

CORPORATIONS LAW

A Company Limited by Guarantee
and not having a Share Capital

LONGUEVILLE SPORTING CLUB LIMITED
ACN 000 914 527

MEMORANDUM

AND

ARTICLES OF ASSOCIATION



Form **5**

HARVEYS CHARTERED ACCOUNTANTS
LVL20
44MARKETST
SYDNEY NSW 2000

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Certificate of Registration on Change of Name

Corporations Law Sub-section 171 (12)

This is to certify that

IANE COVE SPORTING CLUB LIMITED

Australian Company Number 000 914 527

did on the twenty-fourth day of June 1996 change its name to

LONGUEVILLE SPORTING CLUB LIMITED

Australian Company Number 000 914 527

The company is a public company.

The company is limited by guarantee.

The company is taken to be registered as a company
under the Corporations Law of New South Wales.



AUSTRALIAN
SECURITIES
COMMISSION

3/1/1996

Given under the seal of the
Australian Securities Commission
on this twenty-fourth day of June, 1996.



Alan Cameron
Chairman

CORPORATIONS LAW

A Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

of

LONGUEVILLE SPORTING CLUB LIMITED ACN 000 914 527

1. As from 31st May 1996 the name of the Company shall be changed FROM LANE COVE SPORTING CLUB LIMITED to LONGUEVILLE SPORTING CLUB LIMITED.
2. The registered office of the Company shall be situated at Longueville, near Sydney in the State of New South Wales.
3. The objects for which the Company is established are:-
 - (a) To promote the game of bowls and such other sports games and pastimes indoor and outdoor as the Company may deem expedient and to provide trophies and prizes in connection therewith.
 - (b) In furtherance of the objects of the Company to acquire and hold freehold or leasehold property (including permissive occupancies) or any rights or privileges which the Company may think necessary or convenient for its purposes. In the event of the Company taking or holding any property which may be subject to any trusts the Company shall only deal with the same in such a manner as allowed by law having regard to such trusts.
 - (c) To construct and maintain grounds greens lawns pitches and all or any such other grounds as the Company may determine and to construct and maintain a Club House or pavilion in connection with the same containing such accommodation and conveniences as the Company may from time to time determine and to further construct and maintain such other buildings as the Company may deem requisite.
 - (d) To take over the assets and liabilities of the unincorporated association known as "The Lane Cove Bowling and Recreation Club" and to carry on the functions and objects of that association.
 - (e) To lease the grounds club house and premises or any part or parts thereof or any rights or privileges in connection therewith to any person or persons company or companies club or clubs body or bodies of persons or individuals (and in cases whether incorporated or otherwise) upon such terms and conditions generally as the Company may determine.

- (f) To establish conduct and carry on any sports tournaments or amusements or to co-operate with any company or companies club or clubs person or body or bodies of persons or individuals in establishing conducting and carrying on the same.
- (g) To carry on the business of caterers for the purpose of supplying refreshments liquid or solid to persons using or to visitors to the Club House and premises and to make application for and hold licences for the sale of liquor or other commodities and to transfer such licences as and when the Company may think fit.
- (h) To carry on the business of vendors of sports materials of all kinds.
- (i) To sell the property and undertaking of the Company or any part thereof to any company or companies club or clubs person or persons for such considerations as the Company may think fit and in particular for cash and fully paid-up shares or cash or fully paid-up shares or partly paid-up or contributing shares or debentures or other securities of any other company having objects altogether or in part similar or dissimilar to those of this Company.
- (j) To borrow or raise money in such a manner as the Company shall think fit and in particular by the issue of debentures debenture stock perpetual or otherwise charged upon all or any of the Company's property both present and future or by any bank overdraft mortgage bill of sale or otherwise and if deemed advisable to appoint trustees for the debenture holders.
- (k) To accumulate a reserve fund out of the income or otherwise for the purpose of the Company and to appropriate the same or any part thereof or any of the Company's assets for specific purposes.
- (l) To invest or deal with monies of the Company not immediately required upon such securities and in such a manner as may from time to time be determined by the Company.
- (m) To make accept endorse execute and issue cheques promissory notes bills of exchange debentures or other negotiable or transferable securities.
- (n) For the purpose of furthering any object of the Company to enter into any arrangements for co-operation or reciprocal concessions with any other Association or Club whether incorporated or not having objects similar to those of this Company.
- (o) To amalgamate with any other company association or club having objects altogether or in part similar to this Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof.
- (p) If thought fit to obtain any Act of Parliament extending or restricting the power of the Company or otherwise altering its constitution or dissolving the Company and reincorporating its members as a new Company for such purposes and with such powers as may be determined.
- (q) To make repeal and amend all such rules by-laws and regulations for the management of the Company or otherwise as may from time to time be deemed necessary.
- (r) To enable any Affiliated Club of the Company to affiliate with the Royal New South Wales Bowling Association or the New South Wales Women's Bowling Association or any district association or group formed for the purpose of promoting the game of bowls or

other sport.

- (s) To do all such things as are incidental or conducive to the above objects and for that purpose to vest in the Board of Directors of the Company such powers as it may by its Articles of Association prescribe. Provide always that it shall not be lawful for the Company to impose on its members or to support with its funds any regulations articles or rules which if an object of the Company would make it a trade union or would otherwise make its registration illegal.

- 4. The income and property of the company whencesoever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Company. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any members of the Company or other person in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers in Sydney on overdrawn accounts on money lent or reasonable or proper rent for premises demised or let by any member of the Company but so that no member of the Board or governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board or governing body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company. Nor shall the preceding provisions of this Clause apply to prevent any member who may be a successful competitor in any competition or tournament held or promoted by the Company under its objects as set forth in this Memorandum or to the cost of establishing or promoting of which the Company may have subscribed out of its income or property from receiving any prize medal or other recognition which may under the regulations affecting such a competition or tournament be awarded to such member.

- 5. The liability of the members is limited.

Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time of membership or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which membership ceased and the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Two Dollars (\$2.00)

- 7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid or distributed amongst the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other judges of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
- 8. True accounts shall be kept of the sum of money received and expended by the Company and the matter in respect of which such receipt and expenditure takes place and of the property credits and

liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulation of the Company for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

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

Name and Address	Occupation
MULREADY, Nonnan Benson 76 Osborne Road LANE COVE.	Clothing Manufacturer
BANNISTER, Leslie Unit 1, 40/44 Epping Road LANE COVE.	Managing Director
LAURJE, Robert Douglas 93 William Edward Street LONGUEVILLE.	Manager
WARD, Graeme Frederick 11 Delta Road LANE COVE.	Accountant
COWELL, James Edwin 3 Wilona Avenue GREENWICH.	Accountant
SOUL, Harold Vernon 221 Longueville Road LANE COVE.	Traveller
ALLEN, Clarence Aubrey 13 Kenneth Street LONGUEVILLE.	Investments Officer
CHARLTON, James Brian 64 Gordon Crescent LANE COVE.	Electrical Contractor
COOTE, John Percival 14 Cowper Street LONGUEVILLE.	Company Director
HISLOP, William James 1 Austin Street LANE COVE.	Sales Director

PHELPS, Jack Ellison
68 Northwood Road
NORTHWOOD.

Manufacturers
Agent

TAYLES, Charles Vernon
270 Longueville Road
LANE COVE.

Textile
Agent

WILSON, Cecil Douglas
4 Romani Avenue
LANE COVE.

Service Station
Proprietor

CORPORATIONS LAW

A Company Limited by Guarantee
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ARTICLES OF ASSOCIATION

of

LONGUEVILLE SPORTING CLUB LIMITED
ACN 000 914 527

DEFINITIONS

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

"The Act" means the Corporations Law. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modifications thereof made by any law in force at the date at which these Articles 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.

"By-Laws" shall mean and include Rules.

"The Club" means Longueville Sporting Club Limited (ACN 000 914 527).

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

"Full member" in relation to the Club for the purposes of the Registered Clubs Act shall mean a person who is an Ordinary member, a Life member or a Junior member of the Club.

"Secretary" includes Acting Secretary and Secretary Manager.

"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 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. The regulations contained in Schedule One to the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in these Articles.
5. The Club is established for the purposes set out in the Memorandum of Association.
6. (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of Section 10(6) and 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 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 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.

MEJ.VIBERSHIP

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 other than as a Junior member.
 - (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, a Life member, a Junior member, an Honorary member or a Temporary member. Each class of membership is open to both sexes.
11. The maximum number of members to be admitted to each category of membership shall be determined by the Board from time to time consistent with the requirements of the Registered Clubs Act and Article 9 of these Articles of Association.
12. 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 in the categories of membership set out in the schedule below under the heading "Old Category" shall as and from that date be transferred to the categories of membership immediately opposite in the said schedule under the heading "New Category" subject to these Articles of Association.

SCHEDULE

<u>Old Category</u>		<u>New Category</u>
Playing members	}	Ordinary members
Former Playing members	}	
Associated members	}	
Social members	}	
Tennis Playing members	}	
Honorary Life members		Life members
Junior members		Junior members

ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP

13. (a) Ordinary members shall be those persons who pursuant to Article 12 have been transferred to Ordinary membership and all other persons who have made application for and been elected to Ordinary membership in accordance with these Articles of Association.
- (b) Junior members
- (i) Any person who has not attained the age of eighteen (18) years but who satisfies the Board that they have an interest in taking an active part in the sporting activities of the Club on a regular basis and from whose parent or guardian the Board receives written consent to that person becoming a Junior member of the Club and taking part in the sporting activities of the Club and who in the opinion of the Board is suitable to be admitted to Junior membership of the Club may be elected as a Junior member of the Club.
- (ii) Subject to the provisions of the Registered Clubs Act, Junior members shall be entitled to such of the playing privileges and to the use of such of the facilities of the Club as the Board may determine from time to time but shall not be eligible to hold office, attend and vote at meetings of the Club, nominate persons for membership or introduce visitors to the Club nor shall they have any part in the management of the Club.
- (iii) Junior members are permitted to use only those parts of the defined premises of the Club for which an authority under Section 22 of the Registered Clubs Act, 1976 is in force as either a dining area or a non-restricted area but shall not be served with or consume alcohol in the Club.

14. **Life members**

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

RIGHTS OF VARIOUS CATEGORIES OF MEMBERSHIP

15. (a) Ordinary members and Life members shall have the right to:
- (i) Attend and vote at all meetings of the Club and at the election of the Board or any member of the Board;
 - (ii) Vote on any Special Resolution including any Special Resolution to amend the Memorandum of Association or these Articles;
 - (iii) Stand for election to the Board;
 - (iv) Nominate or second any candidate for election to the Board;
 - (v) Propose or second any person for election as a member of the Club;
 - (vi) Use all the social and sporting amenities and facilities of the Club.
- (b) Junior members shall not have *the* right to:
- (i) Stand for election to the Board;
 - (ii) Nominate or second any candidate for election to the Board;
 - (iii) Propose or second any person for election to the Club;
 - (iv) Attend or vote at any general meeting of the Club.

HONORARY MEMBERS

16. The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:

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

TEMPORARY MEMBERS

19. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres from the Club or such greater distance as may be determined from time to time by the Board by By-law pursuant to these Articles.
 - (b) Full Members (as defined in the Registered Clubs Act) of other clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club;
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.
20. (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (b) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;

- (c) Temporary members shall not be permitted to introduce guests into the Club;
- (d) A Director or the Secretary of the Club may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;
- (e) No person under the age of 18 years may be admitted as a temporary member of the Club;
- (f) When a Temporary member (other than a Temporary member admitted pursuant to Article 19.(c) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full of the temporary member;
 - (ii) the residential address of the temporary member;
 - (iii) the date on which temporary membership is granted.
 - (iv) the signature of the Temporary member.

TRANSFER OF MEMBERSHIP

21. The Board, at its discretion, may on the written application of a member in one category of membership who has the qualifications for another category of membership transfer that member to that other category of membership of the Club upon payment of the difference between the subscription and entrance fee (if any) between the two categories of 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, Temporary member or Provisional member unless that person is elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club the names of those members 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. Every candidate for membership of the Club shall be proposed by one and seconded by another financial Ordinary member or Life member of the Club to both of whom the candidate shall be personally known .
25. (a) In respect of every proposal for election to membership of the Club there shall be completed a nomination form which shall be in such form and shall contain such particulars as are from time to time prescribed by the Board, including the full name, address occupation and date of birth of the candidate and a statement that the candidate, if admitted, will be bound by the Memorandum and Articles of Association of the Club. The form will be signed by the candidate and by the proposer and seconder.

(b) The nomination form shall be deposited at the office and the Secretary shall cause the name, address and occupation of the candidate and of the candidate's proposer and seconder to be exhibited in a conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a candidate for election and the candidate's election.
26. (a) Upon a person being elected to membership the Secretary shall cause a notice of such election to be promptly forwarded or posted to such person. With such notice shall be the Club's Statement of Account for the 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 or the Board.

PROVISIONAL MEMBERS

27. (a) Any person who has lodged with the Secretary a nomination form duly completed in accordance with these Articles seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

(b) Should a person who is admitted as a provisional member not be elected to membership of the Club within six weeks from the date of lodging the

nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.

- (c) Provisional members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.
- (d) Nothing in these Articles shall prevent an applicant for membership of the Club submitting with his or her application the first year's annual subscription for the purpose of obtaining Provisional membership pursuant to this Article 27.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

- 28. 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. The Board may fix different additional annual subscriptions for those members who are members of the Tennis Club and/or the Bowls Club referred to in Article 45.(1).
- 29. The annual subscription shall be payable annually in advance provided that if the Board so determines it may be payable for three years in advance. The annual subscription shall be due and payable on the first day of July of each year or, if the Board determines that it shall be payable for three years in advance, on the first day of July of every third year.
- 30. 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 pursuant to Article 29 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

- 31. 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

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

REGISTERS OF MEMBERS AND GUESTS

33. The Club shall keep the following registers:

- (a) A register of persons who are full members (as defined in 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 or Temporary members other than Temporary members referred to in Article 19.(c). This register shall set forth the name in full and the address of each Honorary member and each such Temporary member and where in the case of an Honorary member 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 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

34. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or of these Articles of the Club or the By-Laws thereof or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for

membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:

- (i) Such member shall be notified of any charge against the member pursuant to this Article and of the date time place of the hearing of the charge by notice in writing sent as a prepaid letter posted to the member's last known address at least seven 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) The Secretary Manager shall have power to suspend any member from membership of the Club:
- (i) who is then intoxicated, violent, quarrelsome or disorderly or
 - (ii) whose presence on the premises of the Club renders the Club or the Secretary of the Club liable to a penalty under the Registered Clubs Act.

Any suspension pursuant to this Article 34.(b) shall be for a period of seven days *only* and the Secretary Manager shall make a written report of the circumstances giving rise to the suspension to the Board within seven days of the suspension being imposed;

- (c) In the event that a notice of charge is issued to a member pursuant to subparagraph (i) of paragraph (a) of this Article 34 the Board shall have power to suspend that member from all privileges of the Club until the charge is heard and determined or for five weeks whichever is the sooner. Such

suspension shall be notified in writing to the member concerned.

RESIGNATION AND CESSATION OF MEMBERSHIP

35. 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.

GtUESTS

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

BOARD OF DIRECTORS

37. The business and affairs of the Club and the custody and control of its funds shall be managed by a Board of seven (7) Directors of the Club.

38. (a) The Board shall be elected annually at the Annual General Meeting of the

Club.

- (b) The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.
- (c) No member who is unfinancial or who is under suspension shall be elected to office as a director or as a member of any committee. A member shall not perform duties as holder of any office or member of any committee while that member remains unfinancial or during a period of suspension.
- (d) No member who has not been a member of the Club for two consecutive years shall be elected to the Board of the Club.

ELECTION OF BOARD

39. (a) A Nomination for the election of a member to the Board shall be made in writing and signed by two Ordinary members or Life members of the Club and by the nominee (who shall thereby signify his consent to the nomination) and shall be lodged with the Secretary not less than twenty one (21) days before the Annual General Meeting which shall be the closing date for nominations. Nomination forms shall be available at the Secretary's office from twenty eight (28) days prior to the date of the Annual General Meeting.
- (b) The Secretary shall immediately after the closing date for nominations post the names of the candidates on the Notice Board.
 - (c) If the number of candidates nominated is less than that required to be filled those candidates nominated shall be declared elected and additional nominations shall be called for at the Annual General Meeting of the Club. If more than the required number of candidates are nominated at the Annual General Meeting for the remaining positions then an election shall be conducted at the Annual General Meeting which election shall be determined by a show of hands or if a poll is demanded in accordance with these Articles then by a ballot.
 - (d) In the event of more than the required number of candidates being nominated for any position by the closing date for nominations referred to in Article 39. (a) an election by ballot which shall be determined on the "first past the post" system shall be conducted in the manner set out in the following paragraphs of this Article 39.
 - (e) The Board shall appoint a Returning Officer to take charge of any such ballot or ballots and not less than two assistant Returning Officers who shall also act as scrutineers of the ballot or ballots. Neither the Returning Officer nor assistant Returning Officers shall be candidates in the election or proposers or seconders of any candidate in the election.

- (f) The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed and shall report the result of the ballot to the Chairman of the Annual General Meeting.
 - (g) The ballot shall be conducted on the premises of the Club on such days and at such times as the Board may determine so that all eligible members of the Club have a reasonable opportunity to cast a vote for the Board.
 - (h) The ballot shall be conducted by a Returning Officer appointed by the Board and three scrutineers selected by the Returning Officer. The Returning Officer and the scrutineers shall not be candidates or the proposer or seconder of a candidate.
 - (i) Each member entitled to vote shall on request be handed a ballot paper initialled by the Returning Officer or his nominee.
 - U) Such ballot paper shall be completed by the member on the Club premises and placed in a sealed ballot box the key to which shall be retained by the Returning Officer or his nominee.
 - (k) On the closing of the ballot the ballot papers shall be counted by the Returning Officer and the scrutineers. The result of the ballot shall be declared as soon as possible after the ballot has been counted and in any event at the Annual General Meeting.
40. 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.
41. Within seven (7) days after the conclusion of the Annual General Meeting the directors shall meet and elect from among their number a Chairman who shall be the chairman of the Club. The Secretary shall forthwith cause the name of the chairman to be placed on the Club Notice Board.
42. 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.
43. (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 43 shall be conduct prejudicial to the interests of

the Club for the purposes of Article 34.(a).

- (c) Nothing in this Article 43 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 provided that such approval of the Board shall not be unreasonably withheld.

POWERS OF BOARD

- 44. The Board shall be responsible for the management of the business and affairs of the Club.
- 45. 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 Chairman elected pursuant to Article 40 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) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club and to lease any property of the Club to exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time 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.
- U) (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary /Manager and to specify and define his duties.
- (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers other than directors, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
- (k) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles.
- (l) (i) To create sections and committees for the conduct, management and control of all or any social or sporting activity in which the Club from time to time is engaged or interested and in particular the sports of Bowls and Tennis 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) Without limiting the generality of this Article 45.(l) there shall be

two sporting sections known as the Lane Cove Tennis Club and the Lane Cove Bowling Club which will be conducted in accordance with this Article 45. (l).

- (iii) 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.
- (iv) 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.
- (v) 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 .
- (vi) 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.
- (vii) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefor and with a recommendation as to further action (if any) to be taken by the Board.

- (m) To set the entrance fees and annual or other subscriptions and fees payable by all members.

46. 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

47. 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 Chairman elected pursuant to Article 40 shall preside as chairman at every Meeting of the Board. If the Chairman elected pursuant to Article 40 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.
48. The Chairman 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.
49. 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.
50. 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.
51. 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.
52. 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.
53. 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 provided that in accordance with the provisions of Section 231 of the Act the director declares the nature of his interest at a meeting of the Board of the Club. It shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.

54. The provisions of Section 39 of the Registered Clubs Act shall be implemented where a director of the Club makes a declaration of interest pursuant to Section 231 of the Act. The provisions of Section 232A of the Act will be implemented where any director 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.

VACANCIES ON BOARD

55. Subject to the provisions of these Articles the members in General Meeting may by ordinary resolution of which special notice has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of that member or those members' period of office and may by ordinary resolution appoint another person or persons in that member or those members' stead providing that person or persons so appointed complies with these Articles. Any person so appointed shall hold office during such time only as the Board member whose place the person is appointed would have held if the Board member had not been so removed.
56. The office of a director (including the office of Chairman elected pursuant to Article 40) shall be automatically vacated if the person holding that office:
- (a) Becomes insolvent under administration or is convicted of any offence referred to in Section 229(3) of the Act.
 - (b) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (c) Is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board.
 - (d) By notice in writing given to the Secretary resigns that office.
 - (e) Becomes prohibited from being a member of the Board by reason of any order made under the Act.
 - (f) Ceases to be a member of the Club.

