such other sports games amusements and entertainments pastimes and recreations indoor and outdoor as the Club may deem expedient
  - d. To construct establish provide maintain and conduct such golf courses playing areas and grounds as the Club may determine and to construct provide establish furnish and maintain Club houses 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 fee 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 golf meetings competitions matches and other sports and to offer give or contribute towards prizes medals and awards and to give or guarantee any prize support dinners balls concerts and other entertainments. Provided that no member of the Club or other person shall receive any prize medal award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Club or the cost of 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 them
  - h. To subscribe to become a member of and cooperate 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 association 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 affiliate with the New South Wales Golf Association and to arrange for the representation of the Club at any corporation body or bodies formed for the purpose of promoting and or controlling golf and or other games sports and pastimes

- j. 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
- k. To buy prepare make supply sell and deal in all kinds of golf apparatus used in connection with the game of golf and other sports games or entertainments and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the course grounds Clubhouses or premises of the Club
- l. To purchase take on 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 purpose 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
- m. To make draw accept endorse discount and execute and to issue promissory notes bills of exchange debentures or other transferable or negotiable instruments of any description
- n. 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 of any of the Club's property (both present and future) and to purchase redeem or pay off any such securities
- o. To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or 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 Club's business or undertaking or property both present and future
- p. 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 person property present or future of the Club
- q. To invest and deal with the 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 such securities
- r. To hire employ and dismiss secretaries, clerks, managers, servants and workmen and to pay to them and to other persons in return for services rendered to the Club salaries wages gratuities or pensions
- s. 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 provided that no portion of the Club premises which are the subject of a licence under the Liquor Act shall be leased whilst so licensed
- t. 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 directly or indirectly to benefit the Club
- u. 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

- v. 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
- w. To insure against damage by fires or otherwise any insurable property of the Club and to insure any servant of the Club against risk accident or fidelity in the course of their employment by the Club and to effect insurances 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 trust 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 persons or allowances
- x. 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
- y. 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
- z. 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 elsewhere and the intention is that the objects specified in each paragraph of the clause shall except when otherwise expressed in such 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 servants of the Club or any member of the Club or other person in return for any services actually rendered to the Club or reasonable and proper rent for 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 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

adjustment of the rights of the contributories amongst themselves as 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 is 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 an 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:

**Names Addresses and Occupation of Subscribers**

Donald McAlpin Wingfield 20 High Street Maclean Residential Flat Proprietor	Sydney Hallam Jones 1 Clyde Street Maclean Butcher
Bruce Worthington McGlynn 6 Salem Street Maclean Bank Manager	Alexander Frank Moncrieff Lowe 11 Jamieson Street Maclean Omnibus Proprietor
Brian William Ferrie Boundary Street Ilarwill Fitter and Turner	John Edward Cookson 24 Union Street Maclean Water Service Operator
Ernest Muller Ridge Street Ilarwill Welder	William Phillip Montague Pacific Highway Maclean Wardsman
Noel John Buckley High Street Lawrence Police Constable	Kenneth William Trim 3 Clarence Street Maclean Lorry Driver

**We**, the several persons whose names are subscribed hereto are desirous of being formed into a Company in pursuance of this Memorandum

**Dated** this ninth day of September 1972

<b>Names Addresses and Occupation of Subscribers</b>	<b>Witness to Signatures</b>
D McA Wingfield	S E Conroy
Sydney Hallam Jones	S E Conroy

B W McGlynn	S E Conroy
A Lowe	S E Conroy
B Ferrie	S E Conroy
John E Cookson	S E Conroy
E Muller	S E Conroy
W Montague	S E Conroy
K W Trim	S E Conroy
N Buckley	S E Conroy

THE CORPORATIONS LAW

A company Limited by Guarantee  
And not having a Share Capital

ARTICLES OF ASSOCIATION  
OF  
MACLEAN GOLF CLUB LIMITED

ACN001 055 643

**DEFINITIONS**

1. a. In these presents unless there is something in the subject or context inconsistent therewith

“The Act” means the Corporations Law. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears, expressions defined in the Act or any modifications thereof made by any law in force at the date of which these regulations become binding the Club shall have the meaning so defined

“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

“The Club” means Maclean Golf Club Limited ACN001 055 643

“Defined Premises” means the premises of the Club in respect of which a Certificate of Registration has been granted pursuant to the Registered Clubs Act

“Full Member” means a person who is an Ordinary member or Life 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

“Month” means calendar month

“Officers” include the President, Vice President, Captain, Honorary Treasurer and Honorary Secretary and members of the Board but does not include the Auditor

“Ordinary Member” means a member who is elected to one of the categories of membership referred to in Article 16 of these Articles

“Secretary” means the person who from time to time hold the position of Secretary, Acting Secretary, Honorary Secretary, Acting Honorary Secretary, General Manager or Chief Executive Officer of the Club

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

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

- b. A member shall not be deemed to be a financial member at the date of the meeting at which only financial members may attend to vote
  - i. if at the expiration of 31 days from the due date the members subscription or any part thereof payable on that date remains unpaid, or
  - ii. If any money (other than the subscription) owing by the members to the Club has remained unpaid at the expiration of 30 days from service on them of a notice from the Club requiring payment thereof; andin either case he shall be and remain unfinancial until payment in full of the amount owing
2. Words importing the singular number also include the plural and vice versa and the masculine gender and feminine gender and vice versa

#### **INTERPRETATION**

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. The regulations contained in Schedule One to the Act are excluded and shall not apply to the Club except insofar as they are repeated in contained in these Articles
5. The Board shall pay out of the assets of the Club all costs charges and expenses of and incidental to the preparation of the Memorandum and Articles of Association and the formation and registration of the Club
6. The Club is established for the purposes set out in the Memorandum of Association
7. a. The Club shall be a non-proprietary Club limited by guarantee

- b. Subject to the provisions of Section 10(6) and 10(6A) 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 provision 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 Certificate of Registration under Part II of the Registered Clubs Act or from any added value that may accrue to the premises of the Club because of the grant to or the fact that the Club has applied for such a Certificate
- d. The Secretary or Manager, or any employee or a member of the Board or 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

8. 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

9. 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 if the Club is a holder of a Certificate of Registration under the Registered Clubs Act 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

## **MEMBERSHIP**

10. a. The number of members of the Club shall not exceed the maximum permissible under the Registered Clubs Act

b. Subject to the provisions of those articles relating to Junior playing members no person under the age of 18 years shall be admitted as a member of the Club

11. The persons who at the date of the Resolution adopting these Articles are entered in the records of the Club as members and such other persons as the Board shall admit to membership in accordance with these Articles shall be members of the Club

12. A person shall not be admitted to membership of the Club except as an Ordinary member, Life member, Honorary member, Temporary member, or Provisional Member
13. The members of the Club entitled to vote at the annual election of the Board of the Club shall at all times comprise a majority of the total members in the categories of membership referred to in Article 16.

