



Leichhardt
BOWLING AND RECREATION CLUB

Leichhardt Bowling & Recreation Club Limited
ACN 000 896 560
ABN 29 000 896 560

Articles of Association

Published 2014

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Definitions and Interpretations

1. In these Articles 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 from the time being in force.

The “Registered Clubs Act” means the Registered Clubs Act, 1976.

The “Annual General Meeting” means the Annual General Meeting held each year as required by the Act and these Articles.

The “By-Laws” means the By-Laws of the Club for the time being in force.

“The Club and its Members both individually and severally” means Leichhardt Bowling & Recreation Club Limited.

“Notice Board” means the Board or Boards provided in the Club premises on which notices for the information of members are posted.

“Member” means a person who is a Full member, Junior Member, an Honorary Member or a Temporary Member of the club.

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

“Month” means calendar month.

“The Office of the Club” means the Registered Office for the time being of the Club.

“Officer” means an officer as defined in Section 5 (1) of the Act..

“The Board” means the Directors of the Club.

“The Register” means the Register of Members kept pursuant to the Act and the Registered Clubs Act.

“In writing” or “written” includes printing lithography and other modes of reproducing or representing words in a visible form.

Words importing the singular number include the plural and vice versa.

Words importing any gender include every other gender.

Reference to any statutory enactment or regulation as amended, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.

These Articles shall for the purposes of the Registered Clubs Act and for all purposes be deemed to be the rules of the club.

The headings contained herein have been inserted for convenience only and shall not define, limit, construe or describe the scope or intent of any of the clauses in these Articles nor limit or govern the construction of these Articles.

2. Membership

The number of Members of the Club is declared not to exceed One Thousand (1,000) but the Board may from time to time increase or decrease the number of members in accordance with the Registered Clubs Act PROVIDED that in no circumstances shall the number of Full Members entitled to vote as hereinafter provided be less than a majority of the total number of Full Members.

3. The Members of the Club shall consist of the following:

- (a) All persons who at the 11th day of May 1986 were members of the Club provided that:
 - (i) the class of members formerly known as "Full Members" shall be known as "Bowling Members - Male";
 - (ii) the class of members formerly known as "Permanent Members" and also formerly known as "Full Members" or "Associate Members" shall be known as "Bowling Members – Male or Bowling Members – Female";
 - (iii) the class of members formerly known as "Associate Members" shall be known as "Bowling Members - Female";
 - (iv) the class of members formerly known as "Social Members" shall be known as "Non-Bowling Members – male" or "Non-Bowling Members – female";
 - (v) the class of members formerly known as "Permanent Members" and also formerly known as "Social Members" shall be known as "Non- Bowling Members – male" or "Non-Bowling Members – female";
 - (vi) the class of members known as "Life Members" shall continue to be known as "Life Members".
 - (vii) the class of members known as "Honorary Members" shall continue to be known as "Honorary Members".
- (b) Such other persons as the Board shall admit to membership in accordance with these Articles.

4. The membership of the Club shall be divided into the following categories:

- (a) Ordinary Members
- (b) Honorary Members
- (c) Life Members
- (d) Temporary Members
- (e) Junior Members

5. Ordinary membership of the Club shall consist of the following classes or classifications:

- (a) Bowling Members – male
- (b) Bowling Members – female
- (c) Non-Bowling Members – male
- (d) Non-Bowling Members – female

6. (a) "Bowling Member" (both male and female) shall mean a person who having been elected a Bowling Member shall have paid the entrance fee (if any) and the annual subscription provided in these Articles or a person deemed to be a Bowling Member pursuant to Article 3(a). Such person shall be entitled to all playing and social privileges and advantages of the Club and shall be entitled to attend and vote at any meetings of the Club. A person deemed to be a Bowling Member pursuant to Article 3(a) shall be deemed to have paid the entrance fee (if any) and the subscription for the then current financial year.
- (b) "Non-Bowling Member" (both male and female) shall mean a person who having been elected a Non-Bowling Member shall pay the entrance fee (if any) and the annual subscription provided in these Articles or a person deemed to be a Non-Bowling Member pursuant to Article 3(a). A Non-Bowling Member shall be entitled to the social privileges of the Club and shall be entitled to attend and vote at any meetings of the Club. A person deemed to be a Non-Bowling Member pursuant to Article 3(a) shall be deemed to have paid the entrance fee (if any) and the subscription for the then current financial year.