- (g) Fails to declare the nature of the person's interest in a contract or office or property as provided by and in accordance with the Act and these Articles.
 - (h) Becomes an employee of the Club.
57. 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.

GENERAL MEETINGS

58. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.
59. The Board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than fifty (50) Voting and Life members or five (5) per centum of the Voting and Life members of the Club (whichever is the lesser) forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than two (2) months after the receipt by the Club of the requisition and in the case of such requisition the following provisions shall have effect:
- (a) The requisition shall state the objects of the meeting and must disclose clearly and legibly the name and membership number of each requisitionist and must be signed by each requisitionist and deposited at the registered office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
 - (b) If the Board does not within twenty-one days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than fifty per cent may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three months from the date of such deposit.
 - (c) In the case of a meeting at which the resolution is to be proposed as a Special Resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
 - (d) Any meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are convened by the Board.
 - (e) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

60. Subject to the provisions of the Act relating to special resolutions fourteen days notice specifying the place day and hour of the meeting and in case of special business the general nature of that business shall be given in the manner hereinafter provided to all members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any member unless the Court on application of the member concerned, a member entitled to attend the meeting, or the Australian Securities Commission declares proceedings at the meeting invalid.

PROCEEDINGS AT GENERAL MEETINGS

61. (a) The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by Section 316 of the Act and to elect in the manner hereinbefore provided the members of the Board and subject to the Act to appoint an Auditor or Auditors.
- (b) The Board shall on requisition in writing of not less than fifty (50) Ordinary and Life members or five (5) per centum of the Ordinary and Life members (whichever is the lesser):
- (i) give to members of the Club entitled to have notice of the next Annual General Meeting sent to them notice of any resolution that may properly be moved and is intended to be moved at that meeting; and
 - (ii) circulate to members of the Club entitled to have notice of any general meeting sent to them any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution on the business to be dealt with at that meeting.
- (c) The Board shall not be bound to give notice of any resolution or circulate any statement unless the requisition signed by the requisitioning members is deposited at the registered office of the Club:
- (i) in the case of a requisition requiring notice of a resolution - not less than six (6) weeks before the meeting;
 - (ii) in the case of any other requisition not less than one week before the meeting.
62. 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 not be less than twenty five (25) Ordinary and Life members.
63. **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.

64. The Chairman elected pursuant to Article 40 shall be entitled to take the chair at every General Meeting. If the Chairman elected pursuant to Article 40 is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling or unable to act then the members of the Club present shall elect a member of the Board to be chairman of the meeting.

65. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the chairman of the Meeting shall have a second or casting vote.

(b) A person shall not:

(i) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or

(ii) Vote at any election including an election of a member or of the Board.

as the proxy of another person.

66. 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.

67. (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.

68. 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.

69. 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 purponing to be so signed shall be prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

70. 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.
71. 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.
72. (a) The Board shall, not less than founeen (14) days before each Annual General Meeting, send a copy of all accounts that are to be laid before the Club at the meeting, accompanied by a copy of the statements required under Section 292 and 293 of the Act, a copy of the directors' report required under Section 304 of the Act and a copy of the auditors' repon or repons required by Section 332 of the Act, to all members of the Club entitled to vote and/or attend The Annual General Meeting.
- (b) The directors' repon referred to in paragraph (a) of this Article 72 shall include particulars of the number of members registered in the Register of Members at the end of the financial year to which the report relates.
73. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or such other period as having regard to the Act, the Board may determine.
74. Auditors shall be appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

SECRETARY

75. At any time there shall only be one Secretary of the Club who shall be appointed by the Board and who shall be a person approved to be the Secretary pursuant to Section 33 of the Registered Clubs Act. The Secretary shall be the Chief Executive officer of the Club for the purposes of the Registered Clubs Act.

SEAL

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

NOTICES

77. 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.
78. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

INDEMNITY TO OFFICERS

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

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

GENERAL

80. 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.