

Competition

COMPANIES (NEW SOUTH WALES) CODE 1981

A Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

MORUYA GOLF CLUB LIMITED

DEFINITIONS

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

“The Act” means the Australian 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 at which these regulations become binding on 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.

“Rules”, unless otherwise inferred, means the paragraphs within this Constitution, and any By-Laws of the Club.

“The Club” shall mean the above named Company.

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

“Full Member” means a person who is an Ordinary member or a 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 members of the Board but does not include the Auditor.

“Ordinary Member” means a member of the Club other than a Life Member, Temporary Member, and Honorary Member.

“Secretary” includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, General Manager, and Acting General Manager.

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

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

“Constitution” means and includes the Memorandum of Association and Articles of Association.

- (b) “Financial Member” means a member who has paid his annual subscription in advance for the ensuing year.
- (i) If at the expiration of 30 days from the due date his subscription or any part thereof payable on that date remains unpaid; or
 - (ii) If any money (other than the subscription) owing by him to the Club has remained unpaid at the expiration of seven days from service on him of a notice from the Club requiring payment thereof; and in 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 the 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.
- 3.1 References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
 - 3.2 The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.

PRELIMINARY

4. The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.

5. The Club is established for the purposes set out in the Memorandum of Association.
6.
 - (a) The Club shall be a non-proprietary Club.
 - (b) Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not he is a member of the Board or of any committee of the Club, shall not be entitled under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved in advance by the members of the Club at a General Meeting.
 - (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 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 the Club of, 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 governing body or of any committee, of the Club shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
7.
 - (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.
 - (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
8.
 - (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; 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 or 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 eighteen (18) years shall not use or operate poker machines or any other machine or game of chance on the Club premises.

MEMBERSHIP

- 9. For the purposes of registration the number of members shall not exceed the number from time to time fixed by the Board and the Board may from time to time register an increase of members.
- 10. A person shall not be admitted to membership of the Club except as an Ordinary Member, Life Member, Temporary Member, Provisional Member or Honorary Member.
- 11. Unless and until otherwise determined by the Board, Ordinary membership of the Club shall consist of the following classes:

- Full Playing Members
- Junior Playing Members
- Distance Playing Members
- Social Members
- Staff Members
- Cadet Playing Members
- Sub-junior Members
- Gold Members
- Uber Members
- Full Golf under 35 Members

- 12. Article Removed

RIGHTS OF MEMBERS AND ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

- 13. Subject to Article 7(a), Full Playing Members, Life Members, Distance Members, Uber Members, Full Golf Under thirty Five Members, Gold Members and Social Members whose subscriptions are currently paid up shall be the only members of the Club entitled to attend and to vote at General Meeting, including the Annual General Meeting, of members. Each such member shall have one vote.
- 14. The rights of members to use the golfing and other facilities of the Club shall be as the Board may determine from time to time by By-Law or otherwise.

15. The requirements for eligibility of persons for election to the following classes of membership shall be:

(a) **Full Playing Members**

Persons who have attained the age of 21 years and who are elected as Playing members of the Club or transferred by the Board from another class of Ordinary membership to Playing membership of the Club.

(b) **Cadet Playing Members**

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 cadet membership of the Club.

(c) **Junior Playing Member**

- (i) Persons under the age of eighteen (18) years who have been admitted to membership for the purpose of participating in regular sporting competitions organised by the Club
- (ii) Junior Playing Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, or nominate members for officer of the Club.
- (iii) Junior Playing Members shall be entitled to use such portions of the Clubhouse as the Board may determine pursuant to the Registered Clubs Act or in respect of which a permit has been granted under the Registered Clubs Act.

(a) **Sub Junior Members**

- (i) Junior Member under the age of 13 years who does not poses a full playing handicap

(d) **Distance Playing Members**

(i) Persons who reside more than 100 kilometres from Moruya and have a golf membership with another golf club, this being their home golf club who are elected as Distance Playing Members of the club or transferred by the board from another class of ordinary membership to distance playing members of the club.