#### **RIGHTS OF MEMBERS AND ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP**

14. Subject to Article 8(a) financial playing members and life members shall be the only members of the Club entitled to attend and to vote at Annual General Meetings or General Meetings of members and to vote in the election of the office bearers and in respect of the payment of any honorariums as contemplated by Section 10(6)(b) of the Registered Clubs Act. Each such member shall have one vote
15. The rights of members to use the golfing and other facilities of the Club shall be as the Board determine from time to time by By-law or otherwise
16. The requirements of eligibility of persons for election to the following classes of membership shall be
  - a. Male Playing Members shall be male persons who have attained the age of 18 years and who are elected as playing members of the Club or transferred by the Board from another class of ordinary membership to male playing membership of the Club
  - b. Female Playing Members shall be female persons who have attained the age of 18 years and who are elected as playing members of the Club or transferred by the Board from another class of ordinary membership to female playing membership of the Club
  - c. Restricted Playing Members shall be persons who have attained the age of 18 years and who are elected as restricted playing members of the Club or transferred by the Board from another class of ordinary membership to provisional playing membership of the Club
  - d. Country Playing Members shall be persons who are members of an affiliated golf club and have attained the age of 18 years and whose usual play of residence is in New South Wales and is beyond a radius of 100 kilometres from Maclean Post Office and who are elected as country playing members or transferred by the Board from another class of ordinary membership to Country Playing membership of the Club
  - e. Social Members shall be persons who have attained the age of 18 years and who are elected as social members of the Club or transferred by the Board from another class of ordinary membership to Social membership of the Club

- f. Junior Playing Members shall be persons who have not attained the age of 18 years but who satisfy the Board that if elected to membership will take an active part on a regular basis in the sporting activities organised by the Club and who are elected to Junior membership of the Club
- g. 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 visitors to the Club nor shall they have any part in the management of the Club
- h. Junior members shall be permitted to use only those parts of the defined premises 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
- i. Junior members shall pay such annual subscription as the Board may determine
- j. 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 to that person becoming a junior member of the Club and taking an active part in the sporting activities of the Club
- k. Colt Playing Members shall be either male or female persons within the age bracket 18-21 years old at the time of acceptance into the Club and at renewal of membership each year.

#### **LIFE MEMBERS**

- 17. a. Members who rendered outstanding service to the Club and have been elected as such by resolution carried by a majority of three quarters or more 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 subscriptions or levies but shall have all rights and privileges of playing members
- c. Not more than two members shall be made Life members in any one financial year and these shall not be more than 10 Life Members at any time.

#### **HONORARY MEMBERS**

- 18. Any prominent citizen or local dignitary visiting the Club may be made honorary members of the Club in accordance with procedures established by the Board from time to time.

19. a. Honorary members shall not be entitled to attend or vote at any meeting of the Club, nominate 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
- b. Honorary members shall be entitled to all the social and sporting facilities and amenities of the Club including the right to play golf on the Club's golf course subject to any regulations or by-laws in that regard made by the Board from time to time
20. a. 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 the Honorary membership is conferred
  - iv. the date on which the Honorary membership is to cease
- b. Honorary membership may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions
- c. The Board shall have the power to cancel the membership of any Honorary member without notice and without being required to give any reason

#### **TEMPORARY MEMBERS**

21. 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 five (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 by 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 by 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 purposes of participating in an organized sport or competition to be conducted by the Club on that day from time to 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
22. 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 entitled to introduce visitors into the Club
- d. A Director or 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 21.c
- f. When a Temporary member (other than a Temporary member admitted pursuant to paragraph c of Article 21) 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 the temporary membership is granted
  - iv. the signature of the Temporary member

#### **TRANSFER OF MEMBERSHIP**

- 22. The Board at its discretion may on the written application of a member transfer that member from any class of Ordinary membership to another class of Ordinary membership. Any member so transferred may be required to pay the difference between the entrance and/or annual subscription applicable for the members present membership and the entrance and/or annual subscription applicable to the class of membership to which they desire to be transferred

#### **ELECTION OF MEMBERS**

- 23. A person shall not be admitted as a member of the Club other than as an Honorary member a Temporary member or a Provisional member unless that person is elected to membership at a meeting of the Board of the Club and 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
- 24. a. Every candidate for membership of the Club as a playing member including a junior playing member shall be proposed by one and seconded by another playing member (both of whom shall have been members of the Club for a minimum period of 3 months) or a life member

- b. Every candidate for social membership of the Club shall be proposed by a playing member or life member and shall be seconded by a social member provided that both the proposer and seconder shall have been members of the Club for a minimum period of at least 3 months

