

COMPANY CONSTITUTION
OF
KIAMA LEAGUES CLUB LIMITED

(as amended – 30 September 2012)

ACN 001 026 491

A Company Limited by Guarantee
and not having a Share Capital

[retype version 9/10/12]

Section 1:

ARTICLES OF ASSOCIATION
OF
KIAMA LEAGUES CLUB LIMITED

DEFINITIONS AND INTERPRETATIONS

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

“Act” means the *Corporations Act 2001* (as amended) and any regulation made under that act.

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

“annual report” means a report that is produced in accordance with the requirements of the Act, the Registered Clubs Act and the Australian Accounting Standards, and where appropriate, shall include a concise report as provided for in the Act.

“annual subscription” means the subscription paid by a member in accordance with the Registered Clubs Act and being paid either annually or otherwise.

“Articles” means the Articles of Association of the Club.

“Australian Accounting Standards” means the standards issued by the Australian Accounting Standards Board, as in force for the time being, and including any modifications prescribed by the regulations made under the Act.

“Authority” means the Independent Liquor & Gaming Authority.

“Board” means the Directors acting as a Board of Directors.

“By-laws” means the by-laws of the Club.

“chairperson” shall mean the chairperson of a meeting of the Club being such person entitled to preside at said meeting in accordance with the provisions of this Constitution.

“close relative” of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse or de facto partner of the person or of a person referred to in paragraph (a). [Note: “De facto partner” is defined in the *Interpretation Act 1987*]

“Club” means Kiama Leagues Club Limited ACN 001 026 491.

“club licence” means a club licence granted under the Liquor Act.

“Club premises” shall unless otherwise stated include all properties owned or leased by the Club.

“Company” means Kiama Leagues Club Limited ACN 001 026 491 and includes any registered business names owned by the Club.

“Constitution” means and includes the Memorandum of Association and Articles of Association in accordance with the Act.

“contract” includes commercial arrangements.

“core property” means any real property owned or occupied by the Club that comprises:

- (a) the defined premises of the Club, or
- (b) any facility provided by the Club for the use of its members and their guests, or
- (c) any other property declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, to be core property of the Club,

but does not include any property referred to in paragraphs (a)-(c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the Club, not to be core property of the Club.

“Director” Means Director of the Club.

“dispose” of property means to sell, lease or licence the property or to otherwise deal with the property in such manner as may be prescribed by the Registered Clubs Act.

“employ” and “employee” includes engage under a contract for services.

“financial member”, and the term “financial” when referring to a member, means a member who has paid his entrance fee for membership to the Club and his subscription in advance.

“Financial Year” has the meaning assigned to it by the Act.

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

“Gaming Machines Act” means the *Gaming Machines Act 2001* (as amended) and any regulation made under that act.

“gift” includes money, hospitality or discounts.

“Liquor Act” means the *Liquor Act 2007* (as amended) and any regulation made under that act.

“manager” shall mean the Secretary of the Club and such other persons who have been approved by the Authority and appointed to manage the licensed Club premises in accordance with the Liquor Act.

“month” means a calendar month.

“non-core property” means any real property owned or occupied by the Club that is not core property.

“notice board” means the board or boards provided in a conspicuous place on the Club premises on which notices are posted.

“office” means the registered office of the Club.

“Officer” shall have the meaning defined in the Act.

“ordinary resolution” means a resolution that may be passed by a simple majority at a general meeting of members.

“persons” includes corporations and partnerships.

“Register” means the register of members to be kept pursuant to the Act and the Registered Clubs Act.

“Registered Clubs Act” means the *Registered Clubs Act 1976* (as amended) and any regulation made under that act.

“resolution” means a resolution other than a special resolution.

“responsible adult” means a person of or over the age of eighteen (18) years who, in relation to the minor, is a parent, step-parent, guardian, legal spouse, or a person who for the time being has parental responsibility for the minor.

“Returning Officer” shall mean a person appointed by the Club to conduct an election on behalf of the Club, and shall include the State Electoral Commissioner or his representative when said Commissioner conducts an election.

“Rules”, unless otherwise inferred, means the paragraphs within this Constitution, and any By-laws and regulations of the Club.

“Secretary” includes Acting Secretary, Secretary Manager, Acting Secretary Manager, Honorary Secretary, Acting Honorary Secretary, Chief Executive Officer, and Acting Chief Executive Officer.

“special resolution” means a resolution that in accordance with the Act:

- (a) Is passed at a general meeting of the Club of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (b) Is passed by a majority of at least seventy-five per cent (75%) of such members of the Club as, being entitled to do so, are in attendance and vote in person at the meeting.

“State” means the State of New South Wales.

“teleconference” includes the use of telephone, computer, or video based equipment, or other suitable electronic means of communication.

“top executive” means each of the following:

- (a) the Secretary of the Club;
- (b) a person who is the manager (within the meaning of the Liquor Act) of any premises of the club;
- (c) a person who is, or who is of a class, prescribed by the Registered Clubs Act for the purposes of this definition.

“written” and “in writing” include printing, typing, lithography, electronic communication and other modes of representing or reproducing words in visible form in the English language. Provided that information may only be given by means of electronic communication where at the time the information was given it was reasonable to expect that the information would be readily accessible and the person to whom the information is given has consented to the information being given by means of an electronic communication.

- 1A. (a) References to any statutory enactment or regulation shall mean and be construed as references to the said enactment or regulation as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any such enactment or regulation.
 - (b) The headings contained herein have been inserted for convenience only and shall not define limit construe or describe the scope or intent of any of the Rules in this Constitution, nor limit or govern the construction of this Constitution.
 - (c) A decision of the Board on the construction or interpretation of the Constitution of the Club, or on any By-laws of the Club made pursuant to this Constitution or on any matter arising therein, 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 a Court of proper jurisdiction.
 - (d) A reference to a matter being approved by the Board is a reference to the matter being approved at a meeting of the Board at which a majority of the votes cast supported the approval.
 - (e) This Constitution 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 Constitution 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.
 - (f) Words importing the singular number also include the plural and vice versa. Words importing the masculine gender shall include the feminine gender and vice versa. Words importing persons include corporations.
- 2. The provisions that apply as Replaceable Rules under the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in this Constitution.
 - 3. The Club is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

4. *(Deleted)*
5. The Members of the Club shall consist of such persons as the Board shall admit to membership in accordance with this Constitution.
6. The membership of the Club is categorized as follows:
 - (a) Ordinary Members
 - (b) Life Members
 - (c) Honorary Members
 - (d) Temporary Members
 - (e) Provisional Members
7. The members of the Club entitled to vote at an election of the Board shall consist of such class or classes of membership as comprises not less than 25% of the members of the Club.

ORDINARY MEMBER

8.
 - (a) "Ordinary Member" means a person who has been elected as an Ordinary Member and has paid the applicable entrance fee (if any) and annual subscription.
 - (b) An Ordinary Member is entitled to all the privileges of the Club and is entitled to attend and vote at any meeting and elections of the Club subject to Articles 24(c) & 24(e).

LIFE MEMBER

9.
 - (a) "Life Member" means an Ordinary Member who is elected to that category of members known as "Life Members" by secret ballot by a majority of two-thirds of the members present and entitled to vote at a general meeting BUT no Ordinary Member may be considered for election as a Life Member unless the Member:
 - (i) has been a Member of the Club for a continuous period of at least ten (10) years;
 - (ii) has rendered lengthy or meritorious service to the Club;
 - (iii) has been nominated by notice in writing by one Ordinary Member or Life Member and seconded by another Ordinary Member or Life Member; and
 - (iv) has had the nomination approved by the Board.
 - (b) The nomination of a person for election to the category known as Life Members must be given to the secretary at least two (2) months prior to the date of the General Meeting.

- (c) A Life Member is entitled to all the rights, privileges and advantages of an Ordinary Member.
- (d) A Life Member is not obliged to pay annual subscriptions.
- (e) A person who was a Life Member as at the date on which these Articles take effect continues as Life Member.

