

CORPORATIONS ACT 2001

ARTICLES OF ASSOCIATION

of

**GLADESVILLE RSL AND
COMMUNITY CLUB LIMITED**

ACN 000 977 926

1. Amended: 24 April, 2005
2. Amended: 30 April, 2006
3. Amended: 25 May, 2008
4. Amended: 30 May, 2010
5. Amended: 27 May 2012
6. Amended: 25 May 2014

CORPORATIONS ACT 2001

A Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

of

GLADESVILLE RSL AND COMMUNITY CLUB LIMITED
ACN 000 977 926

DEFINITIONS

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

"The Act" means the Corporations Act 2001. 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 Articles become binding on the Club shall have the meaning so defined.

"Australian Defence Force" has the meaning given by the Registered Clubs Act.

"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 Gladesville RSL and Community Club Limited (ACN 000 977 926).

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

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

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

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

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

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

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

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

"RSL" means the Returned and Services League of Australia (New South Wales Branch) Incorporated.

"Secretary" includes the General Manager of the Club, the Acting Secretary and Secretary Manager and Chief Executive Officer.

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

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

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

FINANCIAL MEMBERS

- (b) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:
 - (i) If at the expiration of 30 days from the due date the member's subscription or any part thereof payable on that date remains unpaid; or

- (ii) If any money (other than the subscription) owing by the member to the Club has remained unpaid at the expiration of 30 days from service on the member of a notice from the Club requiring payment thereof; and

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

INTERPRETATION

2. (a) Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.
- (b) The headings in these Articles are for guidance only and are not part of these Articles and shall not effect their meaning.
3. A decision of the Board on the construction or interpretation of the Memorandum of Association of the Club or these Articles, or on any By-Laws or Rules of the Club made pursuant to these Articles or on any matter arising thereout, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.

PRELIMINARY

4. Pursuant to Section 135(2) of the Act, all replaceable rules referred to in the Act are hereby displaced or modified as provided in these Articles of Association.
5. The Club is established for the purposes set out in the Memorandum of Association.
6. (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of Section 10(6) and Section 10(6A) of the Registered Clubs Act, a member of the Club, whether or not that person is a member of the governing body or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every full member (as defined in the Registered Clubs Act) of the Club.
- (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled under the rules of the Club or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
- (d) The Secretary or Manager or any employee or a member of the Board or of any committee of the Club shall not be entitled under the rules of the Club or otherwise to receive directly or indirectly any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.

7. (a) An employee of the Club shall not vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
- (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
8. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person other than a member except on the invitation and in the company of a member; 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

9. (a) The number of full members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
- (b) No person under the age of 18 years shall be admitted as a member of the Club.
- (c) A majority of full members must at all times have the right to vote in an election for the Board of the Club.
10. A person shall not be admitted to membership of the Club except as an Ordinary member, an Honorary Life member, a Senior Life member, a Social member, an Honorary member, a Temporary member or a Provisional member. Each class of membership is open to both sexes.
11. All persons who at the date of and immediately prior to the Special Resolution adopting these Articles of Association were recorded in the Register of Members of the Club shall continue as members of the Club in the category of membership to which they have been admitted but shall be subject to these Articles of Association.

ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

ORDINARY MEMBERS

12. (a) **Ordinary members** shall be those persons of or over the age of eighteen (18) who are Financial members or financial Associate members of the Gladesville Sub Branch of the RSL and who shall have made application for membership of the Club in accordance with the Articles and been duly admitted.

SOCIAL MEMBERS

- (b) **Social Members** shall be those persons of or over the age of eighteen (18) years who are not eligible for membership as Ordinary members and who shall have made application for membership in accordance with the Articles and been duly admitted.

HONORARY LIFE MEMBERS

13. (a) Holders of the Victoria Cross or Cross of Valour may be elected to Honorary Life membership by the Board.
- (b) Any Ordinary member and/or Social member who has rendered outstanding service to the Club and/or the Gladesville Sub Branch of the RSL may be elected to Honorary Life membership of the Club by resolution carried by a majority of those Ordinary members present and voting at a General Meeting following submission to such meeting of an appropriate recommendation from the Board.
- (c) A person elected to Honorary Life Membership shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of that class of membership to which he or she was a member immediately prior to being elected to Honorary Life membership.
- (d) Not more than three persons shall be elected to Honorary Life membership in any financial year.