25. a. In respect of every nomination for membership made pursuant to Article 25 there shall be completed a nomination form which shall be in a form and containing such particulars as are from time to time determined by the Board including the full name address and occupation of the candidate and a statement that the candidate if admitted will be bound by the Memorandum and Articles of Association of the Club and its by-laws

- b. The nomination form shall be signed by the proposer and seconder and the candidate
- c. The nomination form and the entrance fee (if any) shall be lodged with the Secretary of the Club who shall forthwith cause the name address and occupation of the candidate and of their proposer and seconder to be exhibited on the Club notice board and in some other 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 two weeks shall elapse between the proposal of a person for election and their election

26. 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

#### **PROVISIONAL MEMBERSHIP**

27. 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 and any entrance fee submitted with the nomination shall be forthwith returned to that person
- c. Provisional members shall be entitled to the social and playing rights of the category of membership which they have applied to join provided that the playing rights of Provisional members who have applied to join as playing members of the Club may be altered from time to time by by-laws passed by the Board. {Provisional members shall not be entitled to attend or vote at any meeting of the Club, nominate 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.

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

28. a. Members subscriptions and entrance fees shall be determined by the Board and shall be paid annually or if the Board so directs and approves on the application of any member by half yearly instalments in respect of that member and in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by these Articles shall be as prescribed by the Board from time to time  
b. Subscriptions shall be paid in advance on March 1 in each year. Full subscriptions will be payable for all members joining the Club between April 1 and June 30. Pro rata fees for members joining the Club from July 1 to February 28 will be calculated as annual subscription  $\div 365 \times$  remaining days from joining date  
c. Notwithstanding anything hereinbefore contained the annual subscription payable by ordinary members shall not be less than two dollars (\$2) or such other minimum subscription provided from time to time by the Registered Clubs Act
29. a. Annual subscriptions may also be paid on a monthly basis. Such monthly payments shall be calculated as annual subscription  $\div 12 +$  all processing costs + monthly levy as set by the Board. During the period April 1 to June 30 the annual subscription shall be divided by the remaining number of whole months.  
b. Any person who ceases to be a member of the Club other than pursuant to Article 36 and who applies to join the Club within a period of 5 years from the date of such cessation of membership may at the discretion of the Board be relieved from the requirement to pay an entrance fee.
30. a. All Subscriptions shall fall due for payment on the first day of March each year  
b. If any member fails to pay their subscription by the last day of March or fails to make arrangements for payment as provided for in Article 29 (a) or having made such arrangements payments fall more than two months in arrears his/her membership and playing privileges may be suspended  
c. If the subscription remains unpaid or the arrangements for payment as provided in Article 29 (a) have not been made on the thirtieth day of April or such arrangements having been made payments fall more than two months in arrears the member's name will be removed from the Register of Members, and they shall no longer be a member of the Club
31. The Board shall have the power to make charges and levies on Ordinary members for general or specific purposes provided that any charge or levy on each member shall not exceed 25 per cent of the then current annual subscription payable by the

member according to their category of ordinary membership of the Club. The Board shall not make more than one levy in any one financial year of the Club

## **PATRONS**

32. The members in General Meeting may appoint a Patron or Patrons from time to time

## **ADDRESSES OF MEMBERS**

33. Members shall advise the Secretary of the club of any change in their address or contact details

## **REGISTERS OF MEMBERS AND GUESTS**

34. The Club shall keep the following registers in respect of which a Certificate of Registration under the Registered Clubs Act has been granted to the Club
  - a. A register of persons who are full members of the Club. This register shall set forth the name in full the occupation the address and full contact details of each full member and if he is an ordinary member the date of which he last paid the annual fee for membership of the Club
  - b. A register of persons who are Honorary members or Temporary members. This register shall set forth the name in full and full contact details of each Honorary member and each Temporary member and where an Honorary member has been admitted to membership for a limited period, the dates on which the period begins and ends
  - 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 guest and the date of that day and the signature of that member provided always if an entry in this register is made on any day in respect of the guest of a member it is not necessary for an entry to be made in that register in respect of that guest if he subsequently enters the premises of the Club on that day as the guest of that member

