

New South Wales

Companies Act, 1961
(as amended)

Association Not for Gain
Company Limited by Guarantee

MEMORANDUM AND ARTICLES OF ASSOCIATION

(with resolutions passed at AGM 19 April 2017)

**THE GALLIPOLI MEMORIAL CLUB LTD.
ACN 001 038 740**

NEW SOUTH WALES

CORPORATE AFFAIRS COMMISSION

No. of Company

150041

Companies Act, 1961
(Section 16 (3)).

CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY

This is to certify that

THE GALLIPOLI MEMORIAL CLUB LTD.

is, on and from the fifth day of September, 1972 incorporated under the Companies Act, 1961 and that the company is a company limited by Guarantee.

Given under the seal of the Corporate Affairs Commission at Sydney this fifth day of September, 1972.

(L.S.)

F. J. O. Ryan
Commissioner

New South Wales
Companies Act, 1961
(as amended)

Association Not for Gain

Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

OF

THE GALLIPOLI MEMORIAL CLUB LTD.

1. The name of the Company (hereinafter called "the Club"), is the GALLIPOLI MEMORIAL CLUB LTD.
2. The registered office of the Club shall be situated in Sydney 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 member's 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 take over or otherwise acquire all of the assets and liabilities of an unincorporated association or club known as The Gallipoli Memorial Club and to assume and carry on the functions and objects of such association or club.
- (c) To give unswerving loyalty to Her Majesty the Queen and the British Commonwealth.
- (d) To preserve the spirit of ANZAC and to perpetuate in the civil life of ANZACS the comradeship created during war service.
- (e) To provide for the alleviation of distress among members and/or their dependants as the board may determine from time to time.
- (f) To establish equip furnish and maintain a Club for the benefit of members.
- (g) To promote social and educational undertakings for the benefit of members.
- (h) To create and maintain when deemed necessary an interest in local affairs provided they are not associated with party politics or sectarian institutions.
- (i) From time to time as occasion shall require to construct, erect or alter any buildings homes houses halls pavilions workshops stable garages sheds and other conveniences and works necessary or convenient for the purpose of the Club and to furnish and maintain same and to provide layout prepare and maintain erections lawns grounds and means of recreation and to permit the same to be used by residents and other persons either gratuitously or for payment.
- (j) To purchase take on lease or in exchange charge hire or otherwise acquire any lands buildings easements rights or property real or personal which may be deemed necessary or convenient for any purpose of the Club.
- (k) To sell convey transfer lease assign mortgage charge give in exchange dispose of manage or otherwise deal with all or any of the property real or personal of the Club but if the Club shall take or hold any property which may be subject to any trust it shall deal only with same in such manner as

allowed by law having regard to such trusts.

- (l) To borrow raise or give security for any money on such terms as the Club may think fit and in particular by the issue of bonds bills of exchange promissory notes securities mortgages or debentures charged upon property of the Club and to purchase redeem or pay off any such securities.
- (m) To raise and collect funds by private subscription public appeal Art Unions donations or otherwise and to accept any legacy bequest devise or gift of property whether subject to any special trust or not for all or any objects of the Club.
- (n) To invest and deal with funds and moneys of the Club in and upon such securities and investments and in such manner and on such terms and conditions as may from time to time be desirable and to vary and realise such securities and investments.
- (o) To give any guarantee or enter into any bond in connection with the affairs of the Club and to indemnify any person or persons who may incur or have incurred any personal liability of the Club.
- (p) In furtherance of the objects of the Club to apply for and obtain and hold a Club licence or any other licence or licences or certificates of registration under the Liquor Act Gaming and Betting (Amendment) Act 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 secretary/manager or managers or other officer or officers to act as licensee or licensees and hold the licence or licences or certificate of registration on behalf of the Club.
- (q) In furtherance of the object of the Club to obtain and hold any licence or permit 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 and provisions required used or desired by members.
- (r) In pursuance of the objects of the Club to hold promote assist or encourage sales of work bazaars entertainment competitions displays public and other meetings and to take or hire any public hall or other buildings for any such purpose and to procure or authorise the delivery of lectures or addresses calculated to benefit the Club or any branch of its work and to distribute gratuitously or otherwise literature of any kind connected with or calculated to assist any objects of the Club.
- (s) To undertake and execute any trusts or any agency business which may seem to the Club conducive to any of its objects.
- (t) To engage or appoint with or without remuneration such managers

superintendents organisers secretaries accountants solicitors employees of all kinds and others as may be required or found necessary for the proper working administration or carrying on of the Club and any one or more at pleasure or otherwise to discharge.