SENIOR LIFE MEMBERS

- 13A. (a) Any Ordinary member or Social member who has fifty (50) years or more continuous financial membership of the Club, may be elected to Senior Life membership of the Club by a resolution carried by a majority of the members of the Board present and voting at a meeting of the Board of Directors of the Club.
- (b) Any person elected to Senior Life membership shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of that class of membership to which he or she was a member immediately prior to being elected to Senior Life membership.
14. Subject to Articles 7(a) and 63(b) financial members in the classes of Honorary Life membership, Senior Life membership, Ordinary membership and Social membership are entitled to attend and vote in all matters at Annual General Meetings or General Meetings of the Club provided that such members have at least twenty four (24) continuous months membership of the Club as at the date of the Annual General Meeting or the General Meeting and members in these categories are also entitled to vote in the election of the Board of Directors provided that such members have at least twenty four (24) continuous months membership of the Club as at the date of the closing of the roll in relation to the election of the Board of Directors.

HONORARY MEMBERS

15. The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
 - (a) the patron or patrons for the time being of the Club;
 - (b) any prominent citizen or local dignitary visiting the Club;
 - (c) any person who produces evidence that he or she is a current or former member of the Australian Defence Force.
16.
 - (a) Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.
 - (b) Honorary members who are not Full members of the Club shall be entitled only to the social facilities and amenities of the Club and to introduce guests to the Club but shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
17. When Honorary membership is conferred on any person (other than those persons admitted to Honorary membership of the Club pursuant to Article 15(c)) the following particulars shall be entered in the Club's Register of Honorary Members:
 - (a) the name in full or surname and initials of the Honorary Member;
 - (b) the residential address of the Honorary Member;
 - (c) the date on which Honorary membership is conferred;
 - (d) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

18. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
 - (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres from the Club or such greater distance as may be determined from time to time by the Board by By-law pursuant to these Articles.
 - (b) Full Members (as defined in the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club;
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from

the time on that day when he so attends the premises of the Club until the end of that day.

- (d) Any interstate or overseas visitor.
19. (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 are entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time and subject to Article 34(i), to introduce guests into the Club;
- (d) The Secretary of the Club being the Chief Executive Officer and any employee of the Club nominated by the Secretary for the purposes of this Article 19(d) may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;
- (e) No person under the age of 18 years may be admitted as a temporary member of the Club;
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Article 18(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
- (i) the name in full or surname and initials of the temporary member;
 - (ii) the residential address of the temporary member;
 - (iii) the date on which temporary membership is granted.
 - (iv) the signature of the Temporary member.

PROVISIONAL MEMBERSHIP

20. (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with these Articles seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a provisional member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.

- (c) Provisional members shall be entitled only to the social facilities and amenities of the Club and to introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so but shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.
- (d) Nothing in these Articles shall prevent an applicant for membership of the Club submitting with his or her application the first year's annual subscription for the purpose of obtaining Provisional membership pursuant to this Article 20.

TRANSFER OF MEMBERSHIP

- 21. The Board, at its discretion, may on the written application of a Social member who has the qualifications for and wishes to become an Ordinary member transfer that member to Ordinary membership of the Club upon payment of the difference between the subscription and entrance fee (if any) for Social membership and the subscription and entrance fee (if any) for voting membership.

ABSENTEE LIST

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

ELECTION OF MEMBERS

- 23. A person shall not be admitted as a member of the Club (other than as an Honorary member or Temporary member) unless that person is elected to membership at a meeting of the Board of the Club or an election committee of the Club comprising three or more directors appointed by the Board and the names of the members of the Board or election committee present and voting at that meeting are recorded by the Secretary of the Club. Should a person who has been previously expelled from the Club, make application for membership of the Club then that application must be considered by the Full Board of Directors. The Board may reject any application for membership without assigning any reason for such rejection.
- 24. (a) Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:
 - (i) the full name of the applicant; and
 - (ii) the residential address of the applicant;
 - (iii) the date of birth of the applicant;
 - (iv) the occupation of the applicant;
 - (v) a statement to the effect that the applicant agrees to be bound by the Constitution and By-laws of the Club;

- (vi) the signature of the applicant;
 - (vii) such other particulars as may be prescribed by the Board from time to time;
- (b) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
- (i) the joining fee (if any) and the appropriate subscription; and
 - (ii) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
- (c) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- (d) A person whose application has been signed by an authorised officer of the Club in accordance with Article 24(c) and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
25. (a) The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
- (b) An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
26. (a) Upon a person being elected to membership and unless the candidate has already paid any entrance fee and first annual subscription for the purposes of obtaining Provisional membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. With such notice shall be the Club's Statement of Account for any entrance fee and first annual subscription which shall be payable within 30 days of the date of the Statement of Account and if not paid within that time the election of the person to membership of the Club shall be null, void and of no effect.
- (b) A copy of the Memorandum and Articles of Association of the Club shall be supplied to a member on request being made to the Secretary of the Club and, (if demanded by the Secretary) on payment of any fee that may be prescribed by the Act.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

