

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

TWEED RIVER JOCKEY CLUB LIMITED

A.B.N. 11 003 386 856

A.C.N. 003 386 856

As Amended
June 2012

**MEMORANDUM OF ASSOCIATION
OF
TWEED RIVER JOCKEY CLUB LIMITED
A.B.N. 11 003 386 856
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1. The name of the Company (hereinafter called the **>Club=**) is the **>TWEED RIVER JOCKEY CLUB=**.
2. The registered office of the Club shall be at the Racecourse premises, Racecourse Road, Murwillumbah in the State of New South Wales or at such other place within the said State which may be determined by resolution of the Board of Directors.
3. The objects for which the Club are established are:
 - (a) To promote, conduct and hold race meetings for the recreation and enjoyment of members and persons interested in or connected with horse racing subject to the conditions of any licence issued by any authority for that purpose.
 - (b) To encourage horse racing by promotion of race meetings and to provide trophies, prizes, stakes and rewards for horse races.
 - (c) In furtherance of the objects of the Club to acquire and hold freehold or leasehold property (including permissive occupancy) or any rights privileges with the Club may think necessary or convenient for its purpose of a Racecourse and/or public recreation. In the event of the Club taking or holding any property which may be subject to any trusts the Club shall only deal with the same in such manner as allowed by law having regard to such trusts.
 - (d) To construct and maintain a Racecourse and all or any such other grounds as the Club may determine, and to construct and maintain any buildings on such Racecourse or other grounds as the Club may from time to time determine including a pavilion grandstand, offices, dining room, bars, barbecue area, yards, stables, fences and all other appropriate amenities.
 - (e) To take over the assets and liabilities of the unincorporated association known as **>Tweed River Jockey Club=** and to carry on the functions and objects of that association.
 - (f) To lease the racecourse grounds, buildings and premises or any part or parts thereof or any rights or privileges in connection therewith to any person or persons company or companies, club or clubs, body or bodies of persons or individuals (and in cases whether incorporated or otherwise) upon such terms and conditions generally as the Club may determine.

- (g) To carry on the business of caterers for the purpose supplying refreshments liquid or solid to persons using or to visitors to the Club premises and to make application for and hold licenses for the sale of liquor or other commodities and to transfer such licenses as and when the Club may think fit.
 - (h) To sell the property and undertaking of the Club or any part thereof to any company or companies, club or clubs person or persons for such considerations as the Club may think fit and in particular for cash and fully paid up shares or cash or partly paid up or contributing shares or debentures or other securities of any other company having objects altogether or in part similar or dissimilar to those of this Club.
 - (i) To borrow or raise money in such manner as the Club shall think fit and in particular by the issue of debentures debenture stock perpetual or otherwise charged upon all or any of the Club=s property both present and future or by bank overdraft mortgage bill or sale or otherwise and if deemed advisable to appoint trustees for the debenture holders.
 - (j) To carry on the business of vendors of all kinds of goods, wares and merchandise.
 - (k) To invest or deal with the moneys of the Club not immediately required upon such securities and in such a manner as may from time to time be determined by the Club.
 - (l) To make accept endorse execute and issue cheques promissory notes bills of exchange debentures or other negotiable or transferable securities.
 - (m) To make repeal and amend all such rule by-laws and regulations for the management of the Club or otherwise as may from time to time deemed necessary.
 - (n) To affiliate with any State or district association or group of clubs interested in horse racing.
 - (o) To do all such things as are incidental or conducive to the above objects and for that purpose to vest in the Board of Directors of the Club such powers as it may by its Articles of Association prescribe.
4. The income and property of the Club whensoever 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 transferred or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Club. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Club or other persons in return for any services actually rendered to the Club nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers in Sydney on overdrawn accounts on money lent or reasonable and proper rent for premises demised or lent by any member to the Club but so that no member of salaried office of the Club or any office of the Club paid by fees and that no remuneration or other benefit in money or moneys worth shall be given by the Club to any member

or such Board governing body except repayments of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or lent to the Club. Nor shall the preceding provisions of this clause apply to prevent any member who may be a successful competitor in any race competition or tournament held or promoted by the Club under its objects as set forth in this Memorandum to the cost of establishing or promoting of which the Club may have subscribed out of its income or property from receiving any prize, trophy, medal or other recognition which may under the regulations affecting such a race competition or tournament be awarded to him.

