

(Companies (N.S.W.) Code)
Company Limited by Guarantee
Memorandum of Association

MEMORANDUM OF ASSOCIATION OF
RUSSELL VALE GOLF & SOCIAL CLUB LIMITED

1. The name of the Company (hereafter called "the Company") is Russell Vale Golf & Social Club Limited.

Russell Vale Golf & Social Club Ltd is exempt from Income Tax under Division 50 of the Income Tax Assessment Act 1997 (ATO 16-8-1991 Ref TAG/AD/8 EX:0391) and is Not for Profit.

2. The objects for which the Company is established are:
 - (a) To purchase, lease or otherwise acquire and hold any freehold or leasehold property or any easements, rights or privileges which the Company may think requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the Company.
 - (b) To apply for and obtain and hold a club license or any other license or licenses or certificate of registration under the Registered Clubs Act 1976 as amended the Gaming and Betting (Amendment) Act or laws or any other Act or laws for the time being operative and for such purposes to appoint if necessary or desirable a Secretary / Manager or Managers or other officer or officers to act as Licensees and hold the license or licenses or certificates of registration on behalf of the Company.
 - (c) To promote and conduct the game of Golf and other such sports, games, amusements and entertainments, pastimes and recreations indoor and outdoor as the Company may deem expedient.
 - (d) To construct, establish, provide, maintain and conduct such golf courses, playing areas and grounds as the Company 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 Company may from time to time determine.
 - (e) To construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company.
 - (f) To raise money by entrance fees, subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.
 - (g) To promote and hold either alone or jointly with any other Associated Club/Company or person golf meetings, competitions, matches and other sports and to offer or 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 Company or other person shall receive any prize, medal, award or distinction except as a successful competitor at any match, sporting event, trial or competition held or promoted by the Company.

- (h) To subscribe to become a member of and co-operate with any other Company Club Association or Organisation whether incorporated or not whose objectives are altogether or in part similar to those of this club. Provided that the Company shall not subscribe to or support with its funds any Company, club, association or Organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of Clause 4 of this Memorandum.
- (i) To affiliate with the Golf NSW and to arrange for the representation of the Company at any corporation body or bodies formed for the purpose of promoting and or controlling golf or other games, sports and pastimes.
- (j) To purchase and/or apply for a license 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.
- (k) To buy, prepare, make, supply, sell and deal in all kinds of golf apparatus used in connection with the game of golf and other sports required or used by the members of the club or persons frequenting the course grounds, club houses or premises of the Company.
- (l) To purchase take or lease or in exchange or otherwise acquire any lands, buildings, easements, rights of common or property real or personal which may be requisite for the purposes of or conveniently used in connection with any of the objects of the Company and to sell, convey, transfer, assign mortgage, give in exchange or dispose of the same.
- (m) 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.
- (n) To establish, support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Company or its employees or the dependants or connections of such members or employees and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for exhibitions or for any public, general or useful object and in particular to provide a superannuation fund for servants or employees of the Company or otherwise to assist any such servants or employees, their widows and children and other dependants.
- (o) To carry on all such activities as may be necessary or convenient for the purposes of the Company or any of them and to do all such acts, deeds, matters and things and to enter into and make such arrangements as are

incidental or conducive to the attainment of the objects of the Company or any of them.

- (p) To print and publish any newspaper, periodicals, books circulars, notices or leaflets that the Company may think desirable for promotion of its objects or any of them.
- (q) To hire and employ all classes of persons considered necessary for the purposes of the Company and subject to Clause 4 of this Memorandum to pay them and to other persons in return for services rendered to the Company salaries, wages and gratuities.
- (r) To take such steps to make known the objects, aims and activities of the Company or otherwise to promote the objects of the Company by means of wireless, telegraphy or telephone or television or other like means or in the press or in books or other publications or such other manner or by such other means whether of like or of different nature to the foregoing as the Company may think fit.
- (s) To borrow or raise and secure the payment of money in such manner as the Company shall think fit in particular by the issue of Debentures or Debentures Stock perpetual or otherwise charged upon all or any of the Company's property (both present and future) and to purchase redeem or pay off any such securities.
- (t) 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 Company's business or undertaking or property both present and future.
- (u) To indemnify any person or persons whether members of the Company or not who may under authority of the Company incur or have incurred any personal liability for the benefit of the Company and for the 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 Company.
- (v) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined and to sell, dispose of realise or otherwise deal with any such securities.
- (w) To hire, employ and dismiss secretaries, clerks, managers, servants and workmen and to pay to them and to other persons in return for services rendered to the Company salaries, wages, gratuities or pensions.
- (x) To sell, improve, manage, develop, sub - divide, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Company provided that no portion of the Company premises which are the subject of a license under the Liquor Act shall be leased while so licensed.

- (y) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (z) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company. The Board of Directors has the right to hire any facilities of the club for approved events, subject to supervision approved by the board of directors. Amended AGM 20 September 1995
- (aa) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of the Company.
- (bb) To insure against damage by fire or otherwise any insurable property of the Company and to insure any servants of the Company against risk, accident or fidelity in the course of their employment by the Company and to effect insurances for the purpose of indemnifying the Company in respect to claims 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 and to grant pensions and allowances and to pay premiums or other amounts on such insurances, funds, pensions or allowances.
- (cc) From time to time to make donations to such persons as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (dd) To do all or any of the above mentioned things either singularly or in conjunction with any other corporation, company, firm, association, club or persons and either as principals, agents, contractors, trustees or otherwise.
- (ee) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them AND it is hereby declared that the word "Company" in this Memorandum except when used in reference to this Company shall be deemed to include any partnership or any other body of persons whether incorporated or not incorporated and whether domiciled in the state of New South Wales or otherwise and the intention is that the objects specified in each paragraph of the clause shall except when otherwise expressed in such paragraph be independent objects and be in no wise restricted by reference to or interfere from the terms of any paragraph or the name of the Company or by any object being or being deemed to be a dominant object.
- (ff) To form or do any or all of the following:
 - (i) To erect buildings, plants and machinery and other works for the purposes of the company
 - (ii) To grant licenses to use patents, copyrights or design.
 - (iii) To draw, accept and negotiate bills of exchange, promissory notes and

- other negotiable instruments.
- (iv) To borrow money or to receive money on deposit either without security or secured by debentures, debenture stock, mortgage or other security charged on the undertaking or assets of the company.
 - (v) To lend with or without security and to invest money of the company in such a manner as the Directors of the company think fit and to guarantee the contracts or liability of any person, firm or company with or without security.
 - (vi) To enter into any arrangements or contracts with any government, municipal or other authority or body or with any company, firm or person for any of the purposes of the Company and to appoint any company, firm or person as the agent of the Company to carry out any of the objects or aims of the Company.
 - (vii) To guarantee and indemnify the actions, contracts, liabilities and obligations whatsoever of any person or persons whether directly or indirectly whether personally or as a corporation to carry out the objects and aims of the Company.
 - (viii) To hold or promote competitions of any description authorised by law which may be calculated to increase the activities of the Company or to advertise the Company or promote its interest and to give prizes in connection with such competitions or otherwise consisting of cash, life or other scholarships or of any description or bonus or reward or rights or privileges or advantages which the Directors from time to time deem necessary.
 - (ix) To appoint for and on behalf of the Company and to execute the necessary powers to the said attorneys to act for and in the name and on behalf of the Company and to revoke all or any part of such powers and appointments that shall be deemed expedient or advisable in the on-going management of the Company.

AND IT IS HEREBY declared that in the interpretation of the above the meaning of any of the Company's objects shall not be restricted by reference to any other object or by the juxtaposition of two or more objects and in the event of any ambiguity this clause shall be construed in such a way as to widen and not to restrict the powers of the Company. AND IT IS HEREBY DECLARED that the objects specified in each paragraph above shall be regarded as independent objects and except where otherwise expressed in such paragraph shall in no wise be limited or restricted by reference to or inference from the terms of any other paragraph.

3. The liability of the members of the within Company is limited.
4. The income and property of the Company however derived shall be applied solely towards the promotion of the objects of the Company 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 by way of profit to the members of the Company. Provided that nothing herein shall prevent payment in good faith or remuneration to any officer or servants of the Company or any member of the Company or persons in return for any services actually rendered to the Company or reasonable or proper rent for premises demised or let by any member of the Company.

5. Each member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up during the time that he is a member or within one year thereafter for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a members and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves such amount as may be required not exceeding Ten Dollars.
6. If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company to be determined by members of the Company at or before the time for 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
7. True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company, and subject to any reasonable restrictions as to time and manner of inspection the same that may be imposed in accordance with the regulations of the Company from time to time by the Directors, shall be open to inspection of any member. Once at least in every year the accounts of the Company shall be examined, and a balance-sheet certified by one or more properly qualified auditor or auditors.
8. The subscribers hereto whose names and addresses and descriptions are hereinafter set out, are desirous of being formed into a company pursuant to this Memorandum of Association.

Name, Addresses and
Descriptions of subscribers

Witness

Henk Hofman
10 Moreton Street
Russell Vale
Electrical Fitter

Graham Hamilton
Solicitor
8 Young Street
Wollongong

J. W. Paterson
James William Paterson
38 Williams Crescent
Russell Vale
Leading Hand Brickmaker

Graham Hamilton

M. Welsh
Michael Henry Welsh 1
Moreton Street
Russell Vale
Boilermaker

Graham Hamilton

J. Morrisey
Joan Morrisey
41 Church Street
Wollongong
Housewife

Graham Hamilton

T. W. Kerr
Tomas William Kerr
8 West Street
Russell Vale
Carpenter

Graham Hamilton

R. Jordan
Robert Jordan
4 O'Brien Street
Bulli
Metallurgist

Graham Hamilton

C. Hunt
Colin Hunt
62 Gahans Avenue
Woonona
Building Supervisor

Graham Hamilton

L. C. Hughes J.P.
Lennard Cecil Hughes
8 Park Road
Woonona
Office Supervisor

Graham Hamilton

J. Potter
James Potter 15
East Street
Russell Vale
Retired

Graham Hamilton

A.E. Watts
Arthur Edwards Watts
9/7 Russell Street
Woonona
Truck Driver

Graham Hamilton

Dated: 13 November 1985

We, the several persons whose signatures are subscribed to the Memorandum of Association hereby agree to the following Articles of Association.

COMPANIES (NEW SOUTH WALES) CODE

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

of

Russell Vale Golf & Social Club Limited

COMPANY (N.S.W.) CODE
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
RUSSELL VALE GOLF AND SOCIAL CLUB LIMITED.

INTERPRETATION

1. In these presents unless there is something in the subject or context inconsistent therewith:

"The Club" means the above-named Company.

"The Club Notice Board" means a board designated as such within the premises.

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

"General body of members" shall mean the ordinary members, provisional members and honorary life members while ever they constitute 51% or more of the total membership

"The Office" means the registered office for the time being of the Club.

"Officers" include the President, Vice President, Honorary Treasurer, and other members of the Committee and the Secretary but does not include the Auditor. (Delete Honorary Secretary Amended AGM 16-10-13)

"Financial Member" means a member who has paid the entry fee for membership to the Club and the annual subscription by the due date or within such further time as the Committee shall in respect of any member or members allow and shall have paid all other moneys due by the member to the Club within 14 days after formal demand has been made therefore in pursuance of a resolution by the Committee.

"The Register" means the register of members to be kept in pursuant to the Code.

"The Code" means the Companies (New South Wales) Code 1981 as amended from time to time.

"Special Resolution" has the meaning assigned thereto by the Code.

"Secretary" includes Acting Secretary, Honorary Secretary, Acting Honorary Secretary, Secretary Manager, General Manager, Chief Executive Officer or any other title attributed to the person who is the Secretary of the Club for the purposes of the Registered Clubs Act 1976. (Amended AGM 16-10-13)

"Month" means calendar month.

"In writing" and **"written"** include printing, typing, lithography and other modes of representing or reproducing words in visible form.

"By - Laws" shall mean and include rules, regulations and by-laws made by the Board from time to time pursuant to the Articles.

"Annual General Meeting" means the general Meeting held each year as required by the Code and these Articles.

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.
3. The regulations contained in table A of the fourth Schedule to the Act are excluded and shall not apply to the Company except insofar as they are repeated or contained in these Articles.
4. The Company is established for the purposes as set out in the Memorandum of Association.

MEMBERSHIP

5. Subject to the Provisions of sections 11 and 12 of the Registered Clubs Act the Number of Members of the Club shall not exceed the maximum Permissible under The Registered Clubs Act but the Board may resolve to limit the number of Members or reduce the Membership of the club from time to time.
6. The first members of the Club shall be subscribers to the Memorandum of Association and these Articles.
7. Every application for membership of the Club other than the subscribers to the Memorandum and Articles of Association shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such a form as the Board of Directors from time to time prescribes.
8. At the next meeting of the Board of Directors after receipt of an application for membership such application shall be considered by the Board of Directors, who shall thereupon determine upon the admission or rejection of the Applicant. In no case shall the Board of Directors be required to give any reason for the rejection of the Applicant.
9. When an applicant has been accepted for membership the Secretary or authorised person shall forthwith send the applicant written notice of his acceptance and shall request payment of his entrance fee and first annual subscription. Upon payment of his entrance fee and first annual subscription the applicant shall become a member of the Club provided nevertheless that if such payment is not made within thirty (30) days after the date of the notice, the board of Directors may at its absolute

discretion cancel its acceptance of the applicant for membership of the Club.

10. The entrance fee and annual subscription payable by members of the Club shall be such amount as the Board of Directors shall from time to time prescribe for the various classes of membership.
11. All annual subscriptions shall be due and payable within one calendar month of 1st July. (Amended AGM 21 October 2018).

MEMBERS

12. The Club shall have the following types of members:
 - (a) Life Members (amended AGM 15TH October 2014)
 - (b) Ordinary (amended AGM 19th October 2011)
 - (c) Patron (amended AGM 21st October 2009)
 - (d) Honorary (amended AGM 21st October 2009)
 - (e) Corporate (Addition to Constitution AGM 20th September 1995)
 - (f) Intermediate (**Amended AGM 23rd October 2016**)
 - (g) Junior (amended AGM 21st October 2009)
 - (h) Cadets
 - (i) Provisional
 - (j) Social
 - (k) Temporary
 - (l) Visitors
13. **LIFE MEMBERS** – a Life Member may be conferred upon and Ordinary Member who has a minimum of 15 years membership of the Club and a minimum of 10 years as a player and /or as a volunteer role with such service in either role being taken concurrently and has rendered outstanding service to the Club. To be eligible for Life Membership a member must be recommended by the Board and such recommendation subsequently endorsed by 75% of the members present and voting at an Annual General Meeting of the Club. Nomination for Life Membership will be endorsed and voted by the Board and will be a recommendation to the Annual General Meeting by a notice of Resolution, displayed in the Clubhouse 21 days prior to the Annual General Meeting. A Life Member shall have all the rights and privileges of an Ordinary Member and shall be subject to the same obligations including contributions to the winding up, except a Life Member shall not from the date of election of Life Membership be liable to pay any further subscriptions, levy or other contributions. Any reference to an Ordinary Member shall unless specifically excluded mean and include Life Member.
13. (a) **Retraction of Life Membership** - This may occur where the recipient has conducted him/herself in a manner that reflects directly and adversely on the image or activities of the Club. The decision of the Board will be sent by Registered Mail to the Life Member. As part of the deliberations, the Life Member in question shall be given an opportunity to present their case for retention of Life Membership status to the Board, in writing within 20 days. Should the Board unanimously revoke his/her Life Membership a Resolution will be recommended for endorsement and displayed in the Clubhouse 21 days prior to the Annual General Meeting. At the Annual General Meeting 75% of eligible members present endorse the Resolution and vote to revoke

his/her Life Membership. Should the Resolution to revoke his/her Life Membership be endorsed by 75% of eligible members present at the Annual General Meeting, this decision will take effect from the date of the Annual General Meeting. Amended AGM 15 October 2014.

14. **ORDINARY MEMBERS** – Ordinary members shall be those accepted for membership by the Board of Directors and who are twenty five years of age and over and shall be subject to such playing rights and other conditions or restrictions as to the use of its club house and amenities as the Board of Directors may from time to time determine. Ordinary members include Patron Members, Honorary Members and Corporate Members who shall be entitled to vote at General Meetings of the Club.
15. **PATRON MEMBERS** – Patron Membership may be conferred on a member by the Board for outstanding service to the Club over a minimum of 10 years. At any time there will be a maximum of 4 Patron members. A Patron Member shall not from the date of election of Patron Membership be liable to pay any further subscriptions, levy or other contribution. Any reference to an Ordinary Member shall unless specifically excluded mean and include Patron Member.
16. **HONORARY MEMBERS** – The following persons may at the discretion of the Board be admitted as Honorary Members of the Club.
 - (i) Members who during the previous 12 months have, in the opinion of the Board, contributed outstanding work for the Club
 - (ii) Members who during the previous 12 months have been recognised for outstanding golf ability by State and National Golf Associations and their affiliated foundations. Honorary Members shall be relieved of any obligation of liability with respect to the payment of entrance fee and/or subscription but shall otherwise be subject to the same obligations as an Ordinary Members. Honorary Members shall be entitled to all other privileges of the Club.
17. **CORPORATE MEMBERS** – Corporate members shall be corporations elected by the Board of Directors. Corporate member's nominee/s shall be subject to the same rights and conditions as Ordinary Members.
18. **INTERMEDIATE MEMBERS** – Intermediate members are members whose age is 18, 19, 20, 21, 22, 23, 24 years old. They become Ordinary Members on their 25th Birthday. They pay the membership fees for the category of membership that they are in at the day the fees are due. Intermediate members shall be subject to such limited playing rights and such conditions and restrictions as to the use of the club house and its amenities as the Committee may from time to time determine. Intermediate members shall be entitled to vote at any General Meeting of the Club. **(Amended AGM 23rd October 2016)**
19. **JUNIOR MEMBERS** – Junior members are members whose age is 12 to 17 years old. They become Intermediate Members on their 18th Birthday. They pay membership fees for the category of membership that they are in at the date the fees are due. Junior members shall be subjected to such limited playing rights and such conditions and restrictions as to the use of the club house and its amenities as the

Committee may from time to time determine. Junior members shall not be entitled to vote at any General Meeting of the Club.

20. **CADET MEMBERS** – Cadet members are members whose age is 7 to 11 years old. They become Junior members on their 12th Birthday. They pay membership fees for the category of membership that they are in at the day the fees are due. Cadet members shall be subject to such limited playing rights and such conditions and restrictions as to the use of the club house and its amenities as the Committee may from time to time determine. Cadet members shall not be entitled to vote at any General Meeting of the Club.
21. **PROVISIONAL MEMBERS** – The Board of Directors may admit any person as a Provisional Member of the Club and shall impose upon such Provisional members such limitations, conditions or restrictions as the Board of Directors shall from time to time decide. Provisional Members shall not be entitled to vote at any General Meeting of the Club.
22. **SOCIAL MEMBERS** – The Board of Directors may admit any person as a Social Member of the Club and shall impose upon such Social Members such limitations, conditions or restrictions as the Board of Directors shall from time to time decide. Social Members shall not be entitled to vote at any General Meeting of the Club.
23. **TEMPORARY MEMBERS** - The following persons may at the discretion of the Board be admitted as Temporary Members of the Club:
 - (i) Persons visiting the Club provided that they are residing, stationed or situated outside a radius of five (5) kilometres from the Club premises for the duration of such visit or one (1) month which ever shall expire first
 - (ii) Overseas country or interstate visitors resident outside a radius of five (5) kilometres from the Club premises for the duration of such visit or one (1) month which ever shall expire first.
 - (iii) Members of other Clubs visiting the Club for the purpose of taking part in an organised sport or competition on the day. A Temporary Member cannot reside within five (5) kilometres from the Club premises nor can a Temporary member sign in visitors.
 - (iv) Members of a similar Club to whom the provisions of these Articles Apply.
 - (v) No Temporary Member shall be permitted to hold any office in the Club or to attend or vote at any meeting of the members and the Board may cancel the temporary membership of any person at any time without assigning any reason therefore.
24. **VISITORS**
 - (a) A visitor accompanied by a member may upon his name being duly entered and counter signed by a member in the register of visitors, have the

use of the premises and the property of the Club, subject to the provisions hereof and the Articles.

- (b) Visitors to the Club as guests of members must remain in the company of the member whilst in the Club and admission shall be subject to the following further restrictions:
 - (i) Admittance may be refused at the discretion of a responsible officer on the Club staff;
 - (ii) No person under the age of eighteen years may be served with intoxication liquor.
 - (iii) A visitor shall not remain on the Club premises longer than the member who counter signed the registry of visitors in respect of the visitor
 - (c) Visitors may be signed into the Club by members up to four (4) to each member provided that this number may be varied from time to time by the Board of Directors.
25. A member shall be responsible for the conduct of any visitor he may introduce.
26. No person shall be introduced as a visitor whose name has been removed from the register, who has been refused admission to membership or who has been expelled from membership of the Club.
27. No visitor will be supplied with refreshments or liquor on the Club premises unless in the company and on the invitation of a member.
28. Notwithstanding anything in the Articles herein persons who are bona fide members of Clubs with whom the Club has reciprocal arrangements as to visitors may be permitted the use of the facilities, amenities and premises of the Club.

29. **ADDRESSES OF MEMBERS**

Each member shall notify the Secretary in writing of any change of address. The address so given shall be deemed to be the member's registered address for the purpose of issue of notices.

30. **CESSATION OF MEMBERSHIP**

If the subscription of a member shall remain unpaid after it becomes due then the member may after notice of default having been sent to him by the Secretary be debarred by resolution from the Board of Directors from all privileges of membership provided that the Board of Directors may reinstate the member on payment of all arrears, if the Board of Directors think it is fit to do so in its absolute discretion.

31. A member may anytime by notice in writing to the Secretary resign his membership of the Club but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all moneys due by him to the Club and in addition for any sum not exceeding twenty dollars for which he is liable as a member of the Company under Clause 10 of the Articles of

Association of the Club.

32. If any member shall willfully refuse or neglect to comply with the provisions of the Memorandum and Articles of Association, By-Laws, Rules or Regulations of the Company or if any member shall in absolute opinion of the Board of Directors be guilty of any conduct deemed by the Board of Directors to be unbecoming of the member or prejudicial to the interests of the Company, such member may be suspended or expelled by resolution of the Board of Directors. PROVIDED:
- (a) That at least one (1) week before the meeting at which such resolution is dealt with the member concerned shall have been notified in writing of the intended resolution and that he shall be entitled to attend (with representation at the discretion of the Board) and that he shall at such meeting and before such resolution has been moved have an opportunity of giving orally or in writing any explanation or defence he may think fit.
 - (b) The meeting shall be held within one (1) month of the date of the alleged offence or the date on which the charge is laid, and its deliberation shall be secret.
 - (c) Any resolution under this rule shall require for its passage the affirmative votes of a simple majority of the members of the Board present at such meeting and the decision of the Board shall be final.
 - (d) Any person notified or any member proposed to be notified in accordance with Clause (a) above may be immediately suspended from all privileges of the Club until such time as the meeting is held provided that if for good reason a decision is deferred the Board may further suspend or restore such privileges until a resolution dealing with the member is passed.
33. Should any member incur any debt to the Club (which debt is not covered by the provisions of the rules) and fail to discharge such debt upon request in writing by the secretary he may by resolution of a meeting of the Board be so suspended or expelled from membership provided that before so resolving the Board shall give the member concerned due notice of its intention to take such course.
34. Every person ceasing to be a member of the Club howsoever caused, shall forfeit ipso facto all rights or claims upon the Club or its property or assets.

GENERAL MEETINGS [Amended AGM 15TH October 2015]

35. A general Meeting whether it be an Annual General Meeting or otherwise of the Club shall be in accordance with the provisions of the Code.
36. No member shall be entitled to vote at any General Meeting unless they are a financial member.
37. The Board may whenever it thinks fit convene a special general meeting and it shall on the requisition of at least five (5) percent of the then financial members forthwith

proceed to convene a special general meeting of the club and in the case of such requisition the following provisions shall have affect:

- (i) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited with the secretary of the Club and may consist of several documents of like form signed by one or more of the requisitionists, provided that a complete copy of any resolution or resolutions proposed to be submitted to the meeting by the requisitionists or any of them shall be delivered not less than thirty (30) clear days before the day appointed for the meeting to the secretary who shall immediately cause a copy thereof to be affixed in a prominent place in the Club where it shall remain affixed until the day of the meeting.
 - (ii) If the Board does not within twenty one (21) days from the date of the requisition being so deposited duly proceed to convene the meeting to be held, the requisitionists may themselves convene the meeting but any meeting so convened shall not be held after the expiration of three (3) months from the date of such deposit.
 - (iii) In the case of a meeting at which a resolution is to be proposed as a special resolution the Board shall be deemed to have duly convened the meeting if it does not give such notice as is required by the Code.
 - (iv) Requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Board.
 - (v) The Board in its discretion may pay any reasonable expense incurred by the requisitionists in convening the meeting.
38. Subject to the provisions of the Code relating to special resolutions and agreements for shorter notice, twenty-one days notice shall be given (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which the notice is given) of any General Meeting and Annual General Meeting specifying the place the day the hour of the meeting and in the case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Club.
39. For the purpose of these Articles all business at General Meetings and Annual General Meetings shall be special business with the exception of the consideration of accounts, balance sheets and the report of the Board of Directors and Auditors, the election of officers and members of the Board of Directors in the place of those retiring, and the appointment of the Auditors, if necessary, and notice must be given of such special business at the time notice of the meeting is given.

**PROCEEDINGS AT GENERAL MEETINGS
[Amended AGM 15TH October 2015]**

40. No business shall be transacted at any General Meeting unless a quorum of financial members is present at the time when the meeting proceeds to business. Save as herein otherwise provided the quorum shall consist of at least twenty (20) financial members. For the purpose of this Articles “members” includes a person attending representing a group of financial members.
41. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and to such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than five) shall be a quorum.
42. The President shall preside as Chairman at every General Meeting of the Club, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act then the members shall elect one of the Board of Directors present to be the Chairman.
43. The Chairman 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 and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is so adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
44. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the Chairman ; or
- (b) by at least three members present in person or by proxy. Unless a poll is so demanded a declaration shall be made by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
45. If a poll is duly demanded it shall be taken in such a manner and either at once or after an 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 an election of a Chairman or on a question of adjournment shall be taken forthwith.

46. In the case of an equality of votes, whether on the show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
47. (a) Financial Ordinary Members and Honorary Life Members shall be the only Members entitled to attend and vote at special general meetings or annual General meetings of the Club. Each such Member shall have one vote and Notwithstanding the above the Board may confer voting rights on a Member or Members of other classes and may withdraw any voting rights so conferred at any time.
- (b) No servant or employee of the Club shall be entitled to vote at any meeting of the Club.
- (c) No servant or employee of the Club shall be a member of or eligible to stand or be elected as a member of the Board of Directors.
- (d) No servant or employee of the Club who is a member shall be permitted to attend meetings of the Club except in the course of duty or unless otherwise expressly permitted by the Board.
48. Every member eligible to vote shall vote on a show of hands and on the taking of a poll have one vote, provided however, that should the Board of Directors so elect at the commencement of any meeting, a secret ballot shall be conducted.

**THE BOARD OF DIRECTORS (INCLUDING OFFICE BEARERS) –
Amended AGM 15TH October 2015**

49. (a) The Board of Directors of the Club shall be elected annually until the Annual General Meeting of the Club in the year 2009 when at that meeting and thereafter the Board of Directors will be elected biennially and will hold office until the following Biennial General Meeting of the Club. A majority of the Full members of the Club defined in Article 13, 14 & 16 of the Articles of Association must have the right to vote in the election of the Board of Directors at each section.
- (b) Except as hereinafter provided nominations for election to the Board shall be made in writing signed by two (2) Voting or Life Members of the Club and signed by the nominee and be delivered to the Secretary at least (35) days before the date of the Biennial General Meeting. The proposer, seconder and nominee shall be Financial Members of the Club at the time of the nomination form is signed. The Secretary shall forthwith post notification of such nominations on the Club Notice Board.
- (c) (i) If the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated shall be declared elected at the Biennial General Meeting.

- (ii) If no or insufficient nominations be received for the candidate or candidates, if any, nominated shall be declared elected at the Biennial General Meeting and nominations may, with the consent of the nominee, be made orally at the Meeting for the vacancies then remaining. If more than one candidate is nominated for such vacancies an election by ballot for such vacancies remaining shall be held in accordance with paragraph of this Article.
- (iii) If the number of candidates nominated shall exceed the number required to be elected Ballot Paper or Papers showing the names of the candidates for the various positions shall be forwarded to each Financial Member or placed on the Club Notice Board. Voting dates and times shall be placed on the Club Notice Board with the list of candidates nominated. The order in which the names appear on the Ballot Paper or Papers shall be decided by a draw as supervised by the Returning Officer and witnessed by the Scrutineers. The Returning Officer and at least two (2) Scrutineers shall be appointed by the Board and a candidate shall not be appointed as a Returning Officer or Scrutineer.
- (iv) Each Ballot Paper shall bear information as to the number required to be elected to each position and the Members shall vote by placing numbers alongside all the names of the candidates or in order of preference for each position.
- (v) The Ballot shall close at 4pm on the day before the Biennial General Meeting. Upon closure the Ballot papers shall be placed in the hands of the Returning Officers.
- (vi) The validity or invalidity of any Ballot Paper shall be determined by the Returning Officer and in the event of an equality of votes in favour of two or more candidates the Returning Officer shall have a vesting vote so as to ensure the election of the necessary number to fill the vacancy or vacancies. The Returning Officer shall announce the result of the Ballot to the Biennial General Meeting.
- (vii) The Ballot count for the position of nine (9) Directors shall be by the counting of numbers 1 to 9 each representing a primary vote.

TERM OF OFFICE

Amended AGM 15TH October 2015

- 49(a) (i) Subject to Rule 49 a Director is elected for a term of 2 years, commencing at the start of the Annual General Meeting at which his or her election is announced and ending at the start of the second Annual General Meeting happening after his or her election.

ROTATION OF DIRECTORS

- 49(a) (ii) Notwithstanding Rule 49 (a) (Term of Office) at the first meeting of the Board after the adoption of this Rule, the Board must determine, by unanimous agreement, the order of the Rotation of Directors that is, which Directors are to retire at the next Annual General Meetings without serving a 2 year term. Failing such agreement, the order of rotation must be determined by lot.

When more than (3) Directors are elected at one time:

- (a) The (3) with the highest vote serve a 2 year term, and
- (b) The remainder retire at earlier Annual General Meetings, where the number of Directors due to retire at any such earlier Annual General Meetings is less than (3), the Director with the least votes retiring first and
- (c) Where (2) or more Directors have the same number of votes, the order of retirement amongst them is determined by agreement or, failing agreement, by lot.

ELECTION OF EXECUTIVE

- 49(a) (iii) At the first meeting of the Board after the Annual General Meeting nominations will be sought for the positions of President, Vice President and Treasurer. A Ballot will be held if there is more than (1) nominee for each position.
50. All financial Ordinary and Life Members who are not otherwise disqualified by the provisions of these Articles or any Rules or Regulations made thereunder shall be eligible for appointment to the Board of Directors.
51. The election of the Board of Directors shall take place in the following manner:
- (a) Any two voting members of the Club shall be at liberty to nominate any other member to serve as a member of the Board of Directors.
 - (b) The nomination form shall be in writing and signed by the member and their proposer and seconder and shall be lodged with the Secretary at least seven days before the first day of voting prior to the Annual General Meeting.
 - (c) The Secretary shall immediately after closing of nominations prepare a Ballot paper. The order in which the names of candidates shall be placed in the Ballot paper shall be in order in which their names are drawn from a box containing the names of all candidates. The Ballot paper shall be signed by the Secretary or some other person appointed by him for the purpose and two (2) scrutineers. A copy of the Ballot paper shall immediately thereafter be posted on the notice board and shall constitute the Ballot paper used for the election of the Board of Directors.
 - (d) A copy of the Ballot paper with a list of candidates names in order drawn from the ballot with the proposers and seconders name shall be posted in a conspicuous place in the registered office and club room of the Club for at least seven days immediately before the first day of voting prior to the Annual General Meeting.
 - (e) If the full number of candidates for the position of Directors is not nominated as prescribed, additional nominations may with the consent of the nominee or nominees be made at the meeting. If there be more than the required number nominated an election by ballot shall take place but if there be only the requisite number nominated these shall be duly elected.

52. Subject to Article 49 & 53 the Board shall comprise of nine (9) ordinary Directors, all of whom are elected by Rotation, refer (49, a, ii), biennially, in accordance with these Article of Association. The Executive will comprise of – President, Vice President and Treasurer and will be elected at the first meeting of Board after the Annual General Meeting, refer (49, a, iii).
53. For the purpose of the election of the Board at the Annual General Meeting in 2016 and thereafter, the Board shall comprise of nine (9) ordinary Directors, all of whom are elected by Rotation, biennially, in accordance with these Articles of Association. The Executive will comprise of – President, Vice President and Treasurer and will be elected at the first meeting of the Board after the Annual General Meeting, refer (49, a, iii).
54. The Board of Directors shall have power at any time, and from time to time, to appoint any member to the Board of Directors, either to fill a casual vacancy or as an addition to existing members of the Board of Directors but so that the total number of members of the board of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any member of the Board of Directors so appointed shall hold office only until the next following Annual General Meeting.
55. The Club may by ordinary resolution of which special notice has been given remove any member of the Board of Directors before the expiration of the period of office and may by ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following Annual General Meeting.
56. The office of a member of the Board of Directors shall become vacant if the member:
 - a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - b) becomes prohibited from being a Director of a Company by reason of any order made under the Act;
 - c) becomes unsound of mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - d) resigns his office by notice in writing to the Club;
 - e) for more than three months is absent without permission of the Board of Directors from the meetings of the Board of directors held during that period;
 - f) holds any office of profit under the Company unless such appointment to that office has been approved by seventy per cent (70%) of the then Board of Directors at the Directors meeting;
 - g) ceases to be a member of the Club;
 - h) is directly or indirectly interested in any contract or proposed contract with the Company unless such contract is approved by seventy per cent (70%) of the meeting. Provided always that nothing in this paragraph shall effect the operation of Clause 4 of the Memorandum of Association of the Company.

- 56A **TRAINING FOR DIRECTORS** – Any person who is elected or appointed to the Board of Directors must, unless exempted, complete such mandatory training requirements for Directors as required by the Regulations made under the Registered Clubs Act. (Amended AGM 16-10-13)

POWERS AND DUTIES OF THE COMMITTEE

57. The business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Code or by the Articles, required to be exercised by the Company in General Meeting, subject, nevertheless, to any of these articles to the provisions of the Code, and to such regulations, being not inconsistent with the aforesaid articles or provisions, as may be prescribed by the Company in general meeting; provided that any rule, regulation or by-law of the Company made by the Board of Directors may be disallowed by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that resolution had not been passed or made.
58. The Board of Directors may exercise all the Powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.
59. For the purpose of Clause 4 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Company shall not exceed the lowest rate paid at the time being by the Banks in the State of New South Wales in respect of term deposits.
60. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by any two members of the Board of Directors or in such other manner as the Board of Directors from time to time determine.
61. The Board of Directors shall cause minutes to be made:
- (a) of all appointments of officers and servants
 - (b) of names of members of the Board of Directors present at all meetings of the Company and of the board of Directors; and
 - (c) of all proceedings at all meetings of the Company and the Board of Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

PROCEEDINGS OF THE BOARD OF DIRECTORS

62. The Board of Directors may meet together for the dispatch of business, adjourn

and otherwise regulate its meetings as it thinks fit, but it shall meet at a minimum of 4 times a year at 3 monthly intervals. Any two members of the Board of Directors may at any time and the Secretary shall on requisition of the two members of the Board of Directors summon a meeting of the Board of Directors.

63. Subject to these Articles questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and a determination by a majority of the Board of Directors shall for all purposes be deemed a determination of the Board of Directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
64. A member of the Board of Directors shall not vote in respect of any contract or proposed contract with the Company in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.
65. The quorum necessary for the transaction of the business of the Board of Directors shall be five (5) or such greater number as may be fixed by the Board of Directors.
66. The continuing members of the board of Directors may act notwithstanding any vacancy in the board of Directors, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board of Directors, the continuing member or members may act for the purpose of increasing the number or of summoning a General Meeting of the Company, but for no other purpose.
67. The president shall preside as Chairman at every meeting of the Board of Directors, or if there is no President, or if at any meeting he is not present fifteen minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting the members may choose of their number to be Chairman of the meeting.
68. The Board of Directors may delegate any of its powers and or functions (not being duties imposed on the Board of Directors as the Directors by the Code or the general law) to one or more sub-committees consisting of such member or members of the Company as the Board of Directors sees fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Board of Directors and subject thereto shall have power to co-opt any member or members of the Company and all members of such sub-committee shall have one vote.
69. The Board of Directors may appoint one or more advisory board consisting of such member or members of the Club as the Board of Directors sees fit. Such advisory board shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board of Directors and subject thereto shall have power to co-opt any member or members of the company and all members of such advisory board shall have one vote.
70. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes the Chairman shall have a second casting vote.
71. All acts done by any meeting of the Board of Directors or of a sub-committee or by any person acting as a member of the Board of Directors shall, notwithstanding

that it is afterwards discovered that there was some defect in the appointment of such member of the Board of Directors 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 of Directors.

72. A resolution in writing signed by all the members of the board of Directors in Australia for the time being entitled to receive notice of a meeting of the board of Directors, shall be as valid and effectual as if it has been passed at a meeting of the Board of Directors 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 of Directors.
- 72A. At any one time, there shall be one Secretary of the Club who shall be appointed by the Board and who, for the purposes of the Registered Clubs Act shall be the Chief Executive Officer of the Club. (Amended AGM 16-10-13)

SEAL

73. The Board of Directors shall provide for the safe custody of the seal which shall only be used by authority of the Board of Directors or of a sub-committee of members of the board of Directors authorised by the board of Directors in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board of Directors and shall be counter signed by the secretary or by a second member of the board of Directors or by some other person appointed by the board of Directors for the purpose.

ACCOUNTS

74. The Board of Directors shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Code provided, however, that the Board of Directors shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss accounts made up to date not more than six months before the date of the meeting.
75. The financial year of the Company shall conclude on the 30th June each and every year.

ANNUAL GENERAL MEETINGS

76. The Annual General Meeting of members shall be held within the provisions of the Company Code.

AUDIT

77. A **properly** qualified Auditor or Auditors shall be appointed and his duties regulated in accordance with the Code.

NOTICE

78. Any notice required by law by or under these articles to be given to any member shall be given by sending it by post to him at his registered address, or (if he has not registered address within the state) to the address, if any, within the state supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.
79. (1) Notice of every General meeting shall be given in any manner herein before authorised to -
- (a) Every member except those members who (having no registered address within the state) have not supplied to the Company an address within the state for the giving of notice to them; and
- (b) The auditor or auditors for the time being of the Company.
- (2) The notice to be publicly advertised one week in advance in both printed and broadcast media.

DISSOLUTION

80. (a) The Company shall be dissolved in the event of membership being less than ten persons or upon the vote of three - fourth majority of members present at an Extraordinary General Meeting convened to consider such question; and
- (b) Upon a resolution passed in accordance with paragraph (a) of this rule all assets and funds of the Company on hand shall after payment of all expenses and liabilities in winding up of the Company be dealt with in accordance with Clause 6 Of The Memorandum of Association provided the provisions of such clause shall have effect and be observed as if the same repeated in these articles.

COMPETITIONS

81. The Board shall arrange and control all Competitions and matches and their Decision on all points connected therewith shall be final. The Rules of the Game of Golf as adopted from time to time by the Royal and Ancient Golf Club of St. Andrews, except so far as they are or may be modified by the relevant bodies controlling for the time being the game of golf in New South Wales, and the By-Laws and local Rules of the Club shall be the Golf Rules of the Club.
82. No member of any Class shall compete for any prize whilst they are in arrears as to any money due to the Club. Penalty for any Breach of this Article shall be disqualification. The acceptance of any entrance fee for any Competition by any officer or servant of the Club shall not exonerate any Member from this Penalty.

LIQUOR AND GAMBLING

83. (a) Liquor shall not be supplied or sold or permitted to be supplied or sold, except on that part of the premises as defined in the Clubs certificate of Registration.
- (b) No poker machines shall be located in any area defined as a "dining area"

In the Club's certificate of registration under the Registered Club's Act whilst meals are being served in such dining area or in any part of the Club in which a wedding reception is being conducted, or in any part thereof where persons under 18 may obtain entry to or depart from those areas, and no liquor shall be sold, supplied or consumed in that area except with any order made by the licensing court.

GENERAL

84. No payment to or part of the remuneration of the secretary/manager or other Servant of the Club shall be made by way of commission or allowance from the receipts of the Club of liquor supplied.
85. The Articles of association shall be read and construed subject to the provisions of the Registered Club's Act and, without limiting the generality of the Articles with special reference to section 30(1) of the Registered Club's Act and any Acts Amending the same and to the extent that any provisions of these Articles shall be in conflict or are inconsistent with the provisions of the Registered Club's Act, that Act shall prevail to the extent of the conflict or inconsistency.
86. (a) The Club is a Company Limited by Guarantee. The profits and other income of the Club shall be applied to the promotion of the purpose for which the members of the Club are associated and no payment of any dividend or distribution of the profits or income shall be made to the Members.
- (b) No member or employee of the Club shall derive directly or indirectly any profit, benefit or advantage, or any profit, benefit or advantage that is not offered equally to every other member.
- (c) No payment shall be made directly or indirectly to any member or employee of the Club calculated by reference to the quantity of the liquor purchased Supplied, sold or disposed of by the Club or the receipts of the Club for any Liquor supplied or disposed of, provided that nothing herein contained shall Prevent the payment by way of Honorarium to any officer of the Club, Provided Such Honorarium is approved by the Members at the next Ordinary meeting.

AMENDMENT OF ARTICLES

87. These Articles may be amended by a resolution passed by a three-fourth majority of members present at an Annual General Meeting at which notice of the proposed amendment shall have been given or at an ordinary meeting convened for such purpose

WINDING UP

88. The provisions of Clause 6 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall effect and be observed as if the same were repeated in these articles.
89. Every member of the Board of Directors, Auditor, Secretary, and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his office which is incurred by him 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 which relief is granted to him by the Court in respect to any negligence, default, breach of duty or breach of trust, or in any respect to any proceedings regardless of the outcome when a three-fourth majority of the members present at a meeting convened to decide the matter agrees to meet such costs.

We, the several persons whose signatures are subscribed to the Memorandum of Association hereby agree to the foregoing Articles of Association.