27. The entrance fee and annual subscription payable by members of the Club shall in each case be such amount as the Board may from time to time determine provided that the annual subscription shall be not less than Two Dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.
28. The annual subscription shall be payable annually in advance on the first day of January in each year provided that if the Board so determines it may be payable half yearly or quarterly in advance or for more than one year but not more than 5 years in advance.
29. If the entrance fee or subscription or any part or instalment thereof of any member shall not be paid within a period of 30 days from the date upon which it shall fall due for payment pursuant to Article 28 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 shall cease to be a member of the Club and the Secretary shall make a notation to this effect against that person's name in the Register of Members.

PATRONS

30. The members in General Meeting may appoint a patron or patrons from time to time upon a recommendation being made by the Board to the meeting and such patron or patrons shall thereupon be deemed to be Honorary members of the club and subject to these Articles shall remain Honorary members while they remain patrons. Any patron so appointed may by the same procedure be removed as a patron of the Club.

ADDRESSES OF MEMBERS

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

REGISTERS OF MEMBERS AND GUESTS

32. The Club shall keep the following registers:
 - (a) A register of persons who are Full members (as defined in Article 1 and the Registered Clubs Act) of the Club. This register shall set forth the name in full, the occupation and address of each Full member and, if the person is an Ordinary member the date on which the person last paid the annual fee for membership of the Club.
 - (b) A register of persons who are Honorary members;
 - (c) A register of persons who are Temporary members other than Temporary members referred to in Article 18(c).
 - (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members. Such register shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a member the name in full or the surname and initials of the given names, and the address, of that person, the date on that

day and the signature of that member provided always if an entry in this register is made on any day in respect of a person who is a guest of a member, it is not necessary for an entry to be made in that register in respect of that person if that person subsequently enters the premises of the Club on that day as the guest of that member.

DISCIPLINARY PROCEEDINGS

33. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or of these Articles of the Club or the By-Laws thereof or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any charge against the member pursuant to this Article and of the date time place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least fourteen clear days before the meeting of the Board at which such charge is to be heard.
 - (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
 - (iii) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a majority of the members of the Board present in person vote in favour of such motion.
 - (iv) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.
 - (v) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (b) Notwithstanding the generality of paragraph (a) of this Article 33 it shall be any offence for any member to:
- (i) Be under the influence of liquor on or adjacent to the Club premises;
 - (ii) Introduce liquor onto the Club premises without the permission of the Board;
 - (iii) Use objectionable or obscene language;

- (iv) Damage Club property;
 - (v) Remove Club property without proper authority;
 - (vi) Enter or remain on Club premises at unauthorised times;
 - (vii) Disregard the instructions of the Chief Executive Officer or his deputy when duly warned by same;
 - (viii) Infringe the Articles and By-laws of the Club.
 - (ix) Engage in illegal gambling in the Club premises.
 - (x) Take liquor from the premises otherwise than during the hours permitted by the Registered Clubs Act;
 - (xi) Sell or supply liquor to any person under the age of eighteen (18) years;
 - (xii) Cause offence to any member or other person in a manner prejudicial to the good order or good name of the Club;
 - (xiii) Introduce any person under the age of eighteen (18) years to the Club premises;
 - (xiv) Knowingly introduce any person who has been expelled from or has been refused membership or admission to the Club as his or her guest.
- (c) (i) In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Article 33(c)(v), 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:
- (1) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (2) who for the purposes of prostitution, engages or uses any part of the premises of the Club; or
 - (3) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
 - (4) who hawks, peddles or sells any goods on the premises of the Club;
 - (5) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke free;
 - (6) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant;

- (7) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (ii) If pursuant to Article 33(c)(i) a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Article 33(c)(v)) 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.
- (iii) Without limiting Article 33(c)(ii), if a person has been refused admission to or turned out of the Club in accordance with Article 33(c)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (iv) Without limiting Article 33(c)(ii), if a person has been refused admission to or turned out of the Club in accordance with Article (1), the person must not:
- (1) remain in the vicinity of the Club; or
 - (2) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- (v) Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Article shall be:
- (1) in the absence of the Secretary for the premises of the club the senior employee then on duty; or
 - (2) any employee authorised by the Secretary to exercise such power.
- (d) A member who is under suspension shall not be entitled to:
- (1) the social facilities and amenities of the Club;
 - (2) introduce guests into the Club;
 - (3) attend or vote at any meeting of the Club;
 - (4) nominate or be elected to the Board or any office in the Club;
 - (5) participate in the management, business and affairs of the Club in any way.