(e) **Uber Members**

(i) Persons who reside more than 100 kilometres from Moruya and does not hold another golf membership with another golf club, this being their home golf club who are elected as Uber Members of the club or transferred by the board from another class of ordinary membership to Uber playing members of the club.

(f) **Full Golf Under Thirty Five Members**

- (i) Persons who as at the 31st January each year are under thirty five years of age, this being their home golf club who are elected as under thirty five playing Members of the club or transferred by the board from another class of ordinary membership to Under thirty five playing members of the club

(g) **Social Members**

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. The board may in accordance with the clubs by laws create sub categories of social members.

(e) **Life Members**

- (i) Members who are recognised by the club of having made a strong contribution to the club and have been elected as such by resolution carried by an eighty percent majority of those present and voting at a general meeting following the submission to such meeting of an appropriate recommendation from the Board.
- (f) A strong contribution to the Moruya golf club is one which:
- Results in the MGC being substantially, demonstrably and positively assisted by that contribution, and
 - Occurs over a significant period of time and
 - Requires substantial and commendable personal input, and
 - Can be clearly documented and corroborated.
- (g) The Nominee must have been a member for twelve (12) consecutive years of which seven (7) has been served in one of the elected committees of the club. Nominations shall not be considered if more than four (4) years have passed since the primary component(s) of the strong contribution (on which the nomination for Life Member is being judged) was completed or made.
- (h) A person elected as a Life member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of playing members.
- (i) Not more than two (2) members shall be made Life members in any one financial year and there shall not be more than twelve (12) Life members at any one time, unless otherwise determined by the members in general meeting.
- (j) Any current full playing member of the Moruya Golf Club, who wishes to have a member considered for nomination as a Life Member may forward a submission to that effect in writing to the Secretary Manager. Any such nomination should be accompanied by supporting information including supporting evidence of the outstanding contribution.

(f) **Staff Members**

- (i) Employees of the Club who have attained the age of 18 years and who are elected as Staff members or transferred by the Board from any other class of Ordinary membership to Staff membership of the Club.
- (ii) Staff members who cease to be employees of the club shall cease to be Staff members of the Club but may at the discretion of the Board be transferred to another class of Ordinary membership of the Club.

(g) **Provisional Members**

- (i) Persons who having paid the necessary dues and have submitted appropriate documentation for membership and are awaiting the decision of the Board on their application for membership.
- (ii) Provisional membership shall only apply for the period until the member is transferred by the Board to the Ordinary Membership category for which the applicant is sought, or not longer than three (3) months, whichever ever occurs first.
- (iii) Provisional Members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office, and the right to attend meetings.

(h) **Gold Members**

- (i) Persons who have attained the age of 70 years and have been a fully paid full golfing member of the club for in excess of 25 years.
- (ii) At any given time there shall be no more than 25 person's eligible for the grade of Gold Member. Length of membership shall be the primary guideline for admission to the category with the 25 longest serving members eligible at any one time forming the category.
- (iii) In the event of any Gold Member ceasing membership the next longest serving eligible member shall be transferred to the category and advised in writing by the club.
- (iv) The board may at its absolute discretion amend the clubs data base should it be satisfied that a particular members length of service varies on that recorded on the clubs database. Likewise it is the responsibility of any member who believes they may be eligible for the category to notify the club.
- (v) At any given time members in the category shall be entitled to a discount of 25% of the clubs current full membership rate.

16. **Temporary Members**

A person shall not be admitted as a Temporary member of the Club unless he is admitted in accordance with the provisions of these Articles and he has the qualifications as specified in these Articles requisite and appropriate in relation to the purposes of the Club for temporary membership of the Club.