- (u) To do all such other lawful acts deeds matters and things and to enter into such and make such arrangements as may be incidental or conducive to the attainment of the above objects or any of them.
 - (v) To make draw accept endorse discount execute and issue promissory notes bills of lading warrants debentures and other negotiable or transferable instruments.
 - (w) To take or reject any gift of property money or goods whether subject to any special trust or not.
 - (x) 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 present or future of the Club.
 - (y) 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.
 - (z) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
 - (aa) To make gifts of any kind.
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 or amongst the members of the Club provided that nothing herein contained shall prevent the payment in good faith of interest to such member in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration of any officers or servants of the Club or to any member 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 as to prevent the allowance of an honorarium to any such member of the board of directors in respect of special honorary services rendered or the repayment to any such member of out-of-pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Club.

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 two dollars (\$2.00).
7. If upon the winding up or dissolution of the Club there remains after satisfaction of all amongst the members of the Club but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Club and which shall also prohibit the distribution of its or their property among its or their members 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 of such court as may have or acquire jurisdiction in this matter.
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 take 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 articles or regulations of the Club same 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.

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

Name and Address	Occupation
CLARENCE WILHELM RIEN 7 Varna Street, Mount Colah.	Retired
JAMES CHRISTOPHER CUDDIHY 8/13 Gilbert Street Manly.	Retired
ALBERT ARTHUR DARE	Retired

15 Fromelles Avenue,
Seaforth.

REGINALD HOWARD DAVENPORT
38 Blight Street,
Northbridge.

Clerk

ROBERT JOSEPH DAWSON
194 Elizabeth Street,
Sydney.

Retired

WESTLEY WILLIAM EASTERBROOK
34 Pavilion Street,
Queenscliff via Manly.

Retired

ANDREW RUSSELL JOHNSTON
87 William Edward Street,
Longueville.

General Office Manager

GEORGE FREDERICK EDMUND KNOX
18 Brentwood Avenue,
Turramurra.

Senior Technical Officer
GardenIslandDockyard
R.A.N. Retired

FREDERICK GEORGE LEER
6 Fitzroy Street
Newtown.

Lift Maintenance
Mechanic

ALLEN FREDERICK LINDSAY
21A Mirral Road,
Caringbah.

Accountant

ALLAN KEITH MUDIE
Flat 19/640 Crown Street,
Surry Hills.

Railway Guard

TERENCE MURPHY
24 Warrimoo Avenue,
St. Ives.

Sales Manager

ARCHIBALD McDONALD
Flat 10-167 Belmore Road,
Riverwood.

Retired

PERCY HARRY RICHARDSON
45 West Block, War Veterans Home,

Retired

Narrabeen.

MORRIS SOLOMON
5A Howarth Road,
Artarmon.

Retired

The subscribers are desirous of being formed into a company in pursuance of this Memorandum of Association.

Signature of Subscriber

Witness

Andrew Russell Johnston)
87 William Edward Street,)
Longueville.)
General Office Manager)

James Christopher Cuddihy)
8/13 Gilbert Street,)
Manly. N.S.W. 2095)

Retired)

Morris Solomon)
5A Howarth Road,)
Artarmon. 2064)

Retired)

Archibald McDonald)
10/167 Belmore Road,)
Riverwood.)

Retired)

Terence Murphy)
24 Warrimoo Avenue)

Peter Sutherland Kennedy
185 Elizabeth Street,
Sydney.

