

**COMPANY CONSTITUTION**

**OF**

**STUARTS POINT WORKERS'**  
**RECREATION AND BOWLS CLUB LIMITED**

(as amended – 2013)

ACN 001 039 505

A Company Limited by Guarantee  
and not having a Share Capital

[retype version 8/7/13]

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**Section 1:**

**ARTICLES OF ASSOCIATION**  
**OF**  
**STUARTS POINT WORKERS'**  
**RECREATION AND BOWLS CLUB LIMITED**

**DEFINITIONS**

1. In this Constitution, the following definitions will apply, unless there is something in the subject or context inconsistent with the below meaning:

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

“annual report” means an annual financial report that is produced in accordance with the requirements of the Act, the Registered Clubs Act and the Australian Accounting Standards.

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

“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. Australian Accounting Standards is hereby deemed to include Reduced Disclosure Requirements (if applicable).

“Authority” means the Independent Liquor and Gaming Authority.

“Board” means the members for the time being of the Board of Directors of the Club constituted in accordance with this Constitution and deemed the Directors of the Company.

“business day” means a day that is not a Saturday, a Sunday or a public holiday.

“By-law” means any by-law, rule, policy or regulation established by the Board under the provisions of this Constitution.

“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 the Stuarts Point Workers’, Recreation and Bowls Club Limited [ACN 001 039 505] and includes any registered business names owned by the Club.

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

“Constitution” means this company constitution of the Club which has been adopted and modified in accordance with the Act.

“contract” includes commercial arrangement.

“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 Full 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 Full Members of the Club, not to be core property 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 the annual subscription in advance.

“Full Member” means a person who in accordance with the Registered Clubs Act 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 approved by the Authority 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 a board or boards designated as such and conspicuously located within the Club premises on which notices for the information of members are posted.

“office” means the registered office for the time being 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 (being at least 50%) at a general meeting of members.

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

“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 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 75% of members entitled to vote who are in attendance and vote in person at the meeting.

“teleconference” includes the use of telephone, computer, closed-circuit television, video based equipment, or any 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.

“year” when referring to matters dealing with elections means the period between successive Annual General Meetings.

2. Words importing the singular number also include the plural and vice versa and the masculine gender the feminine gender and vice versa.

### **INTERPRETATION**

3. A decision of the Board on the construction or interpretation of the Memorandum of Association of the Club or these Articles, or on any By-laws or Rules of the Club made pursuant to these Articles or on any matter arising thereout shall be conclusive and binding on all members of the Club subject to such construction or interpretation being varied or revised by the members of the Club in General Meeting or by the Supreme Court of New South Wales.
- 3(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.
- 3(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.
- 3(C). 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.

### **EFFECT OF CONSTITUTION**

- 3(D). The Club’s Constitution and any By-laws and other rules have effect as a contract between the Club and each member; and between the Club and each director and the Secretary; and between a member and each other member; under which each person agrees to observe and perform the Constitution, By-laws and rules so far as they apply to that person.

### **PRELIMINARY**

4. 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.
5. The Club is established for the purposes set out in the Memorandum of Association.

6. (a) The Club shall be a non-proprietary Club.
- (b) Subject to the provisions of Section 10(6) of the Registered Club Act, a member of the Club, whether or not he is a member of the governing body, or of any committee, of the Club, shall not be entitled, under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every 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 and approved in advance by the general body of members in general meeting to any such member in respect of special honorary services rendered to the Club.
- (c) 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.
- (d) The Secretary, or any employee, or a member of the Board or of any committee, of the Club shall not be entitled, under this Constitution or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
- (e) Subject to provisions of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts and shall not grant any interest in an approved gaming machine kept by the Club to any other person.
- (f) The Club must not dispose of any Core Property of the Club unless:
- (i) the property has been valued by a registered valuer within the meaning of the *Valuers Act 2003*; and
  - (ii) 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
  - (iii) 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.
- (g) 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.
7. (a) An employee of the club shall not vote at any meeting of the Club or of the Board or at any election of the Board, or hold office as a member of the Board.

- (b) 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.
- 8. (a) 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.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen (18) years.
- (c) A person under the age of eighteen (18) years shall not use or operate poker machines on the premises of the Club.
- (d) The Club shall observe the liquor harm minimisation requirements of the Registered Clubs 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).

### **MEMBERSHIP**

- 9. A person under the age of eighteen (18) shall not be admitted to membership of the Club except as a Junior Member and for the express purpose of taking part in the sporting activities of the Club.
- 10. A person shall not be admitted to membership of the Club except as an Ordinary Member, Life Member, Honorary Member, Temporary Member, or Provisional Member.
- 11. Unless and until otherwise determined by the Board, Ordinary Membership of the Club shall consist of the following classes:
  - (a) Full Members
  - (b) Country Members
  - (c) Junior Members
- 12. Notwithstanding the classes of membership described in this Constitution, the Club may create such other classes or sub-classes of membership with appropriate rights and eligibility as defined in By-law as determined by the Board.
- 13. 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.

### **RIGHTS OF MEMBERS AND ELIGIBILITY FOR VARIOUS CLASSES OF MEMBERSHIP**

- 14. Subject to Article 7(a), Full Members and Life Members shall be the only members of the Club entitled to attend and to vote at Annual General Meetings or General Meetings of members. Each such member shall have one (1) vote.



15. The rights of members to use the bowling greens and other facilities of the Club shall be as the Board may determine from time to time by By-Law or otherwise.
16. The requirements for eligibility of persons for election to the following classes of membership shall be:
  - (a) Full Members

Persons who have attained the age of eighteen (18) years and who are elected by the Board to Full Membership of the Club.
  - (b) Country Members

Persons who have attained the age of eighteen (18) years, who do not live in the Kempsey Shire or Nambucca Shire, and who are elected by the Board to Country Membership of the Club.
  - (c) Life Members
    - (i) Members who have rendered outstanding service to the Club and have been elected as such by a resolution carried by a majority of those present and voting at a General Meeting following the submission to such meeting of an appropriate recommendation from the Board.
    - (ii) A person elected as a Life Member shall be relieved from payment of any subscription or levies but shall have all the rights and privileges of a Full Member.
  - (d) Provisional Members
    - (i) 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.
    - (ii) 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.
    - (iii) A person shall cease to be a Provisional Member immediately upon the decision of the Board on the application for membership.
  - (e) Junior Members
    - (i) Persons under the age of eighteen (18) years who have been admitted to membership for the purpose of participating in regular sporting competitions organised by the Club.
    - (ii) Junior Members shall NOT be entitled to introduce guests to the Club, attend any meetings of the Club, vote at any election, hold any position of office or nominate members for officer of the Club.

## **HONORARY MEMBERS**

17. A person shall not be admitted as an Honorary Member of the Club unless he is admitted in accordance with the provisions of these Articles and he has the qualifications, as specified in these Articles, requisite and appropriate in relation to the purposes of the Club for Honorary Membership of the Club.
18. The following persons being over the age of eighteen (18) may in accordance with the procedures established by the Board be made Honorary Members of the Club:
  - (a) A prominent citizen or dignitary visiting the Club for some special occasion; or
  - (b) The current Patron or Patrons of the Club.
19. An Honorary Member shall be entitled only to the social and sporting privileges of the Club and such other games, recreations and pastimes as are determined by the Board from time to time.
20. Honorary Members may be relieved of any obligation or liability with respect to the payment of entrance fees and/or subscriptions.
21. The Board shall have the power to cancel the membership of any Honorary Member without notice and without assigning any reason therefor.

## **TEMPORARY MEMBERS**

22. 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:
  - (a) 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);
  - (b) A person who is a member of another registered club with similar objects to those of this Club;
  - (c) 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;
  - (d) An interstate or overseas visitor.
23.
  - (a) 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.
  - (b) The Temporary Membership of any person may be cancelled at any time without assigning any reason.

- (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.
- 24.
- (a) Temporary Members shall not be required to pay a joining fee or an annual subscription unless determined otherwise by the Board from time to time.
  - (b) 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.
  - (c) 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.

#### **TRANSFER OF MEMBERSHIP**

25. The Board, at its discretion, may on the written application of a member transfer that member from any class of Ordinary Membership to another class of Ordinary Membership. Any member so transferred may at the discretion of the Board receive a refund or reduction of any entrance fee or subscription paid by or payable by him for the then financial year and may be required to pay the difference between the entrance and/or annual subscription applicable for his present membership and the entrance and/or annual subscription applicable to the class of membership to which he desires to be transferred.
26. A Junior Member who has attained the age of eighteen (18) years may be transferred by the Board without the need for application from Junior membership to Full Membership subject to payment (if any) by the member of an additional annual subscription and/or other fees.

#### **ELECTION OF MEMBERS**

27. A person shall not be admitted as a member of the Club, other than as an Honorary Member, Temporary Member or Provisional Member, unless such person is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club by a three quarters majority, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection. The Secretary shall return to such rejected candidate the amount of any subscription and other fees lodged with the application.

28. 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. The application form for Junior Membership shall be endorsed and signed by a responsible adult for the minor.
29. 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.
30. Upon a person being elected to membership and payment of the first annual subscription and any other applicable fees and charges, such person shall become a member of the Club. Provided nevertheless that if such payment is not made within one (1) month after the date of the election to membership, the Board may at its discretion cancel its election of the person to membership of the Club.

### **ENTRANCE FEES, ANNUAL SUBSCRIPTIONS AND LEVIES**

31. Members' subscriptions shall be paid in advance either annually or if the Board so directs and approves: by half yearly, or quarterly instalments; or biennially (2 years); or triennially (3 years); or 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.
32. The entrance fees and subscriptions or payments payable by members of the Club shall be such as the Board may from time to time prescribe provided that the annual subscription payable by Ordinary Members shall be not less than Two Dollars (\$2.00) or such other minimum subscription provided from time to time by the Registered Clubs Act.
- 32(A). Subject to the provisions of the *Anti-Discrimination Act 1977*, a member may in relation to age be granted special privileges and discounts on the annual subscription, and/or any other fees and levies.
33. Any candidate elected during the financial year to any class of membership shall in respect of that financial year pay one-half of the annual subscription only if he shall be elected after the expiration of nine months from the date of commencement of the financial year.
- 33(A). 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.
34. If the entrance fee or subscription or any part thereof of any member shall not be paid within a period of thirty (30) days from the date upon which it shall fall due for payment the defaulting member shall from that date be debarred from all privileges of membership and his name shall be removed from the register of members of the Club.
35. The Board shall have power to make charges and levies on Ordinary Members for general or special purposes.

## **PATRONS**

36. The members in General Meeting may appoint a Patron or Patrons from time to time upon a recommendation being made by the Board to the meeting and such Patron or Patrons shall thereupon be deemed to be Honorary Members of the Club and subject to these Articles shall remain Honorary Members while they remain a Patron.

## **ADDRESSES OF MEMBERS**

37. Every person shall notify the Secretary of a current address and occupation if those particulars have not already been stated on the application for membership and shall, as soon as practical, notify the Secretary of any subsequent change of address or occupation. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

## **REGISTERS OF MEMBERS AND GUESTS**

38. The Club shall keep the following registers in accordance with the Act and the Registered Clubs Act:
- (a) Member Register. The register of members shall contain the name, address and occupation of each member, the date on which the entry of the member's name in the register is made, and the date on which the member last paid the annual subscription for membership of the Club. The Club must include in the register an up-to-date index of members' names. The index must be convenient to use and allow a member's entry in the register to be readily found. A separate index need not be included if the register itself is kept in a form that operates effectively as an index.
  - (b) Temporary Member Register of persons who are 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.
  - (c) Honorary Member Register. 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) Guest Register 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.
- 38(A). 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.

## **SUSPENSION AND EXPULSION**

39. If any member shall wilfully refuse or neglect to comply with any of the provisions of the Memorandum of Association or of these Articles of the Club or the By-laws thereof or be in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which in the opinion of the Board is unbecoming of a member or which shall render him unfit for membership, the Board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase his name from the register of members provided that:
- (a) Such member shall be notified of any charge against him pursuant to this Article by notice in writing by a prepaid letter posted to his last known address at least fourteen (14) clear days before the meeting of the Board at which such charge is to be heard.
  - (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
  - (c) The voting by the members of the Board present at such meeting shall be by secret ballot and no motion by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board present vote in favour of such motion.
  - (d) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, having regard to any representation made to it in writing, by the member charged.
  - (e) Any decision of the Board of such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.

## **REMOVAL OF PERSONS FROM THE CLUB PREMISES**

- 39(A). (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 Alcohol Management Operations Register may be maintained (and shall be maintained if required under the Liquor 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 Alcohol Management Operations Register. All reports must be recorded in the Alcohol Management Operations Register as soon as practical after the incident.

#### **RESIGNATION AND CESSATION OF MEMBERSHIP**

- 40. (a) A member may at any time, by giving notice in writing to the Secretary, resign from his membership of the Club and such resignation shall take effect from the date on which it is received by the Secretary.

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

### **GUESTS**

- 41. (a) All members excluding Temporary Members and Junior Members shall have the privilege of introducing Guests to the Club who are over the age of eighteen (18) years and such member shall enter the names and full residential addresses of such Guests together with his own name in the Guest Register.
- (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) Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the Club premises any longer than the member.
- (d) Members shall be responsible for the conduct of any Guests they may introduce to the Club.
- (e) No member shall introduce any Guest more frequently or in greater numbers than may for the time being be provided by By-law, nor shall he introduce any person as a Guest whose name has been removed from the Member Register for misconduct or who has been suspended by the Board of the Club.
- (f) 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.
- (g) 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.

### **BOARD OF DIRECTORS**

- 42. The Board shall consist of a President, a Senior Vice-President, a Vice-President and six (6) other Board members.
- 43. (a) The Board shall be elected annually by the Full Members and Life Members of the Club.
- (b) The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were elected when they shall retire but shall be eligible for re-election.



- (c) A person shall not be elected to or hold office as a member of the Board unless he is a Full Member, or Life Member of the Club.
  - (d) No member currently under suspension shall be elected to office or perform duties as holder of an office or member of any committee while he remains unfinancial or during the period of such suspension.
  - (e) No member who holds any office in another club shall be eligible to hold office in the Club.
  - (f) Each member elected to the Board may be required to complete training courses relating to financial management and other relevant matters in order for the Club to meet the requirements of the Registered Clubs Act.
44. (a) Except as hereinafter provided nominations for election to the Board shall be made in writing signed by two (2) Ordinary or Life Members of the Club and signed by the nominee and shall state the office or offices for which the nominee is nominated and be delivered to the Secretary at least seven (7) days before the date of the Annual General Meeting. The proposer, seconder and nominee shall be financial members of the Club at the time the nomination form is signed. The Secretary shall forthwith post notification of such nominations on the Club Notice Board.
- (b) Subject to the provisions of the Registered Clubs Act, a person may become or be a member of the Board even if the person is of or above the age of 72 years.
  - (c) Members eligible for election to the Board may be nominated for more than one office and in the event of their being elected to the Senior office as hereinafter provided shall be deemed to have been eliminated from candidature for election to the Junior office. For the purpose of these Articles the order of seniority of officers shall be:
    - President
    - Senior Vice-President
    - Vice-President
    - Ordinary Board Member
  - (d) (i) If the number of candidates duly nominated for any office does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Annual General Meeting.
  - (ii) If no or insufficient nominations be received for any offices the candidate or candidates, if any, nominated shall be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the Meeting for the vacancies then remaining. If more than one candidate is nominated for such vacancies an election by ballot for such vacancies remaining shall be held in accordance with paragraph (iii) of this Article.
  - (iii) If the number of candidates nominated shall exceed the number required to be elected, a ballot shall be taken as provided by By-law and until so provided shall be determined by the Board. In the event of an equality of votes in favour of two or more candidates the chairperson of the meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.

- (e) (i) The election of the Board shall be conducted and counted by a Returning Officer and at least two (2) scrutineers appointed by the Board.
- (ii) A candidate for any position shall not be appointed as Returning Officer or as a scrutineer.
- (f) The State Electoral Commissioner shall conduct an election of the Board of the Club if:
  - (i) 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
  - (ii) An order is made by the Authority as part of its determination in a matter of complaint against the Club; or
  - (iii) On application by the Club to the Electoral Commissioner; and written notification of that fact is sent at the same time to the Authority.
- (g) 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.

### **POWERS OF BOARD**

- 45. The Board shall be responsible for the management of the business and affairs of the Club.
- 46. The Board may exercise its powers and do all such acts and things as the Club is by its Memorandum of Association or otherwise authorised to exercise and do and which are not hereby or by Statute directed or required to be exercised or done by the Club in General Meeting but subject nevertheless to the provisions of the Act and the Registered Clubs Act and of these presents and to any regulations not being inconsistent with these presents from time to time made by the Club in General Meeting provided that no such regulation shall invalidate any prior act of The Board which would have been valid if such regulation had not been made. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
  - (a) to delegate any of its powers to committees consisting of such member or members of its body and/or such members of the Club as it may from time to time think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulation or restriction that may from time to time be imposed upon it by the Board. The President shall be ex officio a member of all such committees. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in the case of an equality of

votes the chairperson shall have a second and casting vote. The meetings and proceedings of any committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.

- (b) To make such By-laws not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well being of the members of the Club and to amend or rescind from time to time any such By-laws and without limiting the generality thereof particularly for:
  - (i) Such matters as the Board is specifically by these Articles empowered to regulate by By-law.
  - (ii) The general management control and trading activities of the Club.
  - (iii) The control and management of the Club premises.
  - (iv) The upkeep and control of the bowling greens.
  - (v) The conduct of members.
  - (vi) The privileges to be enjoyed by each category of members.
  - (vii) The relationship between members and club employees.
  - (viii) And generally all such matters as are commonly the subject matter of Club Rules or By-laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in General Meeting.
- (c) To enforce the observance of all By-laws by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (e) To secure the fulfilment of any contract or engagement entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (f) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (g) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.

- (h) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (i) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage, charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) 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.
- (k)
  - (i) To appoint, discharge and arrange the duties and powers of the Secretary or Secretary/Manager and to determine the remuneration and terms of employment of such Secretary or Secretary/Manager and to specify and define his duties.
  - (ii) To engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration and to determine with or without compensation any contract for service or otherwise.
- (L) To fix the maximum number of persons who may be admitted to each class of membership of the Club in accordance with these Articles.
- (m)
  - (i) To create sections and committees for the conduct, management and control of all or any game or sporting activity in which the Club from time to time is engaged or interested and to define and limit the persons (being members of the Club) eligible for membership of all or any such sections and to fix or approve any supplemental subscription or any charge (whether annual or special) for membership of such sections or any of them and from time to time to prepare or approve and amend rules and By-laws for the control and regulation of such sections or committees and the conduct and activities thereof and also to terminate and dissolve any such section or committee or to reconstitute the same on a similar or different basis.

- (ii) For the purpose of this clause to permit any such section to adopt a name distinctive of such section (provided it be described as a section of the Club) and to become affiliated with the body controlling the game or activity in the State of New South Wales on such terms and conditions (not inconsistent with these Articles or the Registered Clubs Act) as such controlling body may from time to time require and to pay on behalf of the Club capitation fees to any such controlling body or as required by such body.
  - (iii) The Board may empower each such section to open and operate a Bank Account in the name of the section in such Bank or Banks as the Board may from time to time approve provided that the persons eligible to operate upon any such account shall be approved by the Board which from time to time may remove and replace such persons or any of them.
  - (iv) Subject to the general control and supervision of the Board each such section shall manage its own affairs but shall make regular reports to the Board (or otherwise as may be required from time to time by the Board). The Minutes and records of the section shall also be produced regularly and promptly for inspection by or on behalf of the Board.
  - (v) Subject as hereinafter provided the constitutions and rules or by-laws of each such section may be amended from time to time by a majority of the members for the time being of such section at a general meeting of such members either annually or at a meeting convened specifically for such purpose provided that no amendment proposed to and approved by the meeting of members of the section shall have effect unless and until it shall have been approved by resolution of the Board.
  - (vi) The constitutions, rules and by-laws of each such section shall not be inconsistent with these Articles or the procedures prescribed by the Articles or any By-law of the Club.
  - (vii) Any disciplinary action by the section in respect of any member of such section shall at once be reported to the Board together with the reasons therefor and with a recommendation as to further action (if any) to be taken by the Board.
- (n) To operate and maintain a Mortality and Welfare Benefits Fund.

#### **BY-LAWS**

47. Any By-laws made under these Articles shall come into force and have the full authority of a By-law of the Club on being posted upon the Club Notice Board.

## **PROCEEDINGS OF THE BOARD**

48. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit provided that the Board shall meet whenever it deems it necessary but at least once in each calendar month for the transaction of business and a record of all members of the Board present and of all resolutions and proceedings of the Board shall be entered in a minute book provided for that purpose. The President shall preside at every meeting of the Board or if at any meeting he is not present or is unwilling or unable to act then a Vice-President shall act as chairperson. If no Vice-President is present or is unwilling or unable to act then the Board members present may elect their own chairperson. The quorum for meetings of the Board shall be five (5) members personally present.
49. The President may at any time and the Secretary upon the request of not less than three (3) members of the Board shall convene a meeting of the Board.
50. Subject to these Articles questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
51. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Club, but for no other purpose.
52. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
53.
  - (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.

53(A). Unless the Board determines otherwise, a meeting of the Board may be held at two or more places at the same time 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. A Board member who participates in a meeting via teleconferencing shall be taken to be present at the meeting and to form part of any quorum for the meeting. 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.

### **DIRECTORS' INTERESTS**

- 53(B). (a) Each Director must comply with the Corporations Act in relation to the disclosure of the Director's interests.
- (b) A Director who has a material personal interest in a matter that relates to the affairs of the Club must declare that interest to the Board before the transaction was entered into. A Director that has an interest in a matter may give the Board standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Club at the time the notice is given. The Secretary shall record in the minutes any declaration made or any general notice given by a Director in accordance with this Rule.
- (c) Unless otherwise approved in writing by the Board, a Director is ineligible to hold office and is also disqualified from office by contracting with the Club either as vendor, purchaser or otherwise except with express resolution of approval of the Board.
- (d) Unless a declaration of interest is made by a Director at a Board meeting prior to the Club entering into a contract, any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Director is in any way interested will be voided for such reason.
- (e) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Corporations Act.
- (f) The Club cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (g) If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting, then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Club and the general meeting may pass a resolution to deal with the matter.

## **DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE**

54. 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.
- 54(A). 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.
- 54(B). (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.



- 54(C). 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.
- 54(D). (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 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.
- 54(E). 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.
- 54(F). (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.
- 54(G). 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.

#### **VACANCIES ON BOARD**

55. (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. Any person so appointed shall hold office during such time only as the Director removed would have held office if such person 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.

56. 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 (including failing to complete training for directors);
  - (c) fails to declare the nature of 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) transfers to a class of membership that would disqualify him from being eligible for appointment to his own office under the provisions of this Constitution following the change of membership class;
  - (h) becomes an employee of the Club;
  - (i) resigned from office by notice in writing to the Secretary of the Club;
  - (j) ceases to be a member of the Club.
57. The Board shall have power at any time and from time to time to appoint any eligible person to the Board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

### **GENERAL MEETINGS**

58. A General Meeting called the Annual General Meeting shall be held once at least in every calendar year at such time and place as may be determined by the Board but within five (5) months of the close of the financial year. All meetings other than Annual General Meetings shall be called General Meetings.
59. (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 percent (5%) of the members or thirty (30) members of the Club, whichever 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 of members must be held for a proper purpose. 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) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
  - (i) 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.
60. At least twenty-one (21) clear days notice specifying the place day hour and business of a General Meeting shall be given in the manner hereafter provided to all members entitled to attend and vote at General Meetings of the Club but the meeting shall not be invalidated by reason only of the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by any member unless the Court on application of the member concerned, a member entitled to attend the meeting, or the Commission declares proceedings at the meeting invalid.
- 60(A). (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, whichever 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.

60(B). 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).

#### **PROCEEDINGS AT GENERAL MEETINGS**

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

- (a) To confirm the Minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held;
- (b) To receive and consider the reports of the Board;
- (c) To receive and consider the Financial Report as required by the Act and the Registered Clubs Act and if required to receive and consider the Auditor's Report;
- (d) To elect the Board in accordance with this Constitution;
- (e) To appoint an Auditor (if an Auditor is required due to resignation or dismissal);
- (f) To approve honoraria or other extraordinary benefits (if any);
- (g) To deal with any valid business of which due notice has been given;
- (h) General business as provided for by this Constitution or as approved by the chairperson.

61(A). 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.

- 61(B). (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.
- 61(C). *(Deleted)*
62. No business shall be transacted at any General Meeting of members unless a quorum of members is present at the time when the meeting proceeds to business. A quorum if convened on the requisition of members shall not be less than twenty-five (25) members present and entitled to vote and at all other General Meetings and at all Annual General Meetings shall not be less than twenty (20) members present and entitled to vote.
63. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the Meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may determine but such period shall not exceed twenty-one (21) days. If at such adjourned meeting a quorum is not present the members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.
64. The President shall be entitled to take the chair at every General Meeting. If the President is not present within thirty (30) minutes after the time appointed for holding such meeting or is unwilling or unable to act then a Vice-President shall act as chairperson. If no Vice-President is present within thirty (30) minutes after the time appointed for holding the meeting or is unwilling or unable to act then the members of the Club present shall elect a member of the Board to act as chairperson or in the event that no member of the Board is present or they are unwilling or unable to act the members present shall elect one of their number to be chairperson of the meeting.
65. (a) Every question submitted to a meeting shall be decided by a show of hands (unless a poll is demanded by five (5) members) and in the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting shall have a second or casting vote.
- (b) Pursuant to the Registered Club Act, a person shall not attend or vote at any meeting or election of the Club as the proxy of another person.
66. At any General Meeting (unless a poll is demanded) a declaration by the chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

67. (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the chairperson or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.
68. The chairperson of a meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting save when a meeting is adjourned for thirty (30) days or more, when notice of the adjourned meeting shall be given as in the case of an original meeting.

### **MINUTES**

69. (a) The Club must keep minute books in which it records:
- (i) proceedings and resolutions of all general meetings of members; and
  - (ii) proceedings and resolutions of Board meetings (including meetings of a committee of directors); and
  - (iii) resolutions passed by Directors without a meeting.
- (b) The chairperson of the meeting must, within one (1) month after the end of the meeting, cause minutes to be drawn up and entered in a minute book. The Club must ensure that the minutes of a meeting are signed and certified as a true copy within a reasonable time after the meeting by either the chair of the meeting or the chair of the next meeting.
- (c) The Club must keep its minute books at the Club's registered office.

### **ACCOUNTS AND AUDIT**

70. 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.
71. The books of account shall be kept at the registered office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act or Registered Clubs Act to inspect such records.

- 71(A). (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.

### **ANNUAL REPORT**

72. (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.
- 72(A). (a) A member of the Club may, by notice in writing to the Club, request to receive a hard copy or an electronic copy of the annual report. If a member makes a request for an annual report, the request is made by the member for that financial year; and is a standing request made by the member for each later financial year until the member changes the request.
- (b) If the Club prepares a financial report or a Directors' report for a financial year, or obtains an auditor's report on the financial report, the Club must send a copy of the report, free of charge, to each member who has requested an annual report.
- (c) In addition to any other requirements of this Rule relating to the supply of an annual report to members, the Club may also provide to members a concise report and/or may make a copy of the annual report or the concise report readily accessible on a website.

- (d) The provisions of this Rule shall not relieve the Club of the obligation to give notice in writing of general meetings to all members entitled to attend general meetings.
- 72(B). Annual reports must be sent no later than twenty-one (21) days before the Annual General Meeting or no later than four (4) months after the end of the financial year to which the report relates, whichever is the earlier.

### **FINANCIAL YEAR**

73. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year or such other period as having regard to the Act, the Board may determine.

### **AUDITOR**

74. (a) In accordance with the provisions of the Act and if circumstances permit, the Club may determine that an Auditor shall not be appointed by the Club until such time as an Auditor is required and that an Annual Review shall be conducted in accordance with the Act.
- (b) In accordance with the Act, if the Club is required to be Audited the following provisions shall apply:
- (i) 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.
  - (ii) 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.
  - (iii) 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 an ordinary resolution at a general meeting of which notice has been given.
  - (iv) 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.
  - (v) 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.
  - (vi) 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.



- (vii) 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.
- (viii) The Auditor's duties shall be regulated in accordance with the provisions of the Act.
- (ix) 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.

74(A). Deleted

74(B). Deleted

### **SECRETARY**

75. The Board shall appoint a person to be Secretary of the Club. At any time there shall only be one (1) Secretary of the Club. The Secretary shall be trained in accordance with the Registered Clubs Act.

75(A). The Secretary shall:

- (a) perform such duties that are required to be carried out by the Secretary in accordance with the provisions of the Act, the Registered Clubs Act, the Liquor Act, and such other acts and regulations applicable to the business and management of the Club;
- (b) perform such duties that are required to be carried out by the Secretary in accordance with the provisions of this Constitution;
- (c) conduct and manage the affairs of the Club under the direction of the Board.

### **THE SEAL AND EXECUTION OF DOCUMENTS**

76. (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**

77. Any notice in writing may be given by the Club to a member either:
- (a) personally;
  - (b) by sending it by post to the address for the member in the Register of Members; or
  - (c) by sending it to the fax number or electronic address (if any) nominated by the member.
78. A member may indicate either verbally or in writing the intention to receive notices by fax or by an electronic means, provided that such means is offered by the Club. Such notification shall be a standing request by the member but may be revoked at any time.
- 78(A). (a) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.
- (b) A notice sent by fax or other electronic means is taken to be given on the business day after it is sent.
- 78(B). If a member has not supplied to the Club an address within the State of New South Wales for the giving of notices to him 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.

## **INDEMNITY TO OFFICERS**

79. Every Officer (as defined in the Act) of the Club shall be indemnified out of the property of the Club against any liability incurred by him in his capacity as Officer in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted in connection with any application under the Act in which relief is under the Act granted to him by the Court in respect of any negligence, default, breach of any duty or trust.

## **CONSTITUTION**

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

81. 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. 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. 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.
82. 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.
83.
  - (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 Director of Liquor and Gaming, a copy of the Constitution and a copy of the amendments certified as correct by the Secretary of the Club.
84. The Club must send a copy of its constitution to a member within seven (7) days if the member asks the Club in writing for the copy and pays any fee required by the Board (optional fee up to, but not exceeding, the amount prescribed in the Act).

## **Section 2:**

# **MEMORANDUM OF ASSOCIATION** **of** **STUARTS POINT WORKERS'** **RECREATION AND BOWLS CLUB LIMITED**

1. The name of the Company (hereinafter called "The Club") is STUARTS POINT WORKERS' RECREATION AND BOWLS CLUB LIMITED.
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 Registered Office of the Club shall be situated at Stuarts Point in the State of New South Wales.
4. The objects for which the Club is established are:
  - (a) To acquire and take over the assets and assume the liabilities of the present unincorporated Club known as Stuarts Point Workers Recreation and Bowls Club and to undertake the functions and business currently carried on by that Club.
  - (b) To provide clubrooms, social rooms, reading rooms, indoor and outdoor lawful games, refreshments and other amenities for the enjoyment and recreational welfare of members and their guests.
  - (c) From time to time as the occasion shall require, to construct, erect or alter any building, homes, houses, halls, pavilion, workshops, garages, sheds and other conveniences and works necessary or convenient for the purpose of the Club and to furnish and maintain same and to provide, lay out, prepare and maintain lawns, grounds, and areas and means of recreation.
  - (d) To promote the welfare and interests of the village of Stuarts Point and to assist in improving the Stuarts Point Recreation Reserve.
  - (e) To purchase, take on lease, or in exchange, charge, hire, or otherwise acquire any lands, building, easements, rights or property, real or personal, which may be deemed necessary or convenient for any of the purposes of the Club.
  - (f) To sell, convey, transfer, lease or assign (not being premises covered by Certificate of Registration), mortgage, charge, give in exchange, dispose of, manage or otherwise deal with all or any of property real or personal of the Club, but if the Club shall take or hold any property which may be subject to any trust it shall only deal with the same in such manner as allowed by Law having regard to such trusts.

- (g) To borrow, raise or give security for any money on such terms as the Club may think fit and in particular by the issue of bonds, bills of exchange, promissory notes, securities, mortgages or debentures charges upon all or any part of the property of the Club and to purchase, redeem or pay off any such securities.
- (h) To raise and collect funds by private subscription, public appeal, Art Unions, donations, or otherwise and to accept any Legacy bequest, devise or gift of property whether subject to any special trust or not for all or any part of the objects of the Club.
- (i) To invest and deal with the funds and moneys of the Club in and upon such securities and investments and in such a manner and on such terms and conditions as may from time to time be determined and from time to time to vary and realise such securities and investments.
- (j) To give any guarantee or enter into any bond in connection with the affairs of the Club and to indemnify any person or persons who may incur or have incurred any personal liability for the benefit of the Club.
- (k) To hold an hotel or Club or other licence for the sale of spirituous or other liquors and to carry on the business of restaurant keepers, wine and spirit merchants and licensed victuallers and also sellers of tobacco and cigarettes and cigars, and to hold a licence to keep, use and operate poker machines.
- (L) In pursuance of the objects of the Club, to hold, promote, assist or encourage sales of work bazaars, entertainments, competitions, displays, public and other meetings and to take or hire any public hall or other building for any such purpose and to procure or authorise the delivery of lectures or addresses calculated to benefit the Club or any Branch of its works and to distribute gratuitously or otherwise literature of any kind connected with or calculated to assist any of the objects of the Club.
- (m) To undertake and execute any trusts or any agency business which may seem to the Club conducive to any of its objects.
- (n) To engage or appoint with or without remuneration such managers superintendents, organisers, secretaries, organising secretaries, accountants, solicitors, employees of all kinds and others as may be required or found necessary for the proper working, administration or carrying on of the Club and any one or more at pleasure or otherwise to discharge.
- (o) To operate and maintain a Mortality and Welfare Benefits Fund.
- (p) To enter into any arrangements with any government or authority supreme, municipal, local, or otherwise that may seem conducive to the Club's objects or any of them; and to obtain from any such government or authority any rights, privileges and concessions which the Club may think it desirable to obtain and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- (q) To do all such other lawful acts, deed, matters and things and to enter into and make such arrangements as may be incidental or conducive to the attainment of the above objects or any of them.

5. The Club is established to provide and maintain under such terms and conditions as may from time to time be determined by the Directors or the members, a Club for the purpose of providing recreation facilities, amenities and all necessities and conveniences and facilities for social intercourse, literary and other lawful purposes and furthering the objects of the Club.
6. Any profits and other income of the Club shall be applied to the promotion of the purposes and objects for which the members are associated together.
7. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club. No portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Club or to any of them or to any person claiming through any of them. Nothing herein contained shall prevent the payment in good faith or remuneration to any of the officers or servants of the Club or to any member thereof or other person in return for any services actually rendered to the Club nor prevent the payment of interest at a rate not exceeding ruling bank rate on money borrowed from any member of the Club for any purposes of the Club or reasonable and proper rent for premises demised or let by any member of the Club. No member of the Board of Directors of the Club shall be appointed to any salaried office of the Club or to any office of the Club paid by fees and no remuneration or other benefits in money or moneys worth shall be given by the Club to any member of the Board of Directors, providing that nothing herein contained shall be construed so as to prevent the payment to any member of the Board of Directors of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable rent for demised or let to the Club provided that the provisions as last aforesaid shall not herein apply to any payment made by the Board of Directors in respect of any service given in goods supplied to the Club by any Company, firm or business in which such member has any share or interest where full disclosure of such share or interest is made by such member to the said Board of Directors prior to the incurring of liability by the Board of Directors and provided further that such member is not present at any meeting of the said Board of Directors when the subject matter of such contract or liability is under discussion or any payment is authorised by the Board of Directors to be made in respect of such service or contract. Provided further that nothing contained in this rule shall be construed so as to prevent the allowance of an honorarium to any such member of the Board of Directors in respect of special honorary services rendered. The amount of such honorarium shall be approved by the members of the Club at a General Meeting.
8. The liability of the members is limited.
9. Every member of the Club undertakes to contribute to the assets of the Club in the event of its being wound up during the time he is a member or within one (1) year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceased to be a member and of the costs, charges and expenses or such winding up and for the adjustment of the rights of members amongst themselves such amount as may be required, not exceeding Five Dollars (\$5.00).
10. If upon winding up or dissolution of the Club there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Club, at or before the time of dissolution, or in default thereof, by any Judge of the Supreme Court of New South Wales in its equitable jurisdiction.

11. The full names and addresses and occupations of the Subscribers hereto are:

NAME	ADDRESS	OCCUPATION
Kelvin Parisotto	Grassy Heads	Earth Moving Contractor
Noel Curtis Parish	Grassy Heads	Banana Grower
Barry Jack Cook	Stuarts Point	Fisherman
Arthur Cooke	Stuarts Point	Retired
Mervyn McIlwain	Eungai Rail	Timber Worker
Edward George Brown	Yarrahappinni	Farmer
Douglas White	Stuarts Point	Retired
Peter Halverson	Stuarts Point	Banana Grower
Terence Gleeson	Stuarts Point	School Teacher
Clem McIlwain	Eungai	Farmer
Norman Watson	Stuarts Point	Builder
James Murgatroyd	Scotts Head	Club Secretary Manager

12. The subscribers are desirous of being formed into a Company in pursuance of this Memorandum and respectively set their hands hereto:

SIGNATURE OF SUBSCRIBER

Dated this 30th day of August 1982.

<p>Prepared by <b>Small Block Club Services</b> 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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