

NEW SOUTH WALES
COMPANIES ACT, 1961
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum
AND
Articles of Association
OF
UNITED SERVICE CLUB LIMITED

McDONALD, JOHNSON & O'NEILL
SOLICITORS
NEWCASTLE

NEW SOUTH WALES
CORPORATE AFFAIRS COMMISSION

No. of Company

153118

COMPANIES ACT, 1961
(Section 16 (3))

CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY

THIS IS TO CERTIFY that

UNITED SERVICE CLUB LIMITED

is, on and from the fifteenth day of November, 1972, incorporated

Under the Companies Act, 1961, and that the company is a company limited by
Guarantee.

GIVEN under the seal of the Corporate Affairs Commission at Sydney,
this fifteenth day of November, 1972.

F.J.O. Ryan.
Commissioner

SUMMARY OF ALL ALTERATIONS AND AMENDMENTS
TO ARTICLES OF ASSOCIATION (as at 23 January, 2021)
OF
UNITED SERVICE CLUB LIMITED

Incorporated on the 15th day of November, 1972

FIRST Alteration and Amendment - Annual General Meeting 10th April, 1981

- Article 5 Expansion and clarification of the classes of membership.
- Article 6 This complete article was replaced with 6 (a) (i) (ii) and 6 (b) which redefined the qualifications for Ordinary membership and extended voting privileges to Associate members.
- Article 28 Altered to reduce the number of Committee men from seven (7) to five (5) thus reducing the total number of the Board of Management from (11) to (9).

SECOND Alteration and Amendment – Annual General Meeting 6th April, 1984

- Article 1 The definition of “members” expanded to include Ordinary members and Associate members.
- By-Laws altered to read “By-Laws” in the definition.
- Article 13 Altered to give authority to the Management Committee to set fees and subscriptions rather than to members at an Annual General Meeting or Extraordinary General Meeting. The minimum annual subscriptions raised from \$2.00 to \$10.00.
- Article 46 The class of membership entitled to attend and vote at an Annual General Meeting or Extraordinary General Meeting expanded to include Associate members and Supernumerary members.
- Article 58 The wording of “Ordinary member” was changed to “member” in the last paragraph.

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“MEMORANDUM & ARTICLES OF ASSOCIATION”

THIRD Alteration and Amendment – Annual General Meeting 27th April, 1995

Article 71 This article regarding “Indemnity to Officers” was re-drafted in accordance with legal advice from the Registered Clubs Association.

FOURTH Alteration and Amendment – Annual General Meeting 29th April, 1999

Article 28 Amended to include the specific position of Hon Treasurer as an office bearer within the Management Committee of the Club, thus increasing the total number of the Board of Management from (9) to (10). The quorum of the Committee was reduced from (5) to (3).

(Editors Note! This amendment in every respect was poorly drafted, badly typed and totally misunderstood by the Club members who unanimously voted in favour of its adoption.)

FIFTH Alteration and Amendment – Extraordinary General Meeting 19th Sept., 2002

Article 6 (b) Deleted from this article was the final sentence which read “The ratio of Ordinary to Associate Member may not be less than 2 to 1”.

Article 6 (c) Included was this new article which read “The Board of Management of the Club may at any time by ordinary resolution limit the number of Associate Members of the Club”.

Article 77 Associate Members were added to the categories of members allowed to vote.

SIXTH Alteration and Amendment – Extraordinary General Meeting 30th April 2009

Article 28 Altered to reduce the number of Directors to (3) thereby reducing the Board of Management to (8) in total. Also corrected the 1999 error in the number of the quorum taking it from (3) to (5).

SEVENTH Alteration and Amendment – Annual General Meeting 22nd January 2021

Article 28 DELETE and REPLACED with new Article 28 and 28a.

Any part of this latest version of the Memorandum and Articles of Association that is different from the original 1972 version as a result of any alterations or amendments now appears in **bold** type.

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The Articles of Association in this document have been updated (as at 23rd January, 2021) and include all alterations and amendments which were passed by members at meetings as summarised below.

Annual General Meeting Article 5 Article 6 Article 28	10 th April, 1981
Annual General Meeting Article 1 Article 13 Article 46 Article 58	6 th April, 1984
Annual General Meeting Article 71	27 th April, 1995
Annual General Meeting Article 28	29 th April, 1999
Extraordinary General Meeting Article 6 (b) Article 6 (c) Article 77	19 th September, 2002
Extraordinary General Meeting Article 28	30 th April, 2009
Annual General Meeting Article 28	22 nd January 2021

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“MEMORANDUM & ARTICLES OF ASSOCIATION”

NEW SOUTH WALES
COMPANIES ACT, 1961
A COMPANY LIMITED BY GUARANTEE
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Memorandum of Association

OF

UNITED SERVICE CLUB LIMITED

1. The name of the Company (hereinafter called “the Club”) is “UNITED SERVICE CLUB LIMITED”.
2. The powers contained in the Third Schedule of the Companies Act 1961 shall not apply to the Club except insofar as they are included in Clause 3 hereof.
3. The objects for which the Club is established are:-
 - a) To acquire and take over the assets and assume the liabilities of the present unincorporated club known as the United Service Club.
 - b) 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.
 - c) To provide clubrooms, social rooms, reading rooms, games rooms and other amenities for members and their guests and generally to promote the interests of Servicemen and Ex-Servicemen.
 - d) To construct maintain and alter any buildings or works necessary or convenient for the purpose of the Club.
 - e) To raise money by entrance fees subscriptions and other payments payable by members and to grant any rights and privileges to subscribers.
 - f) To subscribe to become a member of and co-operate with any other club association or organisation whether incorporated or not whose objects are altogether or in part similar to those of this club. Provided that the Club shall not subscribe to or support with its funds any 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 Club under or by virtue of Clause 4 of this Memorandum.
 - g) 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 poker machines.

- h) To buy prepare make supply sell and deal in all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the premises of the Club.
- i) To purchase take on 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 purpose of or conveniently used in connection with any of the objects of the Club and to sell convey transfer lease assign mortgage give in exchange or dispose of the same.
- j) 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.
- k) 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 charged upon all or any of the Club's property (both present and future) and to purchase redeem or pay off any such securities.
- l) 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.
- m) 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 persons 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
- n) To invest and deal with the moneys 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 of realise or otherwise deal with any such securities.
- o) 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 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 the subject of a licence under the Liquor Act shall be leased to any person, company or association whilst so licensed.
- q) To take or otherwise acquire and hold shares in any other company having objects 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 promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities of the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.
- s) 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 or securities of any other company having objects altogether or in part similar to those of the Club.
- t) 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 insurances 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.
- u) 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.
- v) To do all or any of the abovementioned things either singly or in conjunction with any other corporation company firm association club or person and either as principals agents contractors trustees or otherwise.

w) 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 "Club" in this Memorandum except when used in reference to this Club 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 elsewhere 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 inference from the terms of any other paragraph or the name of the Club or by any object being or being deemed to be a dominant object.

4. The income and property of the Club howsoever 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 by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Club or any member of the Club, or other person in return for any other services actually rendered to the Club, or reasonable and proper rent for premises demised or let by any member of the Club.

5. The liability of the members is limited.

6. Each member of the Club undertakes to contribute to the assets of the Club 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 Club contracted before the time at which he ceases to be a member 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 one dollar.

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 acquired jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

8. The full names addresses and occupations of the subscribers hereto are:-

<u>Names</u>	<u>Addresses</u>	<u>Occupations</u>
Frank Owen Jackson	10 Hillcrest Road, Merewether Heights.	Manager
John Alexander Semple	Mary's Mount, Summerhill Rd. Vacy.	Company Director
Alfred Torrens Maley	82 Memorial Drive, Bar Beach.	Marketing Services Officer
Gordon Athelstane Earle	94 Belford Street, Broadmeadow.	Manager
George James Tiernan	3 Curzon Road, New Lambton.	Accountant
Jeffrey Samuel Dawe	21 Woodward Street, Merewether.	Engineer
Leonard James Kelaher	344 Darby Street, Bar Beach.	Manager
William George Parkhill	3 Montrose Avenue, Adamstown.	Geologist
Norman Lawrence Hodgetts	48 Hibberd Street, Hamilton.	Administrative Assistant
Neil Rae Watkins	26 Florida Avenue, Lambton.	Marketing Services Superintendent
James Moodie	26 Currie Street, Merewether.	Manager.

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

Names, Addresses and Occupations of Subscribers	Witness to Signatures
<p>F.O. Jackson 10 Hillcrest Road, Merewether Heights. Manager.</p> <p>J.A. Semple Mary's Mount Summerhill Road, Vacy. Company Director.</p> <p>A.T. Maley 82 Memorial Drive, Bar Beach. Marketing Services Officer.</p> <p>G.A. Earle 94 Belford Street, Broadmeadow. Manager.</p> <p>G.J. Tiernan 3 Curzon Road, New Lambton. Accountant.</p> <p>J.S. Dawe 21 Woodward Street, Merewether. Engineer.</p> <p>L.J. Kelaher 344 Darby Street, Bar Beach. Manager.</p>	<p>Boyd Johnson Solicitor Newcastle</p> <p>Boyd Johnson</p> <p>Boyd Johnson</p> <p>Boyd Johnson</p> <p>Boyd Johnson</p> <p>Boyd Johnson</p>

Names, Addresses and Occupations of Subscribers	Witness to Signatures
W.G. Parkhill 3 Montrose Avenue, Adamstown. Geologist.	Boyd Johnson
N.L. Hodgetts 48 Hibberd Street, Hamilton. Administrative Assistant.	Boyd Johnson
N.R. Watkins 26 Florida Avenue, Lambton. Marketing Services Superintendent.	Boyd Johnson
J. Moodie 26 Currie Street, Merewether. Manager.	Boyd Johnson

DATED this 3rd day of November, 1972.

NEW SOUTH WALES
COMPANIES ACT, 1961
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Articles of Association
OF
UNITED SERVICE CLUB LIMITED

PRELIMINARY

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

“The Club” means the abovenamed Company.

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

“The Committee” means the Management Committee of the Club and its members are Directors of the Club within the meaning of the Act.

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

“Members” includes **Ordinary Members, Associate Members**, Honorary Life Members, Country Members, and Supernumerary Members.

“Financial Member” means a member who has paid his entry fee for membership to the Club and 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 days after formal demand has been made therefore in pursuance of a resolution of the Committee.

“The Register” means the register of members to be kept pursuant to the Act.

“The Act” means the Companies Act, 1961. 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 modifications 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.

“Special Resolution” has the meaning assigned thereto by the Act.

“Secretary” includes Honorary Secretary or Honorary Assistant Secretary.

“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.

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.

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as are already financial members or Honorary Life members of the unincorporated body known as United Service Club at the date of the incorporation of the company shall be members of the Club and shall be entered in the register of members according to the class of membership being enjoyed in the United Service Club and they shall be deemed to have notice of and to have approved of the Memorandum and Articles and By-laws made thereunder and to be bound thereby. Such other persons subsequently admitted to membership in accordance with these Articles and By-laws made thereunder shall be members of the Club and shall be entered in the register of members according to the class of membership to which they have been duly elected.

4. The number of members with which the Club proposes to be registered is 500 and the Committee may from time to time register an increase of members.

5. Membership of the Club shall consist of Ordinary and Associate members. Within these classifications may be Honorary Life Members, County members, Supernumerary Members and Honorary Members.

6.

a) The basis for qualification to Ordinary membership shall be governed wholly by what the person has voluntarily done to serve his country in a military force. The following categories are eligible for such membership:-

(i) Those who volunteered for active service in the military forces of Australia or her allies and were issued with a returned from active service accreditation.

(ii) A commissioned member of such a force provided his undertaking included unrestricted overseas service.

b) Persons over 18 years of age who have not had the opportunity to qualify for Ordinary membership may be proposed as Associate members. An Associate Member has all the privileges of other members except that no more than three at one time may serve on the Board of Management and then not in the office of President or Vice President.

c) The Board of Management of the Club may at any time by ordinary resolution limit the number of Associate Members of the Club.

7. No servant of the Club shall be a member, or be eligible to be elected a member of the Committee of the Club or be entitled to vote at any meeting of the Club.

8. No person who is under the age of 18 years shall be admitted as a member of the Club.

No person shall be admitted as a member of the Club who is under the age of twenty one years unless the members proposing and seconding the admission of such members have attained the age of twenty one years.

9. The election of members shall be by the Committee at a meeting duly convened and a record shall be kept by the Secretary of the names of the members present and voting at such meeting. The election shall be by a secret ballot. In such ballot one contrary vote shall equal three favourable votes and not less than six votes shall be cast.

10. The nomination form shall set out the full name address and occupation of the nominee and shall be in form and containing such particulars as are from time to time prescribed by Section 135 (i) of the Liquor Act 1912 and shall be signed by the proposer and seconder and the nominee. The nomination form shall be lodged with the Secretary of the Club who shall place it before the Committee for preliminary consideration and if approved it shall be exhibited on the Club notice board for a period of not less than fourteen days. After fourteen days the Committee shall then decide by ballot after considering any communication that may have been received concerning the candidate whether or not to issue an invitation to him to become a member. The Committee may require further information about a candidate to be supplied as it sees fit.

The decision to issue an invitation as above referred to, shall be deemed an election. It shall lapse if the invitation shall not have been accepted and dues paid within twenty eight days of the date of issue of the invitation, but the Committee shall have power to accept any explanation for delay if it considers it satisfactory and extend the period for acceptance accordingly. All the procedure up to the issue of an invitation shall be treated as confidential within the Club. A prospective member shall be introduced to at least two members of the Committee prior to his application being dealt with.

11. No election of a nominee to membership of the Club shall take place until at least fourteen days shall have expired from the date of the posting of his nomination form on the Club Notice Board.

12. On the election of each candidate the Secretary shall notify the same to him forwarding at the same time a copy of the Rules of the Club and shall request him to pay the amount of the subscription the payment of which shall be considered as distinctly embodying his acquiescence and subjection to the Rules of the Club, but shall not entitle him to any privileges of the Club until after such payment. Members admitted after the first day of December in any year shall be liable only for half the current year's subscription.

13. The entrance fees (if any) subscriptions or payments payable by members of the Club shall be such as the **Committee** decide upon provided that the annual subscription payable by members shall not be less than **ten** dollars.

14. Subscriptions shall be paid annually in advance. Annual subscriptions shall be due for payment on the 31st day of January in each year.

15. If the subscription of any member shall not be paid before the 1st day of March in each year the Secretary shall give to the member in default seven days written notice within which such subscription must be paid and if the same shall not have been paid within the time limited by such notice the defaulting member shall be removed from the register of members by the Committee.

16. The members of the Club who were members of the United Service Club on the date of incorporation of the Club shall be deemed to be members of the Club according to their then existing class of membership in the unincorporated body known as the United Service Club.

PATRONS

17. Patrons may be appointed from time to time by the members in general meeting and they shall thereupon be deemed to be Honorary members of the Club.

COUNTRY MEMBERS

18. Members residing and/or having their place of business beyond a radius of twenty five miles from the Clubhouse or serving in any seagoing ship shall be Country members.

HONORARY LIFE MEMBERS

19. Honorary Life membership may be conferred upon a person having the qualifications for membership prescribed by Article 6 for conspicuous service to the Nation or to the Club. A proposal for the conferring of Honorary Life membership shall be supported by the signatures of not less than nine (9) financial members of the Club, and shall set forth the grounds on which the proposal is based. Such proposal shall be submitted to the Committee which shall cause it to be exhibited on the Club notice board for a period of not less than fourteen (14) days. It shall then be considered by the Committee which shall report for or against it to the next General Meeting of members.

If the General Meeting decides to proceed with the proposal a secret ballot shall be taken. In order to carry the proposal not less than thirty (30) votes shall be cast of which not less than two thirds shall be favourable. An Honorary Life member shall be entitled to all the privileges of a member but shall not be required to pay fees or subscriptions.

HONORARY MEMBERS

20. The Committee may invite distinguished visitors or visiting officers of the armed services to become Honorary members without payment of fees.

Any person who has not resided or had his principle place of business for a period exceeding six months within a radius of fifteen miles of the Clubhouse, who, prima facie, would not be excluded from membership by the provisions of Rule 6 relating to eligibility, may be admitted as an Honorary member, for a period not exceeding one month without payment of fees, by the Committee or upon being duly proposed and seconded by two financial members in an Honorary members book.

The Committee shall have power to extend such Honorary membership on such conditions as it may determine.

No person shall be again eligible as an Honorary Member within a period of three months from the expiry of his period of membership without the sanction of the President or Vice-President or two members of the Committee.

The proposer of an Honorary member shall be liable for all debts due to the Club by such Honorary member.

An Honorary member shall not be permitted to hold any office in the Club or to attend any meeting of the members and an Honorary member shall not be entitled to any vote in respect of the affairs of the Club. He shall not be entitled to introduce guests or nominate other Honorary members.

The Committee shall have power at any time to revoke the admission of an Honorary member.

SUPERNUMERARY MEMBERS

21. Any member of the Club about to leave the district may upon his written request to the Secretary (his subscription for the current year and any other liabilities to the Club being paid) become a supernumerary member and subject to Article 13 shall pay such amount per annum as the Committee may from time to time decide upon during his absence and on his return and payment of the subscription for the then current year he shall become an effective member. Any supernumerary member who on returning to the district shall fail to pay his subscription within one calendar month after his arrival shall cease to be a member of the Club unless he shall justify the delay to the satisfaction of the Committee.

NOTIFICATION OF ELECTION OF MEMBERS

22. On the election of each candidate the Secretary shall notify the same to him forwarding at the same time a copy of the Rules of the Club and shall request him to pay the amount of the subscription the payment of which shall be considered as distinctly embodying his acquiescence and subjection to the rules of the Club, but shall not entitle him to any privileges of the Club until after such payment. Members admitted after the first day of December in any year shall be liable only for half the current year's subscription.

ADDRESSES OF MEMBERS

23. Members shall from time to time communicate their addresses to the Secretary of the Club and advise him of any change of address which may occur.

RESIGNATION OF MEMBERS

24. Any member may resign his membership at any time by notifying his resignation in writing to the Secretary and thereupon he shall cease to be a member of the Club; but no such resignation shall relieve any member from the payment of his subscription or any other money due by him at the time of such resignation.

EXPULSION OF MEMBERS

25. If any member shall wilfully infringe any of the articles, rules or by-laws of the Club or if any member shall in the opinion of the Management Committee be guilty either in or out of the Club of conduct derogatory to the character of a gentleman or prejudicial to the interests of the Club such member may be at once ejected from the Club premises and it shall be in the power of the Management Committee after citing the member to appear before such committee for the purpose of making an explanation to determine whether such member shall be expelled from membership of the Club. The names of all members ceasing to be such shall be erased from the list of members and a minute duly made recording the fact. The decision of the Management Committee in every case shall be final and conclusive.

CESSATION OF MEMBERSHIP

26. Every person ceasing to be a member of the Club shall ipso facto forfeit all right to or claim upon the Club which he would have by reason of membership and in no case is membership transferable.

VISITORS

27. Members may, subject to such restrictions and qualifications as may be prescribed by the Committee, introduce visitors to the Club premises.

Any such person may be entertained only at the expense and in the presence of the member inviting him. Any member introducing a visitor shall at the time of entry of such visitor enter his name and address legibly in a Visitor's Book to be kept for the purpose in the Club premises and the member shall sign same. A visitor shall not be supplied with refreshments or intoxicating liquor in the Club premises unless on invitation and in the company of a member. The member introducing a visitor shall be responsible for his good behaviour while in the Club.

COMMITTEE

28. Powers of the committee Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and**
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and**
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.**

28a. Composition and membership of committee

(1) The committee is to consist of:

- (a) the office-bearers of the association, and**
- (b) at least 4 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 34.**

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the committee.

(2) The total number of committee members is to be 9.

(3) The office-bearers of the association are as follows:

- (a) the President,**
- (b) the Vice-President,**

- (c) the Honorary Treasurer,**
- (d) the Honorary Secretary, and**
- (e) the Honorary Assistant Secretary.**
- (4) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).**
- (5) There is no maximum number of consecutive terms for which a committee member may hold office. Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the committee.**
- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election**

29. Committee meetings and quorum

- (1) The committee shall meet once in each calendar month (hereinafter called the "Regular Monthly Meeting") at the place and time that the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the Secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside

30. The President or Vice-President may at any time and the Secretary upon the request of not less than three members of the Committee shall convene a special meeting of the Committee.

31. Subject to the provisions of these Articles the members in general meeting may by ordinary resolution remove any member or members of the Committee whomsoever or the whole of the 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.

32. The office of President Vice-President Secretary and Assistant Secretary or a member of the Committee shall ipso facto be vacated:-

- a) If he becomes bankrupt or suspends payment or compounds with his creditors or be convicted of a felony or misdemeanour or indictment.
- b) If he be an insane patient or insane person or incapable person within the meaning of the Lunacy Act 1898-1934 or the Mental Health Act 1958.
- c) If he is absent from meetings of the Committee for a continuous period of three calendar months without leave of absence from the Committee and the Committee resolves that his office be vacated.
- d) If by notice in writing to the Club he resigns his office.
- e) If he becomes prohibited from being a member of the Committee by reason of any order made under the Companies Act.
- f) If he ceases to be an Ordinary, Life or Country member of the Club.

33. No officer shall be disqualified by reason of his office from contracting within the Club either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the Club in which any officer shall be in any way interested be avoided nor shall any officer so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason only of such officer holding that office or of the fiduciary relationship thereby established but in accordance with the provisions of Section 123 of the Act it shall be the duty of the officer to declare the nature of his interest at a meeting of the Committee of the Club and it shall be the duty of the Secretary to record such declaration in the minutes of the meeting. In the case of a proposed contract such declaration shall be made at the meeting of the Committee at which the question of entering into the contract is first taken into consideration or if the Officer was not at the date of that meeting interested in the proposed contract at the next meeting of the Committee held after he becomes so interested. A general notice given to the Committee by an officer to the effect that he is a director or member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made. An officer so interested shall be counted in a quorum but shall not vote on any such contract or arrangement. An officer shall not be deemed to be interested or to have been at any time interested in any contract or proposed contract relating to any loan to the Club merely by reason of the fact that he has guaranteed or joined in guaranteeing repayment of such loan or any part of such loan.

ELECTION OF COMMITTEE

34. a) At least twenty one days before the Annual General Meeting the Secretary shall notify every member of the Club of the election. Nomination papers which must be signed by the proposer and seconder and endorsed by the candidate must be delivered to the Secretary seven days before the date of the Annual General Meeting. A list of all candidates nominated for office shall then be prepared by the Secretary and a copy of same posted in the Clubhouse. The election of office-bearers shall be at the General Meeting in a manner that such meeting shall decide. In the event of there being only sufficient candidates for any office no ballot shall be held with respect to such office, but such candidates shall be declared elected accordingly at the Annual General Meeting. Any office for

which no member shall be duly nominated as before provided shall be filled by the members at the Annual General Meeting the nomination for such to be made “viva voce”. The Secretary shall post permanently in the Club the names of all office-bearers. All office-bearers shall hold their appointments until their successors are elected.

b) The ballot shall be counted by two or more scrutineers appointed by the meeting. A candidate for any position shall not be a scrutineer and in the event of an equality of votes in favour of two or more candidates the Chairman of the meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.

c) The first members of the Committee shall be those holding office in the said unincorporated body and such members shall hold office until the first Annual General Meeting of the members of the Club after the date of incorporation, at which time Article 28 shall come into operation.

VACANCIES IN COMMITTEES

35. If the office of any officer becomes vacant the Committee shall within a period of three calendar months of such vacancy occurring appoint a successor to that office to hold that office until the next Annual General Meeting of the members.

POWERS OF COMMITTEE

36. The management of the business of the Club shall be vested in the Committee and the Committee may exercise all such 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 of these presents and to any regulations not being inconsistent with these presents from time to time made by the Club in General Meeting PROVIDED THAT no such regulation shall invalidate any prior Act of the Committee which would have been valid if such regulation had not been made.

37. The Committee may delegate any of its powers to sub-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 sub-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 Committee. The President Vice-President and Honorary Secretary shall be ex-officio members of all such sub-committees and the meetings and proceedings of any sub-committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Committee so far as the same are applicable thereto and are not superseded by any regulation made by the Committee under this clause.

38. The Committee may from time to time at its discretion borrow or secure the payment of any sum or sums of money for the purpose of the Club.

39. The Committee may raise or secure the payment or repayment of such monies in such manner and upon such terms and conditions in all respects as it may think fit and in particular by the issue or sale of bonds perpetual or redeemable debentures or debenture stock or other obligations of the Club whether perpetual or otherwise and payable to bearer or otherwise and either without security or secured by deposit or pledge of the securities or properties of the Club or by mortgage bills of exchange or promissory notes or other instruments or in any other manner and if considered advisable for any such purpose the Committee may charge assign and convey as security all or any of the Club's property and assets both present and future.

40. Bonds debentures debenture stock and other securities or obligations may be made assignable free from any equities between the Club and the person to whom the same may be issued.

41. The appointment discharge and arrangement of the duties and powers of the Secretary and/or Manager shall be the responsibility of the Committee who shall determine the honorarium or remuneration and terms of employment of such Honorary Secretary and/or Manager.

RULES (OR BY-LAWS)

42. The Committee 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 wise in relation thereto and in particular but not exclusively it may by by-laws regulate:-

- i) Such matters as they are specifically by these Articles empowered to do.
- ii) The general management control and trading activities of the Club.
- iii) The control and management of the Club premises.
- iv) The management and control of dress within the Clubhouse.
- v) The conduct of members.
- vi) The privileges to be enjoyed by members.
- vii) The relationship between the members and Club servants.
- viii) And generally all such matters as are commonly the subject matter of Club Rules or By-laws or which by the Memorandum and Articles of Association are not reserved for decision by the Club in general meetings.

43. 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.

GENERAL MEETINGS

44. A general meeting shall be held at least once in every calendar year at such time and place as may be determined by the Committee but within three months of the close of the financial year. Such meetings shall be called Annual General Meetings.

45. The Committee may whenever it thinks fit convene an extraordinary general meeting and it shall on the requisition of not less than 15 members of the Club having at the date of the deposit of the requisitions at the office of the Club a right to vote at General Meetings of the Club forthwith proceed to convene an extraordinary General Meeting of the Club and in the case of such requisition the following provisions shall have effect:-

- 1) The requisitionists must state the objects of the meeting and must be signed by the requisitionists and deposited at the office and may consist of several documents in like form each signed by one or more of the requisitionists.
- 2) If the Committee does not within twenty one days from the date of the requisitions being so

deposited duly proceed to convene the meeting to be held the requisitionists or any of them 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.

3) In the case of a meeting at which a resolution is to be proposed as a special resolution the Committee shall be deemed not to have duly convened the meeting if it does not give such notice as is required by section 144 of the Act.

4) Any meeting convened under this Clause by the requisitionists shall be convened in the same manner or as nearly as possible as that in which meetings are convened by the Committee.

5) Any reasonable expenses incurred by the requisitionists in convening any such meeting shall be repaid to the requisitionists by the Club.

46. Financial Ordinary and **Associate Members, including** Life members shall be the only members entitled to attend and to vote at Annual General Meetings or Extraordinary General Meetings of members. Each such members shall have one vote.

47. Subject to the provisions of sub-section 2 of Section 144 of the Act relating to special resolutions twenty one days' notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) 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 mentioned to all members but the accidental omission to give notice of the meeting to or the non receipt of the notice of the meeting by any member shall not invalidate the proceedings at such meeting.

PROCEEDINGS AT GENERAL MEETINGS

48. The business of any Annual General Meeting shall be to receive and consider the Financial Statements the Balance Sheet and trading accounts and the reports of the Committee and of the Auditors and to elect in the manner hereinbefore provided the President Vice-President Honorary Secretary and other members of the Committee and subject to Section 165 of the Act to elect an Auditor or Auditors and to transact any general business of the Club. All other business transacted at an Extraordinary General Meeting shall be deemed special and notice thereof shall be inserted in the notice convening the meeting.

49. 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 all Extraordinary General Meetings shall not be less than fifteen (15) members present and entitled to vote.

50. 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 Committee 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.

51. 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 appointed for holding such meeting or is unwilling to act then the Vice-President shall act as Chairman. If the Vice-President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act then a member of the

Committee or Ordinary member of the Club as the meeting shall determine shall act as Chairman.

52. Every question submitted to a meeting shall be decided by a show of hands and in the case of an equality of votes the Chairman shall have a casting vote.

53. At any General Meeting 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 of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

54. The Chairman of a General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at any adjourned meeting shall for all purposes be treated as having been passed on the date when it was in fact passed and shall not be deemed to have been passed on any earlier date.

55. Minutes of all resolutions and proceedings at General Meetings shall be made in a book provided for the purpose and any such minutes shall be signed by the Chairman of the meeting to which it relates or by the Chairman of the next succeeding meeting and if purporting to be so signed shall be receivable as evidence of the facts therein stated without further proof.

ACCOUNTS AND AUDIT

56. The Committee shall cause proper accounts and records to be kept with respect to all monetary and all other transactions of the Club pursuant to Section 161 of the Act.

57. The books of account shall be kept at the registered office of the Club or at such other place as the Committee thinks fit and shall at any time be available for the inspection of members of the Committee in pursuance of any resolution in that behalf by the Committee.

58. The Committee shall comply with the provisions of Section 162 of the Act and once in every calendar year lay before the Club in General Meeting a balance sheet as at the end of the Club's financial year and an income and expenditure account made up to the end of the financial year. Such balance sheet and income and expenditure account shall be accompanied by all documents required by law to be annexed thereto. The report of the Committee in addition to the statutory requirements shall include the following:-

- a) The number of members of each class registered in the Register of members at the date of the preparation of the report.
- b) The names of the members of the Committee.

A copy of the balance sheet and income and expenditure account accompanied by all documents required to be annexed thereto shall be posted to every member at least fourteen clear days before the date of the Annual General Meeting at which the said balance sheet and income and expenditure account are to be presented.

59. The financial year of the Club shall commence on the first day of February and end on the last day of January in the following year.

60. Auditors shall be appointed and their duties regulated in accordance with Sections 165, 166 and 167 of the Act and their remunerations shall be fixed by the Committee.

HONORARY AUDITORS

61. (a) An Hon. Auditor who shall not be a member of the Committee shall be appointed at each Annual Meeting. Such Auditor shall remain in office until the next Annual Meeting unless sooner removed by death, resignation or otherwise. Any vacancy occurring during the year shall be filled by the Committee.
- (b) The Auditors jointly shall have power to call at any time for the production of all books, papers, accounts and documents relating to the affairs of the Club. The yearly accounts shall be audited by them and if correct certified in writing under their hand before they are submitted to the Annual General Meeting or exhibited upon the notice-board of the Club.

HONORARY SECRETARY AND/OR MANAGER

62. a) The Honorary Secretary and/or Manager shall carry out all duties and instructions which the President or Committee shall direct.
- b) He shall convene and if requested attend Meetings of the Committee and of sub-committees taking minutes of the business transacted thereat and shall enter them in the minute book.
- c) He shall conduct keep and produce the correspondence in connection with the Club.
- d) He shall keep at the Club premises a register containing the names addresses and occupations of of payment by them of subscriptions entrance fees and all other moneys due by them.
- e) He shall keep on the Club premises a register in which he shall enter or cause to be entered the names and addresses of all persons (not being persons whose names and other particulars have been entered in the register kept pursuant to Clause (d) of this Article) who are admitted as honorary members of the Club for a limited period and the dates upon which such period commences and terminates.
- 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 Committee.
- g) 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.
- h) He shall generally perform and carry out all the duties pertaining to the office of Secretary and/or Manager for the benefit of the Club and the well being of its members.

SEAL

63. The Committee shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Committee previously given and in the presence of two members of the Committee 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 Committee.

NOTICES

64. A notice may be served by the Club upon any member either personally or by sending it through the post in a prepaid letter envelope or wrapper addressed to such member at his place of address shown in the register of members (hereinafter called "his registered place of address") or by leaving it in an envelope or wrapper addressed as aforesaid at his registered place of address.
65. Any member whose registered place of address is not in the Commonwealth of Australia may

from time to time notify in writing to the Club an address in the Commonwealth of Australia which shall be deemed his registered place of address within the meaning of Article 64.

66. As regards those members who have no registered place of address in the Commonwealth of Australia a notice posted up in the Club premises shall be deemed to be well served on such members at the expiration of twenty four hours after it is so posted up.

67. Any notice sent by post shall be deemed to have been served on the day following that on which the letter envelope or wrapper containing same is posted and in proving such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and put into the post office or some postal receptacle. A certificate in writing signed by the Secretary or other officer of the Club that the letter envelope or wrapper containing the notice was so addressed and posted shall be prima facie evidence thereof.

68. Any notice or document sent by post whether by posting it at a post office or in some postal receptacle to or left at the registered address of any member in pursuance of these presents shall notwithstanding such member be then deceased and whether or not the Club have notice of his decease be deemed to have been duly served and such shall for all purposes of these presents be deemed a sufficient service of such notice or document on his heirs executors or administrators.

69. The signature to any notice to be given by the Club may be written or printed.

70. Where a given number of days' notice or notice extending over any period is required to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.

INDEMNITY TO OFFICERS

71. (a) Every person who is or has been an officer (as defined in Section 241 of the Corporations Law) or auditor of the company shall be indemnified, to the maximum extent permitted by law, out of the property of the company against any liabilities for costs and expenses incurred by that person:

(i) in defending any proceedings whether civil or criminal, in which judgement is given in that person's favour or in which that person is acquitted;

(ii) in connection with any application in relation to such proceedings in which relief is granted to that person under the Corporations Law by the Court.

(b) Every person who is an officer (as defined in Section 241 of the Corporations Law) or an auditor of the company shall be indemnified, to the maximum extent permitted by law, out of the property of the company against any liability to another person (other than the company or a related body corporate) as such officer or auditor unless the liability arises out of conduct involving a lack of good faith. This indemnity does not apply to a liability incurred before April 15th, 1994.

(c) The Company may pay a premium for a contract insuring a person who is or has been an officer or auditor of the company against a liability:

(i) incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the company or a contravention of sections

232(5) or (6) of the Corporations Law; and

(ii) for costs and expenses incurred by that person in defending proceedings whether civil or criminal and whatever the outcome.

72. No officer of the Club shall be liable for the accounts receipts neglects or defaults of any other officer or for the joining in any receipts or other act of conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of any securities in or upon which any of the monies of the Club shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any monies securities or effects shall be deposited or for any loss damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own negligence default breach of duty or breach of trust.

LIQUOR AND GAMBLING

73. (a) No liquor shall be sold or supplied to any person under eighteen years of age.
(b) No person under twenty one years of age unless he has attained the age of eighteen years and has served outside Australia as a member of the Armed Forces of the Commonwealth shall use or operate or be allowed to use or operate poker machines on the Club premises.

GENERAL

74. No payment or part payment of the remuneration of the Secretary and/or Manager or other servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.

75. The Articles of Association shall be read and construed subject to the provisions of the Liquor Act 1912 and the Act amending the same 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.

APPLICATION OF PROFITS

76. The Club is a non-proprietary Club. The profits and other income of the Club shall be applied to the promotion of the purposes for which the members of the Club are associated together and no payment of any dividends or distribution of profits or income to or amongst the members of the Club shall be made PROVIDED THAT nothing herein contained shall prevent the payment by way of honorarium to any officer of the Club for services actually rendered to the Club.

AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION.

77. The Memorandum of Association and these Articles may be altered or amended at an Annual General Meeting or Extraordinary General Meeting of which due notice has been given to members of the Club. The majority required for the passing of a resolution relating to such alterations or amendments to the Memorandum of Association or these Articles shall be seventy five (75) per cent of the total of the financial Ordinary members, **Associate Members**, Honorary Life members and Country members present and voting at the said meeting.

WE, the several persons whose names and addresses are subscribed being subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

Signatures of Subscribers	Witness to Signatures
F.O. Jackson	Boyd Johnson Solicitor Newcastle.
J.A. Semple	Boyd Johnson
A.T. Maley	Boyd Johnson
G.A. Earle	Boyd Johnson
G.J. Tiernan	Boyd Johnson

Signatures of Subscribers	Witness to Signatures
J.S. Dawe	Boyd Johnson
L.J. Kelaher	Boyd Johnson
W.G. Parkhill	Boyd Johnson
N.L. Hodgetts	Boyd Johnson
N.R. Watkins	Boyd Johnson
J. Moodie	Boyd Johnson

DATED this 3rd day of November, 1972.