Solicitor

St. Ives.)
)
Sales Manager)

DATED this 10th day of August, 1972

Signature of Subscriber

Witness

Robert Joseph Dawson)
194 Elizabeth Street)
Sydney.)

Retired)

Frederick George Leer)
6 Fitzroy Street)
Newtown.)

Lift Maintenance Mechanic)

Westley William Easterbrook)
34 Pavilion Street)
Queenscliff via Manly.)

Retired.)

Peter Sutherland Kennedy
185 Elizabeth Street,
Sydney.

Solicitor

Clarence Wilhelm Rien)
7 Varna Street)
Mt Colah.)

Retired)

Reginald Howard Davenport)
38 Blight Street)

Northbridge.)
)
Clerk)

DATED this 10th day of August 1972

Signature of Subscriber

Witness

Percy Harry Richardson)
45 Westblock,)
War Veterans Home,)
Narrabeen.)
)
Retired)

Allan Keith Mudie)
Flat 19/640 Crown Street,)
Surry Hills.)
)
Railway Guard)

Allen Frederick Lindsay)
21A Mirral Road,)
Caringbah.)
)
Accountant)

Peter Sutherland Kennedy
185 Elizabeth Street,
Sydney.

Solicitor

Albert Arthur Dare)
15 Fromelles Avenue,)
Seaforth.)
)
Retired)

)
)
George Frederick Edmund Knox)
18 Brentwood Avenue,)
Turramurra. N.S.W. 2074)
)
CDR. R.A.N. (RET))
Senior Technical Officer)
Garden Island Dockyard.)

DATED this 10th day of August 1972

New South Wales

Companies Act, 1961
(as amended)

Association Not for Gain
Company Limited by Guarantee

ARTICLES OF ASSOCIATION

THE GALLIPOLI MEMORIAL CLUB LTD.

DEFINITIONS

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

'The Act' means the Registered Clubs Act of NSW No. 31 of 1976 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.

'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 abovenamed company.

'Notice Board' means the board or boards provided in the Club premises on which notices for the information of members are posted.

'Member' means any person who has been duly accepted as such by the board in accordance with these articles and who has paid to the Club all current 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 Act.

'In writing' or 'written' include printing lithography and other modes of reproducing or representing words in a visible form.

'Quay Quarter Sydney - Retail' means any retail outlet, including any 'pop-up' located within the area generally regarded by the Board in its absolute discretion as comprising the Quay Quarter precinct.

'Secretary' includes secretary/manager.

'Sydney - Residential' means any residential tower or other residential accommodation located within the boundary created by Alfred Street, George Street, Park Street, Elizabeth

Street, Hunter Street, Macquarie Street and around Circular Quay E to Alfred Street, Sydney.

'Unincorporated Club' means the Gallipoli Memorial 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 the Fourth Schedule to the Act 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 purposes of registration but not by way of limitation the number of members of the Club is declared not to exceed 1,500 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 be admitted as a member in accordance with the Articles shall become and be a member of the Club.

MEMBERSHIP (First Members)

4. The first members of the Club 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 member of the present unincorporated Club and who shall on or before the thirty first day of December, 1972 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 not be liable to any entrance fee or subscription prior to the thirty first day of December, 1972 and shall be deemed to be a financial member of the Club up until that date and that person shall be deemed to be a member of the Club in the same membership category as he or she held in the unincorporated Club prior to the incorporation of the Club.

CERTIFICATE OF REGISTRATION

5. The secretary/manager shall for all purposes of the Liquor Act and any amendment

thereto be the holder of the certificate of registration.

SUPPLY OF LIQUOR

6. (a) No person under the age of eighteen years shall be sold or supplied with liquor or admitted to the Club.
- (b) A visitor shall not be sold or supplied with liquor in the Club premises unless on invitation and in the company of a member.

POKER MACHINES

7. No person under eighteen years of age shall use or operate or be allowed to use or operate poker machines in the Club premises.