RESIGNATION AND CESSATION OF MEMBERSHIP

34. A member may at any time by giving notice in writing to the Secretary resign from membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.

GUESTS

35. (a) All members shall have the privilege of introducing guests to the Club and on each day a member first brings a guest into the Club that member shall in accordance with Article 32(d) enter in the Register of Guests the name and address of the guest and shall countersign that entry.
- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall a member introduce any person as a guest who has been expelled from the Club, whose membership is then suspended or who is then refused admission to or been turned out of the Club.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club;
- (d) The Board shall have power to make By-laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club;
- (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (g) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (h) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- (i) A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
- (a) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
 - (b) who does not remain on the Club premises any longer than that Temporary member;
 - (c) in relation to whom the member is a responsible adult.
- (j) For the purposes of Rule 35(i)(c), “responsible adult” means an adult who is:
- (a) a parent, step-parent or guardian of the minor; or
 - (b) the minor’s spouse or de facto partner;
 - (c) for the time being, standing in as the parent of the minor.

BOARD OF DIRECTORS

36. The Board shall consist of seven (7) directors comprising a President, a Vice President and five (5) Ordinary Directors. Honorary Life members, Ordinary members and Senior Life members and Social members shall be equally eligible to be elected to office as a Director of the Club.
- 36A A member who is:
- (a) an employee; or
 - (b) currently under suspension;
 - (c) not a Financial member,
- shall not be eligible to stand for or be elected or appointed to the Board.
- 36B Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.
37. The Board shall be elected triennially in accordance with Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the Triennial Rule will be the Annual General Meeting held in 2016.

SCHEDULE 4

Definitions

1. In this Schedule -

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

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

"year" means the period between successive general meetings.

2. Repealed.

First general meeting under triennial rule

3. (1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.
- (2) The groups -
- (a) shall be determined by drawing lots; and
 - (b) shall be as nearly as practicable equal in number; and

- (c) shall be designated as group 1, group 2 and group 3.
- (3) Unless otherwise disqualified, the members of the governing body -
 - (a) in group 1 shall hold office for 1 year; and
 - (b) in group 2 shall hold office for 2 years; and
 - (c) in group 3 shall hold office for 3 years.

Subsequent general meetings

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

Casual vacancies

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

Re-election

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

Revocation of triennial rule

- 7. If the triennial rule is revoked -
 - (a) at a general meeting - all the members of the governing body cease to hold office; or
 - (b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,

and an election shall be held at the meeting to elect the members of the governing body.

- 37A. This Article 37A and Articles 36 and 37 shall not be amended except in accordance with Clause 3(C) of the Memorandum of Association.

ELECTION OF BOARD

38. Deleted.

- 38A. References to the election of the Board in this Article 38A refer to positions on the Board to be elected in any one year in accordance with the Triennial Rule set out in Article 37.

- (a) Only Honorary Life members, Senior Life members, financial Ordinary members and financial Social members of the Club who have been members of the Club for at least thirty six (36) continuous months as at the date of the nomination shall be entitled to nominate a member to hold office on the Board.
- (b) Nomination forms shall be signed by the proposer, seconder and the candidate and shall be deposited with the Secretary within such time as may be prescribed by the Board. The Secretary shall duly record the date each nomination is deposited with him. A candidate may only be nominated for one office on any one nomination form.
- (c) The Board shall appoint a Returning Officer prior to the commencement of the ballot.

The ballot shall be conducted either by way of a postal ballot (where ballot papers are sent to members with the Notice of the Annual General Meeting) or by way of electronic on-line voting using the internet. The Board shall determine the method of voting.

The Board shall determine whether the photographs of each member shall appear on the ballot paper in the case of a postal ballot or on a notice board in the Club next to the online voting computer terminals in the case of electronic on-line voting. The order of these photographs will be determined by lot drawn by the General Manager and will be subject to reasonable printing requirements so that, if necessary, some photographs may appear on the reverse side of the ballot paper in the case of a postal ballot.