17. (a) The following persons over the age of eighteen (18) years may at the discretion of the Board or management of the Club be admitted as Temporary Members of the Club:
- (i) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club;
 - (ii) A person who is a member of another registered club with similar objects to those of the Club;
 - (iii) Any person who is attending the Club for the purpose of taking part in an organised sport or competition;
 - (iv) A person whose normal place of residence is interstate or overseas.
- (a) Temporary Members (other than those exclusively attending the Club for the purpose of taking part in an organised sport or competition) are required to complete and sign the Temporary Members Register each day they attend at the Club.
- (b) A full member of any registered club who, at the invitation of the Board or of a Full member of the Club, attends on any day at the premises of the Club for the purpose of participating in a game of competition of a sporting or athletic nature to be conducted by the Club on that day shall be a Temporary member of the Club from the time on that day when he so attends the premises of the Club until the end of that day.
18. The Board or the Secretary may at any time cancel the membership of any Temporary member without notice and without assigning any reason therefore.
- 18.1 Honorary Membership may be granted by the Board and/or management without payment of any subscription to any person over the age of eighteen (18) years provided he is either the current Patron of the Club, or a prominent citizen or dignitary visiting the Club for some special occasion.

TRANSFER OF MEMBERSHIP

19. 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 at the discretion of the Board receive a refund or reduction of any entrance fee or subscription paid by or payable by him, for the then financial year and may be required to pay the difference between the entrance and/or annual subscription applicable for his present membership and the entrance and/or annual subscription applicable to the class of membership to which he desires to be transferred.

ABSENTEE LIST

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

ELECTION OF MEMBERS

21. A person shall not be admitted as a member of the Club, other than as a Temporary member, unless he 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 whose 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. The election shall be by a two-thirds majority of those members of the Board present and voting.
22. The role of Captain is open to any financial full playing Member who wishes to nominate for the position. The person will be required to be nominated and seconded by only full playing Members and would stand for election at the annual general meeting.
23. (a) In respect of every nomination for membership made pursuant to Article 22 there shall be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed 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.
(b) Least two weeks shall elapse between the proposal of a person for election and his election.
24. (a) When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or forwarded or posted to such person. Upon payment of the entrance fee (if any) and first annual subscription such person shall become a member of the Club, provided nevertheless that if such entrance fee and annual subscription is not paid within one month after the date of the notice of election to membership has been given as herein provided the Board may at its discretion cancel its election of the person to membership of the Club.

(b) 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 payment of any reasonable fee that may be prescribed by the Board under the provision of the Act.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

25. Member's subscriptions shall be paid annually or if the Board so directs and approves by monthly, quarterly or half-yearly instalments and 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.

26. The entrance fees and subscriptions or payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription payable by Ordinary members shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.

27. Any candidate elected during the financial year to any class of membership shall in respect of that financial year pay one-half of the annual subscription only if he shall be elected after the expiration of six months from the date of commencement of the financial year.

27.1 Subject to the provisions of the Anti Discrimination Act, a member may in relation to his age be granted special privileges and discounts on his entrance fee, annual subscription, and/or any other fees and levies.

27.2 Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by these Articles of the By-Laws of the Club.

28. If the entrance fee or subscription or any part thereof of any member shall not be paid within a period of 30 days from the date upon which it shall fall due for payment the Secretary shall give to the member in default 14 days written notice within which such entrance fee or subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting member shall from that date be debarred from all privileges of membership and his name shall be removed from the register of members of the Club.

29. The Board shall have power to make charges and levies on Ordinary members for general or special purposes.

PATRONS

30. The members in general meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting provided that the number of Patrons shall not exceed three in number at any one time.

ADDRESSES OF MEMBERS

31. Every person shall on becoming a member furnish to the Secretary particulars of his address (including an address within the State of New South Wales for the service of notices) and occupation if those particulars have not already been stated on the application for membership and shall notify the Secretary of any subsequent change of address. The address within the said State so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

REGISTERS OF MEMBERS AND GUESTS

32. The Club shall keep the following registers:

- (a) A register of persons who are Full members of the Club. This register shall set forth the name in full, the occupation and address of each Full member and, if he is an Ordinary member the date on which he last paid the annual fee for membership of the Club.
- (b) A register of persons who are Temporary members other than Temporary members referred to in Article 17(b). This register shall set forth the name in full and the address of each such Temporary member and where that member has been admitted to membership for a limited period, the dates on which the period commences 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, the date on that day and the signature of that member provided always if an entry in this register is made on any day in respect of 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.
- (d) A register of persons who are Honorary Members. This register shall set forth the name in full and the address of each Honorary Member and the date or period of membership.