HONORARY MEMBER

- 10. (a) "Honorary Member" (as defined in the Registered Club Act) shall mean a person who has attained the age of eighteen (18) years and who is either the current Patron of the Club, or a prominent citizen or dignitary visiting the Club for some special occasion.
- (b) An Honorary Member is, at the invitation of the Board, entitled to the social privileges of the Club.
- (c) The Board has power to determine the duration of Honorary Membership and to cancel Honorary Membership of any person at any time without giving any reason.
- (d) Honorary Members shall NOT attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Life Membership of the Club.
- (e) An Honorary Member is not obliged to pay an entrance fee or an annual subscription.

TEMPORARY MEMBER

- 11. (a) "Temporary Member" shall mean a person who has attained the age of eighteen (18) years and who has been admitted to Temporary Membership of the Club and who meets at least one of the following conditions:
 - (i) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered Club (and includes a person whose ordinary place of residence is in an excepted area as approved by the Director-General);
 - (ii) A person who is a member of another registered club with similar objects to those of this Club;
 - (iii) Any person who is attending the Club for the purpose of taking part in an organised sport or competition as provided in Section 30 (10) of the Registered Clubs Act;
 - (iv) An interstate or overseas visitor.

- (b) The duration of Temporary Membership shall be as determined by the Board from time to time provided that Temporary Membership shall be for a period of up to, but not exceeding, seven (7) consecutive days (or for such longer period no more than thirty (30) consecutive days as the appropriate authority may approve in writing in relation to the Club) PROVIDED that a person who is attending the Club for the purpose of taking part in an organised sport or competition shall be a Temporary Member from the time on that day when that person attends the premises of the Club until the end of that day.
- (c) A Temporary Member (other than a Temporary Member who is exclusively attending the Club for the purpose of taking part in an organised sport or competition) is required to complete and sign the Temporary Member Register when entering the Club premises for the first time. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
- (d) Temporary Members shall not be required to pay an entrance fee or annual subscription unless determined otherwise by the Board from time to time.
- (e) Temporary Members shall have such rights and privileges as determined by the Board from time to time. Temporary Members shall NOT be entitled to introduce guests to the Club, nominate persons to membership of the Club, attend any meetings of the Club, vote at any election, hold any position of office, nominate members for officer of the Club, or nominate members for Life Membership of the Club.
- (f) A Temporary Member may be accompanied at the premises of the Club by a minor (person under the age of eighteen (18) years) provided that the Temporary Member is a responsible adult in relation to that minor and that such minor remains in the immediate presence of the Temporary Member. A minor's details must NOT be entered into the Temporary Member Register or the Guest Register of the Club.

PROVISIONAL MEMBER

- 12. Provisional Members shall be persons who have applied for membership and shall have paid the relevant entrance fee, annual subscription and any other fees and charges, and are currently awaiting a decision on their membership application. Provisional Members shall have the same privileges as other members holding the same class of membership as applied for excluding the right to vote, the right to hold office and the right to attend meetings. A person shall cease to be a Provisional Member immediately upon the decision of the Board on the application for membership.

AGE OF MEMBERS

- 13. No person under the age of eighteen (18) years may be admitted as a Member of the Club.

ADMISSION OF MEMBERS

14.
 - (a) Candidates for membership of the Club shall complete and sign an application form. The application form shall set out the full name, address and occupation of the candidate and the class of membership to which the candidate wishes to be admitted. The application form shall be in the form and contain such further particulars as are from time to time determined by the Board.
 - (b) The application form shall be lodged with the Secretary and must be accompanied by the entrance fee or levy (if any) and the annual subscription payable by Ordinary Members.
 - (c) The name and address of each candidate for membership shall be displayed on the notice board for at least one (1) week before the election. An interval of at least two (2) weeks shall elapse between the application for membership and the election.
 - (d) The election of a candidate for membership must be by the Board or by a duly established election committee approved by the Board. The Secretary must record the names of the members of the Board or election committee voting at each election of Ordinary Members.
 - (e) The Board may delegate the power to elect any person to membership to an election committee of five (5) Directors elected from the Board. The decision of the election committee as to whether a candidate has been duly elected or not will be final. Two adverse votes shall exclude a person from membership.
 - (f) The Board or the election committee may reject any candidate for membership without giving any reason. The Secretary must, as soon as possible, refund the entrance fee (if any) and annual subscription paid by a candidate for membership who is rejected.
 - (g) Any omission from or inaccuracy in the particulars relating to the description of any candidate for membership shall render the election voidable at the discretion of the Board.
 - (h) The Board may make By-laws regulating any matters relating to the method of election of a candidate for membership not otherwise provided for in this Constitution.
15. Every person elected to membership shall be deemed to agree to pay the joining fee and annual subscription and other fees and charges as prescribed in the Constitution and to be bound by the Constitution of the Club and By-laws from time to time in force and the payment of the said joining fee or part thereof and/or the said annual subscription or part thereof shall be conclusive evidence of such agreement.
16. The Board may cancel the election of any Ordinary Member within three (3) months of the payment of his entrance fee and advance subscription and is not required to give any reason for doing so but any Member's entrance fee and subscription must be refunded to him. The period of three (3) months is one of probation.
17. *(Deleted)*

RESIGNATION AND CESSATION OF MEMBERSHIP

18. A Member may, at any time by giving notice in writing to the Secretary, resign from membership of the Club but remains liable for:
- (a) any annual subscription and arrears due but unpaid at the date of resignation, and
 - (b) any sum the Member might be liable to pay under paragraph 6 of the Memorandum of Association.
19. If a Member is convicted of an indictable offence or adjudged a bankrupt or makes a composition or arrangement with his creditors, he will thereupon cease to be a Member of the Club, but the Board has the power in its discretion to reinstate him provided he makes application in writing for reinstatement.

DISCIPLINING OF MEMBERS

20. (a) Subject to Article 20(b), if a Member breaches an Article or a By-law of the Club, or is, in the opinion of the Board, guilty of conduct prejudicial to the interests of the Club or which renders the Member unfit for membership, the Board may by resolution:
- (i) reprimand the Member;
 - (ii) suspend the Member from some or all of the privileges of membership for as long as it thinks fit; or
 - (iii) expel the Member.
- (b) The Board must not pass a resolution under Article 20(a) unless the member and all Directors are given not less than seven (7) days written notice specifying:
- (i) the place, date and time of the meeting of the Board at which the resolution of the Board under Article 20(a) is to be considered;
 - (ii) full particulars of any alleged breach of the Article or By-law, or of any alleged prejudicial or unfit conduct, including the date, time and place and nature of the alleged breach or conduct;
 - (iii) that the Member has an opportunity to give an explanation or defence orally at the meeting or in writing submitted to the Secretary before the meeting; and
 - (iv) that if the Member fails to attend the meeting, a resolution reprimanding, suspending for a time, or expelling the Member may be passed in the Member's absence.
- (c) Any member notified or any member proposed to be notified in accordance with the provision of this Article 20 may immediately be suspended from all privileges of the Club until such time as the meeting is held.

- (d) The meeting must be held within one (1) month of the date that the alleged breach of By-law or Article, or prejudicial or unfit conduct is first raised at a meeting of the Board.
- (e) If the Board finds that the Member is guilty of a breach of an Article or By-law, or of prejudices or unfit conduct, it must not decide on a penalty until the Member, if present at the meeting, has had the opportunity to address the Board on the question of penalty.
- (f) The decision of the Board is final.
- (g) A Member dealt with in accordance with this Article has no right of action, at law or in equity, or any other remedy against the Club or the Board or any member of it by reason of reprimand, suspension, or expulsion or by reason of any act or thing arising or relating to it.
- (h) A member who is suspended or has his membership cancelled at a disciplinary meeting of a committee other than at a meeting of the Board shall have the right to appeal to the Board in accordance with the provisions of this Article 20. Such appeal shall be made in writing to the Club no later than fourteen (14) days following the disciplinary meeting.

LIABILITY ON CESSATION OF MEMBERSHIP

- 21. A person who ceases to be a Member of the Club, for whatever reason, forfeits all rights as a Member of the Club, but remains liable for:
 - (a) any annual subscription and arrears due but unpaid at the date the person ceases to be a Member; and
 - (b) any sum the person might be liable to pay under paragraph 6 of the Memorandum of Association.

ADDRESS OF MEMBERS

- 22. (a) A person must:
 - (i) on becoming a Member, provide the Secretary with particulars of name, address date of birth and occupation (if these particulars have not already been stated on the membership nomination form); and
 - (ii) promptly notify the Secretary in writing of changes of name, address or occupation.
- (b) The last address given is the member's registered address for the purpose of giving notices.

REGISTERS (MEMBERS AND GUESTS)

23. The Secretary must keep a Register of:
- (a) Ordinary Members, setting out the full name, address and occupation of each members and the date when each Member last paid an annual subscription.
 - (b) Life Members, setting out the full name, address and occupation of each Member.
 - (c) Honorary Members. This register shall have entered in it the full name or the surname and initials, and the address, of each Honorary Member and the date or period of Honorary Membership.
 - (d) Temporary Members other than Temporary Members who are exclusively attending the Club for the purpose of taking part in an organised sport or competition. At the commencement of the Temporary Membership, the register shall have entered in it the full name, or the surname and initials, and the address, of the Temporary Member together with his or her signature. A person who is admitted as a Temporary Member is not required to sign in each time the person enters the Club premises during the period of such membership.
 - (e) Guests. The register shall have the details of persons over the age of eighteen (18) years who enter the premises of the Club as the Guest of a member. Such register shall have entered therein on each day the Guest enters the premises of the Club, the name and address of the Guest, the date of that day, and the signature of the accompanying member. A Guest entering the Club more than once on the same day with the same member need only enter his name in the register once. It is offence to make an entry in the Guest Register relating to a person under the age of eighteen (18) years.
- 23A. A register referred to in this section shall be retained by the Club for a period of at least three (3) years after the date of the last entry in the register.

VOTES OF MEMBERS

24. (a) Only Ordinary Members and Life Members are entitled to vote and participate at a meeting of the Club.
- (b) A Member who is eligible to vote is entitled to vote both on a show of hands and on the taking of a poll but only has one (1) vote.
- (c) A Member who is also an employee of the Club is not entitled to vote but may attend a meeting of the Club.
- (d) A person may not attend or vote at a meeting or election of the Club as the proxy or under a power of attorney of another person.
- (e) An employee of the Club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the Board of this Club.

25. A member who is suspended from membership or who is unfinancial shall NOT vote or attend a meeting of the Club, vote at any election of the Club, be elected or appointed as a Director of the Club, or participate in the management, business or affairs of the Club.

SUBSCRIPTIONS AND ENTRANCE FEE

26. Members' subscriptions and any other fees or charges payable by any class of members shall be paid in advance either annually or if the Board so directs and approves, for such number of years as provided for in the By-laws. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by this Constitution shall be as prescribed by the Board from time to time provided always that the amount of annual subscription paid shall be not less than Two Dollars (\$2.00) or such other minimum subscription provided from time to time by the Registered Clubs Act.
27. (a) The annual subscription for each membership year commencing the 1st day of September must be paid in full on or before the 31st day of August; and
- (b) If a member does not pay the annual subscription by the due date, the member may be debarred or suspended from privileges of membership until payment.
- (c) In accordance with the requirements of the Registered Clubs Act, any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member under the conditions as set forth by this Constitution or the By-laws of the Club.
28. (a) The Board may determine that an entrance fee be paid by a person nominated for and accepted into Ordinary Membership.
- (b) The amount of the entrance fee may be varied by the Board from time to time.
- (c) The Board may elect to membership without payment of an entrance fee a person nominated for Ordinary Membership who was formerly a Member of the Club.
- (d) Subject to the provisions of the Anti-Discrimination Act 1977, a member may in relation to his age be granted special privileges and discounts on his entrance fee, annual subscription, and/or any other fees and levies.
29. (a) The Board may strike an extraordinary levy payable by one, some or all categories of membership.
- (b) The Board must set the dates or dates on which the levy or some part of it falls due.
- (c) A Member admitted during the course of a year in which a levy is due pays only a proportionate amount of the levy consistent with the number of days left to run in the levy year.

30. The Board may suspend the payment of an entrance fee or reduce the amount of the annual subscription to an amount not less than \$2.00 in particular cases and reduce or waive the entrance fee chargeable to a candidate for membership if special circumstances arise.

BOARD OF DIRECTORS
(ELECTION , APPOINTMENT, REMOVAL AND REMUNERATION)

31. The Board must consist of seven (7) Directors, comprising in order of seniority the executive positions of President, Senior Vice-President and Junior Vice-President and four (4) non-executive Directors. The executive positions are to be elected from the members of the Board but no person may hold more than one executive position.
32. (a) A Director must retire at the next Annual General Meeting following appointment and, subject to these Articles, the Act and the Registered Clubs Act, is eligible for re-election.
- (b) The Board must be elected annually by the Full Members entitled to vote under these Articles.
- (c) Each member of the Board shall fulfil the education of directors standard as required by the Registered Clubs Act.
33. Only Ordinary Members and Life Members are entitled to take part in the management of the Club and to nominate for, be elected or appointed to the Board.
34. No Member currently under suspension by the Board in accordance with these articles is eligible to nominate for, be elected or appointed to the Board.
35. No person who has been an Ordinary Member for less than two (2) years at the closing date for nominations is eligible to nominate for, be elected or appointed to the Board.
36. No Member who is also an employee of the Club is eligible to nominate for, be elected or appointed to the Board.
- 36A. (a) The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board.
- (b) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
- (c) The Returning Officer shall be appointed not less than two (2) months prior to the Annual General Meeting.
37. (a) Nominations for the position of Director must be made in writing and be signed by two (2) Full Members entitled to attend and vote at meetings of the Club and by the nominee, who must consent to nomination.
- (b) The written nomination must be in the hands of the Returning Officer prior to 5:00 pm on the fourteenth (14th) day before the date of the Annual General Meeting to be held in that year.

38. The Returning Officer must as soon as practicable after the close of nominations:
- (a) If at the close of nominations there are more than the required number of nominations for the Board:
 - (i) advise that a ballot must be held;
 - (ii) complete the draw for positions on the ballot paper;
 - (iii) advise that the ballot is to be taken between the hours of 12.00 noon to 8.00 pm on the Friday and Saturday immediately preceding the Annual General Meeting and that the members so elected shall assume office immediately upon the making of the announcement at that meeting; and
 - (iv) advise that the rules of the ballot shall follow the voting rules governing "First Past the Post" ballots, including those governing an equality of votes whereby any candidate whose name is drawn to break an equality of votes is excluded from the ballot.
 - (b) If at the close of nominations the required number of nominations is equal to the required number then the person or persons nominated are taken to be elected to the Board immediately upon the making of the announcement at the Annual General Meeting.
 - (c) If at the close of nominations the required number of nominees for any of the various positions on the Board is not received then additional nominations for positions not filled may be received at the Annual General Meeting, but any additional nomination received at the Annual General Meeting must comply with Article 38(a):
 - (i) if the number of nominations is equal to the required number then nominees are taken to be elected to the relevant positions on Board;
 - (ii) if more than required number nominate for any position, an election by secret ballot, must take place at the Annual General Meeting, and in the event of an equality of votes, Article 38(a)(iv) applies;
 - (iii) if the number of nominations at the Annual General Meeting is still less than the required number, the Board may subsequently appoint an eligible Ordinary Member or Life Member to fill a vacant position, that Member holding office until the next Annual General Meeting.
- 38A. The State Electoral Commissioner shall conduct an election of the Board of the Club if:
- (a) An application is made in writing to the Authority by a member entitled to vote for the making of the order, and said application is signed by at least 200 or one-tenth of the number of members of the club so entitled to vote, whichever is the less, and showing the names in full or the surnames and the initials of the given names of the signatories; and notice in writing of intention to make the application was given to the Club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or

- (b) An order is made by the Authority as part of its determination in a matter of complaint against the Club; or
 - (c) On application by the Club to the Electoral Commissioner; and written notification of that fact is sent at the same time to the Authority.
- 38B. The Board shall have the power to make By-laws regulating all matters in connection with the nomination and election of the Board not otherwise provided by this Constitution.
39. (a) Members who are entitled to vote at an election of the Club may by ordinary resolution remove any member of the Board of Directors or the whole of the Board before the expiration of any Director's period of office and may by ordinary resolution appoint another member or members in their stead providing that each person so appointed complies with the requirements of this Constitution. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if such person or persons had not been so removed.
- (b) The Secretary must give the Director or Directors a copy of the notice as soon as practicable after it is received.
- (c) A Director is entitled to put a case to the members by giving the Secretary a written statement for circulation to members and speaking to the motion at the meeting. The director's statement does not have to be circulated to members if it is more than 1,000 words long or defamatory.
40. The Office of a member of the Board shall immediately be deemed vacant if the Office holder:
- (a) ceases to be a member of the Board by virtue of the Act [in particular, but not limited to, provisions relating to convictions and bankruptcy];
 - (b) becomes prohibited from being a member of the Board by reason of any order made under the Act, the Registered Clubs Act or the Liquor Act;
 - (c) fails to declare the nature of having an interest in a contract or office or property as provided by the Act;
 - (d) 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;
 - (e) is removed from office by an ordinary resolution passed by members at a general meeting of which due notice has been given to remove him from office;
 - (f) is absent from meetings of the Board for a continuous period of three (3) calendar months without leave of absence from the Board;
 - (g) holds an office of profit or becomes an employee of the Club;
 - (h) resigned from office by notice in writing to the Secretary of the Club;
 - (i) ceases to be a member of the Club.

41. The Board may at any time appoint an eligible Ordinary Member or Life Member to be a Director to fill a casual vacancy until the next Annual General Meeting.
42. Subject to the provisions of the Registered Clubs Act, a member of the Club, whether or not he is a member of the Board or of any committee of the Club, shall not be entitled under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every member of the Club. Provided that nothing herein contained shall be construed as to prevent the allowance of an honorarium as determined by the Board to any member in respect of special honorary services rendered to the Club and payment of such honorarium shall be approved by the members of the Club at a general meeting prior to the payment being made.

BOARD OF DIRECTORS - POWERS AND DUTIES

43. The Board is to manage and control the operations of the Club and subject to these Articles, the Act and the Registered Clubs Act, and can for example:
 - (a) control and dispose of the property of the Club;
 - (b) conduct and administer the business and affairs of the Club;
 - (c) regulate the rights and privileges of members;
 - (d) appoint committees from among its members or members of the Club;
 - (e) delegate to any committee any of its powers and alter or revoke any delegated power;
 - (f) reprimand, suspend or expel members under the provisions of Article 20 for breaches of Articles or By-laws or for misconduct;
 - (g) appoint and empower delegates to represent the Club;
 - (h) employ, pay or pay in kind and terminate the employment of employees, officers, servants and agents (other than Directors);
 - (i) purchase or otherwise acquire for the Club property, rights or privileges which the Club is authorised to acquire at a price and generally on terms and conditions which the Board thinks fit
 - (j) mortgage or charge the property or undertakings of the Club;
 - (k) conduct compromise or abandon legal proceedings commenced by or against the Club, its employees, officers, servants and agents where those proceeding relate to the affairs of the Club;
 - (L) compound or allow time for payment and satisfaction of any debit due to and any claims or demands by or against the Club;
 - (m) refer any claims or demands by or against the Club to arbitration and to enforce or perform any award;

- (n) determine who is entitled to sign or endorse on the Club's behalf contracts, receipts, cheques, bills of exchange, promissory notes and other documents or instruments;
- (o) invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club (with or without security) and vary or realise investments;
- (p) borrow or secure the payment of money for Club purposes;
- (q) issue debentures which may attach special rights or privileges charged against the present future property of the Club;
- (r) receive deposits on terms and at rates of interest as it determines;
- (s) The Board shall have the power to sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time provided that the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be licensed under the provisions of the Liquor Act without the consent of the Authority being obtained and the power to sell or exchange core property shall be in accordance with the Registered Clubs Act;
- (t) fix the maximum number of each category of Membership;
- (u) impose restrictions on the rights and privileges of members in using Club premises, amenities and facilities and on their conduct, behaviour and dress;
- (v) prohibit or regulate the formation of groups of members and their use of the Clubs premises and the name of the Club;
- (w) recommend and pay honorarium to any person following resolution of a General Meeting;
- (x) repay out of pocket expenses incurred on behalf of the Club by a Director or any other person; and
- (y) make, alter and repeal By-laws not inconsistent with the Memorandum or these Articles for the conduct and management of the Club, for example By-laws regulating:
 - (i) matters about which these Articles empower the Board to make By-laws;
 - (ii) voting procedures;
 - (iii) management, control and trading activities of the Club;
 - (iv) control and management of the Club premises;
 - (v) control and management of all competitions;
 - (vi) conduct of members and guests of members;

- (vii) relationships between members and Club employees , officers, servants, and agents; and
 - (viii) matters which are commonly the subject matter of Club rules or By-laws or which the Memorandum and Articles of Association , the Act or the Registered Clubs Act do not reserve for decision by the Club in general meeting.
44. A By-law made under these Articles becomes operative on the posting on the notice board of a notice containing the By-law.

MINUTES

45. (a) The Board shall cause minutes to be kept by the Secretary in books provided for that purpose:
- (i) of all appointments of officers made by the Club in general meeting and by the Board;
 - (ii) of the names of the Directors present and voting at each meeting of the Board;
 - (iii) of the number of members present and voting at general meetings of the Club;
 - (iv) of all resolutions and proceedings at all meetings either of the Club or of the Board.
- (b) Minutes of all resolutions and proceedings at general meetings and meetings of the Board 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.

BOARD OF DIRECTORS – PROCEEDINGS

46. (a) The Board must meet at least once every month for the transaction of business. The names of the Directors of the Board present and voting, the name of any Director granted leave of absence and minutes of all resolutions or proceedings of the Board must be recorded in a minute book.
- (b) Four (4) Directors constitute a quorum at a meeting of the Board.
47. The President may at any time, and the Secretary must on the requisition of two (2) or more Directors, convene a Board Meeting.
48. (a) Subject to these Articles , motions must be proposed and seconded.
- (b) A motion passed by a majority of Directors present and voting is a resolution.

- (c) When present, the President chairs a Board Meeting. If the President is absent or is unwilling to act, the Vice President chairs the meeting. If the President and the Senior Vice President are absent or unwilling to act, the Junior Vice President chairs the meeting. If the Junior Vice President is absent or unwilling to act, the meeting must elect a Director to chair the meeting.
 - (d)
 - (i) Every member of the Board shall, in each instance, have one (1) vote.
 - (ii) The chairperson of the meeting has a deliberative vote (which must be exercised before the results are known) and an additional casting vote in the case of an equality of votes.
49. Unless the Board determines otherwise, a meeting of the Board may take place by means of teleconferencing if the need arises. The consent may be a standing one. A director may only withdraw consent within a reasonable period before the meeting. Teleconference access to a Board meeting, given reasonable notice of such request for access, shall be made available. Board members attending a meeting via teleconferencing shall be counted as present for the purpose of a quorum. Secret ballots shall not be conducted at any meeting where teleconferencing is in use unless all votes cast are cast electronically and are cast in exactly the same manner by each Board member. A Board member's attendance via a teleconferencing facility shall not be recorded or stored and shall not be transmitted or relayed to a location other than to the meeting being attended.
50. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these 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 at least the number required for a quorum or of summoning a general meeting of the Club, but for no other purpose.
51. No resolution passed by the Board in meeting and no act of a Director is invalid because it is later discovered that there was some defect in the appointment of a person as a Director, or that a Director was disqualified from holding office.
52.
 - (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
 - (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
 - (c) A reference in paragraph (a) to all the Directors does not include a reference to a Director who at a meeting of the Board, would not be entitled to vote on the resolution.

DEALING WITH THE CLUB BY OFFICERS (INCLUDING DIRECTORS)

53. (a) Officers of the Club must declare any interest that officer has or may have in any contract or arrangement with the Club.
- (b) The declaration must be made as soon as possible to the Board in writing.
- (c) The Secretary must record the declaration in the minutes of the next Board meeting.
- (d) Officers of the Club may make general declarations of interest in companies or businesses which may later contract or enter into arrangement with the Club.
- (e) General declarations of interest are sufficient declarations of interest by an officer in relation to any subsequent contract made or arrangement entered into between the Club and any company or business in which an officer has an interest.
- (f) The Secretary must record all declarations of interest in a register kept for that purpose.
- (g) An officer is not disqualified from holding office because the officer has entered into a contract or an arrangement with the Club in which the Officer has an interest, if that interest was disclosed to the Club before the contract was made or agreement entered into.
- (h) An Officer who has an interest must not vote at a Board meeting in relation to the matter in which the Officer has an interest and must not be present while the matter is being considered at the meeting.

MEETINGS OF MEMBERS - ANNUAL GENERAL MEETINGS

54. (a) The Annual General Meeting of the Club shall be held each year within five (5) months of the close of the financial year and if practicable in the month of September at such time and place as may be determined by the Board.
- (b) At least twenty-one (21) days written notice of every general meeting must be given to each member of the Club entitled to attend and vote at general meetings.
55. (a) Notice of the date, time and place for an Annual General Meeting, and of the last day for receiving nomination of a person for election as a Life Member and for giving notice of additional business, notice of motion or notice of special resolution to be dealt with at the Annual General Meeting must be posted on the notice board at least three (3) months prior to the date for the Annual General Meeting.
- (b) Accidental omission to post the notice on the notice board as required by Article 55(a) does not invalidate the meeting.

56. The business of an Annual General Meeting is to:
- (a) receive the Presidents welcome;
 - (b) receive apologies;
 - (c) confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held;
 - (d) consider business arising from the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings;
 - (e) receive and consider the Reports of the President and of the Directors;
 - (f) receive and consider the Financial Report as required by the Act and the Registered Clubs Act, the Auditor's Report;
 - (g) declare the result of the election of the Board;
 - (h) elect a patron for the coming year (if required);
 - (i) deal with any additional business of which due notice has been given;
 - (j) deal with any motion duly submitted to the meeting in accordance with Article 58;
 - (k) receive from the meeting any recommendations for the incoming Board; and
 - (L) consider General Business.
57. (a) Members may give the Club notice in writing of a resolution that they propose to move at a general meeting provided that such members hold at least 5% of the votes that may be cast on the resolution or at least 100 members who are entitled to vote at a general meeting, which ever is less (number of members calculated as at the midnight immediately preceding the day that the members give the notice). The Board may at its discretion determine that a resolution shall be presented to members with less than the required number of members giving notice of the proposed resolution.
- (b) Notice given in accordance with paragraph (a) of this Rule must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If a general meeting is held on a date less than two (2) months after the notice is received, provided that the Club can give at least twenty-one (21) days notice of the resolution to members, the Club may, at its discretion, and with due notice, present the resolution to members for consideration.
58. A member of the Club who is entitled to cast a vote at the Annual General Meeting may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the Club no later than five (5) business days before the Annual General Meeting. Despite the question being one that is addressed to the Auditor, the Club may examine the contents of the question and make a copy of the question. The Club must, as soon as practicable after the question is received by the Club, pass the question on to the Auditor even if the Club believes the question is not relevant to the

Auditor's Report or conduct of the audit. The Club must, at or before the start of the Annual General Meeting, make copies of the question list reasonably available (on request) to the members attending the Annual General Meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).

59. All general meetings other than an Annual General Meeting are to be known as General Meetings.
- 59A. The chairperson of an Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.
- 59B. (a) The Club's Auditor is entitled to attend any general meeting of the Club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the Auditor in their capacity as auditor even if the Auditor retires at the meeting or the meeting passes a resolution to remove the Auditor from office.
- (b) If the Club's Auditor or representative is at the Annual General Meeting, the chairperson of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

MEETINGS OF MEMBERS - GENERAL MEETINGS

60. All Meetings of the Members of the Club other than the Annual General Meeting shall be referred to as General Meetings.
61. (a) The Board may whenever it thinks fit convene an Extraordinary General Meeting of the Club and shall convene an Extraordinary General Meeting on the request of not less than five per cent (5%) of the members entitled to vote at meetings or one hundred (100) members entitled to vote at meetings of the Club, which ever is less, whose annual subscriptions are currently fully paid up and who are entitled to vote on the objects of the requisition (number of members calculated as at the midnight immediately preceding the day that the requisition is received).
- (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office of the Club and may consist of several documents in like form each signed by one or more requisitionists.
- (c) A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by this Constitution or if the requisitionists are not entitled to vote on the objects as stated in the requisition.
- (d) On receipt of a valid requisition the Club shall 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.

- (e) If the Board does not give notice of a general meeting within twenty-one (21) days from the date of a valid requisition being so deposited at the Club the requisitionists or a majority of them in value may themselves convene the meeting but any meeting so convened shall not be held after three (3) months from the date of such deposit.
- (f) In the case of a general meeting where at least twenty-one (21) clear days notice of such meeting has not been given to members entitled to attend and vote at such meeting, the Board shall be deemed not to have duly convened the meeting.
- (g) Any meeting convened under this Rule by the requisitionists shall be convened in the same manner or as nearly as possible as that in which general meetings are convened by the Board.
- (h) To call the meeting the requisitionists may ask the Club for a copy of the Register of Members and the Club must give the requisitionists the copy of the Register without charge.
- (i) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

GENERAL PROVISIONS TO ALL GENERAL MEETINGS

- 62. (a) A notice convening a General Meeting or Annual General Meeting must:
 - (i) be in writing and specify the place, day and time of the meeting; and
 - (ii) set out the business of the meeting as required by these Articles, the Act and the Registered Clubs Act and must be given to every Member entitled to attend and vote at the meeting.
- (b) Accidental omission to give notice of a meeting to, or non-receipt of notice of a meeting by a Member does not invalidate the meeting.
- 63. (a) No business may be transacted at a General Meeting or an Annual General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- (b) Twenty (20) members entitled to vote constitutes a quorum at a General Meeting or an Annual General Meeting.
- 64. If within fifteen (15) minutes from the time appointed for a general meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, time, and place as the Board may determine. It shall not be necessary to give notice of such adjourned meeting if it is held within fifteen (15) days of the original meeting. 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.

65. The President shall be entitled to chair all meetings of the Club. If the President is absent or unwilling to act, the Senior Vice-President shall chair the meeting. If the President and Senior Vice-President are absent or unwilling to act, the Junior Vice-President shall chair the meeting. If the President, Senior Vice-President and Junior Vice-President are absent or unwilling to act, then those members of the Board present must elect a Director to act as chairperson of the meeting. If the President, Vice-Presidents and all other Directors are absent or unwilling to act, the members present and entitled to vote must elect a chairperson.
66. (a) Every question or motion put to a meeting of the Club must be decided in the first instance by a show of hands.
- (b) In the case of an equality of votes the chairperson of the meeting has, both on a show of hands and on a poll, the vote to which he is entitled as a Member and a casting vote.
67. (a) A poll may be demanded by:
- (i) the chairperson of a meeting.
- (ii) five (5) or more members present and entitled to vote at the meeting.
- (b) Unless a poll is demanded, a declaration by the chairperson of a meeting that a resolution has or has not been carried and, if so, by what majority and a minute of the chairperson's declaration in the books of the Club kept for that purpose is evidence of the chairperson's declaration.
68. (a) If a poll is demanded:
- (i) the chairperson must direct the time, place and manner of taking the poll;
- (ii) it may be taken immediately or after an interval;
- (iii) the result of the poll is taken to be a resolution of the meeting;
- (iv) the meeting may continue after the poll has been taken.
- (b) The demand for a poll may be withdrawn.
- (c) The chairperson of a meeting must determine any dispute over the admission or rejection of a vote and, if the determination is made in good faith, it is final and conclusive.
- (d) The demand for a poll does not prevent the meeting from continuing except on the business the subject of the poll.
69. *(Deleted)*
70. The rules of debate at all meetings of the Club shall, except where provided for by these rules, be in accordance with Parliamentary procedure so far as these are applicable to the meetings.
71. (a) The chairperson of the meeting may, with the consent of any meeting at which a quorum is present and must, if directed by the meeting, adjourn it, but;

- (b) no business may be transacted at any adjourned meeting except unfinished business.
 - (c) A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.
72. Notice of an adjourned meeting need not be given unless it is adjourned for thirty (30) days or more.

FINANCIAL YEAR

73. The Financial year of the Club commences on 1 July in any year and ends on 30 June in the next year.

ACCOUNTS AND AUDIT

74. The Board shall cause proper accounts, books, and other records to be kept with respect to the financial affairs of the Club in accordance with the Act, the Registered Clubs Act, and Australian Accounting Standards.
75. (a) The Club shall prepare, on a quarterly basis, financial statements that incorporate the Club's profit and loss accounts and trading accounts for the quarter, and a balance sheet as at the end of the quarter, and provide the financial statements to the Board of the Club for adoption in accordance with the Registered Clubs Act.
- (b) The financial statements shall be available to the members of the Club within 48 hours of the statements being adopted by the Board. The Club shall display a permanent notice on the Club's notice board and on the Club's website (if any) indicating how the members of the Club can access the financial statements. The Club shall provide a copy of the financial statements to any member of the Club on a request in writing by the member.
76. The books of accounts must be kept at the Clubs premises or as the Board sees fit and must be available for inspection by Directors.
77. (a) In accordance with the Act, the Board shall present to members in general meeting once in every year a Financial Report for the financial year, a Directors' Report for the financial year, and an Auditor's Report (if required). The financial statements and notes for a financial year must give a true and fair view of the financial position and performance of the Club.
- (b) The Directors' Report, in addition to the other statutory requirements, shall include:
- (i) the name of each person who has been a Director at any time during or since the end of the financial year; the period for which each person was a Director; each Director's qualifications, experience and special responsibilities; and the number of meetings of the Board held during the year and each Director's attendance at those meetings.

- (ii) for each class of membership, the amount which a member of that class is liable to contribute if the company is wound up; and the total amount that members of the Club are liable to contribute if the Club is wound up.
- (c) In accordance with the Registered Clubs Act, the annual report shall specify the core property and non-core property of the Club as at the end of the financial year to which the report relates.

ANNUAL REPORT

- 77A. (a) The annual report shall be available to members at least twenty-one (21) clear days before the date of the general meeting at which the annual report is to be presented and further provided that such date of availability shall be no later than four (4) months after the end of the financial year.
- (b) The Club may provide the annual report by doing the following:
- (i) sending a hard copy of the annual report to each member who has made the election to receive the annual report as a hard copy; or
 - (ii) sending an electronic copy of the annual report to each member who has elected to receive the annual report as an electronic copy;
 - (iii) making a copy of the annual report readily accessible on a web site and directly notifying, in writing, all members who did not elect to receive the annual report that the annual report is accessible on the web site, and specifying the direct address of the web site where the annual report may be accessed.
- (c) For the purposes of this Rule, the Club must, on at least one occasion, directly notify in writing each member that:
- (i) the member may elect to receive, free of charge, a copy of the annual report; and
 - (ii) if the member does not so elect, the member may access the annual report, on a specified web site; and
 - (iii) if the member does so elect and the Club offers to send the annual report either as a hard copy or an electronic copy, the member may elect to receive the copy as either a hard copy or an electronic copy.
- (d) The member may elect to not be sent any material under this Rule. Such election shall not relieve the Club of the obligation to give notice of general meetings to the member.
- (e) An election to receive or to not receive the annual report or to not receive material under this Rule is a standing election for each later financial year until the member changes his election.

- 77B. The Club shall within one (1) month after the Annual General Meeting lodge with the Authority a copy of the Annual Accounts and Reports (the Financial Report for the year; the Directors' Report for the year; and if applicable the Auditor's Report on the financial report).

AUDITORS

78. In accordance with the Act, following provisions shall apply:
- (a) A person shall not be appointed or act as Auditor if such person is not a registered company auditor as defined by the Act, or if such person is a member of the Board or an employee of the Club.
 - (b) An Auditor shall only be appointed when a vacancy exists in the position of Auditor. The ordinary resolution to remove an Auditor and the special resolution to appoint another Auditor should be given to members at the same general meeting.
 - (c) At least two (2) months notice of a resolution to remove the Auditor must be given to the Club. Immediately such notice is received by the Club, a copy of the notice shall be forwarded to the Auditor and a copy to the Australian Securities and Investments Commission. The Auditor of the Club may be removed from office by a simple majority (50% plus one) at a general meeting of which notice has been given.
 - (d) The Club must not appoint an Auditor unless the Auditor has consented before the appointment to act as Auditor and has not withdrawn that consent before the appointment is made.
 - (e) Notice of the special resolution relating to the appointment of an Auditor and notice of the meeting to consider such special resolution shall be given to members entitled to vote and to the Auditor nominated.
 - (f) A properly qualified Auditor or Auditors shall be appointed at a general meeting by a seventy-five per cent (75%) majority of members attending in person and entitled to vote.
 - (g) If an Auditor is not appointed by the members at a duly convened general meeting, the Club shall notify the Australian Securities and Investments Commission within seven (7) days of same, and an Auditor shall be appointed by the Australian Securities and Investments Commission.
 - (h) The Auditor's duties shall be regulated in accordance with the provisions of the Act.
 - (i) The Club must give the Auditor notice of all general meetings in the same way that a member of the Club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the Club is entitled to receive. The Auditor may authorise a person in writing as their representative for the purpose of attending and speaking at any general meeting.

SECRETARY AND EMPLOYEES

79. (a) The Board must appoint a Secretary who is the Chief Executive Officer of the Club.
- (b) The secretary or manager, or any employee, or a member of the Board or of any committee, of the club is not entitled to receive, either 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, or the keeping or operation of approved gaming machines in the Club.
- (c) The Club shall at any one time have one, but not more than one (1) Secretary.
80. An employee of the Club cannot vote at any meeting of the Club or of the Board or at any election of the Board or hold office as a member of the Board.
81. If the office of the Secretary becomes vacant by death or otherwise, the Board must at a special meeting called for that purpose appoint a temporary officer until such time as the permanent officer is appointed.
82. The Secretary cannot be dismissed from office except by a two-thirds majority of members of the Board at a special meeting called for that purpose. The decision of the Board in regard to this matter will be final and binding on all parties concerned.

REMOVAL OF PERSONS FROM THE CLUB PREMISES

83. (a) In this Rule: “authorised person” means the Secretary, an employee or agent of the Secretary, or a police officer; “vicinity of the Club premises” means any place less than 50 metres from any point on the boundary of the licensed premises. The functions that may be exercised under this Rule may only be exercised in relation to the licensed premises to which the club licence relates. A reference in this Rule to turning a person out of the Club premises includes a reference to causing the person to be turned out.
- (b) The Secretary or an authorised person may refuse to admit to, or may turn out of, the Club premises any person, including a member: who is at the time intoxicated, violent, quarrelsome or disorderly; whose presence on the Club premises renders the Secretary liable to a penalty under the Liquor Act; who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the Club premises that is a smoke-free area within the meaning of that Act; who uses, or has in his possession, while on the premises, any substance that the authorised person suspects of being a prohibited plant or a prohibited drug; or whom the authorised person, under the conditions of the club licence or a term of a liquor accord, is authorised or required to refuse access to the Club premises.

- (c) If pursuant to this Rule a person (including a member) has been refused admission to, or has been turned out of the Club premises, an authorised person may at any subsequent time refuse to admit said person into the Club premises or may turn the person out of the Club premises, and such power to turn out or refuse entry may be exercised until such time as the matter that lead to the said person originally being turned out or refused entry has been dealt with by the Board, or six (6) weeks has elapsed, whichever is the sooner.
- (d)
 - (i) In accordance with the Liquor Act, if a person is required to leave the Club premises under this Rule, the said person must leave the Club premises.
 - (ii) In accordance with the Liquor Act for the purposes of this Rule, such reasonable degree of force as may be necessary may be used to turn a person out of Club premises.
- (e)
 - (i) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not re-enter or attempt to re-enter the Club premises within 24 hours of being refused admission or being turned out. After the 24-hour period ends in relation to any such person, an authorised person is permitted to again exercise the powers under this Rule in relation to the person.
 - (ii) A person who has been refused admission to, or turned out of, the Club premises in accordance with this Rule because the person was intoxicated, violent, quarrelsome or disorderly, must not, without reasonable excuse remain in the vicinity of the Club premises, or re-enter the vicinity of the Club premises within six (6) hours of being refused admission or being turned out. In accordance with the Liquor Act, a person has a reasonable excuse for remaining in, or re-entering, the vicinity of the Club premises if the person reasonably fears for his or her safety if he or she does not remain in, or re-enter, the vicinity of the Club premises, or the person needs to remain in, or re-enter, the vicinity of the Club premises in order to obtain transport, or the person resides in the vicinity of the Club premises.
- (f) An Incident Register may be maintained (and shall be maintained if required under the Act) for the purpose of recording in writing and relaying the facts, matters and circumstances relating to the exercise of powers referred to in this Rule. In accordance with the Liquor Act, any incident, whether under this Rule or otherwise, that occurs outside of the standard trading period for the Club and results in a patron of the Club premises requiring medical assistance is an incident that must be recorded in the Incident Register. All reports must be recorded in the Incident Register as soon as practical after the incident.

GUESTS

84. (a) Life Members, Ordinary Members, Honorary Members and Provisional Members (but not Temporary Members) may, subject to any By-laws of the Club, introduce guests to the Club provided that:
- (i) the name in full or the surname and initials of the given names and address of each guest, countersigned by the Member is first entered into the register kept for that purpose by the Club, and
 - (ii) the guest at all times, while on the Club premises, remains in the reasonable company of the Member, and
 - (iii) the guest does not remain on the Club premises any longer than the Member, and
 - (iv) the guest is over the age of eighteen (18) years.
- (b) 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.
- (c) The Board, a Director or the Secretary or the Secretary's delegate officer or employee may refuse a guest admission to the Club or require a guest to leave the Club without giving any reason.
- (d) A person may not be introduced as a guest who has been expelled from membership of the Club or whose conduct or presence on the Club premises is considered by the Board to be prejudicial to the interests of the Club.
- (e) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (f) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by By-law.
- (g) The Board shall have power to make By-laws from time to time regulating the terms and conditions on which Guests may be admitted to the Club, provided that at all times such By-laws are not inconsistent with this Constitution and the Registered Clubs Act.
- (h) Members introducing persons under the age of eighteen (18) years to the Club shall ensure that such persons remain in the designated permissible areas as defined by the Board.

EXECUTION OF DOCUMENTS

85. (a) The Club may execute a document (including a deed) without using a common seal if the document is signed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.
- (b) If the Club has a common seal the Club may execute a document (including a deed) if the seal is fixed to the document or deed and the fixing of the seal is witnessed by two (2) members of the Board, or by one (1) member of the Board and the Secretary.

- (c) The Club must not execute a document (whether with or without using the seal) except by the authority of a resolution passed at a meeting of the Board previously given.

NOTICES

- 86. (a) A notice may be given by the Club to any Member either:
 - (i) personally;
 - (ii) by sending it by post to the Member's registered address; or
 - (iii) by sending it to the fax number or electronic address (if any) nominated by the member; or
 - (iv) if the Member has no registered address within the State of New South Wales, to the address, if any, within that State supplied by him to the Club for giving notices.
 - (b) Where a notice is sent by post, service of the notice is taken to have been effected:
 - (i) in the case of a notice convening a general meeting, on the day following that on which it was posted.
 - (ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
 - (c) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
 - (d) If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices, a notice posted up on the notice board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.
 - (e) A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that the Club offers such means of receiving notices. Such indication by a member shall be a standing request but may be revoked at any time.
- 87. No persons other than Ordinary Members or Life Members shall be entitled to receive notices of General Meetings.
 - 88. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any Member shall not invalidate the proceedings at any General Meeting.

INSPECTION OF RECORDS

89. The Board shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will be open to the inspection of members other than directors, and a member other than a Director does not have the right to inspect any document of the Club except as provided by the By-law or authorised by the Board or by the Club in general meeting.

INDEMNITY

90. Every employee, officer, servant or agent of the Club and every Member of any committee or sub-committee constituted under these Articles is indemnified out of the property of the Club against any liability incurred in defending any proceedings, civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or in connection with any application relation to any proceedings in which relief is granted to that person by the court.
91. *(Deleted)*
92. *(Deleted)*

PROFITS OR OTHER INCOME

93. Any profits or other income of the Club must be applied only to the promotion of the purposes of the Club and must not be paid or distributed among the members of the Club.

DISPLAY AT CLUB ENTRANCES

94. There must be prominently displayed at all times at each entrance on the Club premises at which members and guests are permitted to enter:
- (a) a map that clearly shows the limits of the area within which an ordinary resident of the area is not eligible for temporary membership otherwise than under section 30 (10),
 - (b) the rules of the Club that relate to temporary membership of the Club,
 - (c) a copy of section 30(10) of the Registered Clubs Act,
 - (d) a copy of the definition of "guest" in section 4 of the Registered Clubs Act, and
 - (e) A notice in an approved form stating that it is an offence to make an entry relating to a minor in the guest register.

LIQUOR AND MINORS

95. Liquor must not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.

POKER MACHINES AND MINORS

96. A person under the age of eighteen (18) years must not use or operate poker machines on the premises of the Club.

COMPLIANCE STATEMENTS

97. Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person who is not a member of the Club except on the invitation and in the company of a member of the Club or to persons attending a function whilst a club functions authorisation is in force.
98. The Club shall observe the liquor harm minimisation requirements of the Liquor Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
99. 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.
100. Subject to the provisions 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.
101. The Club must not dispose of any core property of the Club unless:
- (a) the property has been valued by a registered valuer within the meaning of the *Valuers Act 2003*; and
 - (b) the disposal has been approved at a general meeting of the Ordinary Members of the Club at which a majority of the votes cast supported the approval; and
 - (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,
- notwithstanding any exceptions created by regulations made under the Registered Clubs Act.

DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE

102. Members of the Board of the Club and top executives of the Club are required to declare any gift or remuneration (which shall include fee for service) received from an affiliated body if the value of the gift or remuneration exceeds \$500 or such other amount required under the Registered Clubs Act. The declaration of the gift or amount of remuneration must be in a form approved by the Director of Liquor & Gaming and must be submitted to the Secretary of the Club within fourteen (14) days of receipt of the gift or remuneration.
103. In accordance with regulations made under the Registered Clubs Act, a member of the Board or any employee of the Club, must submit a written return in each year to the Club, declaring any gifts or remuneration received from a person or organisation that is a party to a contract with the Club, including all parties supplying goods and/or services to the Club.
104. (a) The Club shall not enter into a contract with the Secretary of the Club, a manager, or any close relative of the Secretary or manager, or a company or other body in which any of these persons has a Controlling Interest. “Controlling Interest” in a company or body, shall mean if a person or person’s interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the Club shall not enter into a Contract for the remuneration of a top executive unless the proposed contract has first been approved by the members of the Board.
- (b) The Club must not enter into a contract with a member of the Board or a top executive of the Club, or with a company or other body in which such a member or top executive has a pecuniary interest, unless the proposed contract is first approved by the Board of the Club.
- (c) Paragraph (b) does not apply to a pecuniary interest if there are guidelines prescribed by the Registered Clubs Act at the time the relevant contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that Paragraph applies.
- (d) It shall be the duty of a member of the Board or a top executive to declare the nature of his interest in a contract in writing, or at a Board meeting of the Club, prior to the approval of such contract and it shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting.
- (e) A member of the Board so interested in a contract shall be counted in a quorum but shall not vote on any such contracts or arrangements with the Club.
- (f) Before entering into a contract, the Club shall make all reasonable inquiries to ensure that the provisions of Paragraphs (a) and (b) are not contravened.
- (g) When making any such inquiries as to whether a party to the proposed contract is or is not a person, company or body referred to in Paragraphs (a) and (b), the Club is entitled to rely on a statutory declaration from the party to the proposed contract (or, in the case of a company or other body that is a party to the proposed contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.

105. The Secretary of the Club and managers of the Club are prohibited from holding a hotelier's licence or from holding a financial interest in respect of a hotel.
106. (a) Any member of the Board of the Club or a top executive of the Club who acquires a financial interest in a hotel shall give a written declaration of that interest to the Secretary of the Club within fourteen (14) days after acquiring the interest.
- (b) In the case where a member is elected or appointed to the Board and holds a financial interest in a hotel, and in the case where a top executive of the Club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the Secretary within fourteen (14) days after the election or appointment.
107. A member of the Board 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 member's knowledge, declare the nature of the interest at a meeting of the Board.
108. (a) The Club shall not lend money to a member of the Board of the Club.
- (b) The Club shall not lend money to an employee of the Club unless:
- (i) The amount of the proposed loan (together with the amount of any other loan to the employee by the Club that has not been repaid to the Club) is \$10,000 or less, and
- (ii) The proposed loan has first been approved by the Board of the Club.
- (c) Sub-Paragraph (b) (i) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's contract of employment with the Club.
109. In accordance with regulations made under the Registered Clubs Act, the Secretary of the Club shall maintain a register of disclosures, declarations and returns made to the Club as required by the Registered Clubs Act.

CONSTITUTION

110. (a) The Constitution may be altered or amended at a general meeting by special resolution of which due notice has been given to members of the Club.
- (b) The majority required for passing of a special resolution relating to such alterations or amendments to the Constitution shall be seventy-five per cent (75%) of members present and entitled to vote at the said meeting.
- (c) A special resolution must be passed as a whole and cannot be amended from the floor of the meeting or divided into two or more separate resolutions.
111. (a) The Club shall, within fourteen (14) days of amending its Constitution, lodge a copy of the amendments with the Australian Securities and Investments Commission.

- (b) The Club shall, within one (1) month after amending its Constitution, lodge with the Authority a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.
112. A copy of the Constitution of the Club shall be supplied to a member on request being made to the Secretary of the Club and payment of any reasonable fee that may be prescribed by the Board.

HISTORIC INFORMATION

WE the undersigned subscribers to the Memorandum of Association hereof agree to the foregoing Articles Of Association.

KEVIN WALSH
J T O' KEEFE
J O'CONNELL
T IRVINE
E S BRYANT
G W GODDARD
M GRAHAM
R LANG
LEETON MITCHELL
C R STEAD
H TUOHY
D TAYLOR

Dated this 23rd day of June 1972.

<p>Prepared by Small Block Club Services SmallBlockCS@aol.com PO Box 3 Narrandera NSW 2700 T: (02) 6959 4997 F: (02) 6959 4979 A/H: 0407 064 705</p>

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Section 2:

MEMORANDUM OF ASSOCIATION **OF** **KIAMA LEAGUES CLUB LIMITED**

- 1 The name of the Company is Kiama Leagues Club Limited (“the Club”)
- 2 The Registered Office of the Club is situated at Terralong Street, Kiama in the State of New South Wales and may be in some other place within that State as determined by the Club.
- 3.1 The main objects for which the Club is established are:
 - (a) To acquire and take over the funds and other assets and the liabilities of the present unincorporated Club known as the Group Seven Leagues Club.
 - (b) To establish and maintain a meeting place for the Club members and their guests upon premises at Kiama and to promote good fellowship and the social well being of its members.
 - (c) To foster develop promote and encourage sport, athletics and physical culture in the Kiama District.
 - (d) To provide refreshment rooms, and any other outdoor or indoor facilities for lawful games and generally to advance the interests of the members.
 - (e) To construct, renovate and extend clubhouses, pavilions and other building or works containing amenities and accommodations, residential or otherwise.
 - (f) To promote and hold either alone or jointly with any other corporate body or person, bowls meetings, competitions, matches, awards dinners, balls, concerts and other entertainment and to offer, give or contribute towards trophies, prizes and medals.
 - (g) To purchase, amalgamate with, acquire, sell to, subscribe to, become a member of, or co-operate with any institution whose objects are wholly or partly similar to those of the Club and which prohibit the distribution of its income and property to its members at least to the extent required of the Club under Clause 4 of this Memorandum.
 - (h) To apply for, obtain and hold a license, permit, or other authority under any Act in force in the State of New South Wales for the purpose of selling and distributing liquor, tobacco, cigarettes and other provisions and refreshments.
 - (i) To apply for obtain and maintain a certificate of registration as a registered club under the *Registered Clubs Act 1976* or any other Act and to appoint a Secretary to be chief executive officer of the Club.

- (j) To buy, prepare, make supply, sell and deal in all kinds of equipment and clothing used in connection with the game of bowls or any other sport, game or entertainment and liquor, tobacco, cigarettes and all kinds of provisions and refreshments.
- (k) To purchase, lease, exchange, accept as a gift or otherwise acquire any freehold or leasehold property, building, easements, restrictions, rights and privileges and to sell, convey, transfer, assign, mortgage, exchange or otherwise dispose of these.
- (L) To borrow or raise and secure the payment of money in any way, and, for example, by bills of exchange and by issuing debenture stock charged upon all or part of the Club's present or future property and to purchase, redeem or pay off securities.
- (m) To invest and deal with moneys the Club does not immediately require in securities and to sell, dispose of, realise or otherwise deal with securities.
- (n) To enter into arrangements with or obtain rights, privileges and concessions from Government or any statutory authority.
- (o) To employ and dismiss employees, officers, servants and agents and pay them wages or in kind.
- (p) To sell, manage, develop, exchange, lease, mortgage, dispose of, or otherwise deal with all or part of the Club's property and rights, but any part of the Club's premises which are the defined premises under the *Registered Clubs Act 1976* must not be leased or otherwise dealt with contrary to the provisions of the *Registered Clubs Act 1976*.
- (q) *(Deleted)*
- (r) To draw and deal in cheques, promissory notes, bills of exchange, debentures or other negotiable and transferable instruments.
- (s) To subscribe or contribute to any charitable, benevolent or useful association or object of a public character.
- (t) To make donations to any person or corporate body.
- (u) To publish materials in order to promote the Club.
- (v) To further the above objects in conjunction with any other corporate body or person as principals agents, contractors, trustees or otherwise.
- (w) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- (x) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (y) To do anything incidental to further the above objects and in the interpretation of the Memorandum the powers conferred on the Club by any Clause must be given their widest possible meaning.

- 3.2 The business and affairs of the Club shall be conducted in accordance with the Act.
- 4.1 The income and property of the Club must be applied solely towards promoting the objects of the Club set out in this Memorandum and must not be paid or transferred in any manner to the members of the Club but this does not prevent payment to any employee, officer, servant or agent of the Club or other person in return for services to the Club.
- 4.2 No income or property of the Club may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member of the Club.
- 5 The liability of the members is limited.
- 6 Each Member of the Club undertakes to contribute to the assets of the Club if wound up during the time the person is a Member or within a year afterwards for:
- (a) payment of the debts and liabilities of the Club contracted before the person ceased to be a Member, and
 - (b) the costs of winding up the Club, and
 - (c) the adjustment of the rights of contributors amongst themselves as required but not exceeding two (\$2.00) dollars.
- 7 If on the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property, it must not be paid or distributed amongst the members of the Club, but must be applied towards any institution or institutions with similar objects to those of the Club and which prohibit the distribution of its or their income and property to its or their members at least to the same extent as the extent required of the Club under clause 4 of this Memorandum, determined by the members of the Club at or before the time of dissolution or in default, by a Judge of the Supreme Court of New South Wales.

The names, addresses and occupations of the subscribers are as follows:

NAME, OCCUPATION, ADDRESS

WALSH, Kevin
Dairy Farmer
"Homelands", Jamberoo

O'KEEFE, James Thomas
Bus and Garage Proprietor
45 Collins Street, Kiama

O'CONNELL, John David
Front End Loader Driver
118 Manning Street, Kiama

IRVINE, Thomas Storen
School Principal
Holden Avenue, Kiama

BRYANT, Ernest Stanley
Clerk
30 Tombonda Drive, Kiama

GODDARD, Gregory William
Health and Building Inspector
Marks Street, Kiama

GRAHAM, Matthew Graham
Truck Driver
19 Marks Street, Kiama

LANG, Raymond William
Branch Manager
Railway Parade, Kiama

MITCHELL, William Leeton
Steelworker
7 Greta Street, Gerringong

STEAD, Charles Raymond
Butcher
3 Central Park, Kiama

TUOHY, Harold Lawrence
Manager
21 Pleasant Point Drive, Kiama

TAYLOR, David William
Insurance Representative
Marsden Street, Kiama

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Witness to Subscribers' Signatures and Address of Witness

REX L GARSIDE
Solicitor
31 Bong Bong Street, KIAMA

Dated this 23rd day of June 1972.

<p>Prepared by Small Block Club Services SmallBlockCS@aol.com PO Box 3 Narrandera NSW 2700 T: (02) 6959 4997 F: (02) 6959 4979 A/H: 0407 064 705</p>

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