## **SUSPENSION AND EXPULSION**

35. If any member shall 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 in the opinion of the Board is unbecoming of a member or which shall render the person 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 erase their name from the register of members provided that

- a. Such member shall be notified of any charge against them pursuant to this Article by notice in writing to be delivered either personally, electronically or by sending it by post at least 7 clear days before the meeting of the Board at which such charge is to be heard
- b. The charge shall be heard and determined as expeditiously as the circumstances may allow
- c. The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing
- d. The member charged shall be eligible to call witness to give evidence at the hearing
- e. The voting by members of the Board present at such meeting may at the discretion of the Board be by secret ballot and no motion by the Board to reprimand suspend or expel a member shall be deemed to be passed unless a simple majority of the members of the Board present vote in favour of such motion
- f. If the member fails to attend such meeting the charge may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding having regard to any representations made to it in writing by the member charged
- g. Any decision of the Board at such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision
- h. In the event that a notice of the charge is issued to a member pursuant to paragraph (a) of this Article 35 the Board shall have the power to suspend that member from all privileges of the Club until the charge is heard and determined or for 3 weeks whichever is the sooner

36. a. In accordance with Section 67A of the Registered Clubs Act the Secretary or (pursuant to paragraph (c) of this Article 36) 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; or
- 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
- iv. who hawks peddles or sells any goods on the premises of the Club; or
- v. who uses or has in their possession while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant

b. If pursuant to paragraph (a) of this Article 36 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 (c) of this Article 37) 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 the provision of Section 67A of the Registered Clubs Act the employee who under these Articles is entitled to exercise the powers set out in this Article 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 authorized in writing by the Secretary to exercise such power

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

- 37. a. A member may at any time by giving notice in writing to the Secretary resign from their membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary
- b. Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the register of members, neglecting to pay the subscription or entrance fee or otherwise) shall upon and by reason of such cessation of membership forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of that person's membership of the Club and any other moneys due by that person at the date of cessation of that person's membership of the Club or for which that person is or may become liable under Clause 6 of the Memorandum of Association
- 38. a. All members other than Temporary members shall have the privilege of introducing guests to the Club and (unless the guest is a minor) on each day a member first brings a guest into the Club that member shall enter into the register of guests the name and address of the guest and that member 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 or is then under suspension from the Club pursuant to Article 34 or is turned out from the Club pursuant to Article 35
- c. Members shall be responsible for the conduct of any guests they may introduce to the Club
- d. 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
- 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
- 38A. A Temporary member may bring into the Club premises as a 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 the Temporary member.
- c. in relation to whom the member is a responsible adult

38B. For the purposes of Article 38A “responsible adult” means a person 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, stepparent 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 for the time being has parental responsibility for the minor

## **BOARD OF DIRECTORS**

39. The Board shall consist of a President, a Vice President, and a Captain, an Honorary Secretary, a Treasurer and four (4) ordinary directors

40. a. The Board shall be elected annually in accordance with these Articles and by-laws at the Annual General Meeting of the Club

b. The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election

c. A person shall not be elected to or hold office as a member of the Board unless he/she is a male playing member/female playing member or life member of the Club

d. No member currently under suspension shall be elected to office or perform duties as holder of an office or member of any committee while he remains unfinancial or during the period of such suspension

41. a. Except as hereinafter provided nominations for election to the Board shall be made in writing signed by two (2) playing or life members of the Club and signed by the nominee and shall state the office or offices for which the nominee is nominated and be delivered to the Secretary at least 7 days before the date of the Annual General Meeting. The proposer, seconder and nominee shall be financial members of the Club of one year standing at the time the nomination form is signed. The Secretary shall forthwith post notification of such nominations on the Club notice board

b. Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the Senior office as hereinafter provided shall be deemed to have been eliminated for candidature for election to the Junior office. For the purposes of these Articles the order of seniority shall be

