

COMPANIES ACT, 1961

(A Company limited by guarantee and not having a share capital)

**MEMORANDUM OF ASSOCIATION
OF THE
BANGALOW BOWLING AND SPORTS CLUB LIMITED**

1. The name of the Company is "Bangalow Bowling and Sports Club Limited".
2. Powers contained in the Third Schedule of the Companies Act, 1961 shall not apply to the Company except in so far as they are included in Clause 3 hereof.
3. The Objects for which the Company is established are:
 - (a) To take over or otherwise acquire all the assets and liabilities of an unincorporated association or club known as "Bangalow Bowling and Sports Club Limited" and to assume and carry out the functions and objects of such association or club.
 - (b) To acquire, purchase, lease or obtain a licence of any land and buildings together with the right to alter, enlarge or relinquish or diminish the tenure of any such land or buildings for carrying out or aid in carrying out any of the objects and powers of the Company.
 - (c) To lay out and construct, erect, furnish and maintain any bowling greens or other greens, grounds, lawns and buildings necessary or convenient for the purpose of the Company.
 - (d) To arrange and control open bowling and other matches and competitions.
 - (e) To promote the game of bowls and such other sports, games, amusements, recreations, entertainments, pastimes and competitions as the Company may deem expedient and offer and grant or contribute towards the provisions of prizes, awards and distinctions.
 - (f) To subscribe to or become a member or affiliate, amalgamate or co-operate with any other association whether incorporated or not whose objects are altogether or in part similar to those of this Company.
 - (g) To buy, sell and deal in all kinds of goods and commodities and all kinds of provisions either liquid or solid required by persons frequenting the Company's property and premises.
 - (h) To purchase for cash or on terms and to take on lease or otherwise acquire any easements, buildings or property real and personal which may be requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Company.
 - (i) To raise money by entrance fees and subscriptions and to grant any rights and privileges to subscribers.
 - (j) To invest and deal with moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined including power to invest on deposit in any Bank carrying on business in New South Wales, and to lend on mortgage of both real and personal property.

- (k) To borrow, raise and secure payment of money in such manner and on such terms and conditions as the Company shall think fit and in particular to give mortgages and liens over the property real and personal, including uncalled capital of the Company and to issue debentures and debenture stock, perpetual or otherwise, charged upon all or any of the Company's property both present and future, including uncalled capital, and to purchase, redeem or pay off any such securities as aforesaid.
- (l) To sell, lease, accept surrenders of lease, let, improve, fence, manage, develop, exchange, mortgage, dispose of, grant, give or dedicate roads, lanes or rights of way upon, turn to account or otherwise deal with all or any part of the real or personal property of the Company.
- (m) To devote any part of the funds of the Company towards the expense of matches and competitions and the provision of prizes and trophies.
- (n) To enter into any arrangements or co-operate with any company, association, club, person or persons for the purpose of promoting any of the objects of the Company upon such terms and conditions as shall be agreed upon.
- (o) To draw, make, accept, endorse, discount, execute, and issue promissory notes, cheques, bills of exchange, bills of lading, debentures or other negotiable or transferable instruments.
- (p) To do all such other things as are incidental to or conducive to the attainment of all or any of the Objects of the Company.
- (q) To take any gift or property, whether subject to a special trust or not, for any one or more of the Objects of the Company.
- (r) To take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions or otherwise.
- (s) To print and publish any newspaper, periodicals, books or leaflets that the Company may deem desirable for the promotion of its objects.
- (t) To subscribe to any local or other charities or to grant donations for any other purpose.
- (u) To apply for and obtain either in the name of the Company or in the name of any one or more members or servants of the Company or in the name of a nominee on behalf of the Company registrations, licence or renewal or extension thereof which may be necessary or desirable, including any registration, licence under the provisions of the Registered Clubs Act, 1976 or any subsequent amendments to that Act for the carrying on of the business and objects of the Company.
- (v) To ensure against damage by fire or otherwise any insurable property of the Company and to insure any servant of the Company against risk, accident, or fidelity in the course of their employment by the Company and to effect insurance for the purpose of indemnifying the Company in respect of claim by reason of any such risk, accident or fidelity and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons, to grant pensions and allowances and to pay premiums or other amounts on such insurance funds, pensions or allowances.

- (w) To hire, employ and dismiss such managers, secretary/managers, secretaries, clerks, servants, accountants, solicitors, employees of all kinds, and others as may be required or found necessary for the proper work administration or carrying on of the Company and to pay them and to other persons in return for services rendered to the Company salaries, wages, gratuities or pensions.
4. Every member of the Company undertakes to contribute towards the assets of the Company in the event of the same being wound up during the time that he is a member or within one year afterwards for payments of the debts and liabilities of the Company, contracted before the time at which he ceases to be a member and the costs, charges and expenses of winding up the same and for the adjustments of the rights of the contributories amongst themselves such amount as may be required not exceeding two dollars (\$2.00).
 5. The liabilities of the members is limited.
 6. The Company is a non-proprietary company. The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects of the Company and as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company PROVIDED THAT nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member thereof or other person in return for any services actually rendered to the Company or prevent the payment of interest at a fair and reasonable rate on money lent, reasonable and proper rent for premises demised or let by any member of the Company.
 7. The Company shall not be dissolved except by Special Resolution at a General Meeting of the members of the Company especially convened for the purpose. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the company which shall also prohibit the distribution of its or their property among its or their members such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof by the chief judge of such court as may have to acquire jurisdiction in the matter.
 8. The Registered Office of the Company shall be situated at Bangalow or at such other place in New South Wales as may from time to time be determined.
 9. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Minister of the Crown for the time being administering the Companies Act, 1961 (hereinafter called "The Minister").

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

COMPANIES (NSW) CODE

(A Company limited by guarantee and not having a share capital)

ARTICLES OF ASSOCIATION BANGALOW BOWLING AND SPORTS CLUB LIMITED

DEFINITIONS AND INTERPRETATION

1. In these Articles unless there be something in the subject or context inconsistent therewith:
 - “Annual General Meeting” means the Annual General Meeting held each year as required by the Code and these Articles.
 - “Board” means the Directors of the Club.
 - “By-laws” means the By-laws of the Club for the time being in force.
 - “Club” means Bangalow Bowling and Sports Club Limited.
 - “Code” means the Companies (New South Wales) Code.
 - “Full Member” means a person who is an Ordinary member or Life Member of the Club.
 - “Member” means a person who is a Full Member, an Honorary Member or a Temporary Member of the Club.
 - “Month” means calendar month.
 - “Notice Board” means the board or boards provided in the Club premises on which notices for the information of members are posted. Should we add club website to this?
 - “Office of the Club” means the Registered Office for the time being of the Club.
 - “Officer” means an officer as defined in Section 5 (1) of the Code.
 - “Register” means the Register of Members kept pursuant to the Code and the Registered Clubs Act.
 - “Registered Clubs Act” means the Registered Clubs Act, 1976. Any reference to a provision of the Registered Clubs Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Registered Clubs Act however that provision may be amended in that legislation. (*see 3(n) Ocean Shores*)
 - “Written” or “in writing” includes printing lithography and other modes of reproducing and representing words in a visible form.

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

Words importing any gender include every other gender.

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.

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

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

MEMBERSHIP

2. Subject to the Registered Clubs Act, the number of members of the Club shall not exceed the number from time to time fixed by the Board PROVIDED that in no circumstances shall the number of Full Members entitled to attend and vote at meetings of the Club as hereinafter provided be less than a majority of the total number of Full members.
3. The Members of the Club shall consist of the following:
 - (a) All persons who at the _____ day of _____ 2012 were members of the Club provided that:

- (i) those members formerly known as “Ordinary Members” shall be known as “Ordinary Senior Members”;
 - (ii) those members formerly known as “Junior Members” shall be known as “Ordinary Junior Members”;
 - (iii) those members formerly known as “Honorary Life Members” shall be known as “Life Members”.
 - (iv) those members known as “Honorary Members” shall continue to be known as “Honorary Members”;
 - (v) those members known as “Temporary Members” shall continue to be known as “Temporary Members”.
- (b) Such other persons as the Board shall admit to membership in accordance with these Articles.
4. The membership of the Club shall be divided into the following categories:
- (a) Ordinary Members
 - (b) Life Members
 - (c) Honorary Members
 - (d) Temporary Members
5. Ordinary membership of the Club shall consist of the following classes or classifications:
- (a) Ordinary Senior Members
 - (b) Ordinary Junior Members
6. (a) “Ordinary Senior Member” shall mean a person who having been elected an Ordinary Senior Member shall have paid the entrance fee (if any) and the applicable annual subscription or a person deemed to be an Ordinary Senior Member pursuant to paragraph (a) of Article 3. An Ordinary Senior Member shall be entitled to all the privileges and advantages of the Club including the privilege of attending and voting at General Meetings of the Club provided that an Ordinary Senior Member shall not be entitled to the privilege of participating in any sporting activity of the Club unless that Ordinary Senior Member has been admitted as a member of the relevant sporting section of the Club. A person deemed to be an Ordinary Senior Member pursuant to paragraph (a) of Article 3 shall be deemed to have paid the entrance fee (if any) and the annual subscription for the then current financial year.
- (b) “Ordinary Junior Member” shall mean a person under the age of eighteen (18) years who having been elected an Ordinary Junior Member shall pay the entrance fee (if any) and the applicable annual subscription. Subject to the provisions of the Registered Clubs Act, an Ordinary Junior Member shall be entitled to such of the playing privileges and to the use of such of the facilities of the Club as the Board shall determine but shall not be entitled to attend and vote at General Meetings of the Club.
7. (a) “Life Member” shall mean any member who may, in consideration of long or meritorious service to the Club or for any other commendable reason, be elected at any General Meeting by three-fourths of the members present appose of playing a match or competition amongst themselves for the day or days on which such persons take part in such match or competition, on payment of such fee (if any) as may be determined by the Board;
- (b) A Life Member shall be entitled to all the rights privileges and advantages to which an Ordinary Senior Member is entitled under these Articles.
- (c) A Life Member shall not be obliged to pay any annual subscriptions.

8.
 - (a) "Honorary Member" shall mean a person admitted as an Honorary Member of the Club in accordance with these Articles.
 - (b) A person shall not be admitted as an Honorary Member unless 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.
 - (c) The following may at the discretion of the Board be admitted as Honorary members of the Club:
 - (i) Any prominent citizen visiting the Club for some special occasion;
 - (ii) Any person who has rendered outstanding services to the Club or who holds or has held a position prominent in the Club, in the community or the sporting fraternity.
 - (d) Honorary Members shall be entitled to the social privileges of the Club and to participate in such games recreations and pastimes as determined by, or on the invitation of the Board, from time to time.
 - (e) The Board shall have power to determine the duration of the Honorary membership of any person at any time without assigning any reason.
 - (f) Honorary Members shall not be entitled to attend or vote at General Meetings of the Club or to be elected or appointed as officers of the Club.
 - (g) Honorary Members shall not be obliged to pay any entrance fee and/or annual subscriptions.
9.
 - (a) "Temporary Member" shall mean a person admitted as a Temporary Member in accordance with these Articles.
 - (b) A person shall not be admitted as a Temporary Member unless he has the qualifications as specified in these Articles requisite and appropriate in relation to the purposes of the Club for Temporary membership of the Club.
 - (c) The following may at the discretion of the Board or the Secretary be admitted as Temporary members of the Club:
 - (i) an interstate or overseas visitor or a visitor whose permanent place of residence is not less than forty-eight (48) kilometres from the Club's premises for the duration of such visit or three months, whichever expires first, on payment of such fee (if any) as may be determined by the Board;
 - (ii) members of social or sporting clubs which have no appropriate playing areas of their own and who are visiting the Club for the purpose of playing a match or competition amongst themselves for the day or days on which such persons take part in such match or competition, on payment of such fee (if any) as may be determined by the Board;
 - (iii) a visiting member of another sporting club for the day or days on which such person takes part in any match, game or competition played on the Club's property, on payment of such fee (if any) as may be determined by the Board.
 - (d) A Full Member of any other registered club who, at the invitation of the Board or of a Full Member of the Club, attends on any day at the premises of the Club for the purpose of participating in a

game or competition of a sporting or athletic nature to be conducted by the Club on that day shall be a Temporary Member of the Club from the time on that day when he so attends the premises of the Club until the end of that day.

- (e) Temporary Members shall be entitled to the social privileges of the Club and to participate in such games recreations and pastimes as determined by, or on the invitation of, the Board or the Secretary from time to time.
 - (f) The Board or the Secretary shall have power to cancel the temporary membership of any person at any time without assigning any reason.
 - (g) Temporary Members shall not be entitled to attend or vote at General Meetings of the Club or to be elected or appointed as officers of the Club.
10. No person under the age of eighteen years shall be admitted as a member of the Club other than as an Ordinary Junior Member or a Temporary Member.
11. Patrons may be appointed from time to time by the members in General Meeting and they shall thereupon be deemed to be Honorary members of the Club provided that any patron who is a Full Member of the Club shall also be entitled to exercise all the privileges and advantages of such membership.

ADMISSION OF MEMBERSHIP

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

account rendered to him with the notice of election the nominee shall become a member of the Club and will be bound by the Memorandum and Articles of Association and By-laws of the Club.

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

TRANSFER OF MEMBERSHIP

- 14. Subject to these Articles, the Board may on the written application of an ordinary member (subject to payment by the member of any additional annual subscription or other fees) transfer that member from any class of Ordinary membership to another class of Ordinary membership. Any member so transferred shall not be entitled to any refund or reduction of any entrance fee or annual subscription paid by him for the then current financial year.

CESSATION OF MEMBERSHIP

- 15. A member may at any time by giving notice in writing to the Secretary resign his membership of the Club but such member shall continue to be liable for any moneys due to the Club at the date of his resignation.
- 16. (a) If a member shall wilfully infringe any of these Articles or the By-laws or be in the opinion of the Board guilty of any conduct prejudicial to the interests of the Club or be guilty of any conduct which in the opinion of the Board shall render him or her unfit for membership the Board shall have the power by resolution to reprimand, fine, suspend from the exercise of all or any of the privileges of membership for such period as it considers fit, accept the resignation of, or expel such member PROVIDED THAT:
 - (i) At least seven (7) days before the meeting at which any resolution is passed the member concerned shall have been notified in writing by certified post sent to his registered address of the intention of the Board to consider the matter (which notice shall include short particulars of the charge against the member and shall also include short details of the range of potential penalties if the member is found guilty) and requested to be present at the meeting.
 - (ii) At the meeting the member shall, before any such resolution is moved, have had an opportunity of presenting in writing or orally any explanation or defence he may think fit PROVIDED THAT if the member fails to attend at the time and place specified the matter may be heard and dealt with and the Board may decide on the evidence before it, his absence notwithstanding.
 - (iii) If the member attends the meeting and is found guilty, the member shall, before any such resolution is moved, have had an opportunity to address the Board on the penalty to be imposed.
 - (iv) The meeting shall be held within one (1) month of the date that the alleged offence infringement or misconduct is raised at a meeting of the Board.
 - (v) Any resolution under this Article shall be by secret ballot and passed by not less than two-thirds of the members of the Board present at such meeting.
 - (vi) The member shall have been notified of the decision of the Board in writing by certified post sent to his registered address.
- (b) Any member notified or any member proposed to be notified in accordance with sub-paragraph (a) (i) may immediately be suspended on the vote of a simple

majority of the Board from the exercise of all or any of the privileges of membership until such time as the aforementioned meeting is held.

- (c) Any resolution of the Board pursuant to paragraph (a) shall be final and need not state the grounds, facts or opinions upon which it is based.
 - (d) No member dealt with in accordance with this Article shall have any right of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, fine, suspension or expulsion or by reason of any act or thing arising therefrom or relating thereto.
 - (e) The Board may at its discretion order the refund of the whole or part of the current annual subscription to any member suspended or expelled.
17. Every person ceasing to be a member of the Club whether by resignation, expulsion, death, neglecting to pay the annual subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable under the Memorandum of Association.

ADDRESS OF MEMBERS

18. Every person shall on becoming a member furnish to the Secretary particulars of his address (including an address within the State of New South Wales for the service of notices) and occupation if those particulars have not already been stated on the application for membership and shall notify the Secretary in writing of any subsequent change of address. The address within the said State so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

REGISTER OF MEMBERS

19. The Secretary shall keep a Register of:
- (a) Persons who are Ordinary and Life Members.
 - (b) Persons who are Honorary or Temporary Members, other than persons admitted as Temporary Members pursuant to paragraph (d) of Article 9.

The register of Ordinary and Life Members shall contain the full name, address and occupation of each member and the date upon which he paid his last annual subscription.

The register of Honorary or Temporary Members shall contain the full name and address of such member and, where appropriate, the dates of the period of membership.

VOTES OF MEMBERS

20. (a) Only the following members shall be entitled to attend and vote at any General Meetings of the Club:
- (i) Ordinary Senior Members
 - (ii) Life Members
- (b) Every member when eligible to vote shall be entitled to vote both on a show of hands and on the taking of a poll and shall have one vote.

- (c) No member of the Club who is also an employee of the Club shall be eligible to vote at any meetings of the Club.
21. No member shall be entitled to be present or vote at any General Meeting of the Club or to be elected or appointed to any office unless he shall have paid all or any entrance fees and annual subscriptions and all other moneys due to the Club at the time of such meeting, election or appointment.

SUBSCRIPTIONS AND ENTRANCE FEE

22. The annual subscription payable by each class of Ordinary Members shall be such amount, not being less than \$2.00 as shall be determined by the Board from time to time.
23. (a) The annual subscriptions shall fall due on the 1st day of January in each year and shall be paid annually in advance.
- (b) If such subscription shall be unpaid on the due day the defaulting member may be debarred or suspended from all privileges of membership and he may be disqualified from all Club competitions in which he may be participating.
24. The Board may at any time determine that an entrance fee shall be paid by each person nominated for and elected to membership as an Ordinary Member. The amount of the entrance fee shall from time to time be determined by the Board varying if thought fit for each class of membership. A person nominated for Ordinary membership who was formerly a member of the Club may at the discretion of the Board be elected without payment of any entrance fee.
25. All newly elected Ordinary Members shall be liable for the then current year's subscription but any person elected to membership as an Ordinary Member after the 1st day of July in any year shall be liable to pay one-half of the subscription payable for the then current financial year.
26. The Board may at any time or times suspend the payment of entrance fees or reduce the amount of the annual subscription to an amount of not less than \$2.00 in respect of individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.

BOARD OF DIRECTORS (Appointment, Removal and Remuneration)

27. (a) The Board shall consist of not less than five (5) and not more than nine (9) Directors who shall comprise a Chairman, two (2) Deputy-Chairmen, a Treasurer and up to five (5) other Directors.
- (b) At the first meeting of the Board following the Annual General Meeting, the Board shall elect one (1) Director as the Chairman, two (2) other Directors as the Deputy-Chairmen and a further Director as the Treasurer of the Club.
28. (a) All directors shall retire at the Annual General Meeting next following their election or appointment and, subject to these Articles, the Code and the Registered Clubs Act, shall be eligible for re-election.
- (b) The Board shall be elected annually by the members entitled to attend and vote at meetings of the Club pursuant to these Articles.
29. Only Ordinary Senior Members and Life Members shall be entitled to take part in the management of the Club and to stand for or be elected or appointed to the Board.

30. No person currently under suspension by the Board in accordance with these Articles shall be eligible to nominate, stand for or be elected or appointed to the Board.
31. No member of the Club who is also an employee of the Club shall be eligible to nominate, stand for or be elected or appointed to the Board.
32.
 - (a) Nominations for election of a Director shall be made in writing and signed by two Full Members who are entitled to attend and vote at meetings of the Club pursuant to these Articles and by the nominee who shall also signify his consent to the nomination.
 - (b) Nominations shall cease twenty-one (21) days prior to the date of the Annual General Meeting.
33. The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and his proposers on the Notice Board.
34.
 - (a) If the full number of candidates for the Board is not nominated as prescribed then those candidates who are nominated shall be deemed to be duly elected and additional nominations may with the consent of the nominee or nominees be made at the Annual General Meeting. If there be more than the required number nominated an election by secret ballot shall take place but if there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.
 - (b) The election of Directors shall be conducted at the Annual General Meeting in such usual and proper manner as the Board shall direct PROVIDED THAT, if the By-laws or these Articles so provide, a ballot for election of Directors may be conducted at the Club's premises during the period of seven (7) days immediately preceding the date of the Annual General Meeting, or a postal ballot for the election of Directors may be conducted and the result of such ballot shall be declared at the Annual General Meeting.
 - (c) If there shall not be sufficient nominations for the Board as hereinbefore provided, then the Board may appoint any eligible Full Member to fill the vacant position or vacant positions and any person or persons so appointed shall hold office until the next Annual General Meeting.
 - (d) The Board shall have the power to make By-laws regulating all matters in connection with the election of the Board not otherwise provided by these Articles.
35. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Code or the Registered Clubs Act, the office of a Director becomes vacant if the Director:
 - (a) 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;
 - (b) resigns his office by notice in writing to the Club;
 - (c) is absent from three (3) consecutive Board meetings without leave of absence.
36. The Board may at any time appoint any eligible Full Member to be a Director to fill a casual vacancy and any Director so appointed shall hold office until the next Annual General Meeting.

37. The Club may by a resolution of members entitled to vote at a General Meeting remove any Director or all the Directors before the expiration of his or their period of office and appoint another Director or Directors as the case may be in his or their place. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.
38. Unless otherwise permitted by the Memorandum of Association, no Director shall receive any remuneration for his services in his capacity as a Director.

**BOARD OF DIRECTORS
(Powers and Duties)**

39. The Board shall have full control of the property of the Club and absolute authority subject to the Memorandum of Association regarding its disposition and in the conduct and administration of all the affairs and business of the Club, including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by these Articles, the Code or the Registered Clubs Act. In particular but without limiting the generality of the foregoing the Board shall have power from time to time:
- (a) To appoint from among its members or members of the Club, committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such committee or to any committee elected by the members or a section of the members (including, without limiting the generality of the foregoing, committees elected for the purpose of organising and supervising the playing of particular games or sports by male and/or female members) such powers as it may think fit and to revoke or alter any such appointment or delegation from time to time. Unless otherwise specified in the minutes of the Directors appointing a committee or, in the case of a committee elected by the members or a section of the members, the constitution governing the election of such committee, the quorum of all committees shall consist of a majority of the members of such committee.
 - (b) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit provided that where such delegate is to represent a sporting section of the Club then the person so appointed by the Board shall be the person elected or appointed by the relevant sporting section.
 - (c) To engage appoint control remove discharge suspend and dismiss such managers secretaries representatives agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration of such persons.
 - (d) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
 - (e) To ensure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
 - (f) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or hollow time for payment and satisfaction of any debts due to and 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 in such manner (with or without security) as the Board may think fit and from time to time vary or realise such investments.
- (i) From time to time at its discretion to borrow or raise moneys or obtain financial accommodation for the purposes of the Club with or without security in such manner and upon such terms and conditions in all respects as it shall think fit and in particular by the issue of debentures or debenture stocks perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (j) To sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and with the sanction of a General Meeting of the Club to lease demise exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED THAT the power to lease or demise shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained.
- (k) Subject to the Registered Clubs Act, to fix the maximum number of each class of ordinary members who may be admitted to the Club.
- (l) To impose any restrictions or limitations on the rights and privileges of members relating to the use by them of the Club premises and/or amenities and/or facilities therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.
- (m) To permit, prohibit, control and supervise the formation and activities of formal or informal groups of members formed or proposed to be formed for specific purposes or activities where such group proposes to conduct its activities on the Club's premises and/or in the name of the Club and/or with reference to an association or connection with the Club.
- (n) To recommend the amount of honorarium payable to any person and subject to approval by a General Meeting to pay such honorarium.
- (o) To repay actual out-of-pocket expenses incurred by any member of the Board or any other person.
- (p) From time to time to make alter and repeal all such By-laws as it may deem necessary or expedient for the proper conduct and management of the Club or in any way in relation thereto and in particular but not exclusively it may by By-law regulate:
 - (i) Such matters as it is specifically by these Articles empowered to do.
 - (ii) The general management control and trading activities of the Club.
 - (iii) The control and management of the Club premises.
 - (iv) The management and control of play and dress in playing areas.
 - (v) The upkeep and control of playing areas.

- (vi) The conduct of members and guests of members.
- (vii) The relationship between the members and Club servants.
- (viii) 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, the Code or the Registered Clubs Act are not reserved for decision by the Club in general meeting.

40. Any By-law made under these Articles shall come into force and be duly operative upon the posting of an appropriate notice containing such By-law on the Notice Board.

**BOARD OF DIRECTORS
(PROCEEDINGS)**

41. The Board shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be five (5) members of the Board.
42. The Chairman may at any time, and the Secretary shall on the requisition of not less than three (3) Directors, convene a meeting of the Board.
43. Subject to these Articles, questions arising at a meeting of the Board shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Board.
44. The Chairman of the Board shall if present preside at all meetings of the Board. In his absence or if he shall be unwilling to act a Deputy-Chairman shall preside and in the event of the Chairman and both Deputy-Chairman being absent or unwilling to act, the meeting shall elect a member of the Board to be chairman of the meeting. The chairman of such meeting shall in the case of an equality of votes have a casting vote in addition to his deliberative vote.
45. In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such quorum or of convening a General Meeting of the Club.
46. (a) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.
- (b) For the purposes of paragraph (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (c) A reference in paragraph (a) to all of 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.
47. All acts done by any meetings of the Board or by any person acting as

a Director are, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of a person to be a Director, or to act as a Director, or that a person so elected or appointed was disqualified, as valid as if the person had been duly elected or appointed and was qualified to be a Director.

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

MEETINGS OF MEMBERS

49. The Annual General Meeting of the Club shall be held within five (5) months of the commencement of each financial year at such time and place as may be determined by the Board. At least fourteen (14) days written notice of the Annual General Meeting shall be given to each member of the Club entitled to attend and vote at such meeting.
50. A General Meeting (other than the Annual General Meeting) may be called on any date by the Chairman or the Board and shall be called by the Secretary upon receipt by him of a requisition (which need not be in one document) signed by not less than 5% of members entitled to attend and vote stating the business to be considered. The date of such meeting shall be within two (2) months of deposit of the requisition and if the Board does not, within twenty-one (21) days of deposit of those requisitioning or a majority of them, may themselves call the meeting and for that purpose shall have access to the Register and any other records necessary for the purpose of calling the meeting.
51. Every notice convening a General Meeting (including the Annual General Meeting) shall be in writing and shall specify the place and day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by these Articles, the Code or the Registered Clubs Act and shall be given to every member entitled to attend and vote at the meeting.
52. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by any member, shall not invalidate the proceedings of the meeting.
53. The period of notice in respect of a General Meeting (including an Annual General Meeting) shall be at least fourteen (14) days except in the case of a meeting convened for the purpose

- of passing, or for purposes which include the passing of, a Special Resolution in which event the period of notice be at least twenty-one (21) days.
54. Notice of the date and time and place for each Annual General Meeting, and of the last day for receiving nominations for office, shall be posted on the Notice Board at least forty-two (42) days prior to the date fixed for such Annual General Meeting.
55. No business shall be transacted at a General Meeting (including an Annual General Meeting) unless a quorum of members is present at the time when the meeting proceeds to business. Five percent (5%) of members entitled to vote shall constitute a quorum at such meeting.
56. If a quorum is not present within half an hour from the time appointed for the meeting:
- (a) where the meeting was convened upon the requisition of members – the meeting shall be dissolved; or
 - (b) in any other case:
 - (i) the meeting stands adjourned to such day, and at such time and place, as the Board determines or, if no determination is made by the Board, to the same day in the next week at the same time and place; and
 - (ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum and may transact any business for which the meeting was called.
57. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the Minutes of the previous Annual General Meeting.
 - (b) To receive and consider the reports of the Board.
 - (c) To receive and consider the Balance Sheet, Profit and Loss Account and the report of the Auditor.
 - (d) To elect the Directors to hold office in accordance with these Articles or, in the event of the proviso to paragraph (b) of Article 34 applying, to declare the result of the election of Directors to hold office in accordance with these Articles and, if necessary, to elect further Directors.
 - (e) To approve honoraria (if any).
 - (f) To deal with any business of which due notice has been given.
58. All business and notices of motion to be dealt with at the Annual General Meeting shall be in writing and handed to the Secretary at least twenty-eight (28) days prior to the date of such meeting.
59. The Chairman shall preside at all General Meetings of the Club. In the event of the Chairman being absent or if he shall be unwilling to act a Deputy-Chairman shall preside and in the event of the Chairman and both Deputy-Chairmen being absent or unwilling to act the members of the Board present shall elect a Director to be chairman of the meeting. In the event of no Director being present at the meeting the members present and entitled to vote shall elect a chairman of the meeting.
60. Every question or motion submitted to a General Meeting of the Club shall be decided in the first instance by a show of hands and in the case of any equality of votes the chairman of the

meeting shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.

61. At any meeting unless a poll is demanded by the chairman of the meeting or by at least five members present and entitled to vote at the meeting a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
62. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the chairman of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.
63. The chairman of the meeting may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
64.
 - (a) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
 - (b) Except as provided by paragraph (a) it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
65. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on the election of a chairman of a meeting or on a question of adjournment shall be taken at the meeting forthwith.
66. The Board shall cause minutes to be kept by the Secretary in books provided for the purpose:
 - (a) of all appointments of officers made by the Club;
 - (b) of the number of members present and voting at General Meetings of the Club;
 - (c) of all resolutions and proceedings at all General Meetings of the Club.

FINANCIAL YEAR

67. The financial year of the Club shall commence on the first day of January in each year and end on the last day of December in the same year.

ACCOUNTS AND AUDIT

68. The Board shall cause correct and proper accounts and records to be kept with respect to all monetary and all other transactions of the Club in accordance with the Code and the Registered Clubs Act.
69. The Board shall:
 - (a) cause to be prepared and submitted to a meeting of the Board at intervals of not more than three (3) months a statement of income and expenditure in relation to each aspect of the Club's activities in accordance with the Registered Clubs Act;

- (b) within 48 hours after the meeting of the Board of the Club to which any such statement is submitted, cause a copy of that statement and of any resolution passed by the Board of the Club in relation to that statement to be exhibited in a conspicuous position on the premises of the Club; and Have we done this
 - (c) cause the copy of that statement and that resolution, if any, to be so exhibited for a continuous period of not less than twenty-eight (28) days.
70. The books of account shall be kept at the Office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.
71. (a) The Board shall once in every year cause to be prepared a Balance Sheet and a Profit and Loss Account as at the end of the Club's financial year which Balance Sheet and Profit and Loss Account shall together with the report of the Board and the Auditor's report be laid before the Annual General Meeting.
- (b) The report of the Board referred to in paragraph (a) shall comply with the requirements of the Code and the Registered Clubs Act.
- (c) At least fourteen (14) days before the date of the Annual General Meeting a copy of the Balance Sheet, Profit and Loss Account and Auditor's Report accompanied by a copy of the report of the Board shall be served personally or by post on each member entitled to attend and vote at meetings of the Club and shall be posted on the Notice Board. Have we done this

AUDITORS

72. An Auditor shall be appointed and his duties regulated in accordance with the provisions of the Registered Clubs Act and the Code.

SECRETARY

73. The Board shall appoint a person to be the Secretary of the Club.

GUESTS

74. (a) Upon the invitation and in the company of a Full Member, (not being an Ordinary Junior Member) a person (herein called a "guest") may on his or her name being duly entered in the register of guests maintained and kept by the Club have the use of the Club's facilities.
- (b) No Full Member shall introduce a guest more frequently than may for the time being be provided by By-law.
- (c) A Full Member shall be responsible for the conduct of any guest he may introduce to the Club.
- (d) Except as otherwise permitted by the Registered Clubs Act no liquor shall be sold supplied or disposed of on the premises of the Club except to a Member or a guest.
- (e) The Board or the Secretary may refuse a guest admission to, or require a guest leave, the Club premises (or any part thereof) without assigning any reason.

SEAL

75. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Board previously given and in the presence of two (2) Directors who shall sign every instrument to which such seal is affixed and every such instrument to which the seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board.

NOTICES

76. A notice may be given by the Club to any member either personally or by sending it by post to him at his registered address or, where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected, in the case of a notice convening a meeting, on the day following that on which the same shall have been posted, and in any other case at the time at which the notice would have been delivered in the ordinary course of post. If a member has not supplied to the Club an address within the said State 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.

INSPECTION OF RECORDS

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

INDEMNITY

78. Every Office Auditor or Agent and every member of any committee or sub-committee constituted under these Articles and any person employed by the Club shall be indemnified out of the property of the Club against a liability incurred by him as such Officer Auditor or Agent or member of a committee or sub-committee or employee in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him.