SUSPENSION AND EXPULSION

33 If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or of these Articles of the Club or the By-laws thereof or be in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which in the opinion of the Board is unbecoming of a member or which shall render him 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 his name from the register of members provided that:

- (a) Such member shall be notified of any charge against him pursuant to this Article by notice in writing by a prepaid letter posted to his last known address at least 14 clear days before the meeting of the Board at which such charge is to be heard.
- (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
- (c) The voting by the members of the Board present at such meeting shall be by secret ballot and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board present vote in favour of such motion.
- (d) 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, having regard to, any representations made to it in writing, by the member charged.

(e) Any decision of the Board of such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision. No appeal whatsoever shall lie from a decision of the Board pursuant to this Article and any member reprimanded, suspended or expelled pursuant to this said Article shall have no right of action whether at law or in equity or other remedy whatsoever against the Club or Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to consequent on or incidental to the same.

33.1 (a) The Secretary, or an authorised employee of the Club, may refuse to admit to the Club and may turn out, or cause to be turned out, of the Club premises any person including any member: who is intoxicated, violent, quarrelsome or disorderly; whose presence on the club premises renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; who hawks, peddles or sells any goods on the premises of the Club; who uses, or has in his or her possession, while on the Club premises any substance that the Secretary suspects of being a prohibited substance; or who, for the purpose of prostitution, engages or uses any part of the Club premises.

(b) If pursuant to this Rule a person (including a member) who has been refused admission to, or has been turned out of the premises of the Club, the Secretary or an authorised employee of the Club, may at any subsequent time refuse to admit said person into the premises of the Club or may turn the person out, or cause the person to be turned out of the Club premises.

(c) The persons who are entitled to exercise the powers set out in this Rule shall be:

(i) in the absence of the Secretary from the premises of the Club, the senior employee then on duty; and

(ii) any person authorised in writing by the Secretary to exercise such powers.

(d) The Secretary and any person exercising the powers referred to in this Rule may use such reasonable force as may be necessary to remove from the Club premises any such person referred to in this Rule.

(h) The Secretary and any person who has exercised any of the powers referred to in the Rule shall within forty-eight (48) hours of using such powers make a report in writing to the Board relaying the facts, matters and circumstances relating to the exercise of the powers.

(i) In the event that a notice of charge is issued to a member pursuant to subparagraph (a) of this Article 33 the board, by resolution, or the secretary shall have 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 thirty days

whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.

RESIGNATION AND CESSATION OF MEMBERS

34 (a) A member may at any time by giving notice in writing to the Secretary resign from his 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 entrance or subscription fee or otherwise) shall ipso facto 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 his membership of the Club and any other moneys due by him at the date of cessation of his membership of the Club or for which he is or may become liable under Clause 5 of the Memorandum of Association.

GUESTS

35 (a) All members (excluding Temporary Members and Junior Members) shall have the privilege of introducing guests to the Club who are over the age of eighteen (18) years and such member shall enter the names and full residential addresses of such guests together with his own name in the Guest Register.

(b) 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.

(c) Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.

(d) Members shall be responsible for the conduct of any guests they may introduce to the Club.

(e) No member shall introduce any guest more frequently or in greater numbers than may for the time being provided by By-Law, nor shall he introduce any person as a guest whose name has been removed from the Register of Members for misconduct or who has been suspended by the Board of the Club.

(f) The Board shall have power to make By-Laws from time to time regulating the terms and conditions on which guests may be admitted to the Club.

(g) Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

BOARD OF DIRECTORS

36 The Board shall consist of a President, Vice President, Honorary Treasurer and four other Board members.

37 (a) The Board, (which shall comprise seven members) elected at the Annual General Meeting of the Club shall be elected in accordance with the provisions in Schedule 4 of the Registered Clubs Act and the members of the Board so elected shall

hold office and retire as provided in Schedule 4 of the said Act with the exception that group 1 shall contain three directors, groups 2, two directors and group 3, two directors

(b) At the election pursuant to Article 37(a) and elections of members of the Board at subsequent Annual General Meetings of the Club the members entitled to vote shall consist only of such number of Full members of the Club as comprise not less than a majority of the Full members of the Club.