MEMBERSHIP QUALIFICATIONS

8. The only person qualified to become a member of the Club shall be a person over the age of eighteen (18) years and, in the opinion of the Board, of good character, who is:-
 - (i) A male person who served with Australian and New Zealand Army Corps on Gallipoli during the year 1915.
 - (ii) A person:-
 - (a) who has served in a gazetted theatre of war as a member of any Naval, Military or Air Force or any part of the British Empire and/or Commonwealth of Nations or as a member of any of the Merchant Navies thereof or as a member of the Army, Navy or Air Force of any foreign nation as an ally of the British Empire and/or the British Commonwealth of Nations.
 - (b) who has served as member of any Naval, Military or Air Force of any part of the British Empire and/or Commonwealth of Nations.
 - (c) who is serving as a member of any Naval, Military or Air Force of any part of the British Empire and/or Commonwealth of Nations.
 - (iii) Any other person who subscribes to our creed and objectives.

MEMBERSHIP (Classification)

9. (a) The Club shall consist of members of the following classes:-

Full Members (i) Life Members

(ii) Honorary Life Members

(iii) Ordinary Members of six (6) sub-classes:

(a) Service Members

(b) Life Subscriber Members

(c) Club Members

(d) Military Members and Descendant Members

(e) Gallipoli Scholarship Recipient Members

(f) Social Members

Provisional Members (iv) Applicants for Full Membership

Temporary Members (v) For either a limited period or specific competition

(vi) As conferred under these Articles

- (b) A Life Member is a member who by virtue of signal service as an ordinary member who has been or hereafter shall be elected as such at an Annual General Meeting by a three-fourth majority of the members voting there at and whom the Board has recommended for election to Life Membership provided always that not more than one ordinary member maybe elected to life membership at any Annual General Meeting.
- (c) All "Legion" members qualified under the provisions of Articles 8 (i) shall automatically become Honorary Life Members and shall no thereafter be required to pay any annual subscription and any holder of the Victoria Cross or the Cross of Valour maybe elected to the same class by any General Meeting.
- (d) A Service Member is a person who shall be elected to membership under the provision of Article 8 (ii) and shall be required to pay an annual subscription in such amount as determined by the Board

from time to time provided such amount shall not be less than the minimum annual fee as may be prescribed in the Act.

- (e) A Life Subscriber is a Club member or a Service member who shall pay the appropriate subscription referred to in Article 13, or a person who joins the Club being admitted as a Life Subscriber upon having paid the appropriate subscription referred to in Article 13 at the time of making application for membership. A Life Subscriber shall not be obliged to pay any further subscription.
- (f) A Club Member is a person who shall be elected a member under the provisions of Article 8 (iii).
- (g) A Provisional Member is a person who has applied for membership as a full member of the Club, has paid the subscription appropriate for the membership class applied for, and is awaiting a decision on the application.
- (h) A Temporary Member is a person who has been admitted as such by reason of:
 - (i) Being a full member of another registered club who attends the Club, at the invitation of the Board, or of a committee appointed by the Board,
- (j) A Military Member shall fall into either of the following categories:-
 - (i) A person who is presently serving as a member of the Australian or New Zealand armed forces. The number of members of this category shall not exceed one hundred.
 - (ii) A person who is a returned service person who has fought in a declared theatre of war or authorised military action as recognised by the Australian Minister for Defence as a member of either the Australian or New Zealand armed forces. The number of members of this category shall not to exceed one hundred.

Military Members, after being admitted to this category of membership by the Board, shall not be required to pay any further membership fees whilst they retain this category of membership.'
- (k) A Descendant Member is a person of direct lineal descent from the original Anzacs who served with the Australian and New Zealand Army Corps between the 25th April 1915 and the 9th January 1916. The number of members in this category shall not exceed one hundred

Descendant Members, after being admitted to this category of membership by the Board, shall not be required to pay any

further membership fees whilst they retain this category of membership.'

- 9.1 (l) A Social Member is a person who:
- (i) has attained the age of eighteen (18) years;
 - (ii) wishes to use the facilities and amenities of the Club;
 - (iii) makes application for membership of the Club as a Social Member in accordance with this Constitution; and
 - (iv) has been duly admitted to membership as a Social member in accordance with this Constitution.

