

Memorandum of Association

Oak Flats Bowling & Recreation Club Limited

COMPANIES ACT 1961

COMPANY LIMITED BY GUARANTEE
and not having a Share Capital

**MEMORANDUM OF ASSOCIATION OF
OAK FLATS BOWLING AND RECREATION CLUB LIMITED**

1. The name of the Company (hereinafter called "The Club") is "Oak Flats Bowling and Recreation Club Limited".
2. The powers contained in the Third Schedule of the Companies Act 1961 shall not apply to the Club except insofar as they are included in Clause 3 hereof.
3. The objects for which the Club is established are:-
 - (a) To acquire and take over the assets and assume the liabilities of the present unincorporated club known as the "Oak Flats Bowling and Recreation Club".
 - (b) To provide a club house refreshment room and bar room for the use and accommodation of members of the Club and their guests upon land of which the Club is the bona fide occupier and to provide therein facilities for refreshments.
 - (c) To provide and maintain Bowling greens and facilities for any other outdoor and indoor lawful sporting games.
 - (d) To promote and conduct the game of bowls and such other sports games amusements and entertainments pastimes and recreations indoor and outdoor as the Club may deem expedient.
 - (e) To carry on the business of caterers for the purpose of supplying meals food and refreshments liquid or otherwise to members and/or their guests.
 - (f) To purchase lease or otherwise acquire and hold any freehold or leasehold property or any easements rights or privileges which the Club may think requisite for the purpose of or capable of being conveniently used in the connection with any of the objects of the Club.
 - (g) To construct establish provide maintain and conduct playing areas and grounds as the Club may determine and to construct provide establish furnish and maintain club houses pavilions and other buildings containing such amenities conveniences and accommodation as the Club may from time to time determine.
 - (h) To construct maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
 - (i) To raise money by entrance fees subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.
 - (j) To promote and hold either alone or jointly with any other Association Club or persons competitions matches and sports and to offer give or contribute towards prizes medals and awards and to give or guarantee any prize money and expenses whether for members or other persons and to promote give or

support dinners balls concerts and other entertainments. Provided that no member of the Club or other person shall receive any prize medal award of distinction except as a successful competitor at any match sporting event trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said game match sporting event or competition may be awarded to him.

- (k) To subscribe to become a member of and co-operate with any other Club Association or organisation whether incorporated or not whose objects are altogether or in part similar to those of this Club. Provided that the Club shall not subscribe to or support with its funds any Club Association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Clause 4 of this Memorandum.
- (l) To acquire membership of the Royal New South Wales Bowling Association, Illawarra District Bowling Association and the Registered Clubs Association of New South Wales and to arrange for the representation of the Club at any corporation body or bodies formed for the purpose of promoting the interests of the Club and its social sporting and other activities.
- (m) To purchase and/or apply for a licence or permit or other authority under such Act or Acts as shall for the time being be in force in the State of New South Wales for the purpose of selling and/or distributing intoxicating liquor tobacco cigarettes and other supplies and the operation of automatic machines.
- (n) To buy prepare make supply sell and deal in all kinds of sporting equipment used in connection with the Club's sporting activities or entertainments and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the playing areas grounds Club houses or premises of the Club.
- (o) To purchase take or lease or in exchange or otherwise acquire any lands buildings easements rights of common or property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and to sell convey transfer assign mortgage give in exchange or dispose of the same.
- (p) To make draw accept endorse discount and execute and to issue Promissory Notes Bills of Exchange Debentures or other transferable or negotiable instruments of any description.
- (q) To borrow or raise and secure the payment of money in such manner as the Club shall think fit in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Club's property (both present and future) and to purchase redeem or pay off any such securities.
- (r) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.
- (s) To indemnify any person or person whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other

securities over the whole or any part of the real or personal property present or future of the Club.

- (t) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell dispose of realise or otherwise deal with any such securities.
- (u) To hire employ and dismiss secretaries clerks managers servants and workmen and to pay to them and to other persons in return for services rendered to the Club salaries wages gratuities or pensions.
- (v) To sell improve manage develop exchange lease mortgage dispose of turn to account or otherwise deal with all or any part of the property or rights of the Club provided that no portion of the Club premises which are the subject of a licence under the Liquor Act shall be leased whilst so licensed.
- (w) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (x) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- (y) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of the Club.
- (z) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the Club against risk accident or fidelity in the course of their employment by the Club and to effect insurance for the purpose of indemnifying the Club in respect of claim by reason of any such risk accident or fidelity and to establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances funds pensions or allowances.
- (aa) From time to time to make donations to such persons and to contribute or subscribe to any public charitable or benevolent object as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (bb) To do all or any of the abovementioned things either singly or in conjunction with any other corporation Company firm Association Club or person and either as principals agents contractors trustees or otherwise.
- (cc) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them or conducive to the good fellowship and social well being of members of the Club.

AND it is hereby declared that the word "Club" in this Memorandum except when used in reference to this Club shall be deemed to include any partnership of any other body of persons whether incorporated or not incorporated and whether domiciled in the State of New South Wales or otherwise and the intention is that the objects specified in each paragraph of the clause shall except when otherwise expressed in such

paragraph be independent objects and be in no wise restricted by reference to or inference from the terms of any other paragraph or the name of the Club or by any object being or being deemed to be a dominant object.

4. The income and property of the Club howsoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servants of the Club or any member of the Club or other person in return for any services actually rendered to the Club or reasonable and proper rent for premises demised or let by any member of the Club.
5. The liability of the Members is limited.
6. Each member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one year thereafter for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding-up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding Two Dollars (\$2.00).
7. If upon the winding-up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
8. The full names addresses and occupations of the subscribers hereto are:-

Articles of Association

Oak Flats Bowling & Recreation Club Limited

ARTICLES OF ASSOCIATION OF OAK FLATS BOWLING AND RECREATION CLUB LIMITED

INTERPRETATION

1. In these Articles unless otherwise inconsistent with the subject or context:

1.1 **"the Act"** means the Registered Clubs Act, 1976

"the Club" means the Oak Flats Bowling and Recreation Club Limited

"the Club Noticeboard" means a notice board located in a conspicuous place within the Club's premises

"Club Premises" means any premises occupied by the Club

"Board Appointed Director" means a person appointed to the Board in accordance with section 30(1)(b)(i) of the Registered Clubs Act