(c) No person shall be elected to hold office as a member of the board unless they are a Full Playing Member, Life Member, Distance Member, Uber Member, Full Golf Under thirty Five Playing Member, Gold Member or Social Member provided that at any given time there shall be no more than two Social members on the board and no Social member shall be entitled to hold office of the President or Vice President.

(d) No member shall be eligible for election to the board unless he or she is a fully paid up member or if the member is under suspension. No member shall perform duties as holder of an office on the board or as a member of any committee while under suspension or while that members fees have not been paid up to date.

38 (a) Except as hereinafter provided nominations for election to the Board shall be made in writing signed by two (2) members who are eligible to vote at a General Meeting. Nominations must be delivered to the General Manager not less than twenty eight (28) days before the date of the Annual General Meeting. The proposer, seconder and nominee shall be financial members of the Club at the time the nomination form is signed. The General Manager shall forthwith post notification of such nominations on the Club Notice Board.

(b) (i) Members shall nominate for the position of director. Immediately following the annual general meeting the board shall by process of nomination elect from within the following office bearers

President

Vice President

Honorary Treasurer

(ii) Where there is more than one nomination for an executive position from within the board a ballot will be taken amongst board members for the said position. In the event of an equality of votes in favour of two or more candidates for any executive position the Chairman of the Meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.

(c) (i) If the number of candidates duly nominated for any vacant directors position 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 vacant directors position 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 such vacancies an election by ballot for such vacancies remaining shall be held in accordance with paragraph (iii) of this Article.

(iii) If the number of candidates nominated shall exceed the number required to be elected, a ballot shall be taken as provided by By-laws and until so provided shall be determined by the Board provided that the ballot shall be counted by a Returning Officer and at least two scrutineers appointed by the Board. 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 draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.

POWERS OF BOARD

39 The Board shall be responsible for the management of the business and affairs of the club.

40 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 presents and to any regulation not being inconsistent with these presents from time to time made by the Club in General Meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:

(a) To delegate any of its powers to committees consisting of such member or members of its body and/or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President 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 an equality of votes the Chairman shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.

(b) To make such By-laws not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interest 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 and of the Club premises.
- (iv) The management and control of play and dress on the links.
- (v) The upkeep and control of the links.
- (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 servants.
- (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 for decision 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 authorised 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 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 Clubs 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 realise 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 purpose 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 Clubs 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 other wise 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 and 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 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.

(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) 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 prepare or approve and amend rules and By-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.

(ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with these Articles or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body..

(iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.

(iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the section shall also be produced 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 therefor and with a recommendation as to further action (if any) to be taken by the Board.

41 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 upon the Club Notice Board.

PROCEEDINGS OF THE BOARD

42 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside at every Meeting of the Board or if at any meeting he is not present or is unwilling or unable to act then the Vice President shall act as Chairman. If the Vice President is not 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 FIVE (5) members personally present.

43 The President (or in his absence, the Vice President) may at any time and the Secretary upon the request of not less than three members of the Board shall convene a meeting of the Board.

44 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 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.

45 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 regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number or members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.

46 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.

47 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.

48 (a) No director shall be disqualified by reason of his 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 realised 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 228 of the Act it shall be the duty of the director to declare the nature of his 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.

(b) In the case of a proposed contract such declaration shall be made at the Board meeting at which the question of entering into the contract is first taken into consideration or if the Director was not at the date of that meeting interested in the proposed contract at the next Board meeting held after he becomes interested.

(c) A general notice given to the Board by the Director to the effect that he is a director or member of a specified company or firm and is to be regarded as interested in any contract which may after the date of notice be made with that company or firm shall be deemed sufficient declaration or interest in relation to any contract so made. A Director so interested shall be counted in a quorum but shall not vote on any such contract or arrangements.