7. Junior Membership

Any person who has not attained the age of eighteen (18) years but who satisfies the Board that he or she will, if elected to membership, take an active part on a regular basis in the sporting activities organised by the Club may be admitted to Junior Membership of the Club.

- (a) Junior members must take an active part in the sporting activities of the Club or a sporting section of the Club on a regular basis and shall be entitled only to those privileges of membership as the Board may determine from time to time but shall not be eligible to hold office, attend or vote at meetings of the Club, nominate persons for membership or introduce visitors of the Club nor shall they have any part in the management of the Club.
- (b) Junior members shall be permitted to use only those parts of the licensed areas of the Club for which an authority under Section 22 of the Registered Clubs Act, 1976 is in force but shall not be served with or consume alcohol in the Club.
- (c) Junior Members shall pay such annual subscription as the Board may determine.
- (d) No person may be elected to Junior Membership of the Club unless the Club receives written consent from the parent or guardian of that person to that person becoming a Junior Member of the Club and taking an active part in the sporting activities of the Club.

8. Life Members

- (a) "Life Member" shall mean any member who may, in consideration of long or meritorious service to the Club or for any other commendable reason be elected at any general meeting by two-thirds of the members present and entitled to vote as a Life Member of the Club provided that such nomination is made in writing by twenty ordinary members of the Club and notice thereof has been given with the notice convening the meeting and providing further that the Board has approved such nomination.
- (b) A Life Member shall be entitled to all the rights, privileges and advantages to which a Bowling Member is entitled under these Articles.
- (c) A Life Member shall not be required to pay any annual fee and/or subscriptions.

9. Temporary Member

- (a) The following persons in accordance with procedures established by the Board may be made Temporary Members of the Club.
 - (i) Any visitor whose ordinary 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 Rules.
 - (ii) 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.
 - (iii) 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..
 - (iv) Any interstate or overseas visitor.
- (b) Temporary Members shall not be required to pay an annual subscription.
- (c) 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.
- (d) Temporary Members shall not be permitted to introduce guests into the Club other than a minor in accordance with Rule 74A.

- (e) The Secretary of the Club may terminate the membership of any Temporary Member at any time without notice & without having to provide any reason therefore.
- (f) No person under the age of 18 years may be admitted as a Temporary Member of the Club unless that person is a Junior Member of another Registered Club and satisfies the requirements of (a) (iii) of this rule.
- (g) When a Temporary Member (other than a Temporary Member admitted pursuant to paragraph (a)(iii) of this Article) 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.

10. Honorary Members

- (a) The following persons may be made Honorary Members of the Club in accordance with procedures established by the Board from time to time.
 - (i) the patron or patrons for the time being of the Club;
 - (ii) any prominent citizen or local dignitary visiting the Club.
 - (iii) An Honorary Member shall not be required to pay any annual subscriptions.
- (b) Honorary Members shall be entitled to only the social and sporting facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (c) When honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members.
 - (i) the name in full of the Honorary Member.
 - (ii) the residential address of the Honorary Member.
 - (iii) the date on which the Honorary membership is conferred.
 - (iv) the date on which Honorary membership is to cease.

- 11.** Patrons may be appointed from time to time by the members in general meeting and they shall thereupon be deemed to be Honorary Members of the Club provided that any patron who is a Full Member of the Club shall also be entitled to exercise all the privileges and advantages of such membership.