The membership fee for a Social Member shall be established by the Board from time to time provided such amount shall not be less than the minimum annual fee as may be prescribed in the Act.

- (m) A Gallipoli Scholarship Recipient is a person who is a recipient of scholarships awarded by the Club and the Gallipoli Scholarship Fund Incorporated and if any of these entities ceases to exist then the person, body or authority as serves substantially the same objects and performs the same functions.

The membership fee and privileges of membership of a Gallipoli Scholarship Recipient, other than those specifically provided for in these Articles, shall be established by the Board from time to time provided such amount shall not be less than the minimum annual fee as may be prescribed in the Act.

- (n) Social Members shall not be entitled to vote at any general meeting of the Club nor stand for election to any office of the Club.

The President or the Secretary/Manager shall have power at any time to revoke the membership of an Honorary member without assigning any reason thereof.

ELECTION OF MEMBERS

- 10 Every candidate for membership of the Club, other than a person being granted Honorary Life Membership or Honorary Membership, shall:

- (a) Sign and lodge with the secretary/manager a form of application for

admission to membership of the Club. Such form shall embody a statutory declaration that the applicant is eligible for membership under the provisions of these Articles and agrees to be bound by the terms and conditions of membership as contained in the Memorandum and Articles; and

- (b) Before the meeting referred to in Article 12 is held, pay the current year's subscription plus entrance fee and the badge deposit hereinafter provided for.

10A Every candidate for membership of the Club, other than a person seeking admission as an Honorary Member, shall:

- (a) Be nominated by one member and seconded by another
 - (i) Life Member;
 - (ii) Honorary Life Member;
 - (iii) Service Member;
 - (iv) Life Subscriber Member;
 - (v) Club Member;
 - (vi) Military Member and Descendant Member;
 - (vii) Gallipoli Scholarship Recipient Member; or
 - (viii) Social Member.

Such nomination to be duly signed by the candidate, proposer and seconder and be lodged with the secretary/manager with the application for membership hereinbefore referred to.

- (b) Before the meeting referred to in Article 12 is held, pay the current year's subscription plus entrance fee and the badge deposit hereinafter provided for.

11. The Secretary/Manager shall exhibit on the notice board for at least seven (7) days before the nomination is dealt with by the Board, the name and address of every person proposed for membership of the Club and in no case shall a person be elected a member of the Club until the expiration of fourteen (14) days from the day upon which his or her nomination is received by the Secretary/Manager.
12. At any meeting of the Board held after the expiration of fourteen (14) days from the date of the posting of such notice the application for admission as a member of the Club may be considered and if approved of by the Board, and subject to satisfying the qualifications of membership and any other matter contained in these Articles or prescribed by the Board, the applicant shall be elected a member of the class of membership for which they made application.
13. The entrance fees for membership and the annual subscription shall be such as may be determined by the Board and will be payable annually in advance and the subscription for Fully Paid Up Life Subscriber Membership shall be \$350.00 PROVIDED THAT the Board may by resolution from time to time alter the foregoing entrance fees and subscriptions AND PROVIDED FURTHER however that at no time shall the annual subscription be less than the sum prescribed by the Act. The Board may by resolution at any time and from time to time resolve that a levy be payable by each of the members or by each of any class or classes of the members in addition to the annual subscription and may fix the amount of that levy and in any such ordinary resolution nominate the date by which that level shall be payable.
14. (Deleted 17 April 1996).
15. When a candidate has been elected a member of the Club, the Secretary/Manager shall forthwith send to him at his address given by him upon the form of application notice to that effect.
16. In the event of a candidate for membership of the Club being rejected, the moneys paid by him on his application for membership shall be returned to him forthwith and he shall not be eligible to make further application for membership of the Club until a further period of six months from the date of his rejection shall have elapsed.
17. No person shall be elected to membership of the Club unless and until the first annual subscription including entrance fee and badge deposit shall have been paid to the Secretary/Manager. The membership year of the Club shall commence on and from the first day of January each year on which date all yearly subscriptions s

hall become due and be payable. Membership of the Club shall commence from the date of election as a member.