(c) A Director shall not be deemed interested or to have been at any time interested in any contract or proposed contract relating to any loan to the Club merely by reason of the fact that he has guaranteed or joined in guaranteeing repayment of such loan or any part of such loan.

DISCLOSURE OF INTERESTS

49. (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 declare the nature of the interest at a meeting of the Board.

(b) No director shall be disqualified from office by reason of that director contracting with the Club either as vendor, purchaser or otherwise having an interest in a contract with the Club. However, in respect of any such contract in which a director has a pecuniary interest, the Club shall comply with Section 41K of the Registered Clubs Act.

(c) Any contract or commercial arrangement entered into by or on behalf of the Club in which any director shall be in any way interested shall not by reason of that interest be avoided but any such contract or commercial agreement must be first approved by the Board of the Club.

(d) Any director contracting with the Club shall not be liable to account to the Club for any profit realised by such contract by reason only of such director holding that office or of the fiduciary relationship thereby established provided that the director declares the nature of his or her interest at a meeting of the Board of the Club in accordance with Section 41C of the Registered Clubs Act.

(e) 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.

(f) A director must in accordance with Section 41F of the Registered Clubs Act declare any gift received from an affiliated body if the value of the gift exceeds \$100 or such other amount as may be prescribed by the Regulation under the Registered Clubs Act and be recorded as in item 50.

(g) Without limiting the operation of Section 41F of the Registered Clubs Act a director must submit a written return in each year to the Club (in accordance with the Registered Clubs Regulations) declaring any gift received by the director from a person or organisation that is party to a contract or commercial arrangement with the Club.

REGISTER OF INTERESTS

50. The Secretary must keep a register of disclosures, declarations and returns made to the Club pursuant to Rule 49 and pursuant to Section 41G of the Registered Clubs Act.

EXHIBITION ON PREMISES

51. Where a director of the Club makes a declaration of interest pursuant to Rule 49 then in accordance with Section 41I of the Registered Clubs Act particulars of the declaration (including the name of the director who made the declaration and the nature of the interest declared) must be exhibited:

(i) on the Club Notice Board within 48 hours of the declaration being made; and

(ii) For a continuous period of not less than 14 days.

52. Within 1 month after the Annual General Meeting of the Club each year, the Club shall lodge with the Secretary of the Liquor Administration Board a copy of all particulars required to be exhibited pursuant to Rule 51 during the period between that Annual General Meeting and the previous Annual General Meeting.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

53. 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:

- (i) must not vote on the matter;
- (ii) must not be present while the matter is being considered at the meeting.

54. The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Rule 53.

CONTRACTS WITH DIRECTORS

55. 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.

CONTRACTS WITH SECRETARY

56. The Club must not enter into a commercial arrangement or contract with:

- (i) the Secretary; or
- (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary;
- (iii) any company or other body in which the Secretary has a controlling interest (as defined in the Registered Clubs Act);

Provided however that this Rule 56 does not apply to a contract of employment or any contract permitted by the Registered Clubs Act.

REMOVAL FROM OFFICE OF DIRECTORS

57. (a) The members in General Meeting may by ordinary resolution:

- (i) 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;

(ii) appoint another person or persons in his or her or their stead provided any person so appointed is eligible to be elected as a director in accordance with this Constitution.

(b) Any person appointed pursuant to sub paragraph (a)(ii) of this Rule 57 shall hold office during such time only as the person whose place he or she is appointed would have held the same if he or she had not been so removed.

(c) 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.

VACANCIES ON BOARD

58 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 his or their period of office and may by ordinary resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office during such time only as the person to whose place he is appointed would have held the same if he had not so been removed.

59 The office of President, Vice President, Captain, Honorary Treasurer and a member of the Board shall ipso facto be vacated: -

(a) If he becomes bankrupt or suspends payment or compounds with creditors or be convicted of a felony or misdemeanour on indictment.

(b) If he 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 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 office be vacated.

(d) If by notice in writing given to Secretary he resigns his office.