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 or winding up the same and for the adjustment of the rights of the contributories amongst themselves such amounts as may be required but not exceeding Two Dollars (\$2.00).
7. If upon the winding up or dissolution of the Club there remains after the satisfaction of all 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 institutions having objects similar to the objects of the Club and which shall profit 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 of the Club at or before the time of 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 acquired jurisdiction in the matter and if and so far as effect cannot be given to aforesaid provision then to some charitable object.
8. True accounts shall be kept of the sum of money received and expended by the Club and the manner in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Club and subject to the reasonable restriction as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for that time being shall be open to the inspection of 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 properly qualified Auditor or Auditors.

The full names, addresses and occupations of the subscribers hereto are:

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

**ARTICLES OF ASSOCIATION
OF
TWEED RIVER JOCKEY CLUB LIMITED**

DEFINITIONS

1. In these articles unless there be something in the subject or context inconsistent therewith:
 - >**The Act**= means the Companies Act of New South Wales, 1961 as amended from time to time.
 - >**The Annual General Meeting**= means the general meeting held each year as required by the Act and these Articles.
 - >**The By-Laws**= means the By-Laws of the Club for the time being in force.
 - >**The Club**= means the abovenamed Company.
 - >**The Corporation Law**= includes the Corporations Act 1989 and any amendments to that Act from time to time.
 - >**Member**= means the first members and any person who has been accepted as a member by the Board of Directors in accordance with these Articles and who has paid to the Club all current entrance fees subscriptions charges and other fees.
 - >**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 Corporation Law.
 - >**In Writing**= or >**Written**= include printing lithography and other modes of reproducing works in visible form.
 - >**Secretary**= includes Honorary Secretary or Secretary/Manager.
 - >**Unincorporated Club**= means the Tweed River Jockey Club.Words importing the singular number only include the plural and vice-versa.
Words importing the masculine gender include the feminine gender.

2. The regulations contained in Table >A= of Schedule I of the Corporations Law are excluded and shall not apply to the Club except in so far as they are repeated or contained in these Articles.

MEMBERSHIP

(number)

3. (a) For the purpose of registration but not by way of the number of members of the Club is declared not to exceed five hundred (500) but the Board of Directors may from time to time register an increase or decrease of members.

- (b) A subscriber to the Memorandum of Association shall be admitted as a member in accordance with the Articles and shall become and be a member of the Club.

MEMBERSHIP
(first members)

4. The first member of the shall be:
- (a) The subscribers to the Memorandum of Association and these Articles.
 - (b) Any other person who at the date of incorporation of the Club is a financial or life member of the present unincorporated club who shall apply in writing to become a member of the Club and agree to be bound by the Memorandum of Association and these Articles.

PROVIDED THAT any such person referred to in (a) or (b) above shall be deemed to be a financial member of the Club up until the 30th April, 1987.

MEMBERSHIP
(Restriction)

5. No person under the age of eighteen years shall be admitted as a member of the Club.
6. Article 6 deleted from the Articles of Association at the Annual General Meeting held on 7 November 1999.

MEMBERSHIP
(Admission of Other than First Members)

7. (a) Candidates for membership of the Club shall be proposed by one ordinary member and seconded by another ordinary member of the Club. Every nomination shall be made in writing and shall give the full name and address of the candidate and the names of his proposer and seconder and shall be in such forms as the Board of Directors shall from time to time require.
- (b) The election of members shall be by the Board of Directors at a meeting duly convened. The Secretary of the Club shall keep a record of the names of the members of the Board of Directors present and voting at such meetings and the names of the members elected. A secret ballot may be demanded by any member of the Board of Directors.
- (c) The Board of Directors may reject any application for membership without any reason for such rejection.