- (d) In the case of a postal ballot, members who wish to cast a vote must complete the ballot paper and return it either by post to the Returning Officer or by delivering it to the ballot box which shall be located at the Club and which shall be under the control of the Returning Officer. In the case of electronic on-line voting, members who wish to cast a vote must complete the ballot paper by either attending at the Club to cast their vote electronically or casting their vote electronically on- line away from the Club.
- (e) The ballot will close at 5:00pm on the Monday immediately preceding the Annual General Meeting of the Club and any ballot paper received or deposited at the Club after this time or any vote sought to be cast electronically after this time shall be declared invalid.
- (f) The Returning Officer shall determine which ballot papers are informal.

- (g) Immediately after the close of the ballot the Returning Officer shall count the ballot. The Returning Officer shall then report the results of the ballot to the Club's General Manager. The Returning Officer will then request the General Manager to arrange for full returns to be prominently displayed in the Club. The General Manager will then display the results of the ballot on the Club's Notice Board. The Chairman of the Annual General Meeting shall declare the successful candidates as having been elected to office.
- (h) The Board shall, as soon as reasonable practicable after an Annual General Meeting, elect from amongst their number a President and Vice President. The directors elected to the positions of President and Vice President shall subject to this Constitution hold those offices until the conclusion of the next Annual General Meeting.

38AA (a) **Basic Limit**

- (i) As and from the Annual General Meeting in 2013 no more than two (2) members of the same Single Interest Group may be Directors of the Club at any time. This is a continuing requirement that applies at all times.
- (ii) At any time when there are already two (2) Directors who are members from a particular Single Interest Group, no other member of that particular Single Interest Group may become a Director.

(b) **Definition of a Single Interest Group**

"Single Interest Group" means any of the following:

- (i) (Sub Clubs) A Sub Club within the Club (Sub Clubs are referred to elsewhere in this Constitution as sections or committees) PROVIDED THAT where separate Sub Clubs exist for males and females for the same sport or activity, the male and female sub clubs shall be deemed to be the one Sub Club and therefore one Single Interest Group for the purposes of this Rule 38AA;
- (ii) (Affiliated Clubs) Another Club that this Club recognises is an Affiliated Club (this can include an incorporated or unincorporated association);
- (iii) (Supported Groups) Any group that received financial support worth at least \$500 from the Club, in the previous financial year.
- (iv) (Former members of an amalgamated club) Where the Club has amalgamated with another registered club, or there is at any time a current Deed of Amalgamation or Memorandum of Understanding for an amalgamation with another registered club – the former members or members of that other club.

(c) **Voting Procedures**

- (i) Subject to Rule 38AA (a) at an election of Directors, including the first election where this rule is to take effect in 2013, where more than two (2) candidates from the same Single Interest Group have nominated for election, only a maximum of two (2) of those candidates can be elected even if those candidates receive more votes than other candidates.

(d) Partial Deferral of Limit

The limit on the number of Directors from the same Single Interest Group does not prevent any person who is a Director of the Club as at the date of the adoption of this new Rule 38AA at the Annual general meeting held in 2012 until the Annual General Meeting held in the year in which that Director is to retire which is to be held in 2013 from continuing as a Director until the next election of the Board.

(e) Information from Candidates)

The nomination form to be completed by members seeking to be elected as a Director must provide for the candidate to provide relevant information, including their qualifications for election as a Director and their membership of any Single Interest Group. The form must include provision for the candidate to verify the information provided by a statutory declaration.

(f) Director joining a Single Interest Group)

A Director whilst they remain a Director shall not be eligible to become a member of a Single Interest Group if to do so would mean that at any one time there would be more than 2 Directors on the Board from the same Single Interest Group.

38AB (a) A member is ineligible to be nominated for or be elected or appointed to the Board if that member:

- (i) has been cited to appear before the Board or the Board's duly constituted disciplinary committee on any charge and has been found guilty of such charge and either expelled or suspended for a period in excess of three (3) months within the period of three (3) years immediately prior to the date determined for the next Annual General Meeting; or
- (ii) has at any time been convicted of an indictable offence; or
- (iii) is a former employee of the Club whose services were terminated by the Club for misconduct.
- (iv) was an employee of the Club, or any club that has amalgamated with the Club within the period of three (3) years prior to nomination, election or appointment to the Board.

39. The Board may from time to time make such By-laws not inconsistent with these Articles as they think necessary for the conduct of any election and all matters in connection therewith.

40. The members of the Board holding office at the date of the resolution adopting these Articles shall, subject to these Articles, hold office until the conclusion of the first Annual General Meeting to be held after the date of the resolution adopting these Articles when they shall retire but shall, subject to these Articles be eligible for re-election.

41. (a) No member shall issue or distribute within the premises or the surrounding precincts of the Club any "how to vote ticket" or any written material advocating either for or against the election of any candidate or candidates for the Board of the Club;
- (b) Any breach of this Article 41 shall be conduct prejudicial to the interests of the Club for the purposes of Article 33.
- (c) Nothing in this Article 41 shall prevent a candidate duly nominated for election to the Board in accordance with these Articles from distributing by post to members written material which is approved by the Board advocating that the candidate be elected to the Board and a photograph of the candidate provided that such approval of the Board shall not be unreasonably withheld.

POWERS OF BOARD

42. The Board shall be responsible for the management of the business and affairs of the Club.
43. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these Articles of Association and to any amendments to these Articles of Association provided that no such amendment shall invalidate any prior act of the Board which would have been valid if such amendment had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such Full members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President of the Club 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 of the Committee shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.
- (b) To make such By-Laws not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:

- (i) Such matters as the Board is specifically by these Articles empowered to regulate by By-Law.
 - (ii) The general management control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The conduct of members.
 - (v) The privileges to be enjoyed by each category of members.
 - (vi) The relationship between members and Club employees.
 - (vii) And generally all such matters as are commonly the subject matter of the Club Rules or By-Laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in General Meeting.
- (c) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (d) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (e) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
 - (f) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
 - (g) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
 - (h) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

- (i) Subject to paragraph (j) of this Article to sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant, goods or other rights (property or otherwise).
- (j) To sell, lease, exchange or other dispose of any land belonging to the Club provided that the power of the Board to dispose of any lands shall be subject to the requirements of the Liquor Act and the Registered Clubs Act.
- (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 other than directors, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
- (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 social or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections to fix or approve any supplemental subscription of any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and by-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.
 - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with these Articles or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
 - (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
 - (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the

Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the Section shall also be produced at the Club's office for inspection by or on behalf of the Board within 14 days of written request by the Secretary to the Section or to an office holder of the Section.

- (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
 - (vi) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
 - (n) To set the entrance fees and annual or other subscriptions and fees payable by all members.
44. Any By-law made under these Articles shall come into force and have the full authority of a By-law of the Club upon being posted on the Notice Board.

PROCEEDINGS OF THE BOARD

45. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a Minute Book provided for that purpose. The President shall preside as chairman at every Meeting of the Board. If the President is not present or is unwilling or unable to act then the Board members present may elect their own chairman. The quorum for meetings of the Board shall be four (4) members personally present.
46. 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.
47. Subject to these Articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
48. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.

49. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed has the qualifications for office and was qualified to be a member of the Board.
50. 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.
51. A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

DECLARATIONS OF INTERESTS BY DIRECTORS

52. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Registered Clubs Act:
- (i) declare the nature of the interest at a meeting of the Board; and
 - (ii) comply with Article 52E.
- (b) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Registered Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (c) A director must, in accordance with Section 41E of the Registered Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Registered Clubs Act) if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.
- (d) A director must, in accordance with Section 41F of the Registered Clubs Act, submit a written return in each year to the Club declaring any gift or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceeds such amount as may be prescribed by the Registered Clubs Act.

REGISTER OF INTERESTS

- 52A. The Secretary shall, in accordance with the Registered Clubs Regulation, keep a register of disclosures, declarations and returns made to the Club pursuant to Article 52 and pursuant to Division 2 Part 4A of the Registered Clubs Act.

52B. Deleted.

52C. Deleted.

52D. Articles 52 to 52C inclusive do not limit the provisions of the Registered Clubs Act referred to in those Articles.

PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING

52E. In accordance with Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:

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

52F. The Board shall not pass a resolution for the purposes of Section 195(2) of the Act exempting a director from the provisions of Article 52E.

CONTRACTS WITH DIRECTORS

52G. (a) In accordance with Section 41K of the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.

(b) A “pecuniary interest” in a company for the purposes of paragraph (a) of this Article 52G does not include any interest exempted by Regulation made under the Registered Clubs Act.

(c) Provided that the provisions of Article 52(a), Article 52E and paragraph (a) of this Article 52G have been satisfied with respect to a commercial arrangement or a contract:

- (i) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.
- (ii) the commercial arrangement or a contract shall not, by reason of that directors interest, be avoided.
- (iii) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

CONTRACTS WITH SECRETARY

52H. (a) Subject to paragraph (b) of this Article 52H, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:

- (i) the Secretary; or

- (ii) any close relative (as defined in the Registered Clubs Act) of the Secretary;
 - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Registered Clubs Act);
- (b) Paragraph (a) of this Article 52H does not prevent the Club entering into a contract with any of the above persons which is:
- (i) a contract of employment; or
 - (ii) permitted by the Registered Clubs Act.

VACANCIES ON BOARD

53. Subject to the provisions of these Articles the members in General Meeting may by ordinary resolution remove any member or members of the Board whomsoever or the whole of the Board before the expiration of that member or those members' period of office and may by ordinary resolution appoint another person or persons in that member or those members' stead providing that person or persons so appointed complies with these Articles. Any person so appointed shall hold office during such time only as the Board member whose place the person is appointed would have held if the Board member had not been so removed.

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 (2) months before the meeting at which the resolution is to be considered and voted on. The provisions of Section 206 of the Act shall be followed in relation to that meeting.

54. The office of a director shall be automatically vacated if the person holding that office:
- (a) Is disqualified for any reason referred to in Section 206B of the Act.
 - (b) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (c) Is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board.
 - (d) By notice in writing given to the Secretary resigns that office.
 - (e) Becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Registered Clubs Act or the Liquor Act.
 - (f) Ceases to be a member of the Club.
 - (g) Fails to declare the nature of the person's interest in a contract or office or property as provided by and in accordance with the Act and these Articles.
 - (h) Becomes an employee of the Club.

- (i) Fails to complete the mandatory training requirements for directors referred to in Article 37B (unless exempted).
55. The Board shall have power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting in accordance with the Triennial Rule set out in Article 37.

GENERAL MEETINGS

56. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the Club's financial year. All meetings other than Annual General Meetings shall be called General Meetings.
57. (a) The Board may whenever it considers fit call and arrange to hold a general meeting of the Club.
- (b) The Board must call and arrange to hold a general meeting of the Club on the request of:
- (i) members with at least 5% of the votes that may be cast at the general meeting; or
 - (ii) at least 50 members who are entitled to vote at the general meeting.

In this Article 57 the term "the request" shall mean the request referred to in this paragraph (b).

- (c) The request must:
 - (i) be in writing; and
 - (ii) state any resolution to be proposed at the meeting;
 - (iii) be signed by the members making the request;
 - (iv) be given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by the members if the wording of the request is identical in each copy.
- (e) The Board must call the meeting within 21 days after the request is given to the Club. The meeting is to be held not later than 2 months after the request is given to the Club.
- (f) Members with more than 50% of the votes of all the members who make the request may call and arrange to hold a general meeting if the Board do not do so within 21 days after the request is given to the Club.
- (g) The meeting referred to in paragraph (f) of this Rule 57 must be called in the same way - so far as is possible - in which general meetings of the Club may be

called. The meeting must be held not later than three months after the request is given to the Club.

- (h) To call the meeting the members requesting the meeting may ask the Club for a copy of the Register of Members and the Club must give the members the copy of the Register without charge.
 - (i) The Club must pay the reasonable expenses the members incurred because the Board failed to call and arrange to hold the meeting. The Club may recover the amount of the expenses from the directors of the Club. However, a director is not liable for the amount if they prove that they took all reasonable steps to cause the directors to comply with this Rule 57. The directors who are liable are jointly and individually liable for the amount. If a director who is liable for the amount does not reimburse the Club the Club must deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the director.
58. (a) At least 21 days notice must be given of the Annual General Meeting and of any general meeting of the members of the Club.
- (b) A notice of a general meeting of the Club's members must:
- (i) set out the place, date and time of the meeting; and
 - (ii) state the general nature of the meeting's business; and
 - (iii) if a special resolution is to be proposed at the meeting - set out an intention to propose the special resolution and state the resolution;
- (c) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS

59. The business of the Annual General Meeting shall be as follows:
- (a) to confirm the Minutes of the previous Annual General Meeting;
 - (b) To receive and consider the statements and reports referred to in Article 70;
 - (c) To declare the result of the election of directors to the vacancies on the Board caused by the operation of the Triennial Rule referred to in Article 37;
 - (d) To appoint an Auditor or Auditors in the event that there be a vacancy in the office of Auditor;
 - (e) To deal with any other business of which due notice has been given.
- 59A. If the Club's auditor or a representative of the Club's auditor is at the meeting, the Chairman of the Annual General Meeting must allow a reasonable opportunity for the

members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the auditor's report.

MEMBERS' RESOLUTIONS

- 59B. (a) The following members may give the Club notice of a resolution that they propose to move at a general meeting:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at a general meeting;
- (b) The notice must:
- (i) be in writing; and
 - (ii) set out the wording of the proposed resolution; and
 - (iii) be signed by the members proposing to move the resolution.
- (c) Separate copies of a document setting out the notice may be used for signing by members if the wording of the notice is identical in each copy;
- (d) The percentage of votes that members have is to be worked out as at the midnight before the members give the notice.
- 59C. (a) If the Club has been given notice of a resolution under Rule 59B the resolution is to be considered at the next general meeting that occurs more than 2 months after the notice is given;
- (b) The Club must give all its members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting;
- (c) The Club is responsible for the cost of giving members notice of the resolution if the Club receives the notice in time to send it out to members with the notice of meeting;
- (d) The members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Club in giving members notice of the resolution if the Club does not receive the members' notice in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (e) The Club need not give notice of the resolution:
- (i) if it is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are to bear the expenses of sending the notice out - unless the members give the Club a sum reasonably

sufficient to meet the expenses that it will reasonably incur in giving the notice.

- 59D. (a) Members may request the Club to give to all its members a statement provided by the members making the request about:
- (i) a resolution that is proposed to be moved at a general meeting; or
 - (ii) any other matter that may be properly considered at a general meeting;
- (b) The request must be made by:
- (i) members with at least 5% of the votes that may be cast on the resolution; or
 - (ii) at least 100 members who are entitled to vote at the meeting.
- (c) The request must be:
- (i) in writing; and
 - (ii) signed by the members making the request; and
 - (iii) given to the Club.
- (d) Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy;
- (e) The percentage of votes that members have is to be worked out as at the midnight before the request is given to the company;
- (f) After receiving the request, the Club must distribute to all its members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a general meeting;
- (g) The Club is responsible for the cost of making the distribution if the Club receives the statement in time to send it out to members with the notice of meeting.
- (h) The members making the request are jointly and individually liable for the expenses reasonably incurred by the Club in making the distribution if the Club does not receive the statement in time to send it out with the notice of meeting. At a general meeting, the Club may resolve to meet the expenses itself.
- (i) The Club need not comply with the request:
- (i) if the statement is more than 1,000 words long or defamatory; or
 - (ii) if the members making the request are responsible for the expenses of the distribution - unless the members give the Club a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

59E. A general meeting of the members of the Club must be held for a proper purpose.

AUDITOR'S RIGHT TO BE HEARD AT GENERAL MEETINGS

- 59F. (a) The Club's auditor is entitled to attend any general meeting of the company;
- (b) The auditor is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor;
- (c) The auditor is entitled to be heard even if:
- (i) the auditor retires at the meeting; or
- (ii) the meeting passes a resolution to remove the auditor from office.
- (d) The auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.
60. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at all General Meetings and at all Annual General Meetings shall be twenty (20) members eligible to attend and vote at the meeting.
61. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the Meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may determine but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
62. The President shall be entitled to take the chair at every General Meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the Vice President shall be entitled to take the chair and if he is unwilling or unable to act then the members of the Club present shall elect a member of the Board to be chairman of the meeting.
63. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the chairman of the Meeting shall have a second or casting vote.
- (b) A person shall not:
- (ii) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
- (iii) Vote at any election including an election of a member or of the Board.
- as the proxy of another person.

64. At any General Meeting (unless a poll is demanded) a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
65. (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairman of the meeting directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.
66. 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.
67. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

68. 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.
69. 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.
70. (a) The Board shall, not less than twenty-one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club report to members in accordance with Division 4 of the Act.
- (b) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of December immediately prior to the Annual General Meeting:
- (i) the financial report of the Club;

- (ii) the directors' report; and
- (iii) the auditors' report on the financial report.

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

SECRETARY

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

SEAL

74. (a) The Board must provide for the safe custody of the Seal.
- (b) (i) The Club may execute a document (including a deed) with the Seal by fixing the Seal to the document and having the fixing of the Seal witnessed by:
- (A) two members of the Board; or
 - (B) one member of the Board and the Secretary.
- (ii) The Club may execute a document (including a deed) without using the Seal if that document is signed by:
- (A) two members of the Board; or
 - (B) one member of the Board and the Secretary.
- (c) The Club must not execute a document (whether with or without using the Seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

75. A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to this Constitution;
 - (c) by sending it to the electronic address (if any) nominated by the member.

76. Where a notice is sent by post to a member in accordance with Rule 75 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- 76A. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

INDEMNITY TO OFFICERS

77. Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- 77A. The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199A or Section 199B of the Act.

GENERAL

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

AMENDMENTS TO ARTICLES OF ASSOCIATION

79. Subject to Clause 3B of the Memorandum of Association, only Honorary Life members, Senior Life members, financial Ordinary members and financial Social members shall be eligible to vote on any Special Resolution including a Special Resolution to amend these Articles of Association.