Firstly -	President
Secondly	Vice President
Thirdly -	Captain

Fourthly	Honorary Treasurer
Fifthly -	Honorary Secretary
Sixthly -	Director

c. i. If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting

ii. If no or insufficient nominations be received for any office the candidate or candidates, if any nominated shall be declared elected at the Annual General meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the vacancies then remaining. If more than one candidate is nominated for any vacancy an election by ballot for such vacancy shall be conducted at the Annual General Meeting

iii. If the number of candidates nominated shall exceed the number required to be elected, a ballot shall be conducted at the Annual General Meeting. A candidate for any position shall not be appointed as Returning Officer or as a scrutineer. In the event of an equality of votes in favour of two or more candidates the Chairman of the meeting shall declare a second ballot.

42. a. No member shall issue to members by circular or letter or distribute within the premises or the surrounding precincts of the Club any "how to vote ticket" or any written material advocating 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 35

#### **POWERS OF THE BOARD**

43. The Board shall be responsible for the management of the business and affairs of the Club

44. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association or otherwise authorized 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 and to any Articles made by the Club in General Meeting provided that no such Article shall invalidate any prior act of the Board which would have been valid if such Article had not been made. In particular but without derogating from the general powers conferred by the preceding words of this Article 44

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 confirm to any by-laws or restriction that may from time to time be imposed upon it by the Board. The President shall have the right to 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 an equality of votes the Chairman shall have a second and casting vote. The meetings and proceedings of any committee consisting of three 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 by-laws made by the Board pursuant to this clause

- b. To make such by-laws not inconsistent with the Memorandum and Articles 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 management and control of play and dress on the course
  - v. the upkeep and control of the course
  - vi. the control and management of all competitions
  - vii. the conduct of members
  - viii. the privileges to be enjoyed by each category of members
  - ix. the relationship between members and club employees
  - x. 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 either under these Articles or by-laws for decisions by the Club in general meeting.
- c. 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
- d. To purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorized to acquire at such price and generally on such terms and conditions as it shall think fit
- e. 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
- f. 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
- g. 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

- h. 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 realize such investments
- i. 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
- j. To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels but not including land or buildings belonging to the Club and to lease any property of the Club and with the sanction of a general meeting of the Club to exchange or sell all or any of the lands or buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained
- k.
  - 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 their 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
- l. To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles
- m.
  - i. To create sections and committees for the conduct, management and control of all or any game 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 and to fix or approve any supplemental subscription or 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 purposes of this clause to permit any such section to adopt a name distinctive of any 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 regularly and promptly for inspection by or on behalf of the Board

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 therefore and with a recommendation as to further action (if any) to be taken by the Board

45. Any by-laws made under these Articles shall come into force and have the full authority of a by-law of the Club on being posted on the Club Notice Board

#### **PROCEEDINGS OF THE BOARD**

46. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meeting as it thinks fit provided that the Board shall meet whenever it deems 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 at every meeting of the Board or if at any meeting he is not present or is unwilling or unable to act then a Vice President shall act as Chairman. If no Vice President is present or is unwilling or unable to act then the Board members present may elect their own Chairman. The quorum for meetings of the Board shall be seven members personally present
47. 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
48. 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

49. 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 of 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 for no other purpose
50. 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 and was qualified to be a member of the Board
51. A resolution in writing signed by all 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
52.
  - a. No director shall be disqualified by reason of their office from contracting with the Club either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any director shall be in any way interested be avoided nor shall any director so contracting or being so interested be liable to account to the Club for any profit realized by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relationship thereby established but in accordance with the provisions of Section 231 of the Act it shall be the duty of the director to declare the nature of their interest at a meeting of the Board of the Club and it shall be the duty of the Secretary to record such declaration in the minutes of the meeting. The provisions of Section 232A of the Act shall also apply in respect of any such declaration
  - b. The provisions of Section 39 of the Registered Clubs Act shall be implemented where a director of the Club makes a declaration of interest pursuant to Section 231 of the Act