12. Admission of Members

- (a) Candidates for Ordinary membership of the Club shall be proposed by one Ordinary Member (male or female) or Life Member and seconded by another Ordinary member (male or female) or Life Member of the Club. The nomination form shall set out the full name, address and occupation of the nominee and shall be in the form and contain such particulars as are from time to time determined by the Board and shall be signed by the proposer, the seconder and nominee.
- (b) The application for ordinary membership shall, if required under By-Law, be accompanied by the amount of the annual subscription.
- (c) The application shall be lodged with the Secretary and particulars of the nomination or ordinary membership shall be posted on the Notice Board and shall remain posted for at least seven (7) days prior to the date of the meeting of the Board at which the application is to be considered.
- (d) An interval of at least fourteen (14) days shall elapse between the date of application and the date of election of all candidates.
- (e) The election of Ordinary Members shall be by the Board at a meeting or meetings duly convened. The Secretary of the Club shall keep a record of the names of the members of the Board present and voting at such meeting and the names of the members elected. The Board shall have power to make By-Laws regulating all matters in connection with the election of a member not otherwise provided for in Articles.
- (f) The Board may refuse any application for membership without assigning any reason for such refusal. The Secretary shall return to such refused candidate the amount of any subscription lodged with the application.

13. Upon such election the nominee shall become a member of the Club and will be bound by the Articles of Association and By-Laws of the Club. The Secretary shall forthwith advise such nominee of his election.

14. Every person elected to membership shall be required to pay within one month of the date of notice of election any unpaid fees or subscription specified in the account rendered to him with the notice of election, failing which payment, the election shall be null and void.

15. Cessation of Membership

A member may at any time be giving notice in writing to the Secretary to resign His membership of the Club but shall continue to be liable for any annual Subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding Five dollars (\$5-00) as a Member of the Club under Clause 5 of the Articles of Association of the Club.

16.

- (a) If a Member shall wilfully infringe any of these Articles or the By-Laws or be in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or be guilty of any conduct which in the opinion of the Board shall render him or her unfit for membership, the Board shall have the power by resolution, to reprimand, suspend from the exercise of all or any of the privileges of membership for such period as it considers fit, accept the resignation of, or expel such Member and delete his or her name from the register of Members, PROVIDED THAT:
- (i) At least seven (7) days before the meeting at which any resolution is passed the Member concerned shall have been notified in writing by certified post sent to his registered address of the intention of the Board to consider the matter and requested to be present at the meeting and that he/she shall at such meeting and before any such resolution is moved have had an opportunity of giving in writing or orally any explanation or defence he/she may think fit. If the Member fails to attend at the time and place specified without reasonable excuse the matter shall be heard and dealt with and the Board will reach a decision on the evidence before it his/her absence notwithstanding. Any decision of the Board on such hearing, or any adjournment thereof, shall be final and the Board may, at its discretion, order the refund of any subscription or any part of it to any Member during the current financial year in which he/she shall be expelled or suspended.
 - (ii) The meeting shall be held within six months of the date that the relevant facts giving rise to the alleged offence, infringement or misconduct first comes to the attention of a meeting of the Board.
 - (iii) Any resolution under this Article shall be by secret ballot and be passed by not less than two-thirds of the Members of the Board present at such meeting.
- (b) Any Member notified or any Member proposed to be notified in accordance with Clause (a) above, may immediately be suspended by the Secretary or on the vote of a simple majority of the Board from the exercise of all or any of the privileges of membership until such time as the aforementioned meeting is held.

- (c) Any such resolution of the Board pursuant to paragraph (a) of this Article need not state the grounds, facts or opinions upon which it is based.
 - (d) No member dealt with in accordance with this Article shall have any right of action whether at law or in equity or other remedy whatsoever against the Club, its officers, or the Board or any Member thereof by reason of such reprimand, suspension or expulsion or by reason of any act or thing arising therefrom or relating thereto.
- 16.A**
- (a) In accordance with Section 67a of the Registered Clubs Act, the Secretary or subject to paragraph (c) of this Article 16a, an employee of the Club, may refuse to admit to the Club and may turn out, or cause to be turned out of the premises of the Club any person including any member;
 - (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the Club; or
 - (iii) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
 - (iv) who hawks, peddles or sells any goods on the premises of the Club; or
 - (v) who uses, or is under the influence of 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.
 - (b) If pursuant to paragraph (a) of this Article 16A a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to paragraph (c) of this Article 16A an employee of the Club, may turn the person out, or cause the person to be turned out of the premises of the Club.
 - (c) Without limiting the provisions of Section 67a of the Registered Clubs Act the employee who under these Articles is entitled to exercise the powers set out in this Article shall be;
 - (i) in the absence of the Secretary, the senior employee then on duty; or
 - (ii) any employee authorised in writing by the Secretary to exercise such power; or
 - (iii) A Director of the Club.

17. Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglecting to pay the subscription fee or otherwise, shall forfeit, ipso facto, all rights as a member of the Club but shall remain liable for any money due or payable under the Articles of Association.

18. Address of Members

Every person, on becoming a member, shall furnish to the Secretary particulars of his address and occupation if those particulars have not already been stated on the application for membership and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be member's registered address for the purpose of the issue of notices. For the purposes of this Article, a Post Office box number shall not be regarded as an address.

19. Registers of Members and Guests

The Club shall keep the following Registers:-

- (a) A register of persons who are Full Members of the Club. This register shall set forth the name in full, the occupation and address of each Full Member, the date of birth and date of being first elected to membership of the club and if that person is an Ordinary Member or Junior Member, the date on which that member last paid the annual fee for membership of the club.
- (b) A register of persons who are Honorary Members and a register of persons who are Temporary Members other than Temporary Members referred to in Article 9(a) (iii).
- (c) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members.

20. Votes of Members

- (a) Only the following members shall be entitled to attend and vote at any meetings of the Club;
 - (i) Life Members
 - (ii) Bowling Members – male
 - (iii) Bowling Members – female
 - (iv) Non-Bowling Members – male
 - (v) Non-Bowling Members – female
- (b) Every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.
- (c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.

- 21.** No member (other than a Life Member) shall be entitled to be present or vote at any meeting of the club or to be elected to any office unless he shall have paid all annual subscriptions and all other money due to the Club at the time of such meeting.
- 22. Subscriptions**
- (a) The annual subscription payable by each class of member shall be such amount, not being less than \$5-00, as shall be determined by the Board from time to time.
- (b) Notwithstanding the provisions of Article 22(a) hereof, the annual subscription payable by a member;
- (i) who at the time such annual subscription is payable is in receipt of a pension (not being a pension paid pursuant to a superannuation scheme) from the Australian Government, and
- (ii) who has been a member of the club for a continuous period of at least five (5) years immediately proceeding the date upon which such annual subscriptions is payable, shall be one-half of the subscription payable pursuant to Article 22(a) hereof in respect of the relevant class of membership.
- 23.** (a) The annual subscriptions shall be due on the 1st day of July in each year and shall be paid annually in advance.
- (b) If such subscription shall be unpaid on the due day the defaulting member may be debarred or suspended from all privileges of membership and his or her name may be removed from the register of members and he may be disqualified from all Club competitions in which he/she may be participating.
- 24.** The Board may at any time determine that an entrance fee be paid by each person nominated for and elected to membership as an Ordinary Member. The amount of the entrance fee shall from time to time be determined by the Board, varying if thought fit, for each classification of membership.
- 25.** All newly elected Ordinary Members shall be liable for the then current year's subscription but any person elected to membership as an Ordinary Member after the 1st day of January in any year shall be liable to pay one-half of the annual subscription payable for the then current year.
- 26.** Pursuant to provisions of Article 24, the Board may, at any time, suspend the payment of entrance fees or reduce the amount of the subscription to an amount of not less than \$2-00 in respect of individual cases.

27. Board of Directors**(Appointment, Removal and Remuneration)**

The Board of Directors shall consist of eight (8) Directors who shall comprise a Chairman, Three (3) Deputy Chairmen, a Treasurer and three (3) Directors.

- 28.** The Board shall be elected annually by the members entitled to vote pursuant to Article 20.
- 29.** Only Bowling Members (male and female) and Life Members shall be entitled to take part in the management of the club and to stand for or be elected to the Board.
- 30.** No member of the Club who is also an employee shall be eligible to be elected to the Board.
- 31.** (a) Nominations for election of a Director shall be made in writing and Signed by two Full Members who are entitled to vote pursuant to these Articles and by the nominee who shall also signify his consent to the nomination.
- (b) Nominations shall cease fourteen (14) clear days prior to the date of the Annual General Meeting.
- 32.** If the full number of candidates for the various positions on the Board is not nominated as prescribed, additional nominations may, with the consent of the nominee or nominees, be made at the meeting. If there be more than the required number nominated for each position, an election by secret ballot shall take place, but if there be only the requisite number nominated, the returning Officer shall declare those nominated duly elected.
- 33.** If, by resolution of the Board of Directors, the State Electoral Commissioner for New South Wales is appointed to act as Returning Officer for any election of Directors, then he shall have the authority to conduct such election as he/she sees fit these Articles notwithstanding.
- 34.** No person currently under suspension by the Board in accordance with these Articles shall be eligible to nominate, stand for or be elected to the Board.

35. Vacancies on Board

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

36. The Office of a member of the Board shall automatically be vacated;

- (a) If he or she becomes insolvent under administration or has been convicted of any offence referred to in Section 206b (1) of the Act.
- (b) If he or she becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (c) If he or she is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that his or her office be vacated.
- (d) If by notice in writing given to the Secretary he or she resigns from office as a Director.
- (e) If he or she becomes prohibited from being a member of the Board by reason of any order made under the Act.
- (f) If he or she ceases to be a member of the Club.
- (g) If he or she fails to declare the nature of his or her interest in a contract or office or property in accordance with these Rules.
- (h) If he or she becomes an employee of the Club.

37. The Board shall have power at any time and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.**38. No Director shall receive any remuneration for his services as a Director except by way of an honorarium in accordance with Section 10(6) (b) of the Registered Clubs Act.**

**39. Board of Directors
(Powers and Duties)**

The Board shall have full control of the property of Club and absolute authority subject to the Articles of Association regarding its disposition and in the conduct and administration of all the affairs and business of the Club, including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by these Articles or the Act. In particular, but without limiting the generality of the foregoing, the Board shall have power from time to time:

- (a) To appoint, from among its members or members of the Club, sub-committees for any purpose whatsoever which from time to time it may think desirable (including, without limiting the generality of the foregoing, sub-committees for the purpose of organising and supervising the playing of the game of bowls by male and/or female members) and to delegate to any such sub-committee such powers as it may think fit and to revoke or alter any such appointment or delegation from time to time. Unless otherwise specified in the minutes of the Directors appointing the sub-committee, the quorum of all sub-committees shall consist of a majority of the Members of such sub-committee.
- (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (c) To engage, appoint, control, remove, discharge, suspend and dismiss such managers, secretaries, officers, representatives, agents and servants or other employees as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration of such persons.
- (d) To purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (f) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.

- (g) To determine who shall be entitled to sign or endorse on the club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (h) To invest and deal with any of the money of the Club, not immediately required for the purposes of the Club, in such manner (with or without security) as the Board may think fit and from time to time to vary or realise such investments.
- (i) From time to time, at its discretion, to borrow or secure the payment of any sum of money for the purposes of the Club and to raise or secure the payment of such sum of money 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 stocks, perpetual or otherwise and either charged upon all or any of the Club's property, both present and future, or not so charged by any mortgage charge or other security upon, or overall, or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) To sell, lease, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and, with the sanction of a general meeting of the Club, to lease, demise, 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 or demise 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 Licencing Court being obtained.
- (k) Subject to Section 11 of the Registered Clubs Act, to fix the maximum number of each class of ordinary members who may be admitted to the club.
- (l) To impose any restrictions or limitations on the rights and privileges of Members and Temporary Members relating to the use by them of the Club premises and/or amenities and/or facilities therein contained or relating to their conduct, behaviour, clothing and dress whilst on the said premises.
- (m) To permit, prohibit, control and supervise the formation and activities of formal or informal groups of members formed, or proposed to be formed, for specific purposes or activities where such group proposes to conduct its activities on the Club's premises and/or in the name of the Club and/or with reference to any association or connection with the Club.

- (n) To determine the amount of allowances payable to any person and subject to verification by receipts to pay such allowances.
 - (o) To repay out-of-pocket expenses incurred by any member of the Board or any other person.
 - (p) From time to time to make, alter or repeal all such By-Laws as it may deem necessary or expedient for the proper conduct and management of the Club or in any way in relation thereto and in particular but not exclusively it may by By-Laws regulate;
 - (i) Such matters as it is specifically by these Articles empowered to do.
 - (ii) The general management, control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The management and control of play and dress on the greens.
 - (v) The upkeep and control of the greens.
 - (vi) The control and management of all competitions.
 - (vii) The conduct of Members and guests of Members.
 - (viii) The relationship between the Members and Club servants.
 - (ix) Generally all such matters as are commonly the subject matter of Club rules or By-Laws or which by the Articles of Association are not reserved for decision by the Club in general meeting.
- 40.** Any By-Laws made under these Articles shall come into force and be duly operative upon the posting of an appropriate notice containing such By-Law on the Notice Board.
- 41. Board of Directors**
The Board shall meet at least once in every month for the transaction of business. The names of all Members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be four (4) Members of the Board.
- 42.** The Chairman may at any time, and the Secretary shall on the requisition of not less than three (3) Directors, convene a meeting of the Board.
- 43.** Subject to these Articles, questions arising at a meeting of the Board shall be decided by a majority of votes of Directors entitled to vote and present and voting and any such decision shall for all purposes be deemed a decision of the Board.
- 44.** The Chairman of the Board shall, if present, preside at all meetings of the Board. In his absence the meeting shall elect a member of the Board to be Chairman of the meeting. The Chairman of such meeting shall in the case of any equality of votes have a casting vote in addition to his deliberative vote.

- 45.** In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act, but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a general meeting of the Club.
- 46.** (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective day on which they signed the separate documents.
- (c) A reference in paragraph (a) to all Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution.
- 47.** All acts done by any meeting of the Board or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director, or to act as a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director.

48. No officer shall be disqualified by his office from contracting with the Club either as vendors 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 officer shall in any way be interested be avoided nor shall any officer 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 officer holding that office or of the fiduciary relationship thereby established but it shall be the duty of the officer to declare the nature of his interest at a meeting of the Board and it shall be the duty of the Secretary to record such declaration in the minutes of the meeting. In the case of a proposed contract such declaration shall be made at the meeting of the Board at which the question of entering into the contract is first taken into consideration or, if the officer was not at the date of that meeting interested in the proposed contract, at the next meeting of the Board held after he becomes so interested. A general notice given to the Board by an officer to the effect that he is a Director or member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with the company or firm, shall be deemed to be a sufficient declaration of interest in relation to any contract so made. An officer so interested shall be counted in a quorum but shall not vote on any such contract or arrangement. An officer shall not be deemed to be interested, or to have been at any time interested in any contract or proposed contract or proposed contract relating to any loan to the Club merely by reason of the fact that he has guaranteed or joined in guaranteeing repayment of such loan or any part of such loan. Nothing in this Article shall be construed so as to limit or restrict in any way the provisions of Section 228 of the Act or of Section 39 of the Registered Clubs Act.

49. General Meetings

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.

- 50.**
- (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 25% of the votes that may be cast at the General Meeting; or
 - (ii) at least 20 members who are entitled to vote at the General Meeting.

In this Article 50 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 Board. The meeting is to be held not later than two (2) months after the request is given to the Board
 - (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 Board.
 - (g) The meeting referred to in paragraph (f) of this Article 50 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 two (2) months after the request is given to the Board.
 - (h) To call the meeting the Members requesting the meeting may ask the Board for a copy of the register of Members and the Board must give the Members the copy of the register without charge.
 - (i) The Board 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 he proves that he took all reasonable steps to cause the Directors to comply with this Article 50. 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 may deduct the amount from any sum payable as fees payable to, or remuneration (including an honorarium) of the Director.
- 51.** (a) Notice of General meetings must be made available to all members entitled to attend and vote at general meetings not less than 21 days before such meeting.

- (b) A notice of a General Meeting of the Club's members must;
 - (i) Set out the place, date and time of the meeting; and
 - (ii) State the general nature of the meeting's business; and
 - (iii) If a special resolution is to be proposed at the meeting – set out an intention to propose the special resolution and state the resolution.
- (c) A copy of a notice of a General Meeting of the members of the Club shall also be posted on the Club Notice Board for a period of not less than 21 days prior to the date of the meeting.
- (d) Neither the accidental omission to give notice of a meeting or the non-receipt by any person of notice of a meeting nor the omission to post a copy of a notice of the meeting on the Notice Board shall invalidate any proceedings at such meeting unless pursuant to Section 1322 of the Act such proceedings are declared to be void.

52. Proceedings at Annual General Meetings

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

- (a) To confirm the Minutes of the previous Annual General Meeting;
 - (b) To receive and consider the reports referred to in Article 71;
 - (c) To elect the Board or declare the result of the election for the Board.
 - (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.
 - (f) To deal with any other business that the meeting may approve of which due notice has not been given.
- 52.A**
- (a) The Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Club.
 - (b) If the Club's Auditor or a representative of the Club's Auditor is at the meeting, the Chairman of the Annual General Meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the Auditor or the Auditor's representative questions relevant to the conduct of the audit and the preparation and conduct of the Auditor's Report.

53. Member's Resolutions

- (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 25% of the votes that may be cast on the resolution; or
 - (ii) at least 20 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 or 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.

54.

- (a) If the Club has been given notice of a resolution under Article 53, 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.

55. (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 25% of the votes that may be cast on the resolution; or
 - (ii) at least 20 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.

- 56.** A General Meeting of the members of the Club must be held for a proper purpose.

- 57. Auditors Right to be heard at General Meetings**
 - (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.

- 58.** Notice of the date and time and place for each Annual General Meeting and for the last day of receiving nominations for office shall be posted on the Club Notice Board at least 21 days prior to the date fixed for such Annual General Meeting.

- 58.A** No business shall be transacted at any Annual General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Twenty five members entitled to vote shall constitute a quorum.

- 58.B** If the quorum is not present within half an hour from the time appointed for the commencement of the meeting then:
 - (a) If the meeting has been convened on the request of members – the meeting shall be dissolved; or

 - (b) In any other case the meeting stands adjourned to such day and at such time and place as the Board determines but if no determination is made by the Board to the same day in the following week at the same time and place; and

- (c) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum and may transact any business for which the meeting was called.
- 58.C** Members may submit notices of motion to be dealt with at the Annual General Meeting provided the same are in writing and handed to the Secretary at least 28 days prior to the date of such meeting. The Board may at its discretion include such notices of motion in the business of the Annual General Meeting sent to Members.
- 59.** The Chairman shall, if present, be entitled to preside at all General Meetings of the Club. In the event of the Chairman being absent a Deputy Chairman shall preside and in the event of the Chairman and all Deputy Chairmen being absent the members of the Board present shall elect a Director to be Chairman of the Meeting. In the event of no Director being present at the Meeting the members present and entitled to vote shall elect a Chairman of the meeting.
- 60.** Every question or motion submitted to a General Meeting of the Club shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman of the meeting shall, both on a show of hands and on a poll, have a casting vote in addition to the vote to which he is entitled as a member.
- 61.** At any General Meeting unless a poll is demanded by the Chairman of the meeting or by at least five members present and entitled to vote at the meeting 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 the effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 62.** If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairman of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.
- 63.** The Chairman of the meeting may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the same 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.

64. (a) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (b) Except as provided by paragraph (a) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
65. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
66. The Board shall cause minutes to be kept by the Secretary in books provided for the purpose.
- (a) Of all appointments of officers made by the Club in General Meeting.
- (b) Of the number of Members present and voting at General Meetings of the Club.
- (c) Of all resolutions and proceedings at all meetings of the Club.
67. **Financial Year**
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.
68. **Accounts and Audit**
The Board shall cause proper accounts and records to be kept with respect of the financial affairs of the Club in accordance with the Act and the registered Clubs Act.
69. The Board shall:
- (a) Cause to be prepared and submitted to a meeting of the Board at intervals of not more than three (3) months a statement of Income and Expenditure in relation to each aspect of the Club's activities in accordance with section 40(1)(a) of the Registered Clubs Act;
- (b) Within 48 hours after the meeting of the Board of the Club to which any such statement is submitted, cause a copy of that statement and of any resolution passed by the Board of the Club in relation to that statement to be exhibited in a conspicuous position on the premises of the Club; and
- (c) Cause the copy of the statement and that resolution, if any, to be so exhibited for a continuous period of not less than fourteen (14) days.

70. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.
71. the board shall not less than 21 days before each annual general meeting and in any event within 4 months of the end of the financial year of the club make available to all members via electronic means and if requested issue a hard copy to individual members of the club entitled to attend the annual general meeting all reports which pursuant to Section 314 of the act are to be laid before the annual general meeting in respect to the financial year ending on the last day of June immediately prior to the annual general meeting and without limitation these shall include:
- (a) A copy of the Financial Report of the Club;
 - (b) A copy of the Director's Report; and
 - (c) A copy of the Auditor's Report on the Financial Report.
72. **Auditors**
An Auditor shall be appointed and his duties regulated in accordance with the provisions of the Registered Clubs Act and the Act.
73. **Secretary**
At any time there shall be only 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.
74. **Guests**
- (a) All Full Members shall have the privilege of introducing guests to the Club and (unless the guest is a minor) on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and that member shall countersign that entry;
 - (b) No Member shall introduce guests more frequently or in greater number than may for the time being be provided by By-Law nor shall a member introduce any person as a guest who has been expelled or is then under suspension from the Club pursuant to Article 16 or Article 16A;
 - (c) Members shall be responsible for the conduct of any guests they may introduce to the Club;
 - (d) The Board shall have the power to make By-Laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club;

- (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of a 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.

74.A A Temporary Member may bring into the Club premises as the guest of that Temporary Member a minor:

- (a) Who at all times while on the Club premises remains in the company and immediate presence of that Temporary Member;
- (b) Who does not remain on the Club premises any longer than that Temporary Member;
- (c) In relation to whom the Member is a responsible adult.

74.B For the purpose of Article 74.A “responsible adult” means a person of or over the age of 18 years who, in relation to a minor, belongs to one or more of the following classes of persons:

- (a) A parent, step-parent or guardian of the minor;
- (b) The minor’s spouse or any person who, although not legally married to the minor, ordinarily lives with the minor as the minor’s spouse on a permanent and domestic basis;
- (c) A person who for the time being has parental responsibility for the minor.

75. Seal

The Directors shall provide of the safe custody of the Seal and the Seal shall never be used except by the authority of the Board previously given and in the presence of two (2) Directors who shall sign every instrument to which such 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.

76. Notices

A notice may be given by the Club to any Member either personally or by sending it by post to him to his registered address or if he has no registered address within the State of New South Wales to the address, if any, within the said State supplied by him to the Club for the giving of notices to him. 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. If a Member has no registered address within the State of New South Wales and has not supplied to the Club an address within the said State for the giving of notices to him a notice posted on the Notice Board shall be deemed to be well served on such Member at the expiration of twenty-four (24) hours after it is so posted.

77. Inspection of Records

The Board shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other document of the Club or any of them will be open to inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Club except as provided by By-Law or authorised by the Board or by the Club in General Meeting.

78. Indemnity

- (a) Every officer (as Defined in Section 82a of the Act) of the Club and every Auditor of the Club may, if the Directors so determine, be indemnified to the full extent permittee by the Act out of the property of the Club against any liability incurred by him in his capacity as Officer or Auditor in defending any proceedings whether civil or criminal;
- (b) The Club may pay a premium for a contract insuring a person who is an officer or a former officer of the Club against a liability incurred by that person as an officer of the Club provided that the liability is not one in respect of which a premium can not be paid under the Act or a liability which contravenes Section 199a or Section 199b of the Act.

79. Alterations to the Articles of Association

The Articles of Association may only be altered by resolution of the Members present and entitled to vote at the Annual General Meeting or at a General Meeting especially convened for the purpose. Due notice of the proposed resolution is to be given in writing to all Members entitled to attend and vote at least twenty one (21) days before such meeting and must be approved by at least seventy five percent (75%) of those Members present and entitled to vote.