18. The Board shall annually revise the roll of members of the Club and may remove therefrom the name of any member the continuance of whose membership is in the opinion of the Board detrimental to the interests of the Club. The Secretary/Manager shall forthwith give notice of such removal to the member whose name has been so removed and such member shall immediately following the service of such notice cease to be a member of the Club and he shall have no claim demand action or cause of action right or suit against the Club or any of its officials or members by virtue of the fact that his name has been removed and that he has ceased to be a member of the Club.
19. The address given by each member on his form of application for membership shall be registered as his address and he shall from time to time inform the Secretary/Manager in writing of any alteration thereof. The Secretary/Manager shall keep on the Club premises a register of members setting forth the names and full occupations and addresses of all members of the Club and the date of the last payment by each member of his subscription. Such register shall be open at all times to the inspection of any inspector or any other member of the Police Force and/or any other person properly authorised by law in that regard.
20. Subject to these Articles and to the renting out of any area to a lessee or to management reservation of an area for meetings within the Club all members of the Club shall be entitled at all times to use in common all the premises and property of the Club and to be supplied at such charges as the Board shall from time to time determine with such accommodation meals refreshment and things as are provided by the Club for the use of its members.
21. The rights and privileges of every member shall be personal to himself; they shall not be transferable by his own act or by operation of law and no member shall be entitled to exercise the rights and privileges of a member unless all moneys due by him to the Club have been paid.

BADGE OF THE CLUB

22. Deleted

MEMBERSHIP (Cessation)

23. (a) A member may at any time by giving notice in writing to the Secretary/Manager resign his membership of the Club but shall continue to be liable for current annual subscription and all arrears due and unpaid at

the date of his resignation.

- (b) Should a member incur any debt to the Club (which debt is not covered by the provisions of these Articles) and fail to discharge such debt upon request in writing by the Secretary/Manager he may by resolution 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.
- (c) Any member whose subscription shall remain unpaid for a period of thirty one (31) days after the same shall have become due or who shall fail to pay any levy imposed pursuant to Article 13 on or before the expiration of thirty-one days shall be removed from the register of members.
- (d) Any person whose name has been removed from the register of members under the provisions of the foregoing must again apply for membership.
- (e) Every person ceasing to be a member of the Club whether by retirement expulsion death failure to pay his entrance fee or his subscription or otherwise shall forfeit ipso facto all rights or claims upon the Club or its property or assets.

VISITORS

24. No visitor shall enter the Club premises or be supplied with liquor therein unless on the invitation and in the company of a member and no visitor may remain in the Club premises after the member who shall have invited him to enter therein shall have left the Club premises.

CONDUCT OF MEMBERS

25. It shall be an offence for any member to:-
- (a) Be under the influence of liquor or introduce liquor on the premises without permission of the Board.
 - (b) Use objectionable or obscene language.
 - (c) Damage Club property.
 - (d) Remove Club property without proper authority.
 - (e) Enter or remain on Club premises at unauthorised times.
 - (f) Disregard the instructions of the President Secretary/Manager

or the nominated deputy of the Secretary/Manager when duly warned by same.

- (g) Infringe the Articles and by-laws of the Club.
- (h) Gamble in the Club premises.
- (l) Take liquor from the premises otherwise than during the hours permitted by the Act.
- (j) To sell or supply liquor to any person under eighteen (18) years of age.
- (k) Cause offence to any member or other person in a manner prejudicial to the good order or good name of the Club.
- (l) Introduce any person under the age of eighteen (18) years to the Club premises.
- (m) Knowingly introduce any person into the activities of the Club who has been expelled from or has been refused membership or admission to the Club.
- (n) Refuse or neglect to comply with the Memorandum and Articles of Association or by-laws of the Club.
- (o) In the opinion of the Board be guilty of conduct deemed by the Board to be unbecoