



# **MEMORANDUM AND ARTICLES OF ASSOCIATION**

**OF BANKSTOWN DISTRICT SPORTS CLUB LIMITED**



**Companies Act 1936**  
A Company not for gain  
Limited by Guarantee

# **MEMORANDUM and ARTICLES OF ASSOCIATION**

**of BANKSTOWN DISTRICT SPORTS CLUB LIMITED**

**SCULLY LEGAL**  
Lawyers  
Bankstown

NEW SOUTH WALES

No. 727419

**CERTIFICATION OF INCORPORATION  
OF COMPANY  
THE COMPANIES ACT, 1936  
(Section 28)**

THIS IS TO CERTIFY -

- (1) that "BANKSTOWN DISTRICT SPORTS CLUB LIMITED" is incorporated under the Companies Act, 1936.
- (2) that the date of Incorporation of the said Company is the Seventh day of August one thousand nine hundred and fifty-eight.
- (3) that the said Company is limited by guarantee.

GIVEN under my hand, at Sydney, this seventh day of August one thousand nine hundred and fifty-eight.

A.SWANSON,  
DEPUTY REGISTER-GENERAL

# COMPANIES ACT 1936

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## MEMORANDUM OF ASSOCIATION OF BANKSTOWN DISTRICT SPORTS CLUB LIMITED

1. THE NAME OF THE COMPANY (HEREINAFTER CALLED "THE CLUB") IS BANKSTOWN DISTRICT SPORTS CLUB LIMITED.
2. The Registered Office of the Club shall be situated at Bankstown or in such other place in New South Wales as the Board may from time to time determine.
3. The objects for which the Club is established are: -
  - (a) To provide for members and for members' guests a Social and Sporting Club with all the usual facilities of a Club including residential and other accommodation liquid and other refreshment libraries and provision for sporting musical and educational activities and other social amenities.
  - (b) To establish provide and maintain under such terms and conditions as may from time to time be determined by the Board of Directors a Club for members of sporting bodies of the Bankstown District and persons interested in sport in the Bankstown District.
  - (c) To assist generally in the promotion conduct and propagation of all forms of sport in the Bankstown District or else where and to provide or assist in the provision of training and conditioning and teaching facilities for various types of sport played in the Bankstown District.
  - (d) To provide a Social and Sporting Club for members irrespective of whether they are actively engaged in sport in the Bankstown District or not but who in the opinion of the Board have rendered outstanding service to the sport in the Bankstown District of the said Club.
  - (e) To purchase hire lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of its objects of any of them.
  - (f) To give sell mortgage exchange hire lease or otherwise dispose of the property of the Club or any part of parts thereof.
  - (g) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
  - (h) To make draw accept endorse discount execute and issue promissory notes, bills of exchange, bills of lading warrants, debentures and other negotiable or transferrable instruments.
  - (i) To borrow money from time to time for such purposes to give debenture, liens, mortgages charges or other security over the whole or any part of the property real or personal of the Club.
  - (j) In furtherance of the objects of the Club to apply for and obtain and hold a Club Licence or any licence or licenced or certificate of registration under the Liquor Act Registered Club Act 1976 or Laws or any other Act or Laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a manager of managers or other officers to act as licensee or Licensees and hold the licence or licences on behalf of the Club.

- (k) In furtherance of the objects of the Club to obtain and hold any licence or permission necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco, cigars and cigarettes and of all kinds of goods, provisions, etcetera, required used or desired by members.
  - (l) To take or reject any gift of property money or goods whether subject to any special trust or not.
  - (m) To erect, maintain, improve or alter any building or buildings for the purposes of the Club.
  - (n) To render aid, either financial or otherwise to clubs or associations in the Municipality of Bankstown or elsewhere which clubs or associations are playing for conducting sporting activities as a properly constituted body.
  - (o) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages, charges or other security over the whole or any part of the real or personal property or future of the Club.
  - (p) To establish support or aid in the establishment and support of associations, funds, trusts and conveniences calculated to benefit the members of the Club or the dependents or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public general or useful object.
  - (q) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
  - (r) To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.
4. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to out amongst the members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of money advanced by him to the Club or otherwise owing by the Club to him or of remuneration to any officers or servants of the Club or to any members of the Club or other person in return for any services actually rendered to the Club. Provided further that no member of the Board of Directors or Governing Body shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any member of such Board of Directors or Governing Body provided that nothing herein contained shall be construed so as to prevent the allowance of an honorarium to any such member in respect of special honorary services rendered of the repayment to any such member of out of pocket expenses and interest in money lent or hire of goods or rent premises demised to the Club: Provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric, lighting, water, cable or telephone company or corporation of which a member of the Board of Directors or member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.
5. The liability of the members is limited.
6. Every member of the Club undertakes to contribute to the assets of the club in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the Club and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding four dollars.

7. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to some other institution or institutions having objects similar to those of this Club and which shall prohibit the distribution of its or their income and property amongst 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 at or before the time of the dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
8. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more qualified members of a recognised Institute, Association or Body of Accountants.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS:

RICHARD ANDREW KEEP, 24 Brancourt Avenue, Bankstown, Brass-founder; KEITH McDOWALL, 37 Cambridge Avenue, Bankstown, Carrier; FREDERICK FRANCIS SUMMERS, 50 Taylor Street, Bankstown, Manager, WILLIAM ROBERT HALL, 24 High Street, Bankstown, Works Manager; KEVIN McCORMICK, 31 Chertsey Avenue, Bankstown, Salesman; KEITH EDWARD ASHBY, 29 High Street, Bankstown, Driver; GORDON EHON TYERMAN, 39 Conway Road, Bankstown, Clerk. WITNESS TO SIGNATURES: E. E. McDONALD, 12 Owen Street, Punchbowl, Builder and Contractor.

Dated this twenty-third day of July, 1958.

The Articles set out hereunder have been amended by Special Resolutions passed at General Meetings held on the following dates:

- Extraordinary General Meeting, 10th February, 1959; 6th May, 1959; 1st June, 1960.
- Annual General Meeting, 28th September, 1960.
- Extraordinary General Meeting, 28th March, 1962.
- Annual General Meeting, 26th September, 1962.
- Extraordinary General Meeting, 27th March, 1963.
- Annual General Meeting, 18th September, 1963.
- Extraordinary General Meeting, 31st March, 1964.
- Annual General Meeting, 2nd August, 1967.
- Annual General Meeting, 29th October, 1969.
- Extraordinary General Meeting, 22nd April, 1970.
- Annual General Meeting, 14th October, 1970.
- Extraordinary General Meeting, 31st March, 1971.
- Annual General Meeting, 27th September, 1972.
- Annual General Meeting, 1st October, 1975.
- Annual General Meeting, 29th September, 1976.
- Annual General Meeting, 25th September, 1979.
- Annual General Meeting, 28th September, 1982.
- Annual General Meeting, 4th October, 1983.
- Annual General Meeting, 1st October, 1985.
- Annual General Meeting, 17th September, 1986.
- Annual General Meeting, 7th October, 1987.
- Annual General Meeting, 8th October, 1988.
- Annual General Meeting, 28th September, 1994.
- Annual General Meeting, 23rd September, 1998
- Annual General Meeting, 9th October, 2002
- Annual General Meeting, 28th November, 2005
- Annual General Meeting, 16th October, 2006
- Annual General Meeting, 29th October, 2007
- Annual General Meeting, 24th November, 2008
- Annual General Meeting, 23rd November 2009
- Annual General Meeting, 15th November 2010
- Annual General Meeting, 12th November 2012
- Annual General Meeting, 6th November 2017

**Annual General Meeting, 5th November 2018**

and such amendments have been included in these Articles.

Sydney, Date 5th November, 2018

President, JOHN MURRAY  
Secretary, M C Condi

Companies ACT, 1936

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**ARTICLES OF ASSOCIATION  
OF  
BANKSTOWN DISTRICT SPORTS CLUB LIMITED**

DEFINITIONS

1. In these Articles unless there be something in the subject or context inconsistent therewith:—
  - “The Corp. Law” means the Corporations Law.
  - “The- Act” means the Registered Clubs Act of New South Wales 1976.
  - “Elected member” has the meaning ascribed to “ordinary member” in the Registered Clubs Act.
  - “Full member” has the meaning ascribed to those words in the Registered Clubs Act.
  - “The Annual General Meeting” means the General Meeting held each year as required by the Act and these Articles.
  - “Board” means the members for the time being of the Board of Directors as constituted in accordance with these Articles.
  - “The By-Laws” means the By-Laws of the Club for the time being in force.
  - “The Club” means the above-named Company.
  - “Notice Board” means the Board or Boards provided in a conspicuous place in the Club premises on which notices for the information of members are posted.
  - “Month” means calendar month.
  - “The Office” means the Registered Office for the time being of the Club.
  - “The Register” means the Register of Members kept pursuant to the Act.
  - “In Writing” and “written” include printing lithography and other modes of reproducing or representing words in a visible form.
  - “Secretary” includes Acting Secretary.

Words importing the singular number only include the plural and vice versa. Words importing the masculine gender only, include the feminine.

When any provision of either the Corp. Law or 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 relevant Corp. Law or Act or any modifications thereof made by any Law in force at the date at which these Articles of Association become binding on the Club shall have the meaning so defined.

2. The Regulations contained in Schedule 1 to the Corp. Law are excluded and shall not apply to this Club except insofar as they are repeated or contained in these Articles.

MEMBERSHIP

3.
  - (a) For the purpose of registration but not by way of limitation the number of members of the Club is declared not to exceed two hundred (200) but the Board may from time to time register an increase or decrease of members.
  - (b) A subscriber to the Memorandum of Association shall be a member of the Club and any person who shall have made application for membership of the Club in the manner hereinafter prescribed and who shall have been duly elected to membership shall also upon payment to the Club of all necessary fees and subscriptions become and be a member of the Club.



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- (a) Any persons having attained the age of 18 years shall be eligible for membership.
  - (b) Every application for membership of the Club shall be subject to the approval of the Board and made in writing in such form as the Board shall from time to time require.
  - (c) Every nomination for membership shall be lodged with the Secretary.
  - (d) The names and addresses of persons proposed for election as elected members of the Club shall be displayed in a conspicuous place on the premises of the Club for at least one week before their election and an interval of at least two weeks shall elapse between the proposal of a person for election as an elected member of the Club and his election.
  - (e) The following persons may be admitted as temporary members of the Club in accordance with procedures established by the Board from time to time:
    - (i) A person whose ordinary place of residence in New South Wales is at least 5 kilometres from the Club's premises or a greater distance as the Board may determine by By-law;
    - (ii) A full member (as defined in the Registered Clubs Act) of any other club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
    - (iii) A full member (as defined in the Registered Clubs Act) of any registered club or any interstate club (as defined in the Registered Clubs Act) who, at the invitation of the Board or of a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day, from the time on that day when the person so attends the premises of the Club until the end of that day;
    - (iv) A person who is a registered guest of the hotel conducted at the Club or an interstate or overseas visitor.
    - (v) Temporary members are not required to pay an entrance fee or subscription, but may be required to pay a temporary membership fee as the Board may determine from time to time.
    - (vi) Temporary members are entitled only to those facilities and amenities of the Club as the Board may determine from time to time. Temporary members are not entitled to attend or vote at any General Meeting, to be nominated for or elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.
    - (vii) The Secretary, or in the secretaries absence the senior employee of the Club then on duty, may terminate the membership of any temporary member at any time without notice and without being required to give reason.
    - (viii) A person under the age of 18 years will not be admitted as a temporary member other than pursuant to 4(iii).
    - (ix) When a temporary member (other than a temporary member admitted pursuant to 4(iii) first enters the Club's premises on any day, the following particulars must be entered in the Club's Register of Temporary Members:
      - (1) The name in full, or the surname and initials, of the temporary member;
      - (2) The residential address of the temporary member;
      - (3) The date on which temporary membership is granted;
      - (4) The signature of the temporary member.
  - (f) All members who have attained the age of 18 years will have the privilege of introducing guests to the Club. However, a temporary member may only introduce (but not sign in) a guest who is under the age of 18 years and in relation to whom the temporary member is a responsible adult.
    - (i) A member must not introduce any person as a guest who has been expelled from the Club for misconduct or non-payment of any subscription or other money due to the Club or who is currently under suspension.
    - (ii) A member will be responsible for the conduct of any guest that he or she may introduce to the Club.

- (iii) The Board has power to make By-laws from time to time, not inconsistent with the Registered Clubs Act, regulating the terms and conditions on which guests may be admitted to the Club.
  - (iv) A guest must at all times remain in the reasonable company of the member who introduced that guest.
  - (v) A guest must not remain on the Club's premises any longer than the member who introduced that guest.
  - (vi) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
  - (vii) On each occasion on any day on which a person of or above the age of 18 years enters the Club's premises as the guest of a member, the following particulars must be entered in the Club's Register of Guests:
    - (1) The name in full, or the surname and initials of the given names, of the guest;
    - (2) The residential address of the guest;
    - (3) The date of that day;
    - (4) The signature of that member.
  - (viii) If an entry in the Register of Guests is made on any day in respect of the guest of a member, it is not necessary for an entry to again be made in the Register if that guest subsequently enters the Club's premises on that day as the guest of that member.
- (g) No member shall be eligible to vote on any matter arising under these articles including the election of the Board of Directors until they have been a member for a continuous period of two (2) years.
5. A person shall not be admitted as a member of the Club, other than as an honorary member or temporary member, unless he is elected to membership at a meeting of the Board of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection. Negative votes at the rate of one in four shall exclude the applicant from election.
  6. On the election of a member the Secretary shall at once give such member notice of his election forwarded or posted to the address given on his nomination for membership and shall issue with such notice an account for the fees and subscriptions due and payable by the member which account shall specify the due date of payment.
  7. Every person elected to membership and informed of his election as directed by the foregoing Article shall be deemed to agree to pay the Entrance Fee and Annual Subscription and other fees and charges as prescribed in the Memorandum and Articles of Association of the Club and by the Club's By-Laws from time to time in force and the payment of the said Entrance Fee or part thereof and/or the said subscription or part thereof shall be conclusive evidence of such agreement.
  8. Every person elected to membership shall be required to pay within one month of the date of notice of election the fees and/or subscription specified in the account rendered to him with the notice of election, failing such payment, the election shall be declared null and void.
  9. The Board may from time to time as it sees fit provide for different classes of members and of membership including ordinary special country honorary life and other classes and shall define such classes by By-Law.

#### ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

10. (a) The Entrance Fees, Annual Subscriptions and other Annual Fees or charges payable by any class of members the amount thereof and the time and manner out payment thereof and all other matters pertaining thereto not by the Articles specially provided for shall be such as shall from time to time be prescribed by the Board provided that the Annual Subscription shall not be less than Two Dollars payable by members quarterly, half yearly or annually in advance.
- (b) Entrance Fees and Annual Subscriptions and any other fees or charges payable annually shall be payable in advance in full or by quarterly or half-yearly installments according to the provisions of the By-Laws or Regulations or other decisions of the Board. Any member, excepting new members elected after 30th June in any year must pay their Annual Subscription on or before 1st July to remain financial. Unfinancial members are automatically disqualified.
11. If any Fee or Subscription or Call or Charge or any installment thereof shall remain unpaid for a period of two months after it becomes due the member concerned shall be notified by the Secretary in writing of the default and if the sum due still remains unpaid for a further period of fourteen (14) days after the date of issue of the Default Notice the Board of Directors shall unless it considers that there is sufficient reason for delay in payment by resolution debar such member from all privileges of membership and his name may at any time thereafter be removed by resolution of the Board from the Register. The provision of Article 42 shall not apply to any such resolution.
12. The Board may at any time or times suspend the payment of Entrance Fees either generally or in respect to individual oases and shall have discretionary power to fix and determine or waive the Entrance Fee chargeable to any member under any special circumstances that may arise.

#### HONORARY MEMBERS AND LIFE MEMBERS

13. (a) The following members may at the discretion of the Board or Management be admitted as Honorary Members of the Club.
  - (1) The Patron or Patrons for the time being of the Club provided that this number shall not exceed **eight (8)** at any one time.
  - (2) Any prominent citizen visiting the Club for a Special Occasion or Special Function.
  - (3) Any prominent sportsman who has represented his State or Country in any field of Sport.
  - (4) Any prominent local sportsman who has represented his District or State with distinction in any field of Sport.
  - (5) Any Overseas, Interstate or Country visitor associated with Sport either as a player, coach, manager, trainer, publicity officer or the like for the duration of such visit or the period of one month which ever should first expire.
  - (6) Members of other Clubs visiting the Bankstown District Sports Club for the purpose of taking part in a Competition Lecture, Sporting Conference or Sporting Demonstration or Exhibition for the day only on which such visit for a purpose mentioned takes place.
  - (7) Any person who in the opinion of the Board has rendered outstanding service to Sport in Australia.
- (b) A person shall not be admitted as an honorary member or as a temporary member of the club unless he is admitted in accordance with the rules of the club and he has the qualifications, as specified in the Rules of 'the club, requisite and appropriate in relation to the purposes of the club for honorary membership or temporary membership of the Club. The Board shall have the power to cancel the honorary membership of any person at any time and without assigning any reason. A person admitted as an honorary member or as 'a temporary member of the Club or a person deemed to have been admitted as a temporary member of the Club shall be subject to such conditions as may be imposed by these Articles or by any By-Laws made by the Board.

- (c) No person shall be made a Life Member except by resolution of a General Meeting of the Club following the submission to such Meeting of 'an appropriate recommendation from the Board. No person shall be made an Honorary Life Member except in the case of exceptional or unusual or distinguished merit and except on the recommendation of the Board endorsed by a two-thirds majority of ordinary or life members present and voting at the Annual General Meeting.
14. The business and affairs of the Club shall be managed by the Board of Directors consisting of not less than three but not more than seven Directors.
15. No person shall be qualified to be a Director who has not been a member of the Club for a continuous period of at least Five (5) years immediately prior to their nomination.
16. The Board of Directors shall be elected by the general body of members from persons nominated as hereunder provided.
- (1) Not less than two weeks before the day fixed for any Annual General Meeting at which an election of Directors is to take place nominations for the offices of Director shall be delivered to the Secretary.
- (2) Out of persons nominated the general body of members shall elect the Directors in accordance with Section 30 and Schedule 4 of the Registered Clubs Act 1976 whereby at the first general meeting at which an election of Directors is to take place:
- a) The members elected to the Board shall be divided into 3 groups.
- b) The groups:
- i. shall be determined by drawing lots, and
- ii. shall be as nearly as practicable equal in number, and
- iii. shall be designated as group 1, group 2 and group 3.
- c) Unless otherwise disqualified, the members of the Board:
- i. in group 1 shall hold office for 1 year, and
- ii. in group 2 shall hold office for 2 years, and
- iii. in group 3 shall hold office for 3 years.
- d) Subsequent general meetings:  
At each subsequent general meeting at which an election of Directors is to take place pursuant to this Article the number of the members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for 3 years.
- e) A person whose term of office expires as a member of the Board under this Article is not for that reason ineligible for election for a further term.
- (3) Three weeks prior to any meeting at which an election of Directors is to take place a notice shall be given by the Secretary of the Club to all members of the Club of the meeting and the fact that Directors are to be elected thereat.
17. (a) Nominations for election of the Directors shall be made in writing and signed by two members of the Club and by the nominee who shall also signify his consent to the nomination as a Board Member.
- (b) The Secretary shall immediately after receiving nominations post the names of the candidates and their proposers on the Notice Board and if so directed by the President shall notify members by mail of the names of the candidates and their proposers.
- (c) If the full number of candidates for the positions of Directors is not nominated as prescribed additional nominations may with the consent of the nominee or nominees be made at the meeting. If there be more than the required number nominated an election by ballot shall take place but if there be only the requisite number nominated the Chairman subject to Article 16 shall declare those nominated duly elected.

18. **ELECTION OF THE BOARD**

An election by secret ballot of the Members of Board of Directors shall be conducted in the following manner:

**Returning Officer**

- (a) The Board shall appoint a Returning Officer to conduct each election for the Board of Directors. The powers and duties of the Returning Officer are:
- (1) The Returning Officer may be a Full Member, the Secretary or General Manager or any independent organisation equipped to conduct a ballot or any other person chosen by the Board.
  - (2) After the close of nominations the Returning Officer shall consider all nominations received during the nomination period and which satisfy the requirements set out in this Constitution. The Returning Officer shall reject any nominations received after the nomination period has closed.
  - (3) The Returning Officer shall permit each candidate to appoint in writing one person as scrutineer to represent the candidates interest in the conduct of the ballot. A scrutineer shall not be a candidate for any position which is also included in ballot in the election. The Candidate may appoint one or more substitute scrutineers, if required.
  - (4) The Returning Officer must ensure that each scrutineer does not act in a manner which will interfere with the proper conduct of the election nor disclose any knowledge acquired by him concerning the votes of any particular votes or voters.

**Advertising**

- (b) The Returning Officer must cause an election notice for Board Members to be published:
- (1) On the Club Notice Board;
  - (2) On the Club website;

The Returning Officer may cause an election notice for Board Members to be published:

- (3) In any journal or bulletin or newsletter published by the Club and circulated to all members eligible to participate in the election;
- (4) If it is more cost effective, by distribution of such notice directly to each member eligible to participate in the election at the Members' email address or postal address.

**Election Notice**

- (c) The election notice shall:
- (1) state that the election is being conducted by the Returning Officer;
  - (2) invite nomination for election from all eligible persons;
  - (3) fix the time and date for the opening and closing of nominations;
  - (4) fix the time and date for the opening and closing of the ballot;
  - (5) specify the place or places where nominations and ballot forms must be lodged;
  - (6) specify the accepted method/s of lodgement.
- (d) The ballot shall be closed on a date which is 48 hours before the date fixed for the Annual General Meeting.
- (e) Where a Member is unable to attend the place fixed for the lodgement of ballot forms the Member may apply for a postal vote and such postal ballot must be received by the Returning Officer by the date fixed for the close of the ballot.
- (f) The Returning Officer shall give to each member of the Club entitled to nominate, 14 days' notice of the last date upon which nominations may be made and received.

- (g) Nominations for the election of the prospective Members of the Board eligible in accordance with this Constitution must be made in writing signed by two (2) Members so entitled to nominate and with the consent of the nominee endorsed thereon and delivered to the Returning Officer on or before the last date upon which nominations may be made or received. The proposer, seconder and nominee shall be financial members of the Club at the time the nomination form is signed.
- (h) At the expiration of the time for receiving nominations, the Returning Officer will post the names of the duly nominated candidates on the Club Notice Board, the Club website and any journal or bulletin and may furthermore advise Members of the duly nominated candidates by email or post.

## **Uncontested Elections**

### **Declaration**

- (i) If after the close of nominations the number of valid nominations received for the Office of Director does not exceed the number of positions to be filled the Returning Officer shall declare elected the person or persons nominated at the Annual General Meeting.

## **Contested Elections**

### **Ballot**

- (j) If the number of valid nominations for the office of Directors exceeds the number of positions to be filled the Returning Officer shall conduct a secret ballot of Members entitled to vote.
  - (k) If at the close of nominations the number of candidates nominated for any office is less than the number to be elected to that office, the candidates so nominated will be declared elected at the Annual General Meeting. Any shortfall in nominations for vacant positions for the Board shall be filled by the Board as casual vacancies pursuant to Rule 19 of this Constitution.
  - (l) The Returning Officer shall arrange for ballot papers to be made available at the Club for members entitled to vote. A member may apply for a postal vote in which case the Returning Officer shall forward the ballot paper to the member's postal address.
  - (m) The Order of names on each ballot on the ballot paper shall be determined by lot drawn by the Returning Officer.
  - (n) The ballot paper shall contain instructions for the voter to place a number or numbers opposite the name or names of the candidate or candidates for whom the voter wishes to vote.
  - (o) The ballot shall be conducted under the first past the post voting system which means the candidates who poll more votes than other candidates are elected.
  - (p) The voter must vote for the number of candidates to be elected by placing a number/s in the square/s next to the name/s of the candidate/s for whom the voter wishes to vote, otherwise the ballot paper will be informal.
  - (q) In the event of an equality of votes in favour of two or more candidates the chairman of the Annual General Meeting shall determine by lot the candidate/s to be elected.
- 18A.
- (a) The President and Vice-President are elected at the first meeting of the Directors held after the Annual General Meeting at which they were elected.
  - (b) The directors present must appoint one of their number or the Secretary to act as chairperson of the meeting for the purpose of election.
  - (c) Any director is eligible for election to a position as President or Vice-President.
  - (d) Each director standing for election as President or Vice-President must be proposed by another director.
  - (e) If a director stands for election, for more than 1 of the positions, separate nominations must be received in respect of each position.

- (f) A nomination may be:
  - (i) in writing, received by the Secretary not less than 24 hours prior to the board meeting at which the election is to take place and signed by the candidate and the proposer; or
  - (ii) made orally at the meeting, provided that the candidate is present and consents to the nomination.
- (g) The election of the President and Vice President are held in the following order:
  - (i) The President
  - (ii) The Vice President
- (h) If there is only 1 candidate for election to a particular position as President or Vice President that person is deemed elected to that position.
- (i) If there is more than 1 candidate for election to the position of either President or Vice President a secret ballot conducted by the Secretary must be held among the candidates. The candidate receiving the greater number of votes cast in his or her favour is declared elected to that position.
- (j) In the case of an equality of votes in respect of any position a further ballot must be held forthwith, but if there is still an equality of votes the successful candidate must be determined by lot.
- (k) If a director is elected to a position as President or Vice President then his or her nomination, if any, for any other position is deemed to have been withdrawn upon such election and prior to the election held in respect of such other position or positions.
- (l) Board Members by numbering in your order of preference from one to seven.
- (m) The 'ballot shall be conducted by the Secretary or other authorised person assisted by two or more scrutineers to be appointed at the Meeting by the Chairman of the meeting. Scrutineers to be nominated and seconded by two members, who may nominate or second one scrutineer only.
- (n) At the closing of the poll the Secretary or other authorised person assisted by the scrutineers shall proceed with the examination of the voting papers and shall report the result to the Chairman of the meeting who shall then declare such candidate or candidates who received the greatest number of votes to be duly elected.
- (o) In any case of doubts as to the formality of 'the voting paper it shall be referred to the Returning Officer whose decision shall be final.
- (p) In the event of an equality of votes in favour of two or more candidates the Returning Officer will cause a draw to be made from a receptacle to fill any remaining offices undecided.

#### VACANCIES IN BOARD OF DIRECTORS

- 19. (a) (i) The Board shall have power at any time, and from time to time, to appoint any eligible person to the Board to fill a casual vacancy. Any person so appointed shall hold office only until the next following Annual General Meeting at which an election of Directors is to take place and shall be eligible for re-election. The vacancy caused by a person ceasing to hold office under sub clause (19)(a)(i) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.
- (ii) The office of a member of the Board shall become vacant, such vacancy being a casual vacancy for the purpose of these Articles, if the member:—
  - (1) ceased to be a member of the Board by virtue of the Corp. Law;
  - (2) becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (3) becomes prohibited from being a Director of a Company by reason of any order made under the Corp. Law;
  - (4) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (5) resigns his office by notice in writing to the Club;

- (6) for more than four months is absent without permission of the Board from meetings of the Board held during that period;
  - (7) holds any office of profit under the Club;
  - (8) ceases to be a member of the Club; or
  - (9) fails to declare the nature of his interest in a contract or office or property as provided by the Corp. Law.
- (b) The Club may by special resolution carried at an Extraordinary General Meeting remove any Director or all the Directors before the expiration of his or their period of office and appoint another or other Director or Directors as the case may be in his or their place. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.
20. All acts done at any Board Meeting or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the election of such Directors or Director or 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 Director.
21. No Director shall receive any remuneration for his services in his capacity as a Director.

#### POWERS AND DUTIES OF THE DIRECTORS

22. The Directors of the Club as aforesaid shall be the Management Committee of the premises the subject of the Club's second Certificate of Registration and those Directors shall be responsible for the management and control of the premises at 11 Renown Road Baulkham Hills and 42 Northam Ave Bankstown.
23. The business and general affairs of the Club shall be under the Management of the Board of Directors who shall have full control of the property of the Club and absolute authority subject to the Memorandum of Association regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect to the Club except insofar as is otherwise expressly provided by these Articles.

In particular but without derogating from the general powers herein before conferred the Board shall have power from time to time:

- (a) To appoint from among its members or from members of the Club sub-committees for any purpose whatever which from time to time it may think desirable and to delegate to any such sub-committee such powers as it may think fit any such appointment or delegation from time to time to revoke or alter. Unless otherwise specified in the minute of the Directors appointing the sub-committee the quorum of all sub-committees shall consist of a majority of the members of such sub-committees.
- (b) Subject to Article 24 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 interest 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 or 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 solicitors accountants surveyors' bankers clerks representative agents and servants or other employees in respect to permanent temporary or social services as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration but 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.
- (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 fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (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 allot 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 pot 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 to 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 purpose 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 shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or 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 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 however that notwithstanding anything else herein contained that portion of the Club premises and property the subject of a Certificate of Registration under the Registered Clubs Act 1976 or licensed under the Gaming and Betting Act 1912, shall not be sold, exchanged, hired, let, leased or lent or otherwise disposed of without prior consent of the Licensing Court.
- (m) To fix the maximum number of each class of members who may be admitted to the Club.
- (n) In addition to the powers contained in Articles 42 and 43 to fine caution or suspend for such period as it thinks fit any member who shall wilfully infringe any provisions 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 Directors 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 honorary members and visitors relating to the use by them of the Club premises and/or any amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.
- (p) To make by laws to determine at its discretion bonus and differential levels of reward received by members under any of the Club's membership loyalty programs based on certain levels of usage of particular club products or services. Such a reward must be available to all members who achieve these levels of usage.

24. (a) Any By-Law or Regulation made under these Articles shall come into force and be fully operative upon the posting of an appropriate notice containing such By-Law Rule or Regulation on the Notice Board.
- (b) The Club in general meeting may revoke and disallow any such By-Law Rule or Regulation provided that the notice convening the meeting states that notice has been received as provided for in Clause (c) of this Article and also specified the By-Law Rule or Regulation objected to.
- (c) Without limiting the rights of members under Article 28 any five members may at any time during the month of July in any year give to the Secretary notice in writing signed by them that they object to one or more specified By-Laws Rules or Regulations and the Secretary shall then include a statement to that effect on the notice convening the next General Meeting.
- (d) Neither the revocation or disallowance by the Club in general meeting of any By-Law or Regulation nor the knowledge that it might take place nor its amendment or rescission by the Board shall invalidate any act by the Board or by an officer or servant of the Club prior to such amendment or rescission.

#### MEETINGS OF THE BOARD

25. (a) The Board shall meet at least once in every month for transaction of business. Minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The President may at any time and the Secretary shall upon the request in writing of two Directors convene a meeting of the Board.
- (b) The President if present shall be entitled to preside at all meetings of the Board; in his absence the meeting shall elect another Director to be Chairman of the meeting the Secretary taking the chair for the purpose only of the election but without the right to vote. Any person except the Secretary acting as chairman of a meeting of the Board shall have the same voting powers as are provided in Article 33 of these powers.
- (c) A majority of the Directors shall constitute a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed for the meeting 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 (15) minutes from the time appointed for the meeting the members present shall be the quorum.

#### GENERAL MEETING

26. The Annual General Meeting of the Club shall be held if practicable in the month of September in each year at such time and place as may be prescribed by the Club in general meeting or in default at such time and place as may be determined by the Board provided always that an Annual General Meeting shall be held at least once in every calendar year.
27. The above mentioned Annual General Meeting shall be called the ordinary general meeting. All other general meetings shall be called extra-ordinary general meetings.
28. A general meeting may be called on any date by the President or the Board and shall be called by the directors within 21 days of receipt by the club of a requisition, which need not be in one document, stating any resolution to be proposed at the meeting requested and signed by members with at least five per cent of the votes that may be cast at the general meeting, or at least 100 members who are entitled to vote at the general meeting. The percentage of votes that members have is to be worked out as at the midnight before the request is given to the club.  
The date of such meeting shall be within two months after the receipt of such requisition by the club. Provided that if such meeting is not called within 21 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. Such meeting must be held not later than 3 months after receipt of the request by the club.

#### NOTICE OF GENERAL MEETINGS

29. (a) Every notice convening a general meeting shall specify the place, date and time of the meeting and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this. Every notice shall also specify such information concerning the business proposed to be transacted as is required to be given by these Articles or the Corp. Law.
- (b) Every notice convening a general meeting shall be given in the manner prescribed by Article 54 to those members who are entitled to attend and vote at general meetings under the provisions of Article 40 of these Articles and a copy shall be posted on the notice board.
- (c) The period of notice with respect to meetings of the club's members shall be at least 21 days.
- (d) Neither the accidental omission to give notice of a meeting nor the non-receipt of a notice of a meeting by any member nor the omission to post a copy on the notice board shall invalidate the proceedings at any meeting.

#### QUORUM FOR GENERAL MEETINGS

30. At any ordinary or extraordinary general meeting called by the President or the Board twenty members entitled to be present under Article 40 and present in person shall be a quorum and at any extraordinary general meeting called on or by the requisition of members, 66% of the requisitionists entitled to be present under Article 40 and present in person shall constitute a quorum. If a quorum be not present within fifteen minutes of the time fixed for an ordinary or extra-ordinary 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 be 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

31. (a) The business of an Annual General Meeting shall be to receive and consider the report of the Board the income and expenditure account and balance sheet and the report of the auditors and an auditor or auditors and to fix the remuneration payable to such auditor or auditors and to transact any other business which under these Articles is to be transacted at an annual general meeting. All other business transacted at an annual general meeting and all business transacted at an extraordinary general meeting shall be deemed special.
- (b) The business of an Annual General Meeting shall include the election of Directors if the term during which the incumbent Directors are to hold office is due to expire upon the holding of such Annual General Meeting.
32. The President shall if present be entitled to preside at all general meetings of the Club. Should he be absent the same procedure for the appointment of the Chairman shall be followed as is provided in Article 25 (b) of these Articles for the appointment of a Chairman at a meeting of the Board.
33. 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.
34. 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.

35. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In 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.
36. 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.
37. 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.
38. 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

39. Every member eligible to vote shall both on a show of hands and on the taking of a poll have one vote.
40. No member other than a life member shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless he shall have paid all installments of entrance fee and annual subscription and all other moneys due to the Club at the time of such meeting. Voting by proxy shall not be allowed.

#### CESSATION OF MEMBERSHIP

41. A member at any time by giving notice in writing to the Secretary may resign his membership of the Club but shall continue liable for any entrance fee or annual subscription and all arrears dues and unpaid at the date of his resignation and for any sum not exceeding four dollars as a member of the Club under Clause 6 of the Memorandum of Association of the Club.

#### RESPONSIBLE SERVICE OF ALCOHOL

- 42 (A) (a) The Secretary or senior employee of the Club then on duty may refuse to admit to the Club and may turn out or cause to be turned out any member, guest or other person from the Club's premises:
  - (1) Who in the opinion of the Secretary or senior employee of the Club then on duty is intoxicated, violent, quarrelsome or indecent; or
  - (2) Whose presence on the Club's premises in the opinion of the Secretary or senior employee of the Club then on duty may render the Club or the Secretary liable to a penalty under the Registered Clubs Act; or
  - (3) Who has engaged or used any part of the Club's premises for an unlawful purpose.
- (b) The Secretary or senior employee of the Club who has exercised the power referred to in paragraph (a) must make a written report to the Board within 7 days of the date of action in relation to the member. The report must set out the facts, matters and circumstances giving rise to action.
- (c) Any action in relation to a member by the Secretary or senior employee pursuant to paragraph (a) will continue until further notice is given to the member pursuant to Article 42 or for 4 weeks, whichever is the earlier.

- 42(B) 1. The Board has power to reprimand, caution, suspend from any or all privileges of membership for such period as it considers fit, expel or accept the resignation of any member if, in its opinion, that member:
- a) has refused or neglected to comply with any provision of this Constitution or the By-laws; or
  - b) is guilty of any conduct which is prejudicial to the Club's interests; or
  - c) is guilty of any conduct which is unbecoming of a member; or
  - d) is guilty of any conduct which renders the member unfit for membership.
2. The Board must comply with the following procedure when exercising its power under Article 42.(B).1
- a) the Club must give written notice to the member of any charge against that member alleging the relevant conduct under Article 42.(B).1, at least 14 clear days before the meeting of the board at which the charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range or potential penalties if the member is found guilty.
  - b) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.
  - c) At the meeting, the member charged is entitled to call witnesses in his or her defense.
  - d) If the member fails to attend the meeting, the Board may hear the charge and, on the evidence before it make a decision as to the member's guilt and, if found guilty, the separate decision as to penalty. However, the Board must have regard to any written representations made to it by the member charged.
  - e) The voting by the Directors present at the meeting will be in such manner as is decided by the Board. A resolution at the meeting will not be passed unless a two-thirds majority of the Directors present vote in favour of that resolution.
  - f) After the Board has considered all the evidence put against the member it must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board must, if the member has attended the meeting and has been found guilty, inform the member prior to considering any penalty.
  - g) If the member has attended the meeting, he or she must be given a further opportunity to address the Board in relation to the penalty appropriate to the charge of which he or she has been found guilty.
  - h) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give any reason for its decision.
3. In the event that a notice of charge is issued to a member pursuant to Article 42(B)2, the Board has power to immediately suspend that member from any or all privileges of membership until the charge is heard and determined. Notice of an immediate suspension imposed by the Board on a member must be notified in writing to that member.
- 42(C) 1. The Board may by resolution delegate all of the powers and functions given to the Board by Article 42(B) 1 to a Disciplinary Committee comprising not fewer than three (3) Directors of the Club selected by the Board and three non Board Members.
2. The Disciplinary Committee shall conduct its activities in accordance with the procedures referred to in Article 42(B) except that:
- a) the quorum of the Disciplinary Committee shall be three (3) Directors of the Club and three (3) non Directors;
  - b) all references to the Board in Article 42(B) shall be read as being references to the Disciplinary Committee;
  - c) all references to Directors in Article 42(B) shall be read as references to members of the Disciplinary Committee.

3. The Board shall have power to review a decision of the Disciplinary Committee or order a fresh hearing of any matter determined by the Disciplinary Committee and shall have the power to impose any penalty permitted by Article 42(B) on the member charged in substitution for that imposed by the Disciplinary Committee provided that:
    - a) the procedure set out in Article 42(B) is followed; and
    - b) the member is notified that the Board is exercising the power under this Article 42(C) within twenty eight (28) days of the date on which the Disciplinary Committee meeting was held.
  4. The Board shall have power by resolution to revoke any delegation to the Disciplinary Committee pursuant to Article 42(B) and may hear and determine any charge against a member which by reason of the nature of or the seriousness of the allegations giving rise to the charge, or the identity of or the position or office held by the member, the Board considers that it would not be appropriate for the charge to be heard by the Disciplinary Committee.
- 42(D) 1. Any member suspended pursuant to Article 42(B) shall during the period of such suspension not be entitled to:
- a) Attend at the premises or use any of the facilities of the club for any purpose without the permission of the Board; or
  - b) Participate in any of the social or sporting activities of the Club or any sub club without permission of the Board;
  - c) Attend or vote at any meeting of the Club;
  - d) Nominate or be elected or appointed to the Board;
  - e) Vote in the election of the Board;
  - f) Propose, second or nominate any eligible member of any office of the club;
  - g) Propose, second or nominate any eligible member for Life membership;
  - h) Propose or second any person for membership of the Club.
43. Should a member incur any debt to the Club or to the Club's staff or servant or persons under contract to the Club (which debt is not covered by the provisions of Article 11 (a) hereof and fail to discharge such debt upon request in writing by the Secretary he may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall give the member concerned due notice of its intention to take such course but the provisions of Article 42 shall not apply.
44. Every person ceasing to be a member of the Club whether by retirement expulsion death neglecting to pay the entrance fee or the subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for all moneys due or payable under the provisions of cause 6 of the Memorandum of Association.
45. 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 the member's registered address for the purpose of the issue of notices.

#### REGISTER OF MEMBERS

46. (a) The Club shall keep a register of persons who are full members of the Club in which there shall be set forth the name in full, the occupation and the address of each full member and, if he is an elected member, the date on which he last paid the annual fee for membership of the Club.
- (b) The Club shall keep a register of persons who are honorary members or temporary members (other than temporary members referred to in Article 63) of the Club which shall set forth the name in full and the address of each honorary member and each temporary member and, where that member has been admitted to membership for a limited period, the dates on which that period commences and ends.

#### MINUTES

47. The Board shall cause minutes to be kept by the secretary in books provided for that purpose:
- (a) of all appointments of officers made by the Club in general meeting or by the Board;
  - (b) of the names of the Directors present and voting at each meeting of the Board;
  - (c) of the number of members present and voting at general meetings of the Club;
  - (d) of all resolutions and proceedings at all meetings either of the Club or of the Board.

#### FINANCIAL YEAR

48. The financial year of the Club shall commence on the first day of July and end on the last day of June in each year.

#### ACCOUNTS AND AUDIT

49. The Board 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 the Directors.
51. (a) The Board shall comply with the provision of the Corp. Law and once in 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 Article 31 of these Articles.
- (b) The report of the Board referred to in the foregoing clause (a) shall include statements showing:
- (1) The amount written off for depreciation.
  - (2) The amount if any which the Board proposes to transfer to the reserve fund or funds of the Club.
  - (3) The number of members of each class registered in the Register of Members at the date of the preparation of this report
  - (4) The names of the Directors.
- (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 as required by and permitted under the Corporations Law shall be posted to every member other than honorary members at least fourteen clear days before the date of the general meeting at which the said accounts and report are to be presented.
52. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Corp. Law.

#### SEAL

53. The Board must provide for the safe custody of the seal.
- 53.1 (a) The Club may execute a document (including a deed) with the seal by fixing the seal to the document and having the fixing of the seal witnessed by:
- (1) 2 Directors; or
  - (2) One Director and the Secretary.
- (b) The Club may execute a document (including a deed) without using the seal if that document is signed by:
- (1) 2 Directors; or
  - (2) One Director and the Secretary
- 53.2 The Club may only fix the seal to a document after a resolution of the Board to that effect.

#### NOTICES

54. A Notice may be given by the Club to any member either personally or by sending it by post to him to his registered address or if he has no registered address within the State of New South Wales to the address if any within the said State supplied by him to the Club for the giving of notices to him.

Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected 3 days after it is posted. Service of a notice sent by fax, or other electronic means, shall be deemed to have been effected on the business day after it is sent.

If a member has no registered address within the State of New South Wales and has not supplied to the Club an address within the said State for the giving of notices to him a notice posted on the notice board shall be deemed to be well served on such member at the expiration of twenty-four hours after it is so posted up.

#### INDEMNITY

55. Every Director and every member of any sub-committee constituted under Article 23 and the Secretary and other 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 by him as such Director or member of a sub-committee or as Secretary officer or auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with an application, in relation to such proceedings, in which the Court grants relief to him under the Corp. Law.

#### PROVISIONAL COMMITTEE

56. The Directors may appoint a provisional Board of Management when in their opinion they consider it expedient so to do.  
There shall be a Provisional President.  
The provisional Board of Management and the position of Provisional President shall cease to exist when the President and Directors are elected under Article 57.
57. (a) The Provisional President and the Provisional Board of Management while in existence shall exercise all the powers and functions conferred by these Articles on the President and Board of Directors respectively. The Provisional Board of Management shall elect such officers as it considers necessary and may fill any vacancies that occur in the Provisional Board of Management.



- (b) Without limiting the generality of the powers and functions conferred by clause (a) of this Article it shall be the particular duty of the Provisional President and Provisional Board of Management to arrange a general meeting of members to be deemed an Annual General Meeting to be held within three months of the registration of these Articles or at such later date as the Provisional Board of Management shall determine not exceeding six months from the registration of the Articles for the purpose inter alia of electing the members of the Board of Directors. Upon that election taking place the Provisional Board of Management shall cease to exist.

#### MISCELLANEOUS

58. Any heading attached to any of these Articles shall not effect the construction.
59. 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 Directors. Any breach of this Article may in the discretion of the Directors be deemed conduct unbecoming of a member and prejudicial to the interest of the Club and dealt with by the Board accordingly.
60. (a) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person, other than a member, except on the invitation and in the company of a member; provided that this paragraph does not apply if the Club is a holder of a certificate of registration under the Registered Clubs Act in respect of the sale, supply or disposal of liquor to any person, other than a member, in any part of its premises while a reception referred to in Section 52(2) of the Registered Clubs Act, 1976 is being held in that part where that person has been invited to the reception by a person entitled to issue the invitation.
- (b) Liquor shall not be sold, supplied or disposed of on the premises of the Club to any person under the age of 18 years.
- (c) A person under the age of 18 years shall not use or operate poker machines on the premises of the Club.
61. (a) The Club shall be a non-proprietary club.
- (b) A member of the Club, whether or not he is a member of the governing body, or of any committee, of the Club, shall not be entitled under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club.
- (c) A person under the age of 18 years shall not use or operate under the rules of the Club or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a certificate of registration under Part II of the Registered Clubs Act 1976 or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a certificate.
- (d) The Secretary or Manager, or any employee, or a member of the governing body or of any committee, of the Club shall not be entitled, under the rules of the Club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the Club or the receipts of the Club for any liquor supplied or disposed of by the Club.
62. (a) An employee of the Club shall not vote at any meeting of the Club or of the governing body of the Club or at any election of the governing body of the Club, or hold office as a member of the governing body of the Club.
- (b) Any profits or other income of the Club shall be applied only to the promotion of the purposes of the Club and shall not be paid to or distributed among the members of the Club.

63. A full member of any registered club who, at the invitation of the committee or of a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in a game or competition of a sporting or athletic nature to be conducted by the Club on that day shall be a temporary member of the Club from the time on that day when he so attends the premises of the Club until the end of that day. Any person who is a temporary member of the Club under this Article shall be deemed to have been admitted as a temporary member of the Club.

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

Names, Addresses and Descriptions of Subscribers: RICHARD ANDREW KEEP, 13 Brancourt Avenue, Bankstown, Brassfounder; KEITH McDOWALL, 37 Cambridge Avenue, Bankstown, Carrier; FREDERICK FRANCIS SUMMERS, 50 Taylor Street, Bankstown, Manager; WILLIAM ROBERT HALL, 24 High Street, Bankstown, Works Manager; KEVIN McCORMICK, 31 Chertsey Avenue, Bankstown, Salesman; KEITH EDWARD ASHBY, 29 High Street, Bankstown, Driver; GORDON EHON TYERMAN, 39 Conway Road, Bankstown, Clerk.

Witness to Signatures: E. E. McDONALD, 12 Owen Street, Puchbowl, Builder and Contractor.

DATED this twenty-third day of July, 1958.

## **BANKSTOWN DISTRICT SPORTS CLUB LIMITED**

### **BY-LAWS AND REGULATIONS**

#### FOREWORD

These rules, regulations and By-Laws have been compiled by the Board of Directors, their main object being to consider the comfort and convenience of the Members and their guests.

The Management and Staff will enforce these rules.

It is the responsibility of the Member to observe these rules and to make sure his visitors do likewise.

Any member who disregards these regulations may be cited.

1. MEMBERSHIP. See Articles of Association 3 to 9 inclusive.
2. HONORARY MEMBERSHIP. See Article of Association 13 (a) and 13 (b).
- 2A. BANKSTOWN CITY BOWLING & RECREATION CLUB LIMITED MEMBERS. All Members of the Bankstown City Bowling & Recreation Club Limited are members of the Club by virtue of the special resolution dated 29th October, 2007 and are to be known as "Bankstown City Bowling & Recreation Club Limited Members".
- 2B. The following members may be admitted as Provisional Members:  
PROVISIONAL MEMBERSHIP: Any person who has applied for membership pursuant to Article 4(a), (b), (c) and whose application is pending approval by the Board under Article 5. Provisional members shall be entitled to enter Club promotions but shall not be entitled to attend or vote at any General Meeting or be admitted to the Board or any office of the Club.
3. Members must produce their membership medallion to gain access to the Club or when requested to do so by any member of management.
4. Membership medallions are not transferable, and any member found loaning his medallion could have disciplinary action taken against him.
5. A member may be refused admission to the Club should he fail to establish his bona fides as a member.

6. Any complaints whatsoever must be submitted to the Secretary in writing or no action will be taken.
7. No member shall appoint the Club premises by an advertisement or otherwise as a place of his business, nor shall any member induce any servant to leave the service of the Club.
8. No member shall take away from the Club premises any property belonging to the Club. Any member breaking or damaging Club property may be held liable for the replacement of same or for the value thereof.
9. Any member wishing to complain regarding the conduct of the Staff must do so in writing to the Secretary who shall take such action as may be considered necessary.

10. VISITORS

Visitors will not be admitted to the Club unless in the company of a member who shall be responsible for their conduct under the provision of the By-Laws, the Registered Clubs Act and Articles of Association. Members must ensure that when they leave the Club's premises their visitors do not remain behind. Visitors must print their names and addresses in the book provided for this purpose. The introducing member will sign his name adjacent to each entry, with his badge number. The introduction of visitors will be subject to such regulations as may be made by the Board and who may at any time suspend such privileges for periods as they think necessary for the convenience or benefit of the Club.

With the exception of specially nominated occasions, members shall be entitled to bring (6) visitors into the Club from Monday to Sunday inclusive without prior consultation with the Duty Director or Secretary.

A Duty Officer may at any time deny any visitor admittance to the Club or may terminate a visitor's stay at any time.

- (a) No person who has been rejected as a candidate for membership or has been expelled from the Club or has had his honorary membership cancelled shall be eligible to be admitted as a member.
  - (b) No member whose name has been erased from the membership register for non payment of subscriptions may be admitted to the Club as a visitor on a regular basis and any such person may be refused admittance to the Club at the discretion of the Board of Directors or its representatives.
11. FEES AND SUBSCRIPTIONS. See Articles of Association No. 10 (ten) to 12 (twelve) inclusive.
12. TRADING HOURS. The trading hours of the Club will be determined from time to time by the Board of Directors and will be posted on a Notice Board in the Club and advertised in the Club News.
- (a) TRADING HOURS, DINING ROOM AND BISTRO AREA. The trading hours in the above areas will be determined from time to time by the Board of Directors and will be posted on a Notice Board and advertised in the Club News.
13. POKER MACHINES.
1. No machine shall be operated in any manner contrary to its design and specification.
  2. Where machines are designed to accept currency only notes or coins of legal tender appropriate for each particular machine shall be used.
  3. No Jackpots or payments shall be made where the machine has been operated in contravention of by-law 13.1 or 13.2 and the use of the machine in contravention of such by-laws voids all plays and pays.
  4. If Poker Machine is able to be operated without inserting a coin, it is the player's responsibility to report malfunction.

5. A malfunction on the machine voids all plays without limiting the generality of by-law 13.4 a malfunction shall be deemed to have occurred when a machine overpays or pays, or purports to pay on a non-winning combination.
  6. Legal proceedings may be instituted against any person who is observed using any foreign Object, on, in, or near any poker machine which is used to intend the machine to malfunction.
  7. Tilting, rocking or in any way damaging any Poker Machine in this Club is strictly prohibited.
  8. Failure to report any malfunction of a Poker Machine in this Club may result in legal proceedings being instituted against the players.
  9. No Jackpots will be paid to any person who has inserted a second coin or pulled a jackpot off.
  10. No jackpot or winning combination will be paid to a player after closing time has been announced.
  11. Any member violating these Poker Machine Rules may be liable to suspension or legal action.
  12. Any visitor violating these Poker Machine Rules may be asked to leave the Club and the member who signed in the visitor may be liable to legal action or suspension.
  13. Any Jackpot of \$100 or more may be payable by cheque within 24 hours and will be mailed to the address shown in the visitors book, or the address shown on the member's records.
  14. This Club reserves the right for Poker Machine Staff to "Pull Off" every Jackpot, short pay, or machine refill or cancel credit.
  15. Any Visitors playing Poker Machines may be asked to prove their identity to Club Staff.
  16. This Club reserves the right to refuse payment to any person, member, or visitor, who is not abiding by any of the above mentioned rules.
  17. This Club also reserves the right to refuse any person, member or visitor the right to play Poker Machines in this Club.
  18. It shall be the responsibility of members to ensure that their guests abide by these rules.
14. CONDUCT OF MEMBERS AND VISITORS.
- It shall be an offence for any member or visitor to:—
  - Cheat or defraud the Club or any person in any way whatsoever.
  - Be in possession of any offensive weapon or instrument.
  - Be under the influence of any liquor, drug or substance.
  - Be in possession of, use or attempt to dispose of, or offer any banned or unlawful substance on the Club premises.
  - Assault intimidate or molest or harass any person on the Club premises.
  - Conduct himself or herself in any offensive manner or use any offensive language.
  - Racially vilify or denigrate any person.
  - To hinder or impede any member of management or board of directors in the execution of their duties or to fail to obey any reasonable direction from the same.
  - To interfere with damage or steal the property of the Club or any other person.
  - Commit any tortious act in respect of the Club its members or management or any other person whatsoever.
  - Breach any current gaming and liquor laws and regulations or be knowingly concerned with such breach by any other person.
  - Be under the influence of liquor, or introduce liquor on the premises without permission.
  - Use objectionable or obscene language.
  - Damage Club property.
  - Remove Club property without proper authority.
  - Enter or remain on Club premises at unauthorised times.
  - Disregard the instructions of Directors or Management.

- Infringe the Rules and By-Laws of the Club.
  - Cause offence to any member of the Club or members which is prejudicial to the good order of the Club or to the comfort or welfare of any such member or members.
  - To be indecent, violent, quarrelsome or riotous in the Club.
  - To disregard instructions of the Secretary or any other member of the Management or Board of Directors.
  - To take liquor from the Club that has not been suitably wrapped.
  - To introduce liquor to the Club premises without the permission of the Secretary or Management.
  - To take liquor from the premises outside the periods permitted by the Registered Clubs Act.
  - To sell, supply or deliver any liquor in the Club to any person then in a state of intoxication or to any inebriate.
  - To supply any person under the regulation age with intoxicating beverages.
  - To infringe these Rules and By-Laws in any way.
  - To create undue noise whilst artists are performing in the Club, or to interfere or interject while any artist is performing in the Club.
15. DRESS REGULATIONS. The dress regulations will be determined by the Board of Directors and will be advertised in the Club News.  
Personal cleanliness is always insisted upon and no person shall be permitted entry in a dirty or dishevelled condition.  
Management reserves the right to refuse any person entry.
16. GAMES. All games shall be conducted subject to such Rules and Regulations as determined by the Board and as displayed on Notice Boards in the various areas.
- (a) Raffles of any kind are not permitted unless sanctioned by the Board of Directors.
  - (b) No game of hazard or chance nor any game which shall be considered by the Board of Directors to be gambling shall be played on Club premises.
  - (c) Betting shall not be permitted on the Club premises.
  - (d) All organised games will be conducted under supervision and all decision relating to the conduct of such games will be made by Supervisors or Management and their decisions will be final.
17. GENERAL RULES.
- (i) Members are requested to pay their accounts promptly.
  - (ii) Members are not permitted in any staff areas.
  - (iii) Paging of Members over the public address system will cease whilst the entertainment is in progress.
18. The Management or Officer-In-Charge has the power to ask any member or visitor to leave the premises if he considers their activities are prejudicial to the interest of the Club.
19. TELEPHONES. Members must limit all telephone conversation to five minutes.
20. The rights of Members are not transferable and the Membership Badge issued by the Club shall in no circumstances be transferred, handed to or lent to any person. A breach of this By-Law shall be dealt with by the Board as conduct prejudicial to the interest of the Club.
21. In order to ensure the comforts of Members of the Club no Member shall make any undue noise or create any disturbance within the Club premises. Hats must not be worn in the Club.

22. No Member of the Club shall deface, tear, injure or take away from the Club premises any newspaper, pamphlet or other article the property of the Club. A member, defacing, tearing, injuring or taking away any newspaper, pamphlet or other article the property of the Club, shall pay to the Club such amount by way of compensation as may be fixed by the Board, and in the event of his repeating the offence, he may be dealt with by the Board.
23. Members must not move, transfer or remove any furniture or Club property or interfere with any organisational planning that may be displayed at various functions.
24. Members must observe all directions from the Car Park Attendant.
25. All complaints shall be made to the Secretary/Manager by letter or entered and signed by the Member making same in a book to be kept for the purpose in the Secretary/Manager's room, and to be placed on the table at all meetings of the Board. If of an urgent nature, complaints shall, with as little delay as possible, be attended to by the Secretary/Manager.
26. The decision of the Board on the meaning or interpretation of any By-Law, Rule or Regulation shall be conclusive and binding on all Members of the Club, unless and until such decision shall be overruled by a General Meeting. In the event of any such decision being overruled by a General Meeting, such overruling shall not invalidate any act done prior to such overruling on the basis of the decision overruled.
  - (a) The Board may decide to amend, rescind or add to these By-Laws at any time, and any such decision by the Board shall come into force and be fully operative upon the posting of an appropriate notice on the Notice Board.
  - (b) The Board in addition to its powers under Clause (a) of this By-Law may temporarily suspend or temporarily amend or temporarily rescind or temporarily add to these By-Laws, and such action by the Board shall come into force and be fully operative upon the posting of an appropriate notice on the Notice Board. Any By-Law, Rule or Regulation that is taken from the Articles of Association can only be altered, amended, rescinded or added to by a Special Resolution at a General Meeting.
27. No dogs or other animals will be allowed on the Club premises unless special permission is granted by Management.
28. The Duty Officer or any member of the Management shall have the authority to immediately suspend any members deemed to have acted contrary to the Articles of Association of the Club or who have been charged with actions unbecoming a member because of some act of indecency, the use of unacceptable language, or the abuse of a member, official, employee, member of Management or Director. Such suspension shall stand until the member appears before the Board of Directors and the charge is heard.
  - (a) The member shall not be permitted the use of Club amenities while the suspension stands or be permitted to represent the Club in any sporting fixture either conducted by the Club or other body.
  - (b) In the case of a person who is a member of a subsidiary Club but is not a member of the Bankstown District Sports Club, he shall be subject to the above rules as well as the subsidiary Club Rules and may be suspended from the activity of the Subsidiary Club either by the Committee of the Subsidiary Club or the Directors of the Bankstown District Sports Club for any of the reasons listed above.
  - (c) In the case of the Club Member, if the Board of Directors find him guilty of the offence, disciplinary action may be taken against his membership and the Board of Directors decision will be final.

- (d) In the case of the person who is a member only of a Subsidiary Club, either the Committee of the Subsidiary Club or the Board of Directors of the Sports Club may suspend him for a period or disqualify him from representing the Bankstown District Sports Club's Subsidiary Club for all times if he is proven guilty of the offence. The Committee or Board's decision will be final.
- (e) Any unseemly conduct in the immediate vicinity of the Club by members or visitors shall be deemed an offence and the offender shall be dealt with by the Board.
- (f) Any person who represents the Sports Club in any way whatsoever and acts in a manner which could defame or embarrass the Club could have disciplinary action taken against him.
- (g) Any member who has been requested or cited to appear at a meeting of the Board of Directors and who it is deemed has been given adequate notice (at least (7) seven days) and does not appear at that meeting or afford a reasonable excuse, may have disciplinary action taken against him.
- (h) No member shall wilfully provoke a fight on or near the Club premises or on any sporting field where either he or anybody else is representing the Club.
- (i) All matters connected with member's behaviour and the general good running of the Club which are not provided for in these By-Laws and Regulations will be dealt with by the Management or Board of Directors and their decisions shall be final.
- (j) No member or visitors shall trespass in any prohibited area in the Club.
- (k) Members should only sign in visitors who accompany him to the Club or are known to him.
- (l) Persons canvassing admittance to the Club shall not be signed in as visitors.
- (m) Amendments may be made to the Laws and Regulations from time to time and will be published in the Club News and on the Club Notice Board.
- (n) It will be the member's responsibility to ensure he is familiar with these Laws and Regulations and any amendments made hereto.
- (o) In these By-Laws and in all other By-Laws made by the Board of Directors words importing the masculine gender shall be deemed to include the female gender.

Authorised and approved by the Board of Directors  
BANKSTOWN DISTRICT SPORTS CLUB LIMITED

## NOTES



# NOTES

SCULLY LEGAL  
LAWYERS  
Bankstown

**Companies Act 1936**  
A Company not for gain  
Limited by Guarantee