(e) If he becomes prohibited from being a member of the Board by reason of any order made under the Act.

(f) If he ceases to be member of the Club.

(e) If he fails to declare the nature of his interest in a contract or office or property as provided by the Act.

(f) If he transfers to a class of membership that would disqualify him from being eligible for appointment to his own office under the provisions of this Constitution following the change of membership class.

(g) If he becomes an employee of the Club

60 The Board shall have 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

61 (a) A General Meeting called the Annual General Meeting shall be held at least once 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.

(b) All meetings other than Annual General Meetings shall be called General Meetings.

62 (a) The Board may whenever it thinks fit convene a Extraordinary General Meeting of the club and shall convene an Extraordinary General Meeting on the request of not less than five percent (5%) of the members or one hundred members of the Club, whichever is the less, whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).

(b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Office of the Club and may consist of several documents in the like form each signed by one or more requisitionists.

(c) A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.

(d) On receipt of a valid requisition the Club shall forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the requisition.

(e) If the Board does not give notice of a General Meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting about any meeting so convened shall not be held after three (3) months from the date of such deposit.

(f) In the case of a General meeting where at least twenty-one (21) clear days notice of such meeting has not been given to members entitled to attend and vote at such meeting, the Board shall be deemed not to have duly convened the meeting.

(g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which General Meetings are convened by the Board.

(h) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

63 (a) The period of notice in respect of all General Meetings of the Club (including the Annual General Meeting) shall be at least twenty-one (21) clear days before the date fixed for such meeting.

(b) A notice of meeting shall set for the date and time and place for the meeting and any special business to be brought forward before the meeting.

(c) The meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any member unless the Court on application of the member concerned, a member entitled to attend the meeting, or the Commission declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

64 The business of the Annual General Meeting shall be as follows:

(a) To confirm the Minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held since the last Annual General Meeting;

(b) To receive and consider the reports of the Board;

(c) To receive and consider the Profit and Loss Account, the Balance Sheet, and the Auditor's Report;

(d) To elect the Board in accordance with this Constitution;

(e) To appoint an Auditor (if an Auditor is required due to resignation or dismissal);

(f) To approve honoraria or other extraordinary benefits (if any);

(g) To deal with any valid business of which due notice has been given;

(h) General business as provided for by this Constitution or as approved by the Chairman.

(i) Such business which under this Constitution ought to be transacted at an Annual General Meeting.

64.1 The Chairman of an Annual General Meeting shall 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.

64.2 If the Club's Auditor or representative is at the Annual General Meeting, the Chairman of the meeting shall allow reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content for the Auditor's Report.

64.3 Notice in writing of any resolution or special business must be given to the Secretary and shall be considered at the first General Meeting held at least two (2) months after receipt of the notice. If a General Meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days' notice of the resolution or special business to members, the Club may, at its discretion, and with due notice, present the resolution or special business to members for consideration.

64.4 Members shall be required to give at least seven (7) days written notice prior to the Annual General Meeting of any questions relating to the Financial Accounts of the Club which require additional information not shown in the Annual Report.

65 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 for a General Meeting convened on the requisition of members or otherwise shall not be less than THIRTY (30) members present and entitled to vote.

66 If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present the Meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned for such a period as may be determined by the Directors present provided such period shall be not less than fifteen (15) minutes or greater than twenty-one (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.

67 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 such meeting or is unwilling or unable to act then the Vice President shall act as Chairman. If the Vice President is not present within fifteen 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 or unable to act then the members of the Club present shall elect a member of the Board or one of their number to be Chairman of the meeting.

68 (a) Every question submitted to a meeting shall be decided by 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) Pursuant to the Registered Club Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.

69 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 lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceeding 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.

70 (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.

71 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.

72 Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDITS

73 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; the Registered Clubs Act and the Gaming and Betting Act, 1912.

74 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.

75 (a) The Club accounts shall be presented to the Club members in General Meeting once in every year and shall include a Profit and Loss Account made up to the end of the financial year and a Balance Sheet made up to the end of the financial year, accompanied by all documents required by law to be annexed thereto, a Director's Report, and an auditor's Report.

(b) The Directors' Report, in addition to the other statutory requirements, shall include:

(i) The number of members each class registered in the Register of Members at the date of the preparation of the Report.

(ii) The names of the members of the Board.

(c) Subject to Article 75(a), any member entitled to vote at General Meetings may elect to have posted a copy of the Balance Sheet, Profit & Loss Account and Auditor's Report accompanied by a copy of the report of the Board no later than four (4) months after the end of the financial year and provided that such date shall be at least twenty-one (21) clear days before the date of the General Meeting at which the said accounts and reports are to be presented. Such an election must be made on an annual basis. Such notice shall not relieve the Club of the obligation to give notice of general meetings to the member.

(d) The club in subject to article 75 (a) will make available for collection a copy of the Balance Sheet, Profit & Loss Account and Auditor's Report accompanied by a copy of the report of the Board to any eligible member on request from club reception, for viewing on the clubs notice board or for viewing or download from the clubs website.

76 The financial year of the Club shall commence on the first day of July in each year and end on the last day of June in the following year or such other period as having regard to the Act, the Board may determine.

77 (a) A properly qualified Auditor of Auditors shall be appointed at a General Meeting by a seventy-five percent (75%) majority of members attending in person and entitled to vote.

(b) Notice of the Special Resolution relating to the appointment of an Auditor and notice of the meeting to consider such Special Resolution shall be given to members entitled to vote and to the Auditors nominated.

(c) If an Auditor is not appointed by the members at a duly convened general Meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.

(d) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such a notice is received by the Club, it shall forward a copy of the notice to the Auditor and a copy to the Australian Securities and Investments Commission.

HONORARY TREASURER

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

SECRETARY

79 At any time there shall be only one Secretary of the Club who shall be appointed by the Board.

SEAL

80 The company Seal (if kept) may be used in such manner and under such circumstances as determined by the Board. It shall not be compulsory for the Club to maintain a Seal.

NOTICES

81 A notice may be given by the Club to any member by any one or more of the following means -

- (a) personally;
- (b) by sending it by ordinary post to the address of the member recorded for that member in the Register of Members kept pursuant to these Articles; or
- (c) by sending it by email to the address of the member recorded for that member in the Register of Members kept pursuant to these Articles.

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.

82 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.

82.1 If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices to him a notice posted up on the Notice Board shall be deemed to be well served on such a member at the expiration of twenty-four (24) hours after it is so posted up.

82.2 Notice of every General Meeting shall be given in the manner provided for by this Constitution to the Auditor for the time being of the Company.

INDEMNITY TO OFFICERS

83 Every officer (as defined the Act) of the Club shall be indemnified 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 in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is under the Act granted to him by the Court in respect of any negligence, default, breach of any duty or trust.

NON-PROFIT CLAUSE

84 The income and property of the Club whencesoever derived shall be applied solely toward the promotion of the objectives of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved in advance by the members of the Club at a General Meeting. Provided further that, notwithstanding the provisions of Article 48, nothing herein shall prevent the payment in good faith of remuneration to any member or servant of the Club in return for any services actually rendered to the Club or reasonable and proper rent for premises let by any member of the Club.

DISSOLUTION CLAUSE

85 “The Club shall not be dissolved except at a General Meeting of the Club specially convened for the purpose and by a Resolution carried by a majority of seventy five per cent of the votes recorded in respect of the same. 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 or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Club and which shall also prohibit the distribution of its or their property among its or their members. 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 the Chief Judge of such Court as may have or acquire jurisdiction in the matter.”

GENERAL

86 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 and might prevent the Club being registered under the provisions of the said Act they shall be inoperative and have no effect.

87 The Constitution may be altered or amended at a General Meeting by Special Resolution of which due notice has been given to members of the Club.

a) The majority required for passing of a Special Resolution relating to such alterations or amendments to the Constitution shall be seventy-five percent (75%) of members present and entitled to vote at the said meeting.

b) A Special Resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions