

ARTICLES OF Association

**KURRI GOLF CLUB LIMITED**

**1. Definitions**

- (a) The “Act” means the Corporations Law 1990 as amended.
- (b) The “Articles” means these Articles of Association of Kurri Golf Club Limited
- (c) The “Annual General Meeting” means the General meeting held each year as required by the Act and these Articles
- (d) The “Club” means the Kurri Golf Club Limited
- (e) The “Board” means the Board of Directors, who shall be the governing body of the Club and they shall be elected in accordance with the provisions of these Articles.
- (f) A “Member” means any person who is nominated in accordance with these Articles and who pays the Prescribed Fee for Membership in the appropriate category.
- (g) The “Office” means the registered office for the time being of the Club.
- (h) The “By-Laws” means the by-laws of the Club as issued by the Board from time to time.
- (i) “Notice Board” means a board provided in the Club premises on which notices for the information of Members and their Guests are posted.
- (j) The “Secretary” means the Club Manager or Chief Executive Officer and includes a Secretary / Manager
- (k) A “Regulation” means any instruction issued by the Board or any Sub Committee under the provisions of the Articles for the guidance and direction of Members and others using the Club.
- (l) Words or expressions contained in these Articles shall be interpreted in accordance with the meaning as set out in the Interpretation Act, 1987 and the Registered Clubs Act, 1997 as amended and as may be amended from time to time.
- (m) The “Entrance Fee ” means the fee payable to the Club to accompany an application to become a Member
- (n) The “Prescribed Fee ” means the annual fee payable to the Club for any Category of a Membership.
- (o) “RCA” means the Registered Clubs Act 1991 as amended.



## **2. The Act**

Any regulations contained in the Schedules to the Act are excluded and shall not apply to the Club except insofar as they are contained in the Articles.

## **3. Limit of Membership**

The Board may, as it sees fit, limit the number of Members in any one or all of the categories of Membership as set out in Article 4. The number of Members of the Club, for the purpose of registration, is no more than one thousand but the Board may from time to time register an increase or decrease of Members. Category A Members must comprise more than 50% of the total current Membership.

## **4. Categories of Membership**

The Board may, as it sees fit, define within the following categories any class of Member in accordance with the provisions of the Articles and any law being in force at the time.

All categories apply to persons who have been elected to the Club in the prescribed manner and have paid the Prescribed Fees set by the Board.

### **Ordinary Members**

#### **(a). Category A - FULL**

A person who has attained the age of eighteen (18) years and over and who has paid the Entrance Fee and Prescribed Fee or has had the Entrance Fee waived by the Board by progression from Category B.

A Member has full Membership rights and may enjoy all rights of the golf course and Club premises at all time unless otherwise directed by the Board in accordance with the Articles.

#### **(b). Category B - RESTRICTED and JUNIOR**

A person who has paid the Entrance Fee and Prescribed Fee.

A Member has restricted Membership rights as determined from time to time by the Board in accordance with the Articles.

A Member shall not be eligible for election to the Board, nor shall the Member be entitled to attend or vote at any General Meeting.

Subject to the approval of the Board, a Member is entitled to participate in any sub-committee established in accordance with the provisions of the Articles.

A Junior member is a person under the age of 18 years and who has paid the Entrance Fee and Prescribed Fee.

A Junior member has access rights to the golf course, limited access to the Club Premises and is not allowed intoxicating liquor.

### **(c). Category C - SOCIAL**

A person who has attained the age of eighteen (18) years and over.

A Member has restricted Membership rights as determined from time to time by the Board in accordance with the Articles.

A Member shall not be entitled participate in golf events at the Club unless invited by the Board and has no rights or priority for usage of the golf course other than those the Board may extend to non-Members.

A Member shall not be eligible for election to the Board, nor shall the Member be entitled to attend or vote at any General Meeting.

Subject to the approval of the Board a Member is entitled to participate in any sub-committee established in accordance with the provisions of the Articles.

## **5. Provisional Member**

A person who has applied for a category of Membership of the Club and who has completed and lodged with the Secretary the appropriate form and fees shall provisionally accepted as a Member of the Club in the specified category.

That person shall enjoy the rights that the category of Membership provides, except that a person who has applied for a Category A class of Membership can only enjoy Category B entitlement until that person has been elected to the Club.

That person ceases to be a Provisional Member upon:

1. Refusal of the membership application by the board
2. Failure to pay the Prescribed Fee
3. Election as a Member of the Club.

## **6 Honorary Member**

The Board may from time to time if they think fit elect a Patron or Patrons of the Club who shall be ex-officio an honorary Member or honorary Members of any Membership category as it sees fit, and shall include such prominent citizen or local dignity as the Board may from time to time may determine.

## **7. Temporary Member**

May be a person over the age of eighteen (18) years who:

- a) Is a Member of a similar registered club or association
- b) Is a person who is a Member of another Registered Club or organisation whose activities are sponsored or supported by the Club and who is attending the Club to participate in an organised sport, competition or golf event for the day
- c) Satisfies the provisions criteria to the club in accordance with the RCA as regulated
- d) Is a person or persons visiting the Kurri Kurri area whose ordinary place of residence is not within 5 kilometres of the Club.
- e) A Temporary Member must enter his/her name, address and sign the Temporary Member Register, kept for that purpose, each day that person enters the Club. A Temporary Member cannot sign in a Guest or Guests.

## **8. Guest**

A Guest is a person who is admitted to the Club as a Guest of a Member, in accordance with the provisions of the RCA.

A Guest must:

- a) remain in the reasonable company of the Member whilst on the Club premises but must not remain on the Club premises longer than the Member who signed the Guests in the Club;
- b) Be over the age of 18 years, enter his/her name and address in and sign the Guest register kept for that purpose, countersigned by the Member, each time the Guest enters the Club in a Member's company. That Member is responsible for the Guest's conduct and dress both in the Club premises and in the immediate neighborhood.
- c) No Guest shall be supplied with liquor on the Club premises unless in the company and on invitation of a Member.
- d) No Guest under the age of eighteen (18) years shall be allowed in restricted areas of the licensed premises and shall not be served with intoxicating liquor on any part of the Club premises. Persons under eighteen (18) years may use the Dining area for the purpose of dining only and in the company of an adult Member but shall not be served with intoxicating liquor.

## **9. Life Member**

On the recommendation of 75% of the Members of the Board present at the meeting of the Board, at which such recommendation is proposed, any person being a Member of the Club, who in the opinion of the Board, has rendered considerable service to the Club, and whose case is exceptional or unusual, or of distinguished merit, may, at any General Meeting of the Club, be elected a Life Member of the Club, without any special payment for such life Membership. A two-thirds majority of those present and voting at any such General Meeting shall be necessary to endorse such election. Every Life Member shall be entitled to all the privileges, and be subject to all the obligations of a Member of the Club, during the life of that Member (subject nevertheless to Articles 58,59,60 and 61 hereof), without any further payment annual or otherwise, except in respect of the obligation contained in

Clause 5 of the Memorandum of Association of the Club.

## **10. Application for Membership**

Every candidate for Membership of the Club must be nominated and seconded by a Category A Member of the Club. The application for Membership shall be in writing in the form as may from time to time be approved by the Board and shall be completed in every respect and be forwarded to the Secretary accompanied by the appropriate Entrance for the nominated category of Membership.

Once a candidate has lodged the nomination and paid the appropriate fees for the nominated category of Membership, that person shall be entitled to provisional Membership, in accordance with Article 5, pending determination of the application by the Board. Should the Board not accept the application that person shall cease to be a Provisional Member and the Entrance Fee paid refunded.

The Secretary shall, within a period of seven days after receipt of such application, cause a notice, giving the required details thereof, (currently names & address) to be posted on the Notice Board and such notice shall remain so posted for a period of at least seven days prior to election. The Secretary shall make the appropriate entry in the Register of Members showing the candidate as a Provisional Member in the appropriate category.

Any Member shall have a right of appearance before the Board in regard to the application by any candidate for Membership to the Club. Such candidate may be elected by the Board provided however a two-thirds majority of votes cast in favour of such election shall be required. In no case shall the Board be required to give a reason for the rejection of an applicant.

On the election of a Member the Secretary shall within seven (7) days of such election, notify the Member of the election.

The candidate shall remain a provisional for the period of one (1) month after receiving notice of election to the Club, or until the balance of the prescribed fee is paid to the Club.

## **11. Fees**

The Entrance Fee and Prescribed Fee payable by Members of all categories of Membership of the Club shall be such, as the Board shall from time to time prescribe.

## **12. Fee Reduction**

The Board in setting the Entrance Fee and Prescribed Fee payable by Members may make provision to encourage new members, continuation of Membership, and to assist persons on lower or reduced income. The Board may, as it sees fit, also provide a Prescribed Fee reduction for new

Members elected for that portion of the current year remaining prior to Prescribed Fees becoming due.

### **13. Payment of Fees**

Annual Prescribed Fees shall become due payable in advance by the thirtieth day of June in every year.

The Board may, as it sees fit, invoice Members for the Prescribed Fees at any time within three (3) months before such fees become due. Any Prescribed Fee for new Membership accepted during the invoice period shall be deemed to be for the forthcoming Membership period.

The Board may, as it sees fit and only under exceptional circumstance of Member financial hardship, allow Prescribed Fees for any Category A class of Membership to be paid in installments.

The board shall, as it sees fit and where it is appropriate for any category of Member, allocate such proportion of the Prescribed Fee for the purpose of essential affiliation with any sporting association or union.

### **14. Additional Payments**

The Board may recommend to a General meeting of Members, which shall have the power from time to time to impose additional payments upon Members for the purposes of the Club, and to fix the time within any such additional payment shall be made.

### **15. Default of Payment of Fees**

For the purposes of this article the required period is within one (1) month of the due date subject to Article 13.

A Category A or Category B class of Member who fails to pay the Prescribed Fee within the required period subject to this article will be debarred from all privileges of the Club. After notice by the Secretary of such default, the Member shall be given a further fourteen (14) days from the date of such notice to make any outstanding payment. Failure to make such payment after this further period will result in immediate termination of Membership and the Member's name will be removed from the register.

A Category C Member who fails to pay the Prescribed Fee within the required period will immediately cease to be a Member of the Club and the Member's name will be removed from the Register.

A Provisional Member who fails to pay the Prescribed Fee within the required period will have such election declared null and void.

The Board shall, as it sees fit, determine if this article is to be applied to any Member who defaults payment of additional payments subject to Article 14.

### **16. Postponement of Membership**

A Category A or Category B Member may, upon written notice to the Board, apply for postponement of that class of Membership. The Board, as it sees fit, will determine the period of postponement during which time the Member must maintain Category C Membership.

The Member upon application for reinstatement of a Category A or Category B class of Membership will be exempt from the payment of any Entrance Fee applicable at the time.

## **17. Termination of Membership**

Other than by the default of the Member subject to Article 15 or by forced termination by the Board subject to the Articles a Member may at any time resign the Membership of the Club by written notice to the Board but shall not be entitled to a refund of any fees paid.

## **GENERAL MEETINGS**

**18.**

The Annual General Meeting of the Club, shall be held in each year at such time and place as shall be determined by the Board.

At least fourteen days notice of the Annual General Meeting shall be given by placement of a notice on the notice board or in local newspapers circulating within the Kurri Kurri District

The said Notice shall specify the place, date and hour of the meeting and in the case of special business, the nature of that business.

**19**

The above mentioned Annual General Meeting shall be called the Annual General Meeting. All other General Meetings shall be called Extraordinary General Meetings.

**20.**

An Extraordinary General Meeting may be called on any date by the President or the Board and shall be called by the Secretary upon receipt by him of a requisition, which need not be in one document, signed by not less than twenty-five (25) Category A Members, stating the business to be considered. The date of such meeting shall be within twenty-eight days of receipt of such requisition. Provided that if notice of such meeting is not given within fourteen (14) days of receipt of the requisition the requisitionists or a majority of them may themselves call the meeting and for that purpose shall have access to the register of Members and any other records necessary for the purpose of calling meetings of Members.

## **NOTICE OF GENERAL MEETINGS**

**21**

Subject to the provisions of Sub-section (1) of section one hundred and forty four (144) of the Act relating to Special Resolutions notice of General



Meetings of the Club shall be given to Members at least twenty one (21) clear days before the date of the meeting by notice posted on the Notice Board and advertised in a local newspaper. Such notice shall specify the place, the day and the hour of the Meeting and in the case of special business the general nature of the business.

**22.**

The accidental omission to give notice of a Meeting to any Member or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings of any Meeting.

### **QUORUM FOR GENERAL MEETINGS**

**23.**

(a) At any Annual General Meeting ten (10) Category A Members present in person shall be a quorum.

(b) At any Extraordinary General Meeting called by the President or the Board twenty (20) Category A Members present in person shall be a quorum.

(c) An Extraordinary General Meeting called on or by the requisition of Category A Members thirty Members shall constitute a quorum.

If a quorum be not present within thirty minutes of the time fixed for an Annual or Extraordinary General Meeting the meeting if convened on or by the requisition of Members shall be dissolved; if convened by the President or by the authority of the Board it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the Members present shall be a quorum .

### **PROCEEDINGS AT GENERAL MEETINGS**

**24**

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

(a) To confirm the Minutes of the previous Annual General Meeting

(b) To receive and consider the reports of the Committee;

(c) To receive and consider the Balance Sheet Income and Expenditure Account and the report of the Auditor;

(d) To elect the Board for the ensuing year;

(e) To appoint an auditor or auditors;

(f) To deal with any business given of which due notice has been given;

(g) To deal with any other business that the meeting may approve of which due notice has not been given.

**25**

Notice of any motion or business to be included in the agenda for any General Meetings not being of a kind or nature in respect of which a Special Resolution required by the Act shall be signed by two Members, and must be delivered to the Secretary at least fourteen (14) days clear prior to the date of such meetings. In the absence of both the Members

any other Member may with the consent of the meeting move giving the notice the motion.

**26**

The president shall if present be entitled to preside at all General Meetings of the Club. Should the President be absent the same procedure for the appointment of Chairman shall be followed as is provided in Article 48 (b) of these Articles for the appointment of a Chairman at a meeting of the Board.

**27**

The Chairman may with the consent of any General 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.

**28**

Every question submitted to a General Meeting of the Club or to any meeting of the Board or any sub-committee shall be decided in the first instance by a show of hands and in the case of equality of votes the Chairman shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a Member.

**29**

At any General Meeting unless a poll is demanded by the Chairman or by at least five Members present and entitled to a vote at the 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 the votes recorded in favour of, or against such resolution.

**30**

If such a poll is demanded as aforesaid, it shall be taken in such manner, and at such time and place as the Chairman of the meeting directs, and either at once, or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of the poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same, and such determination made in good faith, shall be final and conclusive.

**31**

The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairman of a meeting, and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

**32**

Any General Meeting, at which a quorum is present, may be adjourned by resolution as the meeting may determine, and no notice of such adjournment need be given.

### **VOTES OF MEMBERS**

**33**

Every Member eligible to vote shall both on a show of hands, and on the taking of a poll, have one vote.

**34**

Only Category A Members shall be entitled to attend and vote at any General Meeting.

### **PATRON**

**35**

A Patron or Patrons may be elected at the Annual General Meeting for the ensuing year.

### **CLUB MANAGEMENT STRUCTURE**

(Board)

**36**

The business and affairs of the Club and the custody and control of its funds shall be managed by a Board of Directors consisting of twelve (12) Members. The Board shall consist of a President, Senior Vice-President, two (2) Vice Presidents, Honorary Treasurer, Captain and six (6) Directors. The Executive Committee shall consist of The President, Snr Vice President, Secretary, Captain and Treasurer

**37**

The Members of the Board shall hold office until the next ensuing Annual General Meeting when they shall retire and shall be eligible for re-election.

**38**

No Member of the Club who is also a servant of the Club shall be elected to the Board of Directors.

### **ELECTION OF THE BOARD OF DIRECTORS**

**39**

The Board shall be elected annually by the Members eligible to vote from persons nominated as hereinafter provided: (1) 30 days before the election the Secretary shall call nominations for positions on the Board (2) Nominations shall close fourteen (14) days before the date fixed for the Annual General Meeting

All Category A Members shall be entitled to be nominated for the Board.

Out of the persons nominated the Members of the Board shall be elected for the next ensuing twelve months.

**40**

Nominations for election of the Board shall be made in writing and signed by two Category A Members eligible to vote and by the nominee who shall also signify his consent to the nomination.

The Secretary shall immediately after closing of nominations post the names of the candidates on the notice Board.

If the full number of candidates for the positions or Board is not nominated as prescribed, nominations may be taken from the floor at the Annual General 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 the Returning Officer shall, with the consent of the nominee or nominees, declare those nominated duly elected.

The Board shall nominate Returning Officers prior to the Annual General Meeting.

No person currently under suspension by the Board in accordance with these Articles shall be eligible to nominate, stand for or be elected to the Board of the Club.

**41**

An election by ballot of the Members of the Board shall be conducted in such manner as may be determined by the Board.

### **CASUAL VACANCIES IN THE BOARD OF DIRECTORS**

**42**

Any casual vacancy or vacancies which may occur in the Board may be filled by the Board and any person or persons appointed shall hold office until the next Annual General Meeting when he or they shall retire but shall be eligible for re-election.

### **VACANCIES IN THE BOARD OF DIRECTORS**

**43**

If any Member of the Board shall die or shall fail to attend a regular Board Meeting for three consecutive meetings without leave of absence or if they shall resign or if they shall become bankrupt or of unsound mind their office shall be declared vacant by the Board and they shall ipso facto cease to be a Member of the Board. The Board may appoint a successor to hold office until the next election by the annual General Meeting and until such appointment is made the continuing Members of the Board may act notwithstanding such vacancy.

The Club may by special resolution carried at an Extraordinary General Meeting remove any Member of the Board or all the Members of the Board before the expiration of their period of office and appoint another or other Member of the Board or Members of the Board as the case may be in their place. The person or persons so appointed shall hold office during such time only as the Member or Members of the Board removed would have held office if they had not been so removed.

#### **ACT OF THE BOARD**

**44**

All acts done at any Board Meeting or by any person acting as a Member of the Board shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Member or Members or that that they 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.

#### **VOLUNTARY SERVICES OF THE BOARD**

**45**

Subject to the provisions of Clause 7 of the Memorandum no Member of the Board shall receive any remuneration for their services in their capacity as a Member of the Board.

#### **POWERS AND DUTIES OF THE BOARD**

**46**

The business and general affairs of the Club shall be under the management of the Board. The Board have full control of the property of the Club and absolute authority subject to the Memorandum of Association regarding its disposition and in the conduct and administration of all affairs and business of the Club. This including the rights and privileges of Members, except insofar as is otherwise expressly provided by these Articles. In particular but not limited to and without derogating from the general powers here in before conferred the Board shall have power from time to time:

(a) To appoint, from time to time as it sees fit, from among its Member or other Members of the Club, a sub-committee for any purpose whatsoever and to delegate to any such sub-committee such powers as it may think fit (and any such appointment or delegation from time to time to revoke or

alter).

Unless otherwise specified in the minutes of the Board appointing the sub-committee, the quorum of all sub-committees shall consist of a majority of the Members of such sub-committee,

Sub Committees for the administration of the game of golf (Match Committees, Greens Committee, House Committee, Finance Committee) will be appointed by the board, with where possible, the majority of sub committee Members to be Board Members. Where this is not possible, the sub committee must make monthly reports to the Board.

(b) To make such By-laws, Rules or Regulations not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects and property and for the convenience comfort and well-being of the Members of the Club and to amend or rescind from time to time any such by-laws rules and regulations.

(c) To enforce the observance of all by-laws rules and regulations by suspension from enjoyment of Club privileges or any of them or otherwise as the Board thinks fit.

(d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.

(e) To engage appoint, control, remove, discharge, suspend and dismiss such managers secretaries officers representatives agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration. No payment or part payment of any Secretary Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied, or from the keeping, using and operating poker machines.

(f) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.

(g) To secure the fulfillment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.

(h) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club, or its officers, or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to Arbitration and to observe and perform the award.

(i) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques, bills of exchange

promissory notes and other documents or instruments.

(j) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time vary or realise such investments.

(k) From time to time, at its discretion, to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it sees fit. Sit and in particular by the issue of debentures or debenture stocks perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged by any mortgage charge or other security upon or over all or any Part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

(l) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to let any property of the Club and with the sanction of a general meeting of the Club to lease demise exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED THAT the power to lease let or demise shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Liquor Act 1912 as amended without the consent of the Licensing Court being obtained.

(m) To fix the maximum number or each category of Members who may be admitted to the Club.

(n) To fine, caution or suspend for such period as it thinks fit any Member who shall willfully infringe any provision of the Memorandum or Articles of Association or of the By-Laws Rules or Regulations of the Club or who shall in the opinion of the Board be guilty either in or out of the Club premises of conduct unbecoming of a Member or Prejudicial to the interests of the Club.

(o) To impose any restrictions or limitations on the rights and privileges of Members and visitors relating to the use by them of the Club premises and/or amenity or facility therein contained or relating to their conduct behavior clothing and dress whilst on the said premises.

(p) To recommend the amount of out of pocket expenses payable to any Member of the Board under Clause 7 of the Memorandum and subject to approval by a General Meeting to pay such an out of pocket expense.

(q) To repay actual out-of-pocket expenses incurred by any Member of the Board.

(r) To delegate day to day running and other matters rising in the administration of the Club to the Executive Committee.

## **BY - LAWS**

**47**

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

## **BOARD MEETINGS**

**48**

(a) The Board shall meet at least once in every calendar month for the transaction of business. The names of all Members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be seven (7) Members of the Board.

(b) The President of the Club shall if present preside at all meetings of the Board. In his absence a Vice President shall preside and in the event of both President and Vice Presidents being absent the meeting shall elect a Member of the Board to be Chairman of the meeting. The President or Chairman of such meeting shall have a deliberative vote only.

## **ACCOUNTS AND AUDIT**

**49**

The Secretary or Treasurer shall cause correct accounts and books to be kept showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature and showing in particular and without limiting the generality hereof:

(a) All sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place.

(b) All sales and purchases of goods by the Club.

(c) The assets credits and liabilities of the Club.

**50**

The books of account shall be kept at the registered office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of Members of the Board.

**51**

(a) The Board shall comply with the provisions of the Act and once every year, cause to be prepared 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 which Balance Sheet and Income and Expenditure



Account shall together with the report of the Board and the Auditor's report be laid before the Annual General Meeting of the Club as provided for in these Articles.

(b) The report of the Board referred to in the foregoing Clause (a) shall include statements showing:

- (i) The amount (if any) written off for depreciation;
- (ii) The amount if any which the Board proposes to transfer to the Reserve Fund or Funds of the Club;
- (iii) The number of Members of each class registered in the Register of Members at the date of the preparation of the report;
- (iv) The names of Members of the Board.

(c) A copy of the Balance Sheet Auditor's Report and Income and Expenditure Account accompanied by a copy of the report of the Board shall be exhibited in the Club house and copies made available at the Clubhouse on request, at least fourteen (14) days before the date of the General Meeting at which the said accounts and report are to be presented.

## **AUDITORS**

**52**

Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

## **FINANCIAL YEAR**

**53**

The financial year of the Club shall commence on the first day of October and end on the last day of September in each year.

## **SECRETARY**

**54**

The Secretary shall in addition to such duties and obligations, which are imposed by the Act -

(a) Keep a minute book wherein shall be entered minutes of all resolutions and proceedings of General Meetings as also all meetings of the Board;

(b) Keep a copy of all by-laws made by the Board;

(c) Call all meetings in accordance with the rules and shall in all respects perform the duties imposed by the Board. Should the Secretary be absent or ill or should he neglect or refuse to do anything required by the rules, the Board shall have the power to appoint any Member of the Club to act in this capacity. The Board shall also have the power to appoint an Assistant Secretary.

(d) Keep in the Club's premises a register of Members setting forth the names in full, occupation and address of each Member and specifying the category of Membership to which they belong, and the date of the latest payment by each Member of the prescribed fee.

(e) Keep in the Club's premises all other registers required by the Act;

(f) Submit the Annual Report of the Board to the Annual General Meeting;

(g) In the absence of the Honorary Treasurer, receive and give receipts for monies of the Club and account to him for same;

(h) Take such steps as the Board may direct to guard against any Member or servant of the Club doing any act prejudicial to the Clubs' Certificate of Registration, and as soon as practicable after being brought under the Secretaries notice, report the doing of such act or any infringement of these Articles to the Board.

## **SEAL**

**55**

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

## **NOTICES**

**56**

A notice may be given by the Club to any Member either personally or by mailing to the members registered address, or by placement of a notice on the notice board or a local newspaper circulating within the Kurri Kurri District..

**57**

A Notice Board shall be kept in the Club House. No person except a Member of the Board or sub-committee authorised by the Board shall put any notice or written matter on the Notice Board or elsewhere in the Club house nor alter any notice already exhibited. All notices exhibited on the Notice Board must be signed.

## **CESSATION OF MEMBERSHIP**

**58**

If any Member shall refuse or neglect to comply with the provisions of the Memorandum and Articles of Association By-Laws, Rules or Regulations of the Club or if any Member shall in the opinion of the Board be guilty of any conduct deemed by the Board to be unbecoming of a Member or prejudicial to the interests of the Club such Member may be expelled by resolution of the Board and such resolution need not state the grounds facts or opinions upon which it is based; PROVIDED:

(a) That at least seven (7) days before the meeting at which such resolution is passed the Member concerned shall be notified in writing by registered mail of the intended resolution and requested to be present at the meeting and that he shall at such meeting and before such resolution is passed have had an opportunity of giving orally or in writing any explanation or defense he may think fit;

(b) That fourteen (14) days written notice of the meeting to consider the case of a Member under this Article shall be given to the Members of the Board and that notice convening the meeting shall state that the case on the particular Member or Members and the question of their Membership are to be considered.

Any resolution under this Article shall require for its passage a simple majority of the votes of the Members of the Board present.

**59**

Should a Member incur any debt to the Club or to the Club's staff or servants or persons under contract to the Club (which debt is not covered by the provisions of Article 9 hereof) and fail to discharge such debt upon request in writing by the Secretary, the member may by resolution of a meeting of the Board be suspended or expelled from Membership provided that before so resolving the Board shall give the Member concerned seven (7) days' notice of its intention to take such course but the provisions of Article 56 shall not apply.

**60**

Every person ceasing to be a Member of the Club whether by retirement, expulsion, death, neglecting to pay the Entrance Fee or the Prescribed Fee or otherwise shall forfeit ipso facto all rights as a Member of the Club but shall remain liable for any monies due or payable under the provisions of Clause 5 of the Memorandum of Association.

**61**

The President may at any time summarily suspend an offending Member from the privileges of the Club and such suspension shall have effect until the next meeting of the Board when the Member's conduct shall be dealt with.

#### **ADDRESSES OF MEMBERS**

**62**

Every Member shall on becoming a Member furnish to the Secretary

particulars of his address and occupation if those particulars have not already been stated on the nomination for Membership and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be a Member's registered address for the purpose of the issue of notices.

### **INDEMNITY**

**63**

(a) Every Member of the Board and of any subcommittee constituted under the Articles and every officer of the Club and any person (whether an officer of the Club or not) employed by the Club as auditor shall be indemnified out of the funds of the Club against all liability incurred as such Member of the Board or sub-Committee or as Secretary officer or auditor in defending any proceedings whether civil or criminal in which judgment is given in their favor or in which he is acquitted or in connection with any application under Section 36 of the Act in which relief is granted to them by the Court.

(b) Any officer of the Club who, by the authority of these Articles or of a General Meeting or of the Board, accepts or incurs any pecuniary Liability on behalf of the Club, shall be held indemnified by the Club against any personal loss in respect of such liability.

### **VISITORS, CONTROL OF LIQUOR AND POKER MACHINES**

**64**

No Guest shall be supplied with liquor on the Club's premises unless on the invitation of and in the company of a Member. Guests shall not be admitted in the Club unless accompanied by a Member.

**65**

(a) Liquor shall not be sold or supplied in the Club's premises to any person under the age of eighteen (18) years.

(b) No person under the age of eighteen (18) shall use or operate, or be allowed to use or operate poker machines on the Club premises.

### **MISCELLANEOUS**

**66**

Any heading attached to any of these Articles shall not effect the construction.

**67**

No Member shall give any money fee or gratuity or other gift or any tip to any employee of the Club in any circumstances whatsoever except in the course of a general collection approved by the Board.

**68**

Subject to such conditions (if any) as the donor may impose all prizes shall be competed for under such regulations and subject to such conditions as

the Board may determine.

**69**

No person other than the Club or its Members shall directly or indirectly derive any profit or advantage from the fact that the Club is or may be registered in accordance with the provisions of the Liquor Act 1912 or under the Gaming and Betting (Poker Machines) act 1956 or from any added value which may accrue because of such registration to the land upon which the Club's premises are situated.

**70**

The power to lease contained in the Memorandum of Association and in these Articles shall not be exercised in respect or any part or parts of the premises or the Club which: may be the subject of a Certificate of Registration granted under the provisions of the Liquor Act 1912 as amended without the consent of the Licensing Court being first obtained.