"the Board" means the members for the time being of the Board of Directors as constituted in accordance with these Articles

"the By-Laws" means the by-laws of the Club for the time being in force

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

"the Registers" means the registers of members kept pursuant to the Act

"the Office" means the registered office of the Club

"Month" means calendar month

"Member" means any person who is a Full Member, Provisional Member, Honorary Member or Temporary Member of the Club

"Provisional Member" means a person who has applied for admission as an Ordinary Member of the Club, has paid the subscription appropriate for the membership applied for, and is awaiting a decision on the application

"Special Resolution" has the meaning assigned thereto in the Law

"Ordinary Member" means a person who is elected to membership of the Club in accordance with these Articles as an Ordinary Member

"Financial Member" means an Ordinary Member who has paid their entrance fee for membership to the Club and their annual subscription within 30 days of the due date for payment or within such further time as the Board shall in respect of any member or members allow and shall have paid all other monies due by the Member to the Club within fourteen (14) days after formal demand has been made for payment in pursuance of a resolution of the Board

"Full Member" means a person who is an Ordinary Member or a Life Member of the Club

"Secretary" shall mean the person appointed as Secretary of the Club pursuant to the Act

"Temporary Member" means a person who, under these Articles is a Temporary Member of the Club

"the Law" means the Corporations Act, 2001 (Cth).

- 1.2 Table A and Table B of the First Schedule to the Law, shall not apply to these Articles or this Club.
- 1.3 A reference to any legislation including the Act and the Law referred to in these Articles is a reference to the provision or the legislation as modified by any law for the time being in force. Where any legislation has been varied, replaced or modified, then a reference to any such provision shall, where the context permits, be deemed a reference to any provision which substantially replaces the provision referred to in these Articles.
- 1.4 Words importing the singular number also include the plural and vice versa and reference to any persons includes corporation.
- 1.5 The use of headings is for assistance only and does not affect the interpretation of the Articles.
- 1.6 For the purposes of the Act these Articles are deemed to be the Rules of the Club.

MEMBERS (FIRST MEMBERS AND NUMBER)

- 2.1 The Members of the Club shall consist of the following:-
 - 2.2.1 All persons who at the 3rd day of May 1987 were members of the Club provided that:-
 - 2.2.1.1 those members formerly known as "Ordinary Members" shall be known as "Bowling Members";
 - 2.1.1.2 those members formerly known as "Lady Members" shall be known as "Bowling Members";
 - 2.1.1.3 those members formerly known as "Associate Members" shall be known as "Social Members";
 - 2.1.1.4 those members formerly known as "Provisional Members" shall be known as "Social Members";
 - 2.1.1.5 those members formerly known as "Social Members" shall continue to be known as "Social Members";
 - 2.1.1.6 those members formerly known as "Honorary Life Members" shall be known as "Life Members";
 - 2.1.1.7 those members known as "Honorary Members" shall continue to be known as "Honorary Members".
 - 2.1.2 Such other persons as the Board shall admit to membership in accordance with these Articles.
- 2.2 Any person who shall be admitted as a Member in accordance with these Articles shall become and be a Member of the Club.

- 2.3 The Board may from time to time register an increase or decrease of Members within the provisions of the Act.
- 2.4 The number of Full Members entitled to vote in the election of the Board shall be not less than a majority of the total number of Full Members.

MEMBERSHIP (CLASSIFICATION)

- 3. The membership of the Club shall be divided into the following categories:-
 - 3.1 Ordinary Members;
 - 3.2 Life Members;
 - 3.3 Honorary Members;
 - 3.4 Temporary Members;
 - 3.5 Provisional Members.
- 4. Ordinary Members of the Club shall, subject to these Articles, consist of such classes or classifications of ordinary membership as the Board may from time to time determine unless the Members in General Meeting otherwise determine. Such classes shall include:
 - 4.1 Bowling Members;
 - 4.2 Social Members;
 - 4.3 Junior Members;
 - 4.4 Illawarra Yacht Club members;
 - 4.5 Sports members.

ELECTION OF MEMBERS

- 5.
 - 5.1 Candidates for Ordinary membership of the Club shall be proposed by one Financial Bowling Member or Life Member and seconded by one Financial Bowling Member or Life Member of the Club. Every nomination shall be made in writing in the form prescribed by the Board from time to time and shall include the full name, address and occupation of the candidate for membership and the name of the proposer and seconder and shall be signed by the candidate for membership, the proposer and seconder. The application for membership must be accompanied by the amount of any entrance fee and subscription payable from time to time.
 - 5.2 The name and address of the candidate for membership shall be posted on the Club Noticeboard for at least one week (or such greater period as is prescribed from time to time by the Act) prior to the date of the meeting of the Board at which the application is to be considered.
 - 5.3 An interval of at least two weeks (or such additional period as shall be prescribed from time to time by the Act) shall elapse between the date of application for election as a Member and the date of election of any candidate.
 - 5.4 The election of Members shall be by the Board at a meeting 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.

- 5.5 The Board may reject any application for membership without assigning any reason for such rejection and any application so rejected shall be returned to the candidate together with any monies paid by the candidate for entrance fee and annual subscriptions lodged with the application.
6. The Board may on a written application of a Member transfer that Member from any class of ordinary membership to another class of ordinary membership. Any Member so transferred shall not be entitled to any refund or reduction of any entrance fee or subscription paid by or payable by the Member for the then financial year.
7. On the election of a Member the Secretary shall give to such Member notice of the Member's election.
8. Upon election by the Board the candidate for election shall become a Member of the Club and shall be bound by the Memorandum and Articles of Association and By-Laws of the Club. Any entrance fee and annual subscription not already paid by the candidate for membership must be paid by the candidate within seven (7) days of notice of election to membership being given. In the event of non-payment of entrance fee and/or subscription within such time the Board may cancel such membership.
9. Where a Member is issued with a membership card, such card shall be produced upon request by any officer or employee of the Club and if such Member is unable to produce the membership card he may be required to leave the Club immediately.

ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION

9A.

- 9A.1 Articles 5.1 and 5.5 shall not apply to a person who is admitted as a member of the Club pursuant to:
- 9A.1.1 an amalgamation with another registered club; and
- 9A.1.2 Article 9A.
- 9A.2 A person shall be admitted as a member of the Club pursuant to an amalgamation if that person:
- 9A.2.1 is a full member (as defined in the Act) of a registered club which has amalgamated with the Club; and
- 9A.2.2 has agreed to be a member of the Club pursuant to the amalgamation.
- 9A.3 The agreement referred to in Article 9A.2.2 must be:
- 9A.3.1 in writing and to the effect that the person agrees to be a member of the Club and agrees to be bound by the Club's Memorandum of Association, Articles of Association and By-laws;
- 9A.3.2 in such form as approved by the Board from time to time.
- 9A.4 Any person who completes and signs the agreement referred to in Article 9A.3 and returns that agreement to the Club shall, after the procedure set out in Articles 5.2 to 5.4 inclusive has been followed, be entered in the Registers as a member and shall be a member of the Club from the date of entry in the Registers.

BOWLING MEMBER

10.

- 10.1 "Bowling Member" shall mean an Ordinary Member elected as a Bowling Member who has paid any applicable entrance fee and annual subscription.
- 10.2 A Bowling Member shall be entitled to all the playing and social privileges and advantages of the Club and shall be entitled to attend and vote at any General Meeting of the Club.

SOCIAL MEMBER

11.

- 11.1 "Social Member" shall mean an Ordinary Member elected as a Social Member who has paid any applicable entrance fee and annual subscription.
- 11.2 A Social Member shall be entitled to the social privileges and advantages of the Club only.
- 11.3 Social Members shall be entitled to vote in the election of the Board but shall not be entitled to:-
 - 11.3.1 propose or second any person for election to the Board;
 - 11.3.2 vote at any General Meeting on any resolution not being a resolution relating to the election of the Board;
 - 11.3.3 vote on any Special Resolution to amend the Memorandum and Articles of Association of the Club;
 - 11.3.4 subject to Article 27.3, nominate or stand for election to the Board or be appointed to any position on the Board.

JUNIOR MEMBERS

12.

- 12.1 "Junior Members" shall mean an Ordinary Member elected as a Junior Member who has paid any applicable entrance fee and annual subscription.
- 12.2 A Junior Member shall, subject to the Act, be entitled to such of the playing privileges and to the use of such of the facilities of the Club as the Board shall determine but shall not be entitled to attend and vote at any General Meeting of the Club or nominate or stand for election to the Board or be appointed to any position on the Board.
- 12.3 A Junior Member shall not:-
 - 12.3.1 purchase or consume liquor on the Club Premises;
 - 12.3.2 use or operate poker machines on the Club Premises;
 - 12.3.3 be entitled to admit Guests to the Club.

ILLAWARRA YACHT CLUB MEMBERS

12A.

- 12A.1 "Illawarra Yacht Club Members" shall mean any person who is admitted as an Illawarra Yacht Club Member in accordance with Article 9A. Illawarra Yacht Club Members shall have the same rights and privileges of Social Members as set out in these Articles.

SPORTS MEMBERS

12B.

- 12B.1 "Sport Member" shall mean an Ordinary Member elected as a Sport Member who has paid any applicable entrance fee and annual subscription.
- 12B.2 A Sports Member shall be entitled to such playing and social privileges and advantages of the Club as may be determined by the Board from time to time and to introduce guests into the Club.
- 12B.3 Sports Members shall be entitled to vote in the election of the Board but shall not be entitled to:-
- 12B.3.1 propose or second any person for election to the Board;
 - 12B.3.2 vote at any General Meeting on any resolution not being a resolution relating to the election of the Board;
 - 12B.3.3 vote on any Special Resolution to amend the Memorandum and Articles of Association of the Club;
 - 12B.3.4 subject to Article 27.3, nominate or stand for election to the Board or be appointed to any position on the Board.

LIFE MEMBERS

13.

- 13.1 Any Ordinary Member who has rendered long and meritorious service to the Club may on account of service or for any other commendable reason be elected at any General Meeting a Life Member provided, a nomination is made to the Board in writing by any two (2) Bowling Members or Life Members and the Board has recommended such nomination.
- 13.2 The recommendation of the Board shall be made by not less than 50% of the members of the Board present and voting at a Board Meeting voting in favour of the election of such Life Member.
- 13.3 The election of a Life Member at a General Meeting must result in not less than 70% of the members present and voting, voting in favour of the election of such Life Member.
- 13.4 A Life Member shall be entitled to all the rights and privileges of a Bowling Member.
- 13.5 A Life Member shall not be obliged to pay any annual subscriptions.

HONORARY MEMBERS

14.

- 14.1 Honorary membership may be conferred by the Board upon:
 - 14.1.1 The patron or patrons of the Club;
 - 14.1.2 A person attending the Club at the invitation of the Board or its nominee, provided that person is a prominent citizen or local dignitary.
- 14.2 Honorary Members shall enter their full name, or surname and initials, and their address in the register of Honorary Members.
- 14.3 Honorary Members shall be entitled to the social privileges of the Club and to play bowls and such other games recreations and pastimes as determined by, or on the invitation of, the Board from time to time.
- 14.4 The Board shall have power to determine the duration of the honorary membership and to cancel the honorary membership of any person at any time without assigning any reason.
- 14.5 Honorary Members shall not be entitled to vote at any meeting of the Club, nominate for or be elected or appointed to the Board or any office in the Club or participate in the management of the Club in any way.

TEMPORARY MEMBERS

15.

- 15.1 Temporary membership may be conferred upon:
 - 15.1.1 a person whose ordinary place of residence is outside New South Wales;
 - 15.1.2 a person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the premises of the Club (or such greater distance as is prescribed from time to time in the Act);
 - 15.1.3 a person whose ordinary place of residence is in New South Wales and is not more than five (5) kilometres from the premises of the Club where such person is a member of another registered club with similar objects to those of the Club or a member of another registered club who is attending the Club for the purposes of an organised sport or competition in accordance with the next succeeding subclause.
- 15.2 The full member of any other registered club who at the invitation of the Board or a member of the Club attends on any day at the premises for the purpose of participating in an organised sport or competition to be conducted by the Club on that day provided that the membership of such Temporary Member under this subclause shall expire at the end of that day.
- 15.3 Temporary Members shall not be entitled to vote at any meeting of the Club, nominate for or be elected or appointed to the Board or any office in the Club or participate in the management of the Club in any way.
- 15.4 Temporary Members shall not be permitted to introduce Guests to the Club.
- 15.5 The Board or the Board's nominated representative or the Secretary may terminate the membership of any Temporary Member at any time without providing any reason.

- 15.6 A person shall not be admitted as a Temporary Member unless he completes and signs the Register of Temporary Members.
- 15.7 Where a Temporary Member is issued with a temporary membership card, such card shall be produced upon request by any officer or employee of the Club and if such Temporary Member is unable to produce the temporary membership card he may be required to leave the Club immediately and such temporary membership shall be forthwith revoked.

PROVISIONAL MEMBERS

16.

- 16.1 Provisional Members shall not be entitled to vote at any meeting of the Club, nominate for or be elected or appointed to the Board or any office of the Club or participate in the management of the Club in any way, but shall otherwise have all of the rights of an Ordinary Member of the class or category of membership they have applied for.
- 16.2 The Board may terminate the membership of any Provisional Member at any time without providing any reason. The membership of a Provisional Member shall lapse forthwith upon a decision by the Board in respect of the application for membership by the Provisional Member or a date two (2) months from the date of commencement of provisional membership, whichever shall first occur. Where a Provisional Member is issued with a provisional membership card, such card shall be produced upon request by any officer or employee of the Club and if such Provisional Member is unable to produce the provisional membership card he may be required to leave the Club immediately and such provisional membership shall forthwith lapse.

CESSATION OF MEMBERSHIP

- 17. A Member may at any time by giving notice in writing to the Secretary resign his membership from the Club but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation.

MISCONDUCT OF MEMBERS

- 18. Subject to Article 18A, if any Member shall wilfully infringe, refuse or neglect to comply with any of the Articles of the Club or the By-Laws of the Club or if any Member shall in the opinion of the Board be guilty of any conduct unbecoming of a Member or prejudicial to the interests of the Club such Member may be reprimanded, suspended for such period as the Board considers fit from the exercise of all or any privileges of membership or expelled or otherwise dealt with by resolution of the Board provided that:
 - 18.1 no Member shall be reprimanded, suspended or expelled unless at least seven (7) days before the meeting at which such resolution is passed by the Board, the Member concerned shall have been notified by letter of the intended resolution;
 - 18.2 if the resolution is passed the Member has the right to be heard and give reasonable evidence in relation to the penalty to be imposed.
 - 18.2.1 the said Member shall be entitled to attend the said Board Meeting and shall at such meeting and before such resolution is moved, have the opportunity of giving in writing or orally any explanation or defence he may think fit;
 - 18.3 if the Member fails to attend at the time and place mentioned the Board may proceed with the resolution in the absence of the Member;

- 18.4 the Board may adjourn any meeting and where adjourned for more than seven (7) days a further notice of the adjourned date, time and place shall be given to the Member;
 - 18.5 If a notice of charge has been issued to a Member pursuant to Article 18.1, the Secretary/Manager:
 - 18.5.1 may immediately cite and suspend any Member from all privileges of the Club for misconduct under this clause pending the meeting at which a resolution is to be determined regarding the suspended member. For the avoidance of doubt, this does not limit the power of the Secretary to suspend a Member in accordance with Article 18A; and
 - 18.5.2 must refer the citation and suspension of the Member to the Board for consideration at a meeting at which a resolution is to be determined regarding the suspended Member.
 - 18.6 any resolution by the Board under this Article shall be by secret ballot and passed by not less than two thirds of the members of the Board present and entitled to vote at the meeting.
 - 18.7 the Secretary/Manager shall advise any Member of the decision of the Board following any meeting of the Board to determine a resolution in respect of the reprimand, suspension or expulsion of a Member;
 - 18.8 no Member who has been suspended (pursuant to Article 18 and Article 18A) or expelled shall attend the Club except with the express consent of the Board;
 - 18.9 any decision of the Board on such hearing or any adjournment of such hearing shall be final and the Board shall not be required to give any reason for its decision.
- 18A.
- 18A.1. In addition to any powers under Section 77 of the Liquor Act, the Secretary or, subject to Article 18A.5, 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:
 - 18A.1.1 who is then intoxicated, violent, quarrelsome or disorderly; or
 - 18A.1.2 who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
 - 18A.1.3 whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;
 - 18A.1.4 who hawks, peddles or sells any goods on the premises of the Club;
 - 18A.1.5 who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
 - 18A.1.6 who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant;
 - 18A.1.7 who engages in conduct which in the opinion of the Secretary (or, subject to Article 18A.5, an employee of the Club) is indecorous or inappropriate;

- 18A.1.8 whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- 18A.2. If pursuant to Article 18A.1 a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Article 18A.5) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- 18A.3. Without limiting Article 18A.2, if a person has been refused admission to or turned out of the Club in accordance with Article 18A.1.1, the person must not re-enter or attempt to re-enter the Club within seventy two hours (72) hours of being refused admission or being turned out.
- 18A.4. Without limiting Article 18A.2, if a person has been refused admission to or turned out of the Club in accordance with Article 18A.1.1, the person must not:
 - 18A.4.1 remain in the vicinity of the Club; or
 - 18A.4.2 re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- 18A.5. Without limiting the provisions of Section 77 of the Liquor Act the employees who under this Constitution are entitled to exercise the powers set out in this Rule shall be:
 - 18A.5.1 in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - 18A.5.2 any employee authorised by the Secretary to exercise such power.
- 18B. Without limiting the provisions of Section 77 of the Liquor Act or Article 18A:
 - 18B.1. If, in the opinion of the Secretary (or, in the Secretary's absence, the Secretary's delegate), a member has engaged in conduct that is unbecoming of a member or prejudicial to the interests of the Club, then the Secretary (or, in the Secretary's absence, the Secretary's delegate) may either:
 - 18B.1.1 issue a notice of charge for the purposes of Article 18; or
 - 18B.1.2 suspend the member from some or all rights and privileges as a member of the Club for a period of up to twelve (12) months.
 - 18B.2. In respect of any suspension pursuant to Article 18B.1.2, the requirements of Article 18 shall not apply.
 - 18B.3. If the Secretary (or, in the Secretary's absence, the Secretary's delegate) exercises the power pursuant to 18B.1.2, the Secretary (or, in the Secretary's absence, the Secretary's delegate) must notify the member (by notice in writing sent by post to the member's last known address) that:
 - 18B.3.1 the member has been suspended as a member of the Club and the period of suspension; and
 - 18B.3.2 if the member wishes to do so, the member may request (by notice in writing sent to the Secretary) the matter be dealt with by the Board pursuant to Article 18.

18B.4. If a member submits a request under Article 18B.3.2:

- 18B.4.1 the member shall remain suspended until such time as the charge is heard and determined by the Board; and
- 18B.4.2 the Club must commence disciplinary proceedings against the member in accordance with the requirements of Article 18;
- 18B.4.3 the determination of the Board in respect of those disciplinary proceedings shall be in substitution for and to the exclusion of any suspension imposed by the Secretary (or the Secretary's delegate).

ADDRESS OF MEMBERS

19.

- 19.1 Every Member shall be required to advise the Secretary from time to time of any change in his address and occupation. Such most recent address as is provided to the Club in writing shall be deemed to be the Member's address for the purpose of issue of notices.

REGISTERS

20.

- 20.1 The Secretary shall keep on the Club's premises a register of Full Members setting forth the name in full, the occupation and the address of each member and, if applicable, the date on which the member last paid the annual fee for membership of the Club.
- 20.2 The Secretary shall keep on the Club's premises a register of guests which shall have entered therein on each occasion on any day on which a person of or above the age of 18 years enters the premises of the Club as the guest of a Member, the name in full or the surname and initials of the given names, and the address of that guest, the date of that day and the signature of that Member.
- 20.3 The Secretary shall keep on the Club's premises a register in relation to Honorary Members in which there shall be entered the full name or the surname and initials, and the address, of each Honorary Member.
- 20.4 The Secretary shall keep on the Club's premises a register in relation to Temporary Members in which shall be entered full name or the surname and initials, and the address, of each Temporary Member and, either as a separate register or as part of the same register, a register in relation to Temporary Members in which is entered when a Temporary Member first enters the Club premises on any day, the full name, or the surname and initials and the address, of the Temporary Member together with his or her signature.

GUESTS

21.

- 21.1 Guests shall not be admitted into the Club premises unless accompanied by a Full Member or an Honorary Member who shall countersign the entry of the Guest's particulars in the register kept for that purpose.
- 21.2 No guest shall be supplied with liquor on Club premises unless on the invitation and in the company of a Full Member or Honorary Member.

21.3 A Guest at all times while on the Club Premises must remain in the reasonable company of the Member.

21.4 The Secretary or any person authorised by the Secretary shall have the right to refuse entry to or object to the presence of any Guests and remove any such Guests from the Club premises.

ENTRANCE FEE AND SUBSCRIPTION

22. The entry fees, subscriptions and other fees or charges payable by any class of Ordinary Members, the amount of such fees or charges and the time and manner of payment thereof and all such other matters pertaining to entrance fees, fees and charges, shall be as determined from time to time by the Board, provided that the subscription shall be not less than \$2.00 per annum (or such other greater amount as prescribed from time to time by the Act).

23. All subscriptions shall be paid in advance.

BOARD OF DIRECTORS

24. The business and affairs of the Club and the custody and control of its funds shall be managed by the Board.

25. The following shall apply in respect of the composition of the Board:

- (a) Subject to Article 25(b) the Board shall consist of seven (7) Directors comprising a Chairperson and six (6) Ordinary directors. Members shall elect seven (7) Directors and the Chairperson shall be elected in accordance with Article 29.9. The existing position of Vice Chairperson shall cease to exist and the member holding that position shall be transferred to the position of Ordinary Director.
- (b) The Board may appoint up to two (2) Board Appointed Directors in addition to the directors referred to in Rule 25(a);
- (c) The provisions of the Registered Clubs Act and Registered Clubs Regulations shall apply in respect of Board Appointed Directors;
- (d) Board Appointed Directors only have to satisfy the requirements of the Registered Clubs Act and Registered Clubs Regulations to be appointed and do not have to satisfy any requirement in this Constitution including without limitation belonging to a particular category of membership;
- (e) Board Appointed Directors shall not be eligible to be appointed to the position of Chairperson however are eligible to be appointed as chair of any committee of the Board such as, for example, the Audit Risk and Finance committee.

26.

26.1 Directors elected at the Annual General Meeting held on 7 September 2003, shall be divided into three groups.

26.2 The groups:

26.2.1 shall be determined by drawing lots; and

26.2.2 shall be as nearly as practicable equal in number; and

26.2.3 shall be designated as Group 1, Group 2 and Group 3.

- 26.3 Unless otherwise disqualified, the Members of the Board:
- (a) In Group 1 shall hold office for one year; and
 - (b) In Group 2 shall hold office for two years; and
 - (c) In Group 3 shall hold office for three years.
- 26.4 At each subsequent Annual General Meeting, the number of the Members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for 3 years.
- (a) A person who fills a casual vacancy in the office of a Director shall, unless otherwise disqualified, hold office until the next succeeding Annual General Meeting
 - (b) The vacancy caused at an Annual General Meeting by a person ceasing to hold office as a result of a casual vacancy or vacancies shall be filled by election at the Annual General Meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the Director who caused the casual vacancy initially filled by the person who ceased to hold office at the Annual General Meeting.
- 26.5 A person whose term of office as a Director expires under this clause (26) is not for that reason ineligible for election for a further term.
- 26.6 If clause 26 is revoked:
- (a) At an Annual General Meeting – all the Directors cease to hold office, or
 - (b) At a General Meeting, other than an Annual General Meeting – all the Directors cease to hold office at the next succeeding Annual General Meeting, and
 - (c) An election shall be held at the Annual General Meeting to elect the Board.
27. Subject to these Articles, the following members shall be entitled to stand for and be elected or appointed to the Board:
- 27.1 Life members; and
- 27.2 subject to Article 27.3, Bowling members who have been Bowling members of the Club for the two (2) calendar years immediately preceding the date on which they stand for or are elected or appointed to the Board and are either:
- 27.2.1 Home Club Members and Active Bowling Members; or
 - 27.2.2 Home Club Members and Former Active Bowling Members.
- 27.3 any Ordinary Member who is, or was, a Board Appointed Director.
- 27A. For the purposes of Article 27:
- 27A.1 **“Active Bowling member”** shall mean any Bowling member who has participated in at least twelve (12) Organised Games of Bowls in the previous calendar year or who has satisfied the Board that there were reasonable circumstances which prevented them from doing so.
- 27A.2 **“Former Active Bowling member”** shall mean any Bowling member who was previously an Active Bowling member and who has satisfied the Board that there were

reasonable circumstances which prevented them from being an Active Bowling member.

27A.3 **“Home Club Member”** shall mean any Bowling member who has either the:

27A.3.1 Oak Flats Men’s Bowling Club; or

27A.3.1 Oak Flats Women’s Bowling Club,

nominated or declared as their “home club” for the purposes of their membership with the Royal New South Wales Bowling Association or the New South Wales Womens’ Bowling Association.

27A.4 **“Organised Game of Bowls”** shall mean a game of bowls organised by the committees of the bowling clubs referred to in Article 27A.3 including, but not limited to, pennant, championship, interclub or social games.

27B. Notwithstanding anything contained in these Articles, no person who was a director or former director of a registered club which has amalgamated with the Club shall be entitled to take part in the management of the Club or stand for or be elected or appointed to the Board at any time during the five (5) calendar years after completion of the amalgamation.

27C. Notwithstanding anything contained in these Articles, no person shall be entitled to stand for or be elected or appointed to the Board if, pursuant to Article 18, they were suspended or expelled from membership by the Board (or a disciplinary committee of the Board) at any time during the ten (10) calendar years preceding the date on which they stand for election or appointment to the Board.

28. No person currently under suspension by the Board in accordance with these Articles shall be eligible to nominate, stand for or be elected or appointed to the Board.

28A. Any person who is employed by the Club or who has been employed by the Club at any time in the period of 3 years prior to:

28A.1 the date of nomination for election to the Board, in the case of a Director to be elected under Clause 29; or

28A.2 the date of appointment to a casual vacancy on the Board, in the case of a Director to be appointed to a casual vacancy on the Board under Clause 30 is ineligible for election or appointment, as applicable, to the Board.

28B. Any member seeking nomination for election to the Board must have completed, to the satisfaction of the Board, within the 2 years prior to nomination, such training courses as determined by the Board (being not less than 2 approved courses) as a precondition to acceptance of nomination and the Board may make and amend rules relating to compliance with this Article which rules will include, but are not limited to, provisions relating to:

28B.1 the approved courses (with the general intent that they be based on recommendations, if any, by ClubsNSW (or its successor) and be relevant to the role of company directors or the Registered Club Industry or both);

28B.2 the payment of the cost of the courses by the Club;

28B.3 the payment of a deposit (not greater than the cost of the courses) by a Member seeking to undertake the approved courses;

28B.4 the reimbursement after nomination of the cost of approved courses undertaken by a Member at his or her own cost; and

28B.5 other provisions to give effect to this Article.

- 28C Any member who has nominated for election to the Board must sign a deed poll or other document in a form (as to type and content) approved by the Board acknowledging the legal obligations of a director and specific agreement as to issues of confidentiality.
29. The election of the Members of the Board shall take place in the following manner:
- 29.1 The nomination of Members for election to the Board must be made by:
- 29.1.1 in respect of any Member who satisfies the requirements contained in Articles 27.1 or 27.2, any two (2) Life Members or Bowling Members of the Club; or
- 29.1.2 in respect of any Member who satisfies the requirements set out in Article 27.3, any two (2) Life Members or Bowling Members of the Club who held office on the Board at the same time as the Member.
- 29.2 the nomination which shall be in writing and signed by the Member and his or her proposer and seconder and shall otherwise be in a form determined from time to time by the Board, shall be lodged with the Secretary not less than twenty one (21) days (or such other greater period as may be prescribed by the Act or the Law) before the day fixed for the Annual General Meeting. For the avoidance of doubt, notwithstanding anything contained in these Articles, a member shall only be entitled to nominate as a Director and the Chairperson shall be elected in accordance with Article 29.9.
- 29.3 No nomination will be valid unless the nominee has complied with Articles 28B and 28C.
- 29.4 A list of the candidate's names with the proposer's and seconder's names shall be posted on the Club Noticeboard promptly following closing of nominations and in any event for a period not less than twenty one (21) days prior to the date of the Annual General Meeting.
- 29.5 If the full number of candidates for election to the Board is not nominated then those candidates who are nominated shall be declared elected to the Board and the remaining positions shall be casual vacancies for the purposes of Article 30.
- 29.6 If there be only the requisite number nominated for election to the Board, those candidates shall be declared duly elected.
- 29.7 If there be more than the required number of candidates nominated for the Board an election by secret ballot shall take place.
- 29.8 An election by secret ballot of the Members for the Board shall be conducted during the week prior to the Annual General Meeting or in such manner as may be determined by the Board. The power of the Board to make By-Laws shall extend to By-Laws regulating all matters in connection with the election of the Board.
- 29.9 As soon as reasonably practicable after an Annual General Meeting, the elected directors shall elect a Chairperson from amongst their number. In respect of the election of the Chairperson the following shall apply:
- (a) As soon as reasonably practicable after the election, the Board shall cause a notice to be displayed on the Club Noticeboard notifying members of the director elected to the position of Chairperson.
- (b) The director elected to the position of Chairperson shall, subject to sub Article 29.9 (c) and to these Articles generally, hold that office until the conclusion of the next Annual General Meeting.

- (c) The Board shall at all times have the power to replace the Chairperson appointed by the Board and appoint from amongst themselves another director to take the role of Chairperson. The director who ceases to be the Chairperson by virtue of this sub-Article shall return to the role of director.
- (d) If, for any reason, the position of Chairperson is vacated prior to the conclusion of the next Annual General Meeting, the Board may elect another director to the vacant office of Chairperson and the director so elected shall hold the office of Chairperson until the conclusion of the next Annual General Meeting.
- (e) The Board shall, pursuant to Article 30, be able to fill the vacancy created by a Director being appointed to the position of Chairperson pursuant to sub Article (c) above.
- (f) The Chairperson may resign from his position of Chairperson by notice in writing to the Secretary or orally to the Board at a properly convened Board meeting however he or she will remain on the Board as an Ordinary Director.

VACANCY ON THE BOARD OF DIRECTORS

- 30. The Board may by resolution appoint a person eligible to be a member of the Board under clauses 27, 28, 28A, 28B and 28C to fill any casual vacancy or vacancies which may occur in the Board.
- 31. The office of a Member of the Board shall be vacated:
 - 31.1 if he becomes bankrupt;
 - 31.2 if he resigns;
 - 31.3 if he is prohibited from being a Member of the Board by reason of any order or provision of the Act or the Law;
 - 31.4 if he ceases to be a Member of the Club;
 - 31.5 if he is expelled from membership of the Club;
 - 31.6 if he is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the board and the Board resolves that his office be vacated;
 - 31.7 if he dies;
 - 31.8 if he is declared under any law to be of unsound mind.
- 32. The Club by a resolution of a General Meeting may remove a Director or Directors before the end of the Director's period of office, subject to compliance with the Law.

POWERS OF BOARD

- 33. The management of the business of the Club shall be vested in the Board which shall have full control of the property of the Club and absolute authority subject to these Articles of Association and the Memorandum of Association, regarding 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 as otherwise expressly provided by these Articles. In particular, but not derogating from the general powers of the Board, the Board shall have power from time to time:

- 33.1 to appoint from among its members or Ordinary Members of the Club, committees and subcommittees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such subcommittees 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 meeting of the Board appointing the subcommittee the quorum of all subcommittees shall consist of a majority of the members of such subcommittee;
- 33.2 the powers under this clause 33 include the powers of the Board under clause 18 so that any reference to the Board in that clause is a reference to any committee appointed by the Board and delegated any of the powers under clause 18.
- 33.3 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.
- 33.4 to enforce the observance of all By-Laws.
- 33.5 to appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit;
- 33.6 any By-Law made shall come into force and be operative upon the posting of an appropriate notice containing such By-Law on the Club Noticeboard;
- 33.7 to otherwise exercise all of the powers of the Club as are not by the Act or the Law restricted in their exercise to a General Meeting.
- 34. The Board shall cause to be kept by the Secretary in books provided for the purpose details of:
 - 34.1 all appointments of officers made by the Club;
 - 34.2 the numbers of members present and voting at meetings of the Board;
 - 34.3 of all resolutions and proceedings at all meetings of the Club and meetings of the Board.

MEETING OF BOARD

- 35. The Chairperson may at any time and the Secretary shall on the requisition of not less than three (3) members of the Board convene a meeting of the Board.
- 36. 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 that purpose. The quorum of the Board shall be a majority of the members of the Board from time to time.
- 37. The Chairperson of the Club shall if present preside at all meetings of the Board, and in his absence, the meeting shall elect a member of the Board to be chairperson of that meeting. The Chairperson shall be, ex officio, the chairperson or president of all committees, subcommittees and associations within the Club unless otherwise determined by the Board.
- 38. Subject to these Articles, questions arising at a meeting of the Board shall be decided by a majority of directors present and voting.
- 39. All acts done by any meetings 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.

GENERAL MEETINGS

40. A General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board in accordance with the provisions of the Law. Such meeting shall be called the Annual General Meeting. All General Meetings other than the Annual General Meeting shall be called General Meetings.
41. Any General Meeting may be called by the Board whenever it thinks fit and shall be called by the Board on the requisition of not less than 5% of the Members of the Club having at the date of the deposit of the requisition at the office of the Club a right to vote at General Meetings of the Club.
42. In addition to the preceding there shall be two (2) Information Sessions held each year in the months of February and June to deal with the business set out in clause 45. For the avoidance of doubt, the Information Sessions are not general meetings of the Club for the purposes of the Corporations Act. Notice of the Information Sessions will be given to members by way of notice posted on the Club Noticeboard at least twenty one (21) days prior to the date of the Information Session.
43. In the event of an General Meeting being called by the Board on a requisition of the Members the following provisions shall have effect:
 - 43.1 The requisition must state the objects of the meeting and must be signed by the requisitioning members and deposited at the Office and may consist of several documents in like form each signed by one or more of the requisitioning members.
 - 43.2 The Board shall cause such meeting to be convened as soon as is reasonably possible and in any event within twenty one (21) days for the date of deposit of the requisition and failing the convening of such meeting within such time, the requisitioning members or any of them may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three (3) months from the date of deposit of the requisition.
 - 43.3 Due notice of any such meeting must be given in accordance with the Law with regards to any ordinary or special resolution.
 - 43.4 Any meeting convened under this clause by the requisitioning members shall be convened in the same manner or as near as possible as that in which meetings are convened by the Board.

PROCEEDINGS AT GENERAL MEETINGS

44. The business of the Annual General Meeting shall be:
 - 44.1 To confirm the minutes of the previous Annual General Meeting.
 - 44.2 To receive reports from the Board.
 - 44.3 To receive and consider the balance sheet and financial statements and report from the auditors.
 - 44.4 To receive the returning officer's report, if any, and to conclude the election of the Board for the ensuing year.
 - 44.5 To appoint an auditor or auditors.

- 44.6 To approve any honoraria or other payment (if any) to members of the Board.
- 44.7 To deal with any other business of which due notice has been given.
- 44.8 To deal with any other business that the meeting may approve of in respect of which due notice has not been given.
- 45. The business of each Information Session shall be:
 - 45.1 To receive and consider the reports of the Board;
 - 45.2 To receive and consider the statement of income and expenditure for the prior period (as determined by the Board);
 - 45.3 To deal with any business of which due notice has been given.
- 46. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum at any General Meeting shall be not less than twenty (20) Financial Full Members present and entitled to vote.
- 47. If a quorum is not present within half an hour from the time appointed for the meeting:-
 - 47.1 where the meeting was convened upon the requisition of members, the meeting shall be dissolved; or in any other case
 - 47.2 the meeting stands adjourned to such day and time and such place as the Board determines and failing such determination by the Board to the same day and time at the same place in the next week;
 - 47.3 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.
- 48. Any notice of a General Meeting must give not less than twenty one (21) days notice (or such greater period of notice as may be required by the Act or the Law from time to time). In each of such cases such period of notice shall be exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given. Each such notice must specify the date, the place and the hour of the meeting and in the case of a Special Resolution, the general nature of the business to be dealt with and any proposed resolutions.
- 49. The Chairperson of the Club shall if present preside at all General Meetings of the Club and in his absence the meeting shall elect a Member of the Board to be chairperson of the meeting.
- 50. At any General Meeting a declaration by the chairperson 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 minute book of the Club shall be conclusive evidence of the fact.
- 51. Every question submitted to a meeting shall be decided by a show of hands with the exception of the election of a person to the Board, and in the case of an equality of votes the chairperson shall have a casting vote.
- 52. A poll may be called by the chairperson or by any five (5) Members present and entitled to vote who, prior to declaration of the vote, rise and declare that they require a poll to be taken. Any such poll shall be conducted in the manner determined by the chairperson.

53. Proceedings at General Meetings shall be recorded in a book provided for that purpose and any such minute shall be signed by the chairperson of the meeting to which it relates or by the chairperson of the next succeeding meeting.
54. The chairperson of a general meeting may with the consent of 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. 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.

EMPLOYEES

55. Notwithstanding any other provision of these Articles an employee of the Club shall not vote at any General Meeting or any Board Meeting or at any election of the Board, or hold office as a member of the Board.

FINANCIAL YEAR

56. The financial year of the Club shall commence on 1 July in each year and end on the last day of June in the succeeding year.

ACCOUNTS AND AUDIT

57. The Board shall cause proper accounts and records to be kept showing the financial affairs of the Club as are reasonably necessary to conduct proper management of the Club and in any event in accordance with all provisions of the Act and the Law.
58. The books of accounts shall be kept at the Office of the Club or at such other place as the Board thinks fit and shall be open to the inspection of the members of the Board at all reasonable times.
59. That Board shall cause to be prepared and submitted to the Annual General Meeting a balance sheet and profit and loss account made up to the end of the financial year. Such balance sheet and profit and loss account shall be accompanied by all documents required by the Law or the Act to be attached and in compliance with all statutory requirements.

AUDITORS

60. Auditors shall be appointed, nominated, removed, retire, resign and any fees, expenses, powers and duties shall be in accordance with the provisions of the Act and Law.

SEAL

61. The Board shall provide for 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 at least two directors who shall sign every instrument to which such seal is affixed and every instrument to which such seal is affixed shall also be countersigned by the secretary or a third director.

NOTICES

62. Subject to Article 42 a notice may be given by the Club to any Member either personally or by sending it by post to him or her at his or her address within New South Wales last recorded in the records of the Club or last provided in writing by him or her to the Club for the giving of notices or by leaving it at the said address.

63. Any notice sent by post shall be deemed to have been served on the second business day (being any day other than a Saturday, Sunday or public holiday in the State of New South Wales) following that on which the letter is posted provided that it has been sufficiently addressed and stamped. A certificate in writing signed by the Secretary or other Officer or employee of the Club that the notice was so addressed and posted shall be prima facie evidence.

INDEMNITY

64. The Club must indemnify each director, officer, auditor, member of any subcommittee, secretary and agent of the Club ("Officer") against:-
- 64.1 any liability for costs and expenses incurred by that Officer as such in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Officer, or which are discontinued, withdrawn, dismissed or struck out, or in which the Officer is acquitted, or in connection with any application in relation to such proceedings in which relief is granted to the Officer by the Court; and
 - 64.2 any liability (other than a liability to the Club or a related body corporate as defined in the Law) incurred by an Officer in carrying out the business or exercising the powers of the Club which liability does not involve any lack of good faith on the part of the Officer.
65. The Club may pay a premium in respect of a contract insuring a person who is or has been a director against liability incurred by the person as a director, except in circumstances prohibited by the Law.

LIQUOR AND GAMBLING

66. No person under the age of eighteen (18) years shall be sold or supplied with liquor on the premises and no person under the age of eighteen (18) years shall be permitted to use, operate or play poker machines on the premises.

SECRETARY

67. No payment or part payment of the remuneration of the Secretary and/or manager or other servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied or gaming machines.
68. The Board shall appoint a person to be the Secretary and/or Secretary/Manager and/or Chief Executive Officer of the Club upon such terms as the Board shall determine.

CLUB COLOURS

69. The Club colours are yellow and green.

GENERAL

70. The Articles of Association shall be read and construed subject to the provisions of the Act and the Law and to the extent that any of the provisions in the Articles are inconsistent with compulsory provisions of the Act and the Law then such provisions of the Articles shall be deemed inoperative and of no effect to the extent that they conflict with such provisions of the Act and the Law.

APPLICATION OF PROFITS

71. The Club is a non-proprietary Club. Subject to the Memorandum of Association the profits and other income of the Club shall be applied for the promotion of the purposes for which the Members of the Club are associated together and no payment of any dividends or distribution of profits or income to or amongst the Members of the Club shall be made.

TABLE OF CONTENTS

	PAGE NO
INTERPRETATION	1
MEMBERS (FIRST MEMBERS AND NUMBER)	2
MEMBERSHIP (CLASSIFICATION)	3
ELECTION OF MEMBERS	3
ADMISSION OF MEMBERS PURSUANT TO AMALGAMATION	4
BOWLING MEMBER.....	5
SOCIAL MEMBER	5
JUNIOR MEMBERS.....	5
ILLAWARRA YACHT CLUB MEMBERS	6
SPORTS MEMBERS	6
LIFE MEMBERS.....	6
HONORARY MEMBERS	7
TEMPORARY MEMBERS	7
PROVISIONAL MEMBERS.....	8
CESSATION OF MEMBERSHIP	8
MISCONDUCT OF MEMBERS	8
ADDRESS OF MEMBERS.....	11
REGISTERS.....	11
GUESTS.....	11
ENTRANCE FEE AND SUBSCRIPTION.....	12
BOARD OF DIRECTORS	12
VACANCY ON THE BOARD OF DIRECTORS	16
POWERS OF BOARD.....	16
MEETING OF BOARD	17
GENERAL MEETINGS	18
PROCEEDINGS AT GENERAL MEETINGS.....	18
EMPLOYEES	20
FINANCIAL YEAR	20
ACCOUNTS AND AUDIT	20
AUDITORS	20
SEAL.....	20
NOTICES.....	20
INDEMNITY.....	21
LIQUOR AND GAMBLING	21
SECRETARY.....	21
CLUB COLOURS	21
GENERAL	21
APPLICATION OF PROFITS	22