8. On the election of a member the Secretary shall give such member notice of his election and shall issue with such notice an account for the entrance fee(if any) and the subscription and such account shall specify the due date of payment.
9. Every person elected to membership and informed of his election as directed by the foregoing Article shall be deemed to agree to pay the Annual Subscription entrance fee and other fees and charges as prescribed in the Memorandum and Articles of Association of the Club and to be bound by 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 subscription or part thereof shall be conclusive evidence of such agreement.
10. Every person elected to membership shall be required to pay within a month of the date of notice of election the entrance fee and or subscription specified in the account rendered to him with the notice of election failing which payment the election may be declared null and void.

LIFE MEMBERSHIP

11. Any member rendering valuable services to the Club or otherwise in the opinion of the Committee being eligible for Life Membership may be appointed a Life Member at the discretion of the Board of Directors. A Life Member shall be a financial member for life without paying any subscriptions or fees.

DUTIES, PRIVILEGES AND DISABILITIES OF MEMBERS

12. Each member, immediately after election, shall communicate his address to the Secretary, and shall notify the Secretary of any change of address. The Secretary shall keep a register of all addresses of members and changes therein. The registered address of a member shall be considered his address for all purposes of these Rules, and all letters and notices delivered at or sent by post to the registered address of any member shall be deemed to be sufficient delivery of the same. If no address be given, all letters and notices addressed and posted to the last known place of abode of the member shall be deemed sufficient.
13. On payment of his subscription for the current year, each member shall be entitled to receive a ticket or badge of membership for the year and shall also be entitled to receive a lady=s badge for each meeting held by the Club in the year, and each member shall be entitled to purchase an additional lady=s badge at a cost to be determined by the Board of Directors.
14. A member=s ticket or badge shall not be transferable.
15. Each member shall (during the currency of the racing year for which it is issued) be entitled, on presentation of his badge or ticket of membership, to free admission to the course during any race meeting held by the Club (except any meeting held under the auspices of the Club for charitable purposes) of himself, his private vehicles, or carriage and horses, and also on the like presentation to free admission of himself to the saddling paddock, members= enclosure and grandstand, and to any stand erected on the course for the exclusive use of members during any such race meeting.

16. Each Lady=s badge or ticket shall entitle the holder thereof for the time being to free admission to the course, grandstand, saddling paddock and member=s enclosure during any race meeting of the current year for which such badge or ticket was issued.
17. No member shall be entitled to any privilege of membership while his subscription for the current year be unpaid and if his subscription be not paid before the first day of June of the membership year, for which it shall have become due, the Board of Directors may strike his name off the list of members, provided however, that if he assigns to the Board of Directors reasons satisfactory to it for his omission his name may, upon payment of amount due, be replaced upon the list.
18. 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 annual subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding Two Dollars (\$2.00) as a member of the Club under Clause 6 of the Memorandum of Association of the Club.
19. If any member refuses or neglects to comply with the provisions of the Memorandum and Articles By-Laws Rules or regulations of the Club or if any member shall in the opinion of the Board of Directors to be unbecoming of a member or prejudicial to the interest of the Club such may be suspended or expelled by resolution of the Board of Directors and such resolution need not state the grounds facts or opinions upon which it is based **PROVIDED:**
 - (a) That at least seven (7) days before the meeting at which such resolution is passed the member concerned shall have been notified in writing of the intended resolution and requested to be present at the meeting and that at such meeting and before such resolution is moved have had an opportunity of giving in writing or orally any explanation or defence he may think fit.
 - (b) That any resolution under this Article requires for its passing the affirmative vote of not less than two-thirds of the members of the Board of Directors present at such meeting and subject to the following paragraph the decision of the Board of Directors shall be final.
 - (c) Any member notified or any member proposed to be notified in accordance with Clause (a) above may immediately be suspended from all privileges of the Club until such times as the meeting is held.
20. Every person ceasing to be a member of the Club whether by retirement expulsion death neglecting to pay subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due payable under the provisions of Clause 6 of the Memorandum of Association.

REGISTER OF MEMBERS

21. The Company shall keep a Register of its Members in accordance with the Corporations Law including the full names and addresses of the members; the date at which each person became a member and the date at which the name of each person was entered in the register as a member; the date at which any person who ceased to be a member during the previous seven years so ceased to be a member and the date and amount of the latest payment by each member of his subscription.

VOTES OF MEMBERS

22. (a) Every financial member when eligible to vote shall on a show of hands and on taking of a poll have one vote.
- (b) No member of the Club who is also a servant of the Club shall be eligible to vote at any meeting of the Club.
23. No member shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless he/she shall have paid all installments of annual subscriptions and all other moneys due to the Club at any time of such meeting.

No member shall be entitled to be present or vote at the Annual General Meeting of the Club if he/she has become a member of the Club after June 30 of the year of the Annual General Meeting.

ANNUAL SUBSCRIPTION

24. (a) The entrance fee (if any) Annual Subscription and other annual fees or charges payable by any class or members the amount thereof and all other matters pertaining thereof not by these Articles specially provided for shall be such as from time to time the determined by the Board of Directors provided that the Annual Subscriptions shall not be less than Two Dollars.
- (b) All Annual Subscriptions shall be paid annually in advance.
25. *The Annual Subscription shall fall due on the first day of July in each year.* If any fee or subscription or call or any instalment thereof shall remain unpaid for a period of one month after it becomes due the member concerned shall be notified by the Secretary in writing of the default. If such subscription still remains unpaid for a further period of one (1) month the member=s name shall be removed from the Register by the Board of Directors.

MANAGEMENT
(Board of Directors)

26. The business and affairs of the Club and custody and control of its funds shall be managed by the Board of Directors consisting of nine (9) members one of which may be a trainer, one of which may be a jockey and one of which may be a book-maker provided that persons holding licences from any horse racing club or association do not exceed 25 per cent of all members of the Board and such Board of Directors shall be elected by the general body of members as hereinafter set out.
27. No member of the Club who is also a servant of the Club shall be eligible to be a member of or be elected to the Board of Directors of the Club.

FIRST BOARD OF DIRECTORS

28. (a) The first Board of Directors shall be the signatories to the Memorandum of Association and these Articles.
- (b) The first Board of Directors while in existence shall exercise all the powers and functions conferred by these Articles of the Board of Directors may elect such officers as it considers necessary and may fill any vacancy that may occur in the Board of Directors.

BOARD OF DIRECTORS
(Election of other than first Board of Directors)

29. The Board of Directors shall be elected annually by the general body of members from persons nominated as hereinafter provided:
- (a) Each year the Board of Directors shall fix the date and place of the Annual General Meeting and the time-table for the calling of nominations and for the holding of the election of Directors.
- (b) Nominations shall be invited through a newspaper circulating within the Shire of Tweed, and such advertisement shall indicate the date of closing of nominations and the closing of the ballot.
- (c) Every candidate shall be nominated in writing by two members with the consent of the member proposed endorsed thereon.
- (d) Provided that the members concerned shall be a financial member of the Club at the time of nomination. Provided further that shall not be necessary for members of the retiring Board of Directors to be nominated in this manner, and provided also they shall be financial members as aforesaid.

- (e) If there be more than the required number nominated for election, an election by ballot shall take place at the annual general meeting of members.

In the event of a ballot being required, the Board shall direct the Secretary to prepare ballot papers listing candidates in alphabetical order and directing members as to how to mark their votes on the ballot paper.

The ballot shall be counted by one or more scrutineers appointed by the Chairman of the meeting. A candidate for election shall not be eligible to be a scrutineer.

In the event of an equality of votes in favour of two or more candidates, the Chairman of the meeting shall draw lots, if necessary, between those candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.

30. If the number of candidates nominated for election as members of the Board of Directors is less than the number of vacancies, the Chairman of the Annual General Meeting shall declare all the candidates so nominated duly elected, and the general meeting shall be thereupon proceed to fill the remaining vacancies, subject to, however, to resolution of the meeting not to so proceed.
- 31A. No person shall be eligible for nomination to the Board of Directors who is a Committeeman or Board member of any other primary racing club in the Northern Rivers Racing Association area and any Board member becoming a Committee or Board member of any other Club shall cease to be a member of the new Board of Directors of the Club.
- 31B. Any member who is a trainer other than an owner-trainer, jockey or book-maker shall be required to disclose that fact on the form of nomination to the Board of Directors. In the event of more than one trainer or more than one jockey or more than one book-maker seeking nomination to the Board of Directors, then a ballot shall be conducted in accordance with Article 29(e) to determine the eligibility of each member trainer or jockey or book-maker to stand for election to the Board of Directors and so that the number of persons who hold a licence from any horse racing club or association do not exceed twenty five (25) per cent of those persons elected to the Board of Directors.

VACANCIES OF BOARD

32. If any member of the Board of Directors shall die or shall fail to attend three consecutive regular meetings without leave of absence or if he shall resign or shall cease to be qualified under the provisions of these Rules to participate in the management of the Club or if he shall become bankrupt or of unsound mind his office shall be declared by the Board of Directors which shall within two months thereafter appoint a successor to hold office until the next election by the Annual General Meeting of the Club and until such appointment is made the continuing members of the Board of Directors may act notwithstanding such vacancy.

ELECTION OF OFFICE BEARERS

33. The Board of Directors shall at the first meeting after the Annual General Meeting elect one of their number to be Chairman and another Vice-Chairman who will hold office until the next Annual General Meeting. Should the office of Chairman or Vice-Chairman become vacant at any time in the interim, the Board of Directors fill the vacancies by another appointment.

BOARD OF DIRECTORS

34. 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 appointment of such Director or Directors 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.

BOARD OF DIRECTORS

(Services Voluntary)

35. Subject to the provisions of Clause 4 of the Memorandum no Director shall receive any remuneration for his services in his capacity as a Director.

BOARD OF DIRECTORS

(Powers and Duties)

36. The business and general affairs of the Club shall be under the management of the Board of Directors which 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 of the Club except in so far as is otherwise expressly provided by these Articles. In particular but without derogating from the general powers hereinbefore conferred the Board of Directors shall have power from time to time:
- (a) To make such By-Laws Rules or Regulations not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club=s finances affairs interests effects and property and for the convenience comfort and well being of the members of the Club and to amend or rescind from time to time and such By-Laws and Regulations.
 - (b) To enforce the observance of all By-Laws and Regulations by the suspension from enjoyment of Club privileges or any of them.
 - (c) To appoint any delegates to represent the Club for any purpose with such powers as may be thought fit.

- (d) To engage appoint control remove discharge suspend and dismiss such managers secretaries officers representatives agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration 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 receipts of the Club for liquor supplied.
- (e) 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.
- (f) To secure the fulfilment of any contracts or engagements entered into by the Club mortgaging or charging all or any of the property of the Club as may be thought fit.
- (g) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claim or demands by or against the Club.
- (h) 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.
- (i) To invest and deal with any of the moneys of the Club not immediately required for the purpose of the Club upon such securities and in such manner as the Board of Directors may think fit and from time to time vary or realise such investments.
- (j) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the 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 stocks perpetual or otherwise and whether charged upon all or any of the Club=s property both present and future or not. Any debentures or other securities may be issued with any special rights and privileges which the Board of Directors may think proper to confer on the holders.
- (k) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to let any property of the Club with the sanction of a general meeting of the Club to lease demise exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED THAT the power to lease let or demise shall not be exercised with respect to any part of the Club=s premises which may be registered under the provisions of the Liquor Act, 1912 as amended without the consent of the Licensing Court being obtained.

- (l) To fix the maximum number of members who may be admitted to the Club.
- (m) Subject to Clause 11 of the Articles of Association to fine caution or suspend for such periods as it thinks fit any member who shall wilfully infringe any provision of the Memorandum or Articles of Association or of the By-Laws Rules or Regulations of the Club or who shall in the opinion of the 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.
- (n) To recommend the amount of honorarium payable to any member of the Board of Directors under Clause 4 of the Memorandum and subject to approval by a general meeting to pay such honorarium.
- (o) To repay actual out-of-pocket expenses incurred by any member of the Board of Directors.
- (p) To appoint a Secretary or an Honorary Secretary and Treasurer or Honorary Treasurer of the Club and to delegate powers to the said Secretary Honorary Treasurer or Honorary Treasurer.
- (q) To appoint sub-committees and define and regulate their functions powers and authorities subject to these Articles and the control of the Board of Directors.

BOARD OF DIRECTORS

(Meeting)

- 37. (a) The Board of Directors shall meet no less than seven times in each financial year and determine the dates in accordance with Article 37 C so that intervals between meetings are no greater than two calendar months. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board of Directors shall be entered in a book provided for that purpose. The quorum of the Board of Directors shall be five (5) members of the Board of Directors.
- (b) The Chairman of the Club shall if present preside at all meetings of the Board of Directors, in his absence the Vice-Chairman shall preside and in the absence of the Chairman and the Vice-Chairman the meeting shall elect a member of the Board of Directors to be Chairman of the meeting. The Chairman of such meeting shall have a casting vote in addition the vote to which he is entitled as a member of the Board of Directors.
- (c) A meeting of the Board of Directors shall be duly convened:
 - (i) by the Board of Directors determining the date and place of the meeting,
 - (ii) by 3 days written notice given to each Director or

- (iii) in the case of an emergency reasonable endeavour is made to advise each Director of the date and place of the meeting.
- (d) The Treasurer or Honorary Treasurer shall cause a statement to be prepared for presentation to each regular Board meeting showing separate details of all income and expenditure since the date of the financial statement presented to the immediate previous meeting of the Board.

GENERAL MEETING

(Annual)

38. *The Annual General Meeting of the Club shall be held at such time and place as may be determined by the Board of Directors but at all times within the period provided by The Corporation Law.*

GENERAL MEETING

(Extraordinary General Meetings)

39. All general meetings other than the Annual General Meeting shall be called extraordinary general meetings.
40. *An extraordinary general meeting may be called on any date by the Chairman or the Board of Directors and shall be called by the Secretary upon receipt by him of a requisition which need not be in one document signed by one hundred (100) ordinary members or ordinary members with at least 5% of the votes that may be cast at a general meeting stating the business to be considered. . The date of such meeting shall be within thirty (30) days of receipt of the requisition 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.*

GENERAL MEETING

(Notice of)

41. (a) Every notice conveying a general meeting shall be in writing and shall specify the place the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by these Articles or The Corporations Law.
- (b) *The period of notice in respect of general meetings to be as provided from time to time by the Corporation Act.*

GENERAL MEETING

(Quorum)

42. At an Annual or Extraordinary general meeting called by the Chairman or the Board of Directors ten (10) ordinary members present and entitled to vote shall be a quorum and at an extraordinary general meeting called on or by the Requisition of members thirty (30) ordinary members present and entitled to vote shall constitute a quorum. Should a quorum not be present within fifteen (15) minutes of the time fixed for an Annual or Extraordinary general meeting the meeting is convened

on or by the requisition of members shall be dissolved; if convened by the Chairman or by the authority of the Board of Directors 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 (15) minutes from the time appointed for the meeting the members present shall be a quorum.

ANNUAL GENERAL MEETING

(Business; Notices of Motions; Procedures & Voting)

43. The business of the Annual General Meeting shall be as follows:
- (a) To confirm the Minutes of the previous Annual General Meeting.
 - (b) To receive and consider the reports of the Board of Directors.
 - (c) To receive and consider the Balance Sheet Income and Expenditure Account and the report of the Auditor.
 - (d) To elect in the manner hereinbefore provided a Board of Directors.
 - (e) If required according to the Corporation Law, consider the position of Auditor.
 - (f) To deal with any business of which due notice has been given.
 - (g) To receive any recommendations from members at the meeting for the Board of Directors to consider.
- 43A. All notices of motion and details of special business must be submitted by members in writing to the Secretary at the registered office no less than twenty-five (25) days prior to the date of the general meeting of members.

44. The Chairman shall if present be entitled to preside at all general meetings of the Club. In the event of the Chairman being absent the Vice-Chairman shall preside. In the event of the Chairman and Vice-Chairman being absent the meeting shall elect a member of the Board of Directors to be Chairman of the meeting.
45. Every question or motion submitted to a general meeting of the Club shall be decided in the first instance by a show of hands and in the case of equality of votes the Chairman of the meeting 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.
46. At any general meeting unless a poll is demanded by the Chairman or by at least five (5) members present and entitled to vote at the meeting a declaration by the Chairman of the meeting 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.
47. 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 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 of the meeting shall determine the same and such determination made in good faith shall be final and conclusive.
48. 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 on a question of adjournment shall be taken at the meeting without adjournment.
49. 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. A poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
50. 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.

GENERAL MEETINGS
(Minutes)

51. The Board of Directors shall cause minutes to be kept by the Secretary in books for that purpose:
 - (a) Of all appointments of officers made by the Club in general meeting or by the Board of Directors.

- (b) Of the names of the Directors present and voting at each meetings of the Board of Directors.
- (c) Of the number of members present and voting at general meetings of the Club.
- (d) Of all resolutions and proceedings at all meetings of the Club.

FINANCIAL YEAR

- 52. The financial year of the Club shall commence on the first day of July and end on the last day of June each year.
- 53. The Board of Directors shall cause correct accounts and books to be kept showing the financial affairs of the Club and particulars usually shown in books of accounts 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.
- 54. The books of account shall be kept at the registered office of the Club or at such other places as the Board of Directors thinks fit and shall always be open to the inspection of the Directors.
- 55. *The Board of Directors shall send members a report for each financial year which complies with Section 314 of the Corporations Act.*

AUDITORS

- 56. The auditor or auditors shall be appointed and their duties regulated in accordance with Part 3.7 of the Corporations Law.

SEAL

57. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Board of Directors previously given in the presence of two (2) Directors at the least who shall sign every instrument to which such a Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Board of Directors.

NOTICES

58. A notice may be given by the Club to any member by sending it by post to him to his registered address 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 have been effected, in the case of a notice convening a meeting, on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

INDEMNITY

59. Every Directors and every member of any Sub-Committee constituted under Article 36 and the Secretary and other officers 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 a 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 judgement is given in his favour or in which he is acquitted or in connection with any application under Section 356 of the Act in which relief is granted to him by the Court or in which he has been authorised to defend by the Board of Directors.

MISCELLANEOUS

60. Any heading attached to any of these Articles shall not affect the Constitution.

AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

61. The Memorandum of Association and these Articles may be altered or amended at an Annual General Meeting or extraordinary general meeting of which due notice has been given to members of the Club.

The majority required for passing of a resolution relating to such alterations or amendments to the Memorandum of Association or these Articles shall be seventy-five (75) per cent of the ordinary members present and voting at the said meeting.

We, the several persons whose names are subscribed being subscribers to this Memorandum of Association hereby agree to foregoing Articles of Association.