

COMPANIES ACT

Company Limited by Guarantee
and not having a Share Capital

Memorandum and Articles of Association of Adelong Services and Citizens and Bowling Club Ltd

Amended 4th May 2025

Corporations Law Association not for Gain.
A Company Limited by Guarantee.

**MEMORANDUM OF ASSOCIATION
OF
ADELONG SERVICES AND CITIZENS
AND BOWLING CLUB LIMITED**

1. The name of the Company (hereinafter called "the Club") is "Adelong Services and Citizens and Bowling Club Limited".
2. The registered office of the Club shall be situated in Adelong or in such other place in New South Wales as the Board may from time to time determine.
3. The objects for which the Club is established are:
 - (a) To provide for members and for member's guests a social and sporting club with all the usual facilities of a club including residential and other accommodation, liquid and other refreshment, libraries and provision for sporting, musical and educational activities and other social amenities.
 - (b) To take over or otherwise acquire all the assets and liabilities of the Adelong Services and Citizens Club Limited and the Adelong Bowling Club Limited and to assume and carry on the functions and objects of such companies.
 - (c) To promote and conduct such sports games, amusements and entertainments past times and recreations indoor and outdoor as the Club may deem expedient.
 - (d) To promote and hold either alone or jointly with any other Association, Club or persons, competitions, matches and sports and to offer, give or contribute towards prizes, medals and awards and to give or guarantee any prize money and expenses whether for members or other persons and to promote, give or support dinners, balls, concerts and other entertainments PROVIDED THAT no member of the Club or other person shall receive any prize, medal, award or distinction except as a competitor at any match, sporting event, trial or competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which under the regulations affecting the said game match sporting event or competition may be awarded to him.
 - (e) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any person liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other securities over the whole or any part of the real or personal property present or future of the Club.
 - (f) To establish support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public general or useful object.

- (g) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
4. The income and the property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to such member in respect of monies advanced by him to the Club or otherwise owing by the Club to him or of remuneration of any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club. Provided further that no member of the Board of Directors or Governing Body shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any member of such Board of Directors or Governing Body PROVIDED THAT nothing herein contained shall be construed as to prevent the allowance of any honorarium to any such member of the Board of Directors in respect of special honorary services rendered or the repayment to any such member of out of pocket expenses and interest on money lent or hire of goods or rent of premises demised to the Club. The amount of any honorarium shall be approved by the members of the Club at a General Meeting.
 5. The liability of Members is limited.
 6. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member of within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs, charges and expenses of the winding up of the Club and for the adjustment of the rights of the contributories amongst themselves such amounts as may be required not exceeding Five Dollars (\$5.00).
 7. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given up or transferred to some other institution or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of clause 4 hereof such institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
 8. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles or Regulations of the Club same shall be open to the inspection of members. Once at least in every year the accounts of the Club shall be examined and to correctness of the balance sheet ascertained by one or more qualified members of a recognised Institute Association or Body of Accountants.

9. We the several persons whose names and subscribed hereto are desirous of being formed into a company in pursuance of this Memorandum.

Dated this 19th day of July, 1972.

Names, addresses and Occupations of subscribers	Witnesses to signatures
Harold Matthew Wallace Corriedown, Adelong, Grazier	LEC Luff Solicitor, Tumut
Robert Nash Issac PO Box 2, Adelong, Auctioneer	LEC Luff Solicitor, Tumut
Louis Murray Spyglass, Adelong, Station Manager	LEC Luff Solicitor, Tumut
William Mervyn Whitely Mount Adrah, Grazier	LEC Luff Solicitor, Tumut
Charles Mervyn Dean Greenacres, Adelong, Grazier	LEC Luff Solicitor, Tumut
John Roche, Wararen Era, Adelong, Grazier	LEC Luff Solicitor, Tumut
Stewart Gordon Smith Glenellerslie, Adelong, Grazier	LEC Luff Solicitor, Tumut
Maurice Richard Nixon 59 Lockhart Street, Adelong, Grazier	LEC Luff Solicitor, Tumut
Donald Harold Harrison Yaven Creek, Station Manager	LEC Luff Solicitor, Tumut

CORPORATIONS LAW
A Company Limited by Guarantee
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ARTICLES OF ASSOCIATION OF
ADELONG SERVICES AND CITIZENS AND BOWLING CLUB LIMITED

DEFINITIONS

1. (a) In these presents unless there be something in the subject or context inconsistent therewith:
- “**The Club**” means the abovenamed Company.
 - “**The Act**” means The Corporations Law. When any provision of the Act is referred to the reference is to that provision as modified by any law for the time being in force. Unless the contrary intention appears expressions defined in the Act or any modification thereof made by any law in force at the date at which these regulations become binding on the Club shall have the meaning so defined.
 - “**The Club Notice Board**” means a board designated as such within the Club premises on which notices for the information of members are posted.
 - “**The Office**” means the registered office for the time being of the Club.
 - “**The Board**” means the members for the time being of the Board of Directors of the Club constituted in accordance with these Articles.
 - “**Officers**” include the President, Vice Presidents, Honorary Treasurer, Secretary and members of the Committee but does not include the Auditor.
 - “**Month**” means calendar month.
 - “**In Writing**” and “**written**” include printing, typing, lithography and other modes of representing or reproducing words in visible form in the English language.
 - “**By-Laws**” shall mean and include “**Rules**”.
 - “**Full Member**” means a person who is an Ordinary member or a Life member of the Club.
 - “**Ordinary Member**” includes Honorary Life Members.
 - “**Financial Member**” means a member who has paid his annual subscription within 30 days of the due date for payment or within such further time as the Committee shall in respect of any member or members allow and shall have paid all other monies due by him to the Club within fourteen (14) days after formal demand has been made therefore in pursuance of a resolution of the Committee.
- (b) A member shall not be deemed to be a financial member at the date of a meeting at which only financial members may attend or vote:
- (i) If at the expiration of thirty days from the due date his/her subscription or any part thereof payable on that date remains unpaid; or
 - (ii) If any money (other than the subscription) owing by him/her to the Club has remained unpaid at the expiration of thirty days from service on him of a notice from the Club requiring payment thereof; and
- in either case he/she shall be and remain unfinancial until payment in full of the amount showing.
- “**The Register**” means the register of members to be kept pursuant to the Act.
 - “**Special Resolution**” has the meaning assigned thereto by the Act.
 - “**Secretary**” includes Acting Secretary, Honorary Secretary or Acting Honorary Secretary.
2. Words importing the singular number also include the plural and vice versa and masculine and feminine and vice versa. Words importing persons include corporations.

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.
4. The Club is established for the purposes set out in the Memorandum of Association.
5.
 - (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 Full member of the Club.
 - (c) Subject to the provisions of Section 10(7) of the Registered Clubs Act, a person, other than the Club or its members, shall not be entitled, under the Rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a Certificate of Registration under Part II of the Registered Clubs 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 certificate.
 - (d) The Secretary or Manager, or any employee, or a member of the Board or of any committee of the Club shall not be entitled, under the Rules of the Club or otherwise, to 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.
6.
 - (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) 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) Liquor shall not be sold, supplied, or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply if the Club is a holder of a Certificate of Registration under the Registered Clubs Act in respect of the sale, supply or disposal of liquor to any person at a function in respect of which an authority is granted to the Club under Section 23(1) of the Registered Clubs Act.
 - (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of eighteen years.
 - (c) A person under the age of eighteen years shall not use or operate poker machines on the premises of the Club.

MEMBERSHIP

8.
 - (a) The number of Full Members of the Club shall not exceed the maximum permissible under the Registered Clubs Act.
 - (b) No person under the age of eighteen years shall be admitted as a member of the Club.
9. A person shall not be admitted to membership of the Club except as an Ordinary member, Ordinary Sporting member, Life member, Honorary member, Temporary member, Provisional member or Junior Sporting member.

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

10. All Full Members of the Club are entitled to attend and to vote at Annual General Meetings or General Meetings of members.
11. The rights of members to use the facilities of the Club shall be as the Board may determine from time to time by By-law or otherwise.
12. The requirements for eligibility of persons for election to the following classes of membership shall be:
 - (a) **Ordinary Membership.** An Ordinary Member shall be a person who is a financial member of the Club and who shall have made application for membership of the Club in accordance with the Articles of Association and have been duly admitted.
 - (b) **Life Membership.** Life Membership may be conferred upon any member who in the opinion of the Board has rendered not less than ten years outstanding service to the Club. To be eligible for Life Membership a member must be nominated by one Ordinary Member and seconded by another. The nomination shall then be forwarded to the Board of the Club for approval. If such nomination is approved by the Board the nomination shall be referred to the next General Meeting of the Club and if such nomination is approved at such General Meeting the person nominated shall be a Life Member and such Life Member shall have all the rights and privileges of the class of membership to which he or she belonged immediately prior to becoming a Life Member but shall be relieved of the obligation to pay annual subscriptions.

All persons who at the date of the resolution adopting these Articles were Honorary Life Members of the Club shall be thereafter Life Members of the Club.
 - (c) An Ordinary Sporting Member shall be any Ordinary Member who has paid an additional subscription determined by the Committee to be a requirement for the use by a member of any particular sporting facility of the Club.
 - (d) A Junior Sporting Member shall be a person who is under the age of eighteen years who has been elected as such and who has paid any subscription determined by the Committee to be a requirement for the use by a Junior Sporting Member of any particular sporting facility of the Club. Junior Sporting Membership shall allow such member access only to nonrestricted areas of the Club.
 - (e) **Provisional Members**
 - (i) Any person who had lodged with the Secretary a nomination form duly completed in accordance with these Articles seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
 - (ii) Should a person who is admitted as a provisional member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
 - (iii) Provisional members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or to participate in the management, business and affairs of the Club in any way.
 - (iv) Nothing in Article 23(a) shall prevent an applicant for membership of the Club submitting with his or her application the first year's annual subscription for the purpose of obtaining provisional membership pursuant to this Article 12(e).

HONORARY MEMBERS

13. The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time.
 - (a) the patron or patrons for the time being of the Club;
 - (b) any prominent citizen or local dignitary visiting the Club.
14. Honorary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
15. When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
 - (a) the name in full of the Honorary Member;
 - (b) the residential address of the Honorary Member;
 - (c) the date on which the Honorary membership is conferred;
 - (d) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

16. (a) The following persons in accordance with the procedures established by the board may be made Temporary members of the Club:
 - (i) Any visitor whose permanent place of residence in New South Wales is other than within the boundaries of the Adelong sector of the Tumut Police Patrol District being not less than a distance of five kilometres from the Club or such greater distance as may be determined from time to time by the Board or By-law pursuant to these Articles.
 - (ii) Full Members (as defined in the Registered Clubs Act) of other Clubs which are registered under the Registered Clubs Act and which have objects similar to those of the Club;
 - (iii) A Full Member (as defined in the Registered Clubs Act) of any registered Club who, at the invitation of the Board of the Club or a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day.
 - (iv) Any interstate or overseas visitor.
- (b) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (c) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
- (d) Temporary members shall not be permitted to introduce guests into the Club.
17. The Board or the Secretary of the Club may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.
18. No person under the age of eighteen years may be admitted as a Temporary member of the Club.
19. When a Temporary member (other than a Temporary member admitted pursuant to paragraph (a) (iii) of Article 16) first enters the Club premises on any day, the following particulars shall be entered in the Club's register of Temporary Members:
 - (a) the name in full of the temporary member;
 - (b) the residential address of the temporary member;
 - (c) the date on which temporary membership is granted;
 - (d) the signature of the temporary member.

TRANSFER OF MEMBERSHIP

20. 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.

ABSENTEE LIST

21. The Board may make special arrangements not inconsistent with the Registered Clubs Act as to the amount and payment of subscriptions of any member leaving or returning the State of New South Wales or residing outside that State. For the purpose of this Article the Australian Capital Territory shall be deemed to be within the said State. Such members shall be placed on an Absentee List.

ELECTION OF MEMBERS

22. A person shall not be admitted as a member of the Club, other than as an Honorary member or Temporary member, unless he is elected to membership at a meeting of the Board of the Club, or a duly appointed election committee of the Club by a resolution passed by a 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.
23. (a) In respect of every nomination for membership made pursuant to Article 12(a) there shall be completed a nomination form which shall be in a form and containing such particulars as are from time to time prescribed by the Board, including the full name, address and occupation of the candidate and a statement that the candidate, if admitted, will be bound by the Memorandum and Articles of Association of the Club.
- (b) The nomination form shall be signed by the proposer and seconder who shall be Full members of the Club.
- (c) The nomination form shall be lodged with the Secretary of the Club who shall forthwith cause the name, address and occupation of the candidate and of his proposer and seconder to be exhibited in a conspicuous place in the Clubhouse for a continuous period of not less than one week before the election of the candidate as a member of the Club and an interval of at least fourteen (14) days shall elapse between the proposal of a person for election and his election.
- (d) Article deleted by Special Resolution at the Annual General Meeting on 4th May 2025.
24. (a) When a person has been elected to membership the Secretary shall cause notice of such election to be given personally or forwarded or posted to such person. Upon payment of the entrance fee (if any) and first annual subscription such person shall become a member of the Club, provided nevertheless that if such entrance fee and annual subscription is not paid within one month after the date of the notice of election to membership has been given as herein provided the Board may at its discretion cancel its election of the person to membership of the Club.
- (b) A copy of the Memorandum and Articles of Association of the Club shall be supplied to all members on request being made to the registered office and on payment of such fee as the Board may from time to time prescribe by By-law provided such fee does not exceed that prescribed under the Act.
25. Member subscriptions shall be paid in advance. The time and manner of payment, and the duration of membership may be prescribed by the Board from time to time. (Amended by Special Resolution at the Annual General Meeting on 4th May 2025).

26. 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 not be less than two dollars or such other minimum subscription provided from time to time by the Registered Clubs Act.
27. Article deleted by Special Resolution at the Annual General Meeting on 4th May 2025.
28. The Board shall have power to make charges and levies on Members for general or special purposes.
29. 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.
30. Members shall advise the Secretary of the Club of any change in their address.

REGISTERS OF MEMBERS

31. The Club shall keep the following registers:
 - (a) A register of persons who are Full members of the Club. The register shall set forth the name in full, the occupation and address of each Full member, the date of birth and the date of being first elected to membership of the Club and if that person is an Ordinary member the date on which that person last paid the annual fee for membership of the Club.
 - (b) A register of persons who are Honorary members or Temporary members other than Temporary members referred to in Article 16(a)(iii).
 - (c) A register of persons of or over the age of eighteen years who enter the premises of the Club as guests of members. Such register shall have entered therein on each occasion on any day on which a person of or above the age of eighteen years enters the premises of the Club as the guest of a member the name in full or the surname and initials of the given names, and the address, of that guest, the date on that day and the signature of that member provided always if an entry in this register is made on any day in respect of the guest of a member, it is not necessary for an entry to be made in that register in respect of that guest if he subsequently enters the premises of the Club on that day as the guest of that member.

RESIGNATION AND CESSATION OF MEMBERSHIP

32. (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 monies 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.

SUSPENSION AND EXPULSION

33. If any member shall 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 remove his name from the register of members provided that:
- (a) Such member shall be notified of any charge against him pursuant to this Article by notice in writing by a prepaid letter posted to his last known address at least fourteen clear days before the meeting of the Board at which such charge is to be heard.
 - (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer in writing.
 - (c) The voting by the members of the Board present at such meeting shall be in such manner as is decided by the Board 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 representations 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.
 - (f) Any member notified or any member proposed in accordance with subclause (a) of this clause to be notified, may be forthwith suspended from all privileges of the Club until such time as the meeting is held. The meeting of the Board to hear the charge against the member shall be held within one month of the notification to the member of his suspension pursuant to this paragraph.
34. Should a member incur any debt to the Club or to the Club's staff or servants or persons under Contract to the Club and fail to discharge such debt upon request in writing by the Secretary he may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall comply with Article 33.

GUESTS

35. (a) All members other than Temporary members shall have the privilege of introducing guests to the Club and on each day a member first brings a guest into the Club that member shall enter in the Register of Guests the name and address of the guest and shall countersign that entry.
- (b) No member shall introduce guests more frequently or in greater number than may for the time being provided by the By-law nor shall a member introduce any person as a guest who has been expelled from the Club for misconduct or non payment of subscription or fees who has been suspended by the Board of the Club.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (d) The Board shall have power to make By-laws from time to time not inconsistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (e) 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.
- (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (g) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.

BOARD OF DIRECTORS

- 36. (a) The business and affairs of the Club and the custody and control of its funds and property shall be managed by a Board of Directors consisting of a President, one Vice President, a Treasurer and six (6) other Directors all of whom must be Full members.
- (b) It shall be a prerequisite for the position of President that he/she shall have been a member of the Board for not less than twelve months preceding the appointment.

ELECTION OF BOARD OF DIRECTORS

- 37. (a) The Board of Directors shall be elected at the Annual General Meeting.
 - (b) The members of the Board shall hold office until the conclusion of the next Annual General Meeting after that at which they were declared as elected when they shall retire but shall be eligible for re-election.
 - (c) No member of the Club who is also an employee of the Club shall be eligible to be a member of or to be elected to the Board of the Club.
 - (d) No member who is unfinancial or who is under suspension shall be elected to office or perform duties as a holder of an office or member of any committee of the Club while he remains unfinancial or during the period of such suspension.
- 38. (a) A nomination for the election of a member to the Board shall be made in writing and signed by two (2) Full members of the Club and by the nominee (who shall thereby signify his or her consent to the nomination). Nominations shall close fourteen (14) days before the Annual General Meeting. All nominations will be lodged with the Secretary before the close of nominations.
 - (b) A member may be nominated for several offices but may only be elected to one. The offices of President, Vice President and Treasurer shall be filled before the election of the other directors and all defeated candidates for those offices shall automatically be eligible for election as directors.
 - (c) The Secretary shall forthwith post notification of such nominations on the Club Notice Board.
 - (d) If the number of candidates nominated is less than that required to be filled those candidates nominated shall be declared elected and additional nominations shall be called for at the Annual General Meeting of the Club. If more than the required number of candidates are nominated at the Annual General Meeting for the remaining positions, then an election shall be conducted at the Annual General Meeting which election shall be determined by a show of hands or if a poll is demanded in accordance with these Articles then by a ballot.
 - (e) In the event of more than the required number of candidates being nominated for any position by the closing date for nominations referred to in paragraph (a) of this Article 38 an election by ballot which shall be determined on the "first past the post" system shall be conducted in the manner set out in the following paragraphs of this Article 38(e):
 - (i) The Board shall appoint a Returning Officer to take charge of any such ballot or ballots and not less than two assistant Returning Officers who shall also act as scrutineers of the ballot or ballots. Neither the Returning Officer nor assistant Returning Officers shall be candidates in the election or proposers or seconders of any candidate in the election.
 - (ii) The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of returned ballot papers and the counting of votes after the ballot is closed and shall report the result of the ballot to the Chairman of the Annual General Meeting.
 - (iii) The position of the names of candidates on the ballot paper shall be determined by lot by the Returning Officer in the presence of the Assistant Returning Officer.

- (iv) A member of the Club shall record a vote in the following manner:
 - A. The member shall place a mark (either a cross or a tick or some other mark which the Returning Officer determines as indicating the voter's true intention) on the ballot paper opposite the names of the candidates the member wishes to be elected. A member shall not vote for more than the exact number of candidates required to be elected.
 - B. Failure to comply with the foregoing shall render the ballot paper informal and the vote of the member concerned will not be counted.
- (v) The Returning Officer shall ensure that votes are recorded only by members entitled to vote and that no duplication of voting has taken place.
- (vi) A. The Returning Officer shall first examine each ballot paper and any invalid ballot papers shall be discarded from the ballot but shall not be destroyed.
 - B. The decision of the Returning Officer as to the validity of any ballot paper shall be final.
 - C. After the ballot papers have been examined they shall be counted and, subject to the provisions of Article 37 being satisfied, the candidate for each position with the highest number of votes shall be elected to the office for which he/she has been nominated.
- (vii) If there shall be an equality of votes for any candidates then the Returning Officer, with the assistance of the assistant Returning Officer shall determine by lot the candidate or candidates who is, or are, to be elected.
- (viii) After the Returning Officer has reported the result of the ballot to the chairman of the Annual General Meeting the President (or in the absence of the President, the Presiding Director) shall forthwith announce the result to the meeting.

POWERS OF BOARD

- 39. The Board shall be responsible for the management of the business and affairs of the Club.
- 40. 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. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time to:
 - (a) To delegate any of its powers to committees consisting of such member or members of its body and/or such Ordinary 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 Chairman shall have a second and casting vote. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by this clause or by any regulation made by the Board pursuant to this clause.
 - (b) To make such By-laws not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and wellbeing 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 specified 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 management and control of Club recreations and dress rules pertaining thereto.
 - (v) The upkeep and control of the Club's facilities.
 - (vi) The control and management of all competitions.
 - (vii) The conduct of members.
 - (viii) The privileges to be enjoyed by each category of members.
 - (ix) The relationship between members and Club employees.
 - (x) And generally all such matters as are commonly the subject matter of the Club Rules or By-laws or which 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, lease 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 purchase, lease or otherwise acquire and hold any freehold or leasehold property or any easements rights or privileges which the Club may think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Club.
 - (f) 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.
 - (g) 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 mediation or arbitration and to observe and perform the award.
 - (h) To determine who shall be entitled to sign or endorse contracts, cheques, bills of exchange, promissory notes and other documents or instruments on the Club's behalf.
 - (i) To invest and deal with any of the monies of the Club not immediately required for the purposes of the Club upon such security and in such manner as the Board may think fit and from time to time to vary or realise such investments.
 - (j) 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. 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.
 - (k) To sell, exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels and any land or buildings belonging to the Club except the land buildings comprising the Club's premises which is the subject of a Certificate of Registration under the Registered Clubs Act unless the sanction of the members in general meetings is first obtained and to lease any property of the Club to 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 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.

- (l) (i) To appoint, discharge and determine the duties and powers of the Secretary Manager and to determine the remuneration of the terms of employment of such 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 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 provided however that these powers will be exercised by direction to the Secretary/Manager.
- (m) To fix the maximum number of persons who may be admitted to the total membership of the Club in accordance with these Articles.
- (n) (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 the persons (being members of the Club) eligible for membership of all or any such sections and to fix or approve any supplemental subscriptions 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 any State or Territory of Australia 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.
- (o) To construct, establish, provide, maintain and conduct playing areas and grounds as the Club may determine and to construct, provide, establish, furnish and maintain club houses, pavilions and other buildings containing such amenities, conveniences and accommodation either residential or otherwise as the Club may from time to time determine.
- (p) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Club.
- (q) To raise money by entrance fees, subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.
- (r) To acquire membership, if so desired, of the Registered Clubs' Association of New South Wales and to arrange for the representation of the Club at any corporation body or bodies formed for the purpose of promoting the interests of the Club and its social, sporting and other activities.

- (s) To purchase and/or apply for and/or retain a licence or permit or other authority under such Act or Acts as shall for the time being be in force in the State of New South Wales for the purpose of selling and/or distributing intoxicating liquor, tobacco, cigarettes and other supplies and the operation of automatic machines.
- (t) To buy, prepare, make, supply, sell and deal in all kinds of sporting equipment used in connection with the Club's sporting activities or entertainments and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the playing areas, grounds, Clubhouses or premises of the Club.
- (u) To lend money to persons or companies and on such terms as may seem expedient and to carry on the business of guarantors and to guarantee or become liable for the payment of money or for the performance of any obligations and generally to transact all kinds of guarantee business and for that purpose to give securities over all or any part of the Club's business or undertaking or property both present and future.
- (v) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other securities over the whole or any part of the real or personal property present or future of the Club.
- (w) To insure against damage by fire or otherwise any insurable property of the Club and to insure any servant of the Club against risk accident or fidelity in the course of their employment by the Club and to effect insurance for the purpose of indemnifying the Club in respect of claim by reason of any such risk accident or fidelity and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependants or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances, funds, pensions or allowances.
- (x) From time to time to make donations to such persons as the Club may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (y) To do all or any of the abovementioned things either singly or in conduction with any other corporation, company, firm, association, club or person and either as principals, agents, contractors, trustees or otherwise.
- (z) To amalgamate, should the Club think fit, with another or other Registered Club or Clubs subject to provision of Section 17A of the Registered Clubs Act, 1976, or any other Section or Act from time to time applicable in relation to the amalgamation of registered Clubs.
- (aa) To do all such other lawful things as are incidental or conducive to the attainment of the above objects of any of them.

RULES (OR BY-LAWS)

41. The Board may from time to time 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:
- (a) Such matters as they are specifically by these Articles empowered to do.
 - (b) The general management control and trading activities of the Club.
 - (c) The control and management of the Club premises.
 - (d) The management and control of any sporting areas and competitions conducted by the Club.
 - (e) The conduct of Members.
 - (f) The privileges to be enjoyed by Members.
 - (g) The relationship between the Members and Club servants.

- (h) 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.
- (i) The admission of visitors to the Club.
- (j) 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.
- (k) To purchase, take on lease or in exchange or otherwise acquire any lands, buildings, easements, rights of common or property real or person which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Club and to sell, convey, transfer, assign, mortgage, give in exchange or dispose of the same.
- (l) To make, draw, accept, endorse, discount, and execute and to issue Promissory Notes, Bills of Exchange, Debentures or other transferable or negotiable instruments of any description.
- (m) To borrow or raise and secure the payment of money in such manner as the Club shall think fit in particular by the issue of Debentures or Debenture Stock perpetual or otherwise charge upon all or any of the Club's property (both present and future) and to purchase, redeem or pay off any such securities.
- (n) To invest and deal with the monies of the Club not immediately required upon such securities and in such manner as may from time to time be determined and to sell dispose or realise or otherwise deal with any such securities.
- (o) To hire, employ and dismiss secretaries, clerks, managers, servants and workmen, and to pay them and to other persons in return for services rendered to the Club, salaries, wages, gratuities or pensions.
- (p) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property or rights of the Club PROVIDED THAT no portion of the Club premises which are subject of a licence under the Registered Clubs Act shall be leased whilst so licensed PROVIDED FURTHER THAT the Club may grant a licence or licenses for the use of such parts of the Club premises and/or Club fittings plant and equipment subject always to the control of the Club's Committee as the Committee may deem fit.
- (q) To take or otherwise acquire and hold shares in any other company having object altogether or in part similar to those of the Club or carrying on any business capable of being conducted so as directly or indirectly to benefit the Club.
- (r) To sell or dispose of the undertaking of the Club or any part thereof for such consideration as the Club may think fit and in particular for shares debentures and securities of any other company having objects altogether or in part similar to those of the Club.

PROCEEDINGS OF THE BOARD AND OF ITS COMMITTEES

42. The Board may meet together for the dispatch 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 the Vice President shall act as Chairman. If the Vice President is not present or is unwilling or unable to act then the Board members present may elect their own Chairman. The quorum for meetings of the Board shall be five (5) members personally present.

43. Each Committee shall meet when it deems it necessary and a record of all members of the Committee present and of all resolutions and proceedings of the Committee shall be entered in a Minute Book to be provided for that purpose. The President shall preside at every Meeting of a Committee and if at any Meeting he is not present or is unwilling to act as Chairman, the Vice president shall act as Chairman of the Meeting. If the Vice President is not present or being present is unwilling to act as Chairman then the Members present may elect their own Chairman. The Chairman shall in any case where the voting is equal having a casting vote as well as a deliberative vote. The quorum for Meetings of a Committee shall be determined by the Board.
44. The President may at any time and the Secretary upon the request of not less than three Members of the Board shall convene a Special meeting of the Board.
45. 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 Chairman shall have a second or casting vote.
46. 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 the 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.
47. 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.
48. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.

VACANCIES ON BOARD

49. Subject to the provisions of these Articles the Members in General Meeting may by ordinary resolution remove any Member or Members of a Committee whomsoever or the whole of a Committee before the expiration of his or their period of office and may by ordinary resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office during such time only as the person in whose place he is appointed would have held the same if he had not been so removed.
50. The office of President, Vice President, Honorary Treasurer or a Member of the Board shall ipso facto be vacated:
 - (a) If he becomes insolvent under administration or is convicted of an offence on indictment.
 - (b) If he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (c) If he is absent from meetings of the Board for a continuous period of three calendar months without leave of absence from the Board and the Board resolves that his office is vacated.
 - (d) If by notice in writing given to the Secretary he resigns his office.
 - (e) If he becomes prohibited from being a member of the Board by reason of any order made under the Act.
 - (f) If he ceases to be a member of the Club.
 - (g) If he fails to declare the nature of his interest in a contract or office or property as provided by the Act.

POWER TO FILL CASUAL VACANCIES

51. 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 term of the casual vacancy.

GENERAL MEETINGS

52. 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.
53. The board may whenever it thinks fit convene a General Meeting and it shall on the requisition of not less than twenty (2) members of the Club having at the date of the deposit of the requisition at the office of the Club a right to vote at General Meetings of the Club forthwith proceed to convene a General Meeting of the Club to be held as soon as practicable, but in any case not later than two (2) months after the receipt by the Club of the requisition and in the case of such requisition the following provisions shall have effect:
 - (a) The requisition shall state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Club and may consist of several document in like form each signed by one or more requisitionists.
 - (b) If the Board does not within twenty one days from the date of the requisition being so deposited duly proceed to convene the meeting to be held the requisitionists or any of them representing more than fifty per cent may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three months from the date of such deposit.
 - (c) In the case of a meeting which a resolution is to be proposed as a special resolution the Board shall be deemed not to have duly convened the meeting if it does not give such notice of such resolution as it required by the Act.
 - (d) Any meeting convened under this Article by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
 - (e) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.
54. Subject to the provisions of the Act relating to special resolutions, fourteen days notice specifying the place, day and hour of the meeting and in case of special business the general nature of that business shall be given in the manner hereinafter 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.

PROCEEDINGS AT GENERAL MEETINGS

55. The business of any Annual General Meeting shall be to receive and consider the Accounts, Statements and Reports prescribed by Section 317 of the Act and to elect in the manner hereinbefore provided the members of the Board and subject to the Act to appoint an Auditor or Auditors.
56. 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 at all Annual General Meetings and Extraordinary General Meetings shall not be less than 20 Ordinary members.
57. If within fifteen 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 during the next week at the same time and place or to such other day time and place as the Board may by notice to the Members appoint but such period shall not exceed 21 days. If at such adjourned Meeting a quorum is not present Members who are present shall be a quorum and may transact the business for which the Meeting was called.

58. The President shall be entitled to take the Chair at every General Meeting. If the President is not present within fifteen minutes after the time appointment for holding such Meeting or is unwilling to act then a Vice President shall act as Chairman. If no Vice President is present within fifteen minutes after the time appointed for the holding of the Meeting or is unwilling to act then a Member of the Board or ordinary Member of the Club as the meeting shall determine shall act as Chairman.
59. (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 Chairman of the Meeting shall have a second or casting vote.
- (b) A person shall not:
- (i) Attend or vote at any meeting of the Club or of the Board or of any committee thereof; or
 - (ii) Vote at any election including an election of a member or of the Board, as a proxy of another person.
60. At any General Meeting (unless a poll is demanded) a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to 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 numbers or proportions of votes recorded in favour of or against such resolution.
61. (a) If a poll is demanded it shall be taken in such manner and either at once or after the interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken forthwith.
- (b) A demand for a poll may be withdrawn.
62. The Chairman of a Meeting may with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjournment 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 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 adjournment meeting shall be given as in the case of an original meeting.
63. Minutes of all resolutions and proceedings at General Meetings shall be entered within one (1) month of the meeting in a book provided for that purpose and any such minute shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall prima facie evidence of the proceedings to which it relates.

ACCOUNTS AND AUDIT

64. The Board shall cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
65. The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
66. (a) The Board shall, not less than twenty one (21) days before each Annual General Meeting, send a copy of all accounts that are to be laid before the Club at the meeting, accompanied by a copy of the reports required under Section 314 to all members of the Club entitled to receive notice of the Annual General Meeting.

- (b) The Director's report referred to in (a) shall include particulars of the number of members registered in the Register of Members at the end of the financial year to which the report relates.
67. The financial year of the Club shall commence on the first day of January and end on the last day of December in each year or such other period as having regard to the Act, the Board may determine.
68. Auditors shall be appointed and their duties regulated in accordance with the Act and their remunerations shall be fixed by the Board.

HONORARY TREASURER

69. The Honorary Treasurer shall cause to be kept correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature and shall cause to be paid into such Bank as the Board may from time to time direct to the credit of the Club all monies received and he shall submit a statement of the financial affairs of the Club to the Annual General Meeting in each year such statement having been previously vouched by the Auditor. The Honorary Treasurer shall present to the board at each monthly meeting a summary of the financial position of the Club.

SECRETARY/MANAGER

70. (a) The Secretary and/or Manager shall be appointed by the Board in accordance with the terms of Article 40.
- (b) He shall carry out all duties and instructions which the President or the Board shall direct.
 - (c) He shall convene and if requested attend Meetings of the Board taking minutes of the business transacted thereat and shall enter them in the Minute Book.
 - (d) He shall conduct, keep and produce the correspondence in connection with the Club.
 - (e) He shall keep at the Club premises a register containing the names, addresses and occupations of all Members the class of membership to which each Member belongs and a record showing the dates of payment by them of subscriptions, entrance fees and all other monies due by them.
 - (f) He shall post on the Club Notice Board all notices required to be so posted either by these Rules or as directed by the President or Board.
 - (g) He shall prepare and submit to the Board for approval the Annual Report of the Club's affairs for presentation to the Annual General Meeting.
 - (h) He shall apply within the times prescribed for such registration and renewals required by statute or regulations made thereunder as are necessary for the business and carrying on of the Club.
 - (i) He shall generally perform and carry out all the duties pertaining to the office Secretary/Manager for the benefit of the Club and the wellbeing of its Members.
 - (j) He shall keep at the Club premises registers of members pursuant to Article 31 hereof.

SEAL

71. The Board shall provide for the safe custody of the Seal of the Club and the Seal shall never be used except by the authority of the Board previously given and in the presence of two Members of the Board at least 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

72. A notice may be given by the Club to any member either personally or by sending it by post to the address of the member recorded for that member in the Register of Members kept pursuant to these Articles.

73. 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.
74. Every officer (as defined in Section 241 of the Act) of the Club and every auditor of the Club shall be indemnified out of the property of the Club against any liability incurred by him in his capacity as officer or auditor 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 under the Act in relation to any such proceedings in which relief is granted under the Act to the officer or auditor by the Court.

LIQUOR AND GAMBLING

75. (a) No liquor shall be sold or supplied to any person under eighteen years of age.
- (b) No person under eighteen years of age shall use or operate or be allowed to use or operate poker machines on the Club premises.

GENERAL

76. 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.

AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

77. The Memorandum of Association and these Articles may be altered or amended by a Special Resolution passed at an Annual General Meeting or General Meeting.