#### **VACANCIES ON BOARD**

53. 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 their period of office and may by ordinary resolution appoint another person or

persons in their stead. Any person so appointed shall hold office for such time only as the person whose place they are appointed to fill would have held if that person had not been so removed

54. The office of President, Vice President, Captain, Honorary Treasurer, Honorary Secretary and ordinary director shall forthwith be vacated should the person holding such office
  - a. Become insolvent under administration or be convicted of a felony or misdemeanour on indictment
  - 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 meeting of the Board for a continuous period of three calendar months without leave of absence from the Board
  - d. By notice in writing to the Secretary that person resigns from 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 any conflict of interests or material personal interest in a matter referred to in Section 231 and Section 232A of the Act respectively

#### **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 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 30 members of the Club having at the date of the deposit of the requisition at the office of the Club a right to vote at General meetings of the Club 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 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 be signed by the requisitionists and deposited at the registered office of the Club and may consist of several documents in like form each signed by one or more of the requisitionists. If the Board does not within 21 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 deposit
  - b. In the case of a meeting at which a 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 required by the Act

- c. Any meeting convened under this Article by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board
  - d. Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club
- 57. Twenty one 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 or any other member entitled to attend the meeting or the Commission declares proceedings at the meeting invalid

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 58. 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 and to elect in the manner provided in these Articles the members of the Board and subject to the Act to appoint an auditor or auditors
- 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 if convened on the requisition of members shall not be less than 20 members present and entitled to vote and at all general meetings and at all Annual General Meetings shall not be less than 20 members present and entitled to vote
- 60. If within 15 minutes from the time appointed for the meeting a quorum is not present at 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 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 15 minutes after the time appointed for holding such meeting or is unwilling or unable to act, then a Vice President shall act as Chairman. If no Vice President is present within 15 minutes after the time appointed for holding the meeting or is unwilling or unable to act, the Captain shall be Chairman but if the Captain is not present or is unwilling to act then the members of the Club

present shall select a member of the Board or one of the numbers to be Chairman of 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 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 of, or of a member of the Board as the proxy of another person
63. 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 or not carried by a particular majority and an entry to that effect in the book containing minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number of 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 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 any adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for 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 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 a *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 sees 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 authorized or permitted by or under the Act to inspect such records
69.
  - a. The Board shall not less than 21 days before each Annual General Meeting send a copy of all accounts that are to be laid before the Club at the meeting, accompanied by a copy of the statements required under Sections 292 and 293 of the Act, a copy of the Directors' report or reports required by Section 332 of the Act to all members of the Club entitled to attend and vote at the Annual General Meeting
  - b. The Directors' report referred to in (a) shall include particulars of the number of members registered in the Register of Members at the end of the financial year to which the report relates
70. The financial year of the Club shall commence on the first day of October and end on the last day of September in each 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

## **HONORARY TREASURER**

72. The Honorary Treasurer shall supervise the financial affairs of the Club in such manner as the Board may from time to time determine

## **HONORARY SECRETARY**

73. At any time, there shall only be one Honorary Secretary of the Club who shall be appointed by the Board and approved by the Licensing Court of New South Wales until such time as the Club decided to appoint a Secretary Manager

## **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 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, electronically or by sending it by post to the mailing address of the member recorded for that member in the Register of members kept pursuant to these Articles
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 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 April 15, 1994
- c. The Club may pay a premium for a contract insuring a person who 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 323(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

## **GENERAL**

78. The Articles of Association and by-laws 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 and might prevent the Club being registered under the provision of the said Act they shall be inoperative and have not effect