

NEW SOUTH WALES
CORPORATE AFFAIRS COMMISSION
COMPANIES ACT, 1961
Section 16 (3)

No. of Company
150716

New South Wales
Stamp Duty \$3.00

CERTIFICATE OF INCORPORATION
OF A PUBLIC COMPANY

This is to certify that BATEMANS BAY SOLDIERS' CLUB LIMITED is, on and from the Nineteenth Day of September 1972, incorporated under the Companies Act, 1961, and that the company is a company limited by guarantee.

GIVEN under the seal of the Corporate Affairs Commission at Sydney, this Nineteenth day of September, 1972.

(Sgd.) F.J.O. RYAN
Commissioner

Exd.

NEW SOUTH WALES
COMPANIES ACT, 1961
ASSOCIATION NOT FOR GAIN
COMPANY LIMITED BY GUARANTEE

Memorandum of Association

BATEMANS BAY

SOLDIERS' CLUB LIMITED

1. The name of the Company (hereinafter called "the Club") is "BATEMANS BAY SOLDIERS' CLUB LIMITED."
2. The registered office of the Club shall be situated in Batemans Bay or in such other place in New South Wales as the Board may from time to time determine.
3. The objects for which the Club is established are:
 - (a) To provide for members and for members' guests a Social and sporting Club with all the usual facilities of a Club including residential and other accommodation liquid and other refreshment libraries and provision for sporting musical and educational activities and other social amenities.
 - (b) To take over or otherwise acquire all of the assets and liabilities of an unincorporated association or club known as Batemans Bay Soldiers' Club and to assume and carry on the functions and objects of such association or club.
 - (c) To purchase hire lease or otherwise acquire for the purposes of the Club any real or personal property and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
 - (d) To give, sell, mortgage, exchange, hire, lease or otherwise dispose of the property of the Club or any part or parts thereof subject to the requirements of the Liquor Act and the Registered Clubs Act.
 - (e) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
 - (f) To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.

- (g) To borrow money from time to time and for such purposes to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Club.
- (h) In furtherance of the objects of the Club to apply for and obtain and hold a club licence under the Liquor Act, entitlements under the Gaming Machines Act and any other rights, entitlements, authorities or licences necessary or desirable for the conduct of the Club.
- (i) In furtherance of the objects of the Club to obtain and hold any licence or permit necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco cigars and cigarettes and of all kinds of goods provisions required used or desired by members.
- (j) To take or reject any gift of property money or goods whether subject to any special trust or not.
- (k) To erect maintain improve or alter any building or buildings for the purposes of the Club.
- (l) To promote all or any of the objects of the Returned Services Leagues of Australia (New South Wales Branch) Incorporated.
- (m) To indemnify any person or persons 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 security over the whole or any part of the real or personal property present or future of the Club.
- (n) To establish support or aid in the establishment and support of association funds trusts and conveniences calculated to benefit the members of the Club or the dependents or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public general or useful object.
- (o) To carry on all such activities as may be necessary or convenient for the purpose of the Club or any of them.
- (p) To do all such acts deeds matters and things and enter into and make such agreements as incidental or conducive to the attainment of the objects of the Club or any of them.
- (q) In furtherance of the objects of the Club to amalgamate with or take over any other club as allowed by law including any assets and liabilities of that club and to conduct the amalgamated club at such premises as are deemed appropriate and are allowed by law.
- (r) To provide facilities and cater for any new members acquired by amalgamation or take over by Batemans Bay Soldiers' Club Limited.
- (s) In furtherance of the objects of the Club to amalgamate with any companies, institutions, societies, clubs or associations having objects altogether or in part similar to those 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 that imposed upon the Club under and by virtue of Clause 4 of this Memorandum.

4. The income and property of the Club whencesoever 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 howsoever by way of profit to or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to such member in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration of any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club. Provided further that no members of the Board of Directors or Governing Body shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any member of such Board of Directors or Governing Body PROVIDED THAT nothing herein contained shall be construed as to prevent the allowance of an honourarium to any such member of the Board of Directors in respect of special honorary services rendered or the repayment to any such member of reasonable out-of-pocket-expenses and interest on money lent or hire of goods or rent for premises demised by the Club. The amount of any honourarium shall be approved by the members of the Club at a General Meeting.
5. The Liability of the members is limited.
6. Every 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 afterwards 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 the Club and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding five dollars (\$5.00).
7. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to the Batemans Bay Sub Branch of the Returned Services League of Australia (New South Wales Branch) Incorporated.
8. True account shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure take place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the articles or regulations of the Club same shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more qualified members of a recognized Institute Association or Body of Accountants.
9. The full names addresses and occupations of the subscribers hereto are:

Name and Address

Occupation

ALAN THIRWELL
Dunn's Creek Road
Mossy Point

Brick layer

REGINAL JAMES DUNN Bent Street Batemans Bay	Mill Hand
STEWART ELLIOT Clyde Street Batemans Bay	Oyster Farmer
ELWYN NEIL CHRISTENSEN Princes Highway Batemans Bay	Mill Hand
RAYMOND VICTOR WOODHOUSE Grantham court, John Street Batehaven	Caretaker
BRUCE HARTNET TREND Beach Road Batehaven	T.P.I. Pensioner
CHARLES ANDREW ANDERSON R.M.B. 341, Beach Road Batehaven	T.P.I. Pensioner
LEONARD CHARLES BOLLER 538 Beach Road Batehaven	Driver
BRIAN PATRICK SPENCER 13 Bent Street Batemans Bay	Timber Cutter
NEVILLE HILTON JOHNSTON High Street Batemans Bay	Linesman
GEORGE MILLER HENDRY Corrigan Crescent Batehaven	Carpenter
JAMES EDWARD BREMNER Nelligen	Engineer
WILLIAM GEORGE GILL Dunn's Creek Road Batehaven	Grazier
KENNETH PETER ROSS Beach Road Batemans Bay	Caravan Park Proprietor

10. The subscribers are desirous of being formed into a company in pursuance of this Memorandum of Association.

**Signature of
Subscribers**

A. THIRLWELL
R.J DUNN
S. ELLIOTT
E.N. CHRISTENSEN
R.V. WOODHOUSE
B.H. TREND
C.A. ANDERSON
L.C. BOLLER
NEVILLE H. JOHNSTON
G. HENDRY
J. BREMNER
W.G. GILL
K.P. ROSS

**Witness to
Signature**

L. PAUL THOMAS
Lot 77, Joseph Street
Batehaven

Dated this 27th day of July 1972.

COMPANIES (NEW SOUTH WALES) CODE 1981
A Company Limited by Guarantee and not having
A Share Capital

Articles of Association
of
BATEMANS BAY
SOLDIERS' CLUB LIMITED

DEFINITIONS

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

"The Act" means the Corporations Act. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force.

"The Articles" means the Articles of Association of the Club for the time being in force.

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

"Biennial General Meeting" means the Annual General Meeting held in the year 2011 and every second Annual General Meeting thereafter being the meeting at which the Board of Directors is to retire and the members elect a new Board.

"The Board of Directors" means the Management Committee of the Club and its members who are Directors of the Club within the meaning of the Act.

"The Club" means The Batemans Bay Soldiers' Club Limited.

"The Executive" means the President and the Vice President.

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

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

"General Meeting" means the Annual General Meeting or any General Meeting and any adjourned holding thereof.

“Honorary Member” means a person who under the Articles is an Honorary Member of the Club.

“Life Member” means a person who is elected to membership of the Club for life

“Liquor Act” means 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.

“Ordinary Member” means a person who is elected to membership of the Club in accordance with Articles 22 and 23 hereof.

“Month” means calendar month.

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

“Secretary” has the meaning ascribed thereto in Section 4 of the Registered Clubs Act, 1976 and includes Acting Secretary, Honorary Secretary, Secretary/Manager or Acting Honorary Secretary.

“Temporary Member” means a person who under the Articles is a Temporary Member of the Club.

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

“Special Resolution” has the meaning ascribed thereto by the Act.

“Officers” include the President, Vice President and Ordinary Members of the Board but does not include the auditor.

- (b) Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing and reproducing words in a visible form in the English language.
- (c)
 - (i) Words importing the masculine gender shall include the feminine gender.
 - (ii) Words in the singular shall include the plural and vice versa.
- (d) When any provision of an Act is referred to, the reference is to such provision as modified by any law for the time being in force and expressions defined in an Act or any modification thereof made by any law in force at the time shall have the meaning so defined.
- (e) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:

- (i) If at the expiration of 30 days from the due date his Subscription or any part thereof payable on that date remains unpaid;or
- (ii) If any money (other than the subscription) owing by him to the Club has remained unpaid at the expiration of 30 days from service on him of a notice from the Club requiring payment thereof; and in either case he shall be and remain unfinancial until payment in full of the amount owing.

INTERPRETATION

- 2. A decision of the Board on the construction or interpretation of the Memorandum of Association of the Club or these Articles, or on any By-Laws or Rules of the Club made pursuant to these Articles or on any matter arising thereout, shall be conclusive and binding on all members of the Club, subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.
- 3. The Club is established for the purposes set out in the Memorandum of Association.

PRELIMINARY

- 4. (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of Section 10 (6) and Section 10 (6A) of the Registered Clubs Act, a member of the Club, whether or not be is a member of the governing body, or of any committee of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.
- (c) Subject to the provision of Section 10 (7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.
- (d) The Secretary Manager, or any employee, or a member of the governing body or of any committee, of the Club shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (e) Subject to subsection 2(b) of Section 73 of the Gaming Machines Act the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (f) Subject to subsection 2 of Section 74 of the Gaming Machines Act the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

5. (a) An employee of the Club shall not vote at any meeting of the Club or of the Board at any election of the Board , or hold office as a member of the Board.
- (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.
6. (a) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23 of the Registered Clubs Act.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club
- (d) The registered office of the Club shall be situated at Beach Road, Batemans Bay, New South Wales or such other place as the Board may from time to time determine.

MEMBERSHIP

7. No person under the age of 18 years shall be admitted as a member of the Club.
 8. A person shall not be admitted to a membership of the Club except as an Ordinary Member, Life Member, Provisional Member, Honorary Member or Temporary Member.
 9. The person whose names are entered in the register as members of the Club at the date of the resolution adopting these Articles and such other person as the Board shall admit to membership in accordance with these Articles shall be members of the Club.
 10. (a) Unless and until otherwise determined by the Board Ordinary membership of the Club shall consist of the following classes:
 - (1) Service Members
 - (2) Associate Members
- All Classes are open to membership by either sex.
- (b) Upon the application of any member of any class of Ordinary membership of the Club for transfer to another class of Ordinary membership of the Club for which such member may be eligible, the Board may approve such transfer and may, if thought appropriate, make an adjustment in the subscription paid or payable by any member so transferred in the financial year in which the transfer takes place.

RIGHTS AND QUALIFICATIONS OF MEMBERS

11. The full Members of the Club entitled to vote at the annual election of the Board of the Club shall be not less than the minimum number of Full members required by the Registered Clubs Act.
12.
 - (a) Subject to Article 5 (a) and paragraph (b) of this Article, Financial Service, Financial Associate Members and Life Members of the Club shall be entitled to attend and to vote at all meetings of members of the Club. Each member shall have one vote.
 - (b) Only financial Service members and former Service Members who have been elected to Life Membership of the Club shall be entitled to vote on a Resolution to alter these Articles of Association.
13. The qualifications of Service, Associate and Life membership shall be as follows:
 - (a) **Service Members**

Any person who qualifies for membership of the Returned Services League of Australia and who shall have made application for membership to the Club in accordance with these Articles of Association and who has been duly elected as a Service Member.
 - (b) **Associate Members**

Persons who have attained the age of (18) years and who are not eligible to be admitted as Service Members of the Club and who in the opinion of the Board are suitable to be admitted to membership of the Club and who are elected or transferred by the Board to Associate membership of the Club.
 - (c) **Life Members**
 - (i) Persons who are Service Members or Associate Members who have rendered outstanding services to the Club may be elected at any General Meeting of the Club as a Life Member of the Club provided however that such election is made upon the recommendation of the Board and with the approval of the majority of the members present and voting. Life Members shall be relieved of any obligation or liability with respect to the payment of entrance fee or annual subscription.
 - (ii) The following conditions shall be observed in the election of a Life Member of the Club;
 - (1) Notice of the nomination signed by at least 2 Ordinary or Associate Members of the Club shall be given to the Secretary.
 - (2) Such nomination shall be reported to the first meeting of the Board of Directors after the receipt thereof and if at such meeting the majority of the members present and voting to recommend such nomination then the Board shall forward such nomination to the next General Meeting for consideration.

PROVISIONAL MEMBERS

- 13A. (a) A person in respect of whom a nomination form for membership duly completed in accordance with these Articles has been given to the Club and who has paid to the Club the first year's annual subscription appropriate to the class of membership referred to in the nomination form may be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of the nomination form being given to the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
- (c) Provisional members shall be entitled to the Social facilities and amenities of the Club. Provisional members shall be eligible to use such of the sporting facilities of the Club as the Board may determine from time to time.
- (d) Provisional members shall not be entitled to:
- (i) attend or vote at any meeting of the Club;
 - (ii) nominate for or be elected to the Board;
 - (iii) hold any office in the Club;
 - (iv) participate in the management, business and affairs of the Club in any way;
 - (v) introduce guests into the Club.

HONORARY MEMBERS

14. A person shall not be admitted as an Honorary Member of the Club unless he is admitted in accordance with the provisions of these Articles and he has the qualifications, as specified in these Articles, requisite and appropriate in relation to the purposes of the Club for Honorary Membership of the Club.
15. The following may at the discretion of the Board be made Honorary members of the club:
- (a) Any prominent person visiting the Club.
 - (b) A patron or Patrons as provided in Article 30.
 - (c) Any person who produces evidence that he or she is a current or former member of the Australian Defence Force.
16. (a) Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.

- (b) Honorary members who are not Full members of the Club shall be entitled to such playing and social privileges and advantages of the Club as the Board may determine from time to time and to introduce guests into the Club.
 - (c) Honorary members who are not Full members of the Club shall not be entitled to:
 - (i) attend or vote at any meeting of the Club;
 - (ii) nominate for or be elected to the Board or any office of the Club;
 - (iii) vote in the election of the Board;
 - (iv) vote on any Special Resolution to amend this Constitution;
 - (v) propose, second or nominate any eligible member for any office of the Club;
 - (vi) propose, second or nominate any eligible members for Life membership.
17. Honorary Members and Temporary Members may be relieved of any obligation or liability with respect to the payment of entrance fee and/or subscriptions.
18. The Board shall have the power to cancel the Honorary membership of any Honorary Member without notice and without assigning any reason therefore.

TEMPORARY MEMBERS

19. A person shall not be admitted as a Temporary Member of the Club unless he is admitted in accordance with the provisions of these Articles and he has the qualifications as specified in these Articles requisite and appropriate in relation to the purposes of the Club for the temporary membership of the Club.
20. The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (a) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or such other greater distance as may be determined from time to time by the Board by By-law pursuant to these Articles.
 - (b) A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.
 - (c) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, 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 or she so attends the premises of the Club until the end of that day.
 - (d) Any interstate or overseas visitor.

21. (a) The Secretary may at any time cancel the membership of any Temporary Member without notice and without assigning any reason therefore.
- (b) Temporary Members shall be entitled only to the social privileges of the Club as determined by the Board from time to time. They shall not take part in the management of the Club and the election of officers and may not vote at any meeting of the Club.
- (c) Temporary Members (other than those admitted pursuant to Article 20(c)) must complete and sign the Temporary Members Register.
- (d) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with Article 34A.

ELECTION OF MEMBERS

22. (a) Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:
- (i) the full name of the applicant; and
 - (ii) the residential address of the applicant;
 - (iii) the date of birth of the applicant;
 - (iv) the occupation of the applicant;
 - (v) a statement to the effect that the applicant agrees to be bound by the Memorandum and Articles of Association of the Club and the By-laws of the Club;
 - (vi) the signature of the applicant;
 - (vii) such other particulars as may be prescribed by the Board from time to time.
- (b) A nomination form shall be presented to an authorised officer of the Club together with:
- (i) the nomination fee (if any) and the appropriate subscription; and
 - (ii) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
- (c) The authorised officer of the Club to whom the nomination form is presented shall compare the particulars of the applicant as appearing on the nomination form with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the nomination form and in the evidence of identification correspond, the authorised officer shall sign the nomination form and shall cause the nomination form to be sent to the Secretary.

- (d) A person whose nomination form has been signed by an authorised officer of the Club in accordance with Article 22(c) and who has paid the Club the fees referred to in Article 22(b)(i) may become a Provisional member in accordance with Article 13A.
 - (e) The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days. An interval of at least fourteen (14) days shall elapse between the receipt of the nomination form of a person for election and the election of that person to membership of the Club.
23. A person shall not be admitted as a member of the Club, other than as a Life member, Provisional Member, an Honorary Member or Temporary Member, unless he is elected to membership at a meeting of the Board of the Club, or a duly appointed Election Committee of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection. The election shall be by majority of the members of the Board present and voting at the meeting.
24. (a) At any time prior to an election of a person as an Ordinary Member of the Club or any Ordinary Member may lodge in writing with the Secretary, an objection to such election stating reasons for the objections.
- (b) If an Election Committee has been appointed, the Election Committee shall consider the objection and may for that purpose call any evidence it deems necessary and shall upon completion of its deliberations advise the Board whether or not the objection has been sustained and the Board shall consider the Election Committee's advice and shall confirm or quash the Election committee's decision and the decision of the board shall be final.
- (c) If no election Committee has been appointed, the Board shall consider the objection and may for that purpose call any evidence it deem necessary and shall upon completion of its deliberation decide whether or not the objection has been sustained and the decision of the Board shall be final.
25. a) When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or forwarded or posted to such person.
- (b) A copy of the Memorandum and Articles of Association of the Club shall be supplied to a member on request being made to the Secretary of the Club and if demanded by the Secretary on payment of any fee that may be prescribed by the Act or by regulation.

ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

26. Members subscription shall be paid annually or if the Board so directs/approves by quarterly or half yearly installments and in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by these Articles shall be as prescribed by the Board from time to time.
27. (a) The entrance fees and subscriptions payable by Ordinary Members of the Club shall be such as the Board may from time to time determine provided that the annual subscription payable by Ordinary Members shall be not less

than two dollars or such other minimum subscription provided from time to time by the Registered Clubs act.

- (b) Any Ordinary Member who is suspended from membership of the Club for a period shall during such period be liable for payment of any fee for membership of the Club, which falls due during the period of suspension.
 - (c) The Annual Subscription shall become due and payable on the first day of January in each year. During the month of December in each year the Secretary shall give notices to all members advising them that subscriptions are due and payable on the first day of January next but failure to give such notices or the non-receipt of such notices shall not relieve any member from the obligation to pay the annual subscription by the due date.
28. If the subscription of any member shall not be paid within a period of 30 days from the date upon which it shall fall due for payment the defaulting member shall be debarred from all privileges of membership his name may be removed from the register of members by the Board and he shall be disqualified by the Board from all Club competitions in which he is participating.
29. The Board shall have power to make charges and levies on Ordinary Members for general or special purposes.
- 29A. Notwithstanding anything contained in these Articles, any member who is not a Financial member (as defined in Article1 (e)) shall not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, social or sporting activities of the Club or any section without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any section;
 - (d) nominate or be elected or appointed to the Board or any committee of a section;
 - (e) vote in the election of the Board or any committee of a section;
 - (f) propose, second or nominate any eligible member for any office of the Club or any section;
 - (g) propose, second or nominate any eligible member for Life membership.

MEMBER REWARD SCHEME

- 29B. (a) All Service members, Associate members and Life members are eligible to participate in the Club's reward scheme.
- (b) All Service members, Associate members and Life members will be allocated into a membership classification in the reward scheme according to the amount of each member's expenditure to obtain certain goods or services from the Club which are recorded on the member's membership card.
- (c) The Board of Directors will determine from time to time:

- (i) The number, type and the name of each reward classification; and
- (ii) The goods and services which are included in the Club's reward scheme;
- (iii) Whether goods and services included in the Club's reward scheme are available for a particular reward classification, particular reward classifications or all reward classifications.
- (iii) The amount of expenditure for the allocation of members to each reward classification.
- (d) Members in each reward classification will be entitled to benefits which vary in value between each reward classification.
- (e) The terms, conditions, categories and benefits of the reward scheme will be published on the Club Notice Board and on the Club website.

PATRONS

30. The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereupon Be deemed to be Honorary Members of the Club and subject to these Articles shall remain Honorary Members while they remain Patrons. There shall be not more than three patrons at any time.

REGISTERS OF MEMBERS

31. The Club shall keep the following registers:
- (a) A register of persons who are Full members of the Club. This register shall set forth in respect of each of those members:
 - (i) the name in full
 - (ii) the occupation
 - (iii) the address of each member
 - (iv) the date of birth
 - (v) the date of being first elected to membership of the Club
 - (vi) 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.
 - (c) A register of persons who are Temporary members other than Temporary members referred to in Article 20(c).
 - (d) A register of persons of or over the age of 18 years who enter the premises of the Club as guests of members.

SUSPENSION AND EXPULSION

32. If any member shall willfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or of these Articles of the Club or the By-Laws thereof or be in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct within or without the precincts of the Club which in the opinion of the Board is unbecoming of a member or which shall render him unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase his name from the register of members provided that:
- (a) Such member shall be notified of any charge against him pursuant to this Article by notice in writing by a prepaid letter posted to his last known address at least fourteen clear days before the meeting of the Board at which such charge is to be heard.
 - (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
 - (c) The Board may, and shall if requested so to do by the person charged at least seven days before the date of the hearing, cause a notice to be sent to any other member to appear and give evidence. For the avoidance of doubt, if the Board has notified a member to attend a disciplinary hearing in order to provide evidence and the member fails to attend the hearing or fails to provide evidence at the hearing, the Board can still deal with the charge.
 - (d) The Board may on the date fixed for hearing, proceed to take evidence and may if thought fit, adjourn the hearing to a future date and it shall not be necessary to give notice of adjournment to any party concerned.
 - (e) The method of voting by the members of the Board present at such meeting shall be as determined by the Board and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless a majority of the members of the Board present vote in favour of such motion.
 - (f) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but shall have regard to any representations made to it in writing by the member charged.
 - (g) Should any member make a charge which in the opinion of the Board shall be of a frivolous nature or unsupported by evidence at such inquiry the Board may impose such penalty against such member so doing as they may think fit.
 - (h) Deleted
 - (i) The Board may, by By-Law implement immediate suspension from Membership for a period not exceeding 6 months in certain circumstances of adverse behaviour, subject to the suspended member being advised, in writing, that they may make application for a hearing at the next meeting of the Board.
 - (j) Notwithstanding the foregoing the Board or the Secretary (independently of the Board) shall have power upon a complaint or charge being made against any member to forthwith suspend such member from membership of the Club

until the next meeting of the Board and may after making preliminary inquiries make a full report to the Board. The Board may after consideration of such report, continue such suspension until the complaint or charge has been dealt with in the manner hereinbefore provided.

- (k) The Board shall have full power to inquire into any matter they may think fit whether any charge shall have been laid before them or not.
- (l) Without limiting the generality of the term “conduct prejudicial to the interests of the Club” or the term “conduct unbecoming of a Member” where used in this Article 32 the following conduct by a Member shall be conduct that is both prejudicial to the Club and unbecoming of a Member:
 - (i) Intoxication on the Club premises
 - (ii) Indecent violent or quarrelsome behaviour on Club premises.
 - (iii) Use of bad language on Club premises.
 - (iv) Sexual harassment on the Club premises including verbal harassment, physical harassment or offensive gestures.
 - (v) Refusing to leave the premises of the Club when requested to do so by an officer or employee of the Club in circumstances where the Member has been informed that he or she has been engaged in conduct referred to in any of paragraphs (a) to (d) above.
- (m) In addition to any powers under section 77 of the Liquor Act, the Secretary or subject to paragraph (q) of this Article 32 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 premises 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 the Liquor Act; or
 - (iv) who hawks, peddles or sells any goods on the premises of the Club; or
 - (v) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free; or
 - (vi) 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; or
 - (vii) 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.

- (n) If pursuant to paragraph (m) of this Article 32 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 (q) of this Article 32) 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.
 - (o) Without limiting Article 32(n), if a person has been refused admission to or turned out of the Club in accordance with Article 32(m)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
 - (p) Without limiting Article 32(n), if a person has been refused admission to or turned out of the Club in accordance with Article 32(m)(i), the person must not:
 - (i) remain in the vicinity of the Club; or
 - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
 - (q) Without limiting the provisions of Section 77 of the Liquor Act the employees who under these Articles are entitled to exercise the powers set out in this Article shall be:
 - (i) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
 - (ii) Any employee authorised by the Secretary to exercise such power.
- 32A. Any member suspended pursuant to Article 32 shall during the period of such suspension not be entitled to:
- (a) attend at the premises or use any of the facilities of the Club for any purpose without the permission of the Board; or
 - (b) participate in any of the recreational, social or sporting activities of the Club or any section without the permission of the Board;
 - (c) attend or vote at any meeting of the Club or any section;
 - (d) nominate or be elected or appointed to the Board or any committee of a section;
 - (e) vote in the election of the Board or any committee of a section;
 - (f) propose, second or nominate any eligible member for any office of the Club or any section;
 - (g) propose, second or nominate any eligible member for Life membership.

RESIGNATION AND CESSATION OF MEMBERSHIP

- 33. (a) A member may at any time resign from his or her membership of the Club by either giving notice in writing to the Secretary or returning his or her membership card to an officer of the Club and clearly indicating to the officer

that he or she resigns from membership. A resignation pursuant to this Article shall take effect from the date on which the notice is received by the Secretary or the date on which the membership card is received by the officer of the Club.

- (b) Every person ceasing to be a member of the Club (whether by resignation, expulsion, being removed from the Register of Members, neglecting to pay the entrance or subscription fee or otherwise) shall ipso facto forfeit all rights as a member of the Club provided that such person shall remain liable for any annual subscription and all arrears thereof due and unpaid at the date of cessation of his membership of the Club and any other moneys due by him at the date of cessation of his membership of the Club or for which he is or may become liable under Clause 6 of the memorandum of Association

GUESTS

- 34. (a) All members except Honorary members shall have the privilege of introducing guests to the Club. However, a Temporary member may only introduce a guest in accordance with Article 34A.
 - (b) 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.
 - (c) 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 suspended or expelled from the Club pursuant to Article 32(j) or who has been refused admission to or turned out of the Club pursuant to Article 32(m).
 - (d) Members shall be responsible for the conduct of any guests they may introduce to the Club.
 - (e) The Board shall have power to make By-laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
 - (f) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
 - (g) 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.
 - (h) 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.
 - (i) The Secretary may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- 34A. 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.
- 34B. For the purposes of Article 34A(c), "responsible adult", in relation to a minor, means an adult who is:
- (a) a parent, step-parent or guardian of the minor;
 - (b) the minor's spouse or de facto partner; or
 - (c) for the time being standing in as the parent of the minor.

BOARD OF DIRECTORS

35. (a) (i) The business and affairs of the Club shall be managed by a Board of Directors:
- (1) subject to subparagraph (2) of this Article, consisting of a President, a Vice President and seven (7) ordinary members all of whom shall be elected in accordance with these Articles;
 - (2) as and from the election of the Board and Annual General Meeting held in 2021, and all elections and Annual General Meetings thereafter, consisting of a President, a Vice President and five (5) ordinary members.
- (b) The members of the Board shall, subject to these Articles, hold office until the declaration of the result of the ballot for election of the Board at the Biennial General Meeting following the Biennial General Meeting at which they were elected, when they shall retire but shall be eligible for re-election.
 - (c) No person shall be eligible to hold any office in the Club unless his membership of the Club has been of at least three years' continuous duration and he is a financial member, and further no person shall be eligible to hold the office of President, unless he shall have previously served a period of at least twelve (12) months on the Board.
 - (d) No member under suspension shall be elected to office or perform duties as holder of an office or member of any Committee of the Club while he remains unfinancial or during the period of such suspension.
 - (e) Subject to Article 35(e)(i) the President, the Vice President and four (4) other members of the Board shall at all times be Service members or Life members who are financial members of the Batemans Bay Sub-Branch of the R.S.L and three (3) members on the Board shall be Associate members.
 - (ei) (i) As and from the election of the Board and Annual General Meeting held in 2021, a President, a Vice President and three (3) other members of the Board shall at all times be Service members who are

financial members of the Batemans Bay Sub-Branch of the R.S.L and two (2) members of the Board shall be Associate members.

(ii) As and from the election of the Board and Annual General Meeting held in 2021, a President, and Four (4) other members of the Board shall at all times be Service members who are financial members and Batemans Bay Sub-Branch of the R.S.L members and two (2) members of the Board shall be Associate members.

(f) Members of the Board shall at all times be aware of, and conduct themselves in accordance with, those requirements and responsibilities as stipulated by the Board from time to time.

(g) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act.

36. No member of the Club:

(a) Who has been found by the Board to be guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club pursuant to Article 32; or

(b) Who has been turned out of the premises of the Club pursuant to section 77 of the Liquor Act and a Police Officer has been required to assist in turning out such Member from the premises of the Club.

(c) Who has been suspended pursuant to Article 32 (i) for conduct requiring the assistance of a Police Officer to have the Member removed from the premises of the Club: or

(d) Who has at any time been convicted of an indictable offence.

shall be eligible to be nominated for a position as a Member of the Board until in the circumstances referred to in paragraphs (a), (b) and (c) not less than two years have elapsed since the finding of guilt, the turning out or the removal of the Member as the case may be and the Biennial General Meeting at which the Members is nominated for Election to the Board.

37. The Election of members of the Board shall take place in the following manner.

(a) Nominations for election to the Board shall be made in writing and signed by a proposer and seconder who shall be Service, Associate or Life Members of the Club and by the Nominee who shall signify his consent to the nomination. The nominee shall state on the nomination form whether he is a Financial Member of Batemans Bay Sub-Branch of the RSL, a Service Member, Life member or an Associate Member of the Club.

(b) Nomination for election to the Board must be received by the Secretary not less than twenty eight (28) days prior to the date of the Biennial General Meeting which shall be the closing date for nominations.

(c) Immediately after nominations are closed the Secretary shall exhibit in a conspicuous place on the premises of the Club the names of the candidates for the respective offices on the Board of the Club and their nominators.

- (d)
 - (i) Members eligible for election to the Board may be nominated for more than one office and in the event of them being elected to the Senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to the Junior office. For the avoidance of doubt, members will only be eligible to stand for election as the President or as an Ordinary Board Member. The position of Vice President shall be determined in accordance with Article 37(d)(iii).
 - (ii) For the purpose of these Articles the order of seniority of offices shall be: President, Ordinary Board members.
 - (iii) The position of Vice President shall be determined by the Board immediately after it has been elected as provided in paragraph (g) below.
 - (iv) In any ballot the counting of votes for each office shall proceed in the order of seniority referred to in sub-paragraph (ii) above and if a candidate receives the highest number of votes in a ballot for a higher position any votes cast in his favour in a ballot for any other positions shall not be counted.
- (e)
 - (i) If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidates or candidate nominated shall be declared elected at the Biennial General Meeting.
 - (ii) If no or insufficient nominations be received for any office or offices, the candidate or candidates, if any, that are nominated shall be declared elected at the Biennial General Meeting and nominations may, with the consent of the respective nominees, be made orally at the Biennial General Meeting for the vacancies then remaining, provided that any persons so nominated are eligible in accordance with Article 35 (e) to stand for the positions to which they have been nominated.
 - (iii) If more than one candidate is nominated for any office an election by ballot for such office shall be conducted in the manner hereinafter provided.
- (f)
 - (i) The Board shall appoint a Returning Officer and not less than two assistant Returning Officers who shall also act as scrutineers of the ballot. Neither the Returning Officer nor assistant Returning Officers shall be candidates in the election.
 - (ii) The Board shall determine the date and time for the closing of the ballot which shall be not later than 4:00pm on the day preceding the day appointed for the Biennial General Meeting.
 - (iii) On the day following such determination the Secretary shall place a notice on the Club Notice Board stating the time for the closing of the ballot.

- (iv) The Secretary shall prepare a list of members eligible to vote on the election together with their respective membership numbers and the class in which they are entered in the register of Members.
- (v) The Returning Officers shall be provided with a Ballot Box or Boxes which shall be locked by him and placed in the Club premises in a convenient situation to receive the Ballot Papers after completion.
- (vi) Subject to Article 37(viii), the Returning Officer shall supervise the method of issue of ballot papers the examination of returned ballot papers and the counting of votes after the ballot is closed and shall report the result of the ballot to the Biennial General Meeting.
- (vii) Subject to the requirements of these Articles:
 - (A) The election shall be conducted in such manner as may be determined by the Board from time to time; and
 - (B) The ballot shall be conducted during such times as shall be determined by the Board from time to time.
- (viii) If, pursuant to Article 37(f)(vii)(A), the Board determines to conduct the election by postal voting or to make postal voting available to certain members then:
 - (A) Not less than fourteen (14) days prior to the date for the closing of the ballot the Secretary shall send or make available to those members eligible to vote by postal voting a ballot paper containing in the order determined as hereinafter provided the names of duly nominated candidates for officer. Each ballot paper sent or made available to members shall be initialled by the Secretary and shall bear information as to the number of members required to be elected for the various positions on the Board.
 - (B) The Secretary shall give or send to those members eligible to vote using postal voting two (2) envelopes, one marked "Ballot Paper" and the other envelope addressed to the Returning Officer.
 - (C) The Secretary shall indicate on the list of members who are eligible to vote on the election the names of those members to whom the ballot paper and envelopes were given or sent and will hand such list to the Returning Officer prior to the time for the closing of the ballot.
- (ix) Deleted.
- (x) Any member of the Club to whom the ballot paper was given or sent and who satisfies the Returning Officer that the ballot paper or ballot papers or any of them were not received by him or were spoilt by him shall be given a further ballot paper.

- (xi) The non-receipt of the ballot paper by a member of the Club eligible to vote shall not invalidate the ballot.
 - (xii) Members shall record their votes in such manner as may be determined by the Board from time to time prior to the commencement of the ballot. Failure to comply with those requirements shall render the vote invalid.
 - (xiii) The position for the names of candidates on the ballot paper shall be determined by lot by the Secretary in the main bar of the Club in the presence of not less than six (6) members whose names shall be recorded by the Secretary.
 - (xiv) The returning officer shall give to each assistant Returning Officer notice of the time and place of the opening of the Ballot boxes and the counting of the ballot shall be conducted in such a manner that the secrecy of the ballot shall be maintained and the Returning Officer shall ensure that votes are recorded only by members entitled to vote and that no duplication of voting has taken place.
 - (xv) The Returning Officer shall first examine each ballot paper and any invalid ballot papers shall be discarded from the ballot but shall not be destroyed.
 - (xvi) The election shall be conducted and counted using the “first-past-the-post” voting method.
 - (xvii) Deleted.
 - (xviii) If there shall be an equality of votes affecting the election of any candidate then the Returning Officer, with the assistance of such of the Assistant Returning Officers as may be present, shall elect by lot from such candidates the candidate or candidates who is, or are, to be elected.
 - (xix) When the candidate or candidates to be declared elected to an office as a result of any ballot as aforesaid has been determined the Returning Officer shall report the result of the ballot in writing to the Chairman of the Biennial General Meeting.
 - (xx) The Chairman shall declare the candidates the report states as having the greatest number of votes, or where a candidate to be elected has been determined by lot aforesaid.
- (g) Subject to Article 37(g1) immediately following the Biennial General Meeting at which it was elected the Board shall hold its first meeting and shall elect a Vice President from among the eight (8) ordinary Board members and shall cause the name of the Vice President to be posted on the Club’s Notice Board immediately following such meeting.
 - (g1) Immediately following each Annual General Meeting held in 2021 and thereafter, the Board shall hold its first meeting and shall elect a Vice President from among the six(6) ordinary Board members and shall cause the name of the Vice President to be posted on the Club’s Notice Board immediately following such meeting.

38. The Board may from time to time make such regulations consistent with the foregoing rules regarding the election of members of the Board as may be necessary for the conduct of any election and all matters in connection therewith. Any regulation so made may be set aside by resolution of the Club at a General Meeting subject to the notice of intention to propose such resolution having been given.
39. The members of the Board holding office at the date of the resolution adopting these Articles shall, subject to these Articles, hold office until the declaration of the result of the ballot for the election of the Board at the first Annual General Meeting to be held after the date of the Resolution adopting these Articles when they shall retire but shall, subject to these Articles be eligible for re-election.

POWERS OF BOARD

40. The Board shall be responsible for the management of the business and affairs of the Club.
41. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these presents and to any regulations note being inconsistent with these presents from time to time made by the Club in General Meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time.
 - (a) To delegate any of its powers to Committees consisting of such member or members of its body and/or such Full Members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall be ex-officio a member of all such Committees. A Board may meet and adjourn as it thinks proper. Questions arising at any meeting of a Board shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second and casting vote. The meetings and proceedings of any Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.
 - (b) To make such By-Laws not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects and property and for the convenience comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws and without limiting the generality thereof particularly for:
 - (i) Such matters as the Board is specifically by these Articles empowered to regulate by By-Law.
 - (ii) The general management control and trading activities of the Club.

- (iii) The conduct of members.
 - (iv) The privileges to be enjoyed by each category of members.
 - (v) The relationship between members and club servants.
 - (vi) And generally all such matters as are commonly the subject matter of the Club Rule or By-Laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in general meeting.
- (c) To enforce the observance of all By-Laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
 - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (e) To secure the fulfilment of any contract or engagement entered into by the Club 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 or 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 moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
 - (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
 - (j) To sell, exchange, lease or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any projects, land or buildings belonging to the Club or any rights to which the Club may be entitled from time to time provided that these powers shall be exercised in accordance with the provisions of the Liquor Act and the Registered Clubs Act including (without

limitation) Section 41E of the Registered Clubs Act and the Regulations made pursuant to the Registered Clubs Act.

- (k)
 - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.
 - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers officers representatives, agents and servants or other employees with respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
- (l) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles.
- (m)
 - (i) To create sections and Committees for the conduct, managements and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and By-laws for the control and regulation of such sections or Board and the conduct and activities thereof and also to terminate and dissolve any such section or Board or to reconstitute the same on a similar or different basis.
 - (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with these Articles or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
 - (iii) The Board may empower each such section to open and operate a Bank Account in the name of the Section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them and further provided that a person operating a Bank Account or acting on behalf of the Section shall not be entitled to either:
 - (1) Incur debts in excess of available funds; or
 - (2) Arrange a loan in the name of the section without the prior approval of the Board of Directors.
 - (iv) Subject to the General control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to

the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the section shall also be produced promptly for inspection by or behalf of the Board.

- (v) And such section, which may engage in activities, social or otherwise, on other than premises controlled by the Club, shall ensure that they are adequately covered by Public Liability Insurance.
 - (vi) Subject as hereinafer provided the constitutions and rules or By-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose: provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
 - (vii) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefore and with a recommendation as to further action (if any) to be taken by the Board.
- 41A. The Board of Directors shall at all times maintain a Code of Conduct for Directors which shall not have effect as extending or limiting in any way the duties or obligations on Directors which are imposed under the Registered Clubs Act, The Corporation Law, the Work Health & Safety Act, the Anti Discrimination Act and any other law of the Commonwealth or of the State of New South Wales but which reflects best practice for procedures and conduct by Directors in accordance with the recommendation from the Registered Clubs Association of NSW and as may be advised to the Board by lawyers, accountants and other professional persons and as the Board may think fit from time to time.
42. Any By-Laws made under these Articles shall come into force and have the full authority of a By-Law of the Club on being posted upon the Club Notice Board.

PROCEEDINGS OF THE BOARD

43. The Board shall hold a meeting for the despatch of business at least once in every calendar month of the year and minutes of all proceedings and resolutions of the Board shall be kept and entered in a book provided for the purpose.
44. The Board may adjourn and otherwise regulate its meetings as it thinks fit, and may determine the quorum necessary for the transaction of the business and unless so determined, the quorum shall be five (5) members of the Board provided that as and from the Annual General Meeting of the Club held in 2021, the quorum shall be four (4) members of the Board.
45. (a) At all meetings of the Board the President, or in his absence the Vice President, shall be Chairman.
- (b) In the event of the President and the Vice President being absent from any meeting of the Board or being unwilling or unable to act the Directors may elect one of their number to be Chairman.

46. The President may at any time and the Secretary shall on the requisition of not less than three members of the Board summon a meeting of the Board.
47. Subject to express provisions to the contrary in the Articles or any Act questions arising at any meeting of the Board shall be decided by a majority of votes and in case of any equality of votes the Chairman shall have a second or casting vote.
48. All acts done by any meeting of the Board or of a Board or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed was qualified to be a member of the Board.
49. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.
- 49A. A meeting of the Board may be called or held using any technology consented to by all of the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

MATERIAL PERSONAL INTERESTS OF DIRECTORS

50. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge declare the nature of the interest at a meeting of the Board and comply with Article 50(b).
- (b) Subject to Section 195 of the Act, a director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (i) must not vote on the matter; and
 - (ii) must not be present while the matter is being considered at the meeting.

REGISTERED CLUBS ACCOUNTABILITY CODE

- 50A (a) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of this Article 50A.
- (b) For the purposes of this Article 50A, the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Registered Clubs Act and Registered Clubs Regulations,

Contracts With Top Executives

- (c) The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with:

- (i) the top executive's terms of employment; and
 - (ii) the roles and responsibilities of the top executive;
 - (iii) the remuneration (including fees for service) of the top executive;
 - (iv) the termination of the top executive's employment.
- (d) Contracts of employment with top executives:
- (i) will not have any effect until they are approved by the Board; and
 - (ii) must be reviewed by an independent and qualified adviser before they can be approved by the Board.

Contracts With Directors Or Top Executives

- (e) Subject to Article 50A(g) and any restrictions contained in the Registered Clubs Act, the Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (f) A "pecuniary interest" in a company for the purposes of Article 50A(e) does not include any interest exempted by the Registered Clubs Act.

Contracts With Secretary And Managers

- (g) Unless otherwise permitted by the Registered Clubs Act, the Club must not enter into a commercial arrangement or contract with:
 - (i) the Secretary or a manager; or
 - (ii) any close relative of the Secretary or a manager;
 - (iii) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

Loans To Directors And Employees

- (h) The Club must not:
 - (i) lend money to a director of the Club; and
 - (ii) unless otherwise permitted by the Registered Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

Restrictions On The Employment Of Close Relatives Of Directors And Top Executives

- (i) A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.

- (j) If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

Disclosures By Directors And Employees Of The Club

- (k) A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
 - (i) any material personal interest that the director has in a matter relating to the affairs of the Club; and
 - (ii) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
 - (iii) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
 - (iv) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- (l) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Article 50A(k).

Provision of Information To Members

- (m) The Club must:
 - (i) make the information required by the Registered Clubs Regulations available to the members of the club within four (4) months after the end of each reporting period to which the information relates; and
 - (ii) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the club can access the information.

VACANCIES ON COMMITTEE

- 51. Subject to the provisions of these Articles the members in General Meeting may by ordinary resolution of which special notice has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or their period of office and may by ordinary resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office during such time only as the person to whose place he is appointed would have held the same if he had not been so removed.
- 52. (a) The office of President, Vice President and an Ordinary Member of the Board shall ipso facto be vacated-

- (i) If he is disqualified for any reason referred to in Section 206B of the Act.
 - (ii) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (iii) If he is absent from three regular monthly meetings of the Board without leave of absence from the Board and the Board resolves that his office be vacated.
 - (iv) If by notice in writing given to the Secretary he resigns his office.
 - (v) If he becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, Liquor Act and Registered Clubs Act.
 - (vi) If he ceases to be a member of the Club.
 - (vii) If he fails to declare the nature of his interest a contract or office or property as provided by the Act.
 - (viii) If he becomes an employee of the Club.
 - (ix) If he fails to complete the mandatory training requirements for directors referred to in Article 35(g) (unless exempted).
- (b) The Office of Vice President shall be vacated if the Board by a majority vote so determines.
53. (a) 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 Biennial General Meeting.
- (b) The continuing members of the Board may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.

GENERAL MEETING

54. (a) A General Meeting called the Annual General 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 months of the close of the financial year.
- (b) The Board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than five (5) per centum 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 forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case no later than two (2) months after the receipt by the Club of the

requisition and in the case of such requisition the following provisions shall have effect.

- (i) The requisition shall state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
 - (ii) If the Board does not within twenty-one days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than fifty per cent may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three months from the date of such deposit.
 - (iii) In the case of a meeting at which a resolution is to be proposed as a Special Resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as is required by the Act.
 - (iv) Any meeting convened under this Article by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
 - (v) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
- (c) At least twenty one (21) days notice of the Annual General Meeting and of any general meeting of the members of the Club must be given to all Full members who are entitled to attend and vote at that meeting and to the auditor.
- (d) 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;
 - (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.
- (e) 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.

PROCEEDINGS AT GENERAL MEETINGS

55. (a) The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by Section 314 of the Act and, in the case of a Biennial General Meeting, to declare the results of the election of the Board and conduct any further election of directors that may be necessary and subject to the Act to appoint an Auditor or Auditors.

- (b) Subject to Article 57, no business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum if convened on the requisition of members shall be not less than fifty (50) members present and entitled to vote and at all General Meetings and at all Annual General Meetings shall not be less than 30 (thirty) members present and entitled to vote.
 - (c) If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present the Meeting if convened upon the requisition of members shall be dissolved. In any case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine but such period shall not exceed 21 days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
- 56. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within ten minutes after the time appointed for holding such meeting or unwilling or unable to act then the Vice-President shall act as Chairman. If the Vice President is not is present within ten minutes after the time appointed for holding the meeting or is unwilling or unable to act then the members of the Club present shall elect a member of the Board or one of their number to be Chairman of the meeting.
- 57. (a) Every question submitted to a meeting shall be decided by a show of hands unless a poll is demanded (before or on the declaration of the show of hands) by the Chairman or by not less than five (5) members entitled to vote at the meeting and in the case of equality of votes whether on a show hands or on a poll the Chairman of the Meeting shall have a second or casting vote.
 - (b) A person shall not:
 - (i) Attend or vote at any meeting of the Club or of the Board or of any Board thereof; or
 - (ii) Vote at any election of, or of a member of, the Board as the proxy of another person.
- 58. At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to the effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 59. (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on question of adjournment shall be taken forthwith.
 - (b) A demand for a poll may be withdrawn.
- 60. The Chairman of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time

and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it is as in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, then notice of the adjourned meeting shall be given as in the case of an original meeting.

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

ACCOUNTS AND AUDIT

62. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club.
63. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
64. (a) The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- (b) The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- (c) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club report to members in accordance with Division 4 of Part 2M.3 of the Act.
- (d) In accordance with Section 317 of the Act, the Board shall lay before the Annual General Meeting in respect of the financial year ending on the last day of June immediately prior to the Annual General Meeting:
- (i) the financial report of the Club;
 - (ii) the directors' report; and
 - (iii) the auditors' report on the financial report.
65. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or such other period as having regard to the Act, the Board may determine.

SECRETARY

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

SEAL

67. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be affixed to any deed or Instrument except by the authority of a resolution passed at a meeting of the Board previously given and in the presence of at least two (2) members of the Board who shall sign every instrument to which the Seal is affixed and ever such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board and such attestation shall be sufficient evidence of the authority to affix the Seal. Notwithstanding this, the Club may execute a document (including a deed) without using the Seal if that document is signed by two members of the Board or one member of the Board and the Secretary.

NOTICE

68. A notice may be given by the Club to any member either:
- (a) personally; or
 - (b) by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to these Articles;
 - (c) by sending it to the electronic address (if any) nominated by the member.
69. Where a notice is sent by post to a member in accordance with Article 68 the notice shall be deemed to have been received by the members:
- (a) in the case of a notice convening a meeting, on the day following that on which the notice was posted; and
 - (b) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
70. If a member nominates:
- (a) an electronic means (**nominated notification means**) by which the member may be notified that notices of general meetings are available and
 - (b) an electronic means (**nominated access means**) the member may use to access the notice of meeting;
- the Club may give the member notice of a meeting by notifying the member using the nominated notification means that:
- (c) the notice of meeting is available; and
 - (d) how the member may use the nominated access means to access the notice of meeting.
71. Where a notice is sent by electronic means, the notice is taken to have been given on the day following that on which it was sent.

- 72. Deleted.
- 73. Deleted.
- 74. Deleted.

CLUB COMPETITIONS

- 75. The Board shall arrange and control all competitions and matches other than those competitions and matches conducted by Section or Committee of the Club created pursuant to Article 41 (m) and their decision on all points connected therewith shall be final.

WINDING UP

- 76. In the event of a winding up of the Club in New South Wales, every member of the Club who is not for the time being in New South Wales shall be bound within fourteen (14) days after the passing of an effective resolution to wind up the Club voluntarily or the making of an order for the winding up of the Club to serve notice in writing on the Club appointing some householder in Sydney upon whom all summonses notices process orders and judgements in relation to or under the winding up of the Club may be served and in default of such nomination the Liquidator of the Club shall be at liberty on behalf of such member to appoint some such person and service upon any such appointee whether appointed by the member of the Liquidator shall be deemed to be good personal service on such member for all purposes and where the Liquidator makes any such appointment he shall with all convenient speed give notice thereof to such member by advertisement in a Sydney newspaper or by registered letter sent through the post and addressed to such member at his address as mentioned in the Register of Members of the Club and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

INDEMNITY OF OFFICERS

- 77. (a) Every officer (as defined in Section 9 of the Act) and former officer of the Club shall be indemnified to the full extent permitted by the Act out of the property of the Club against any liability incurred by him in his capacity as officer in defending any proceedings whether civil or criminal.
- (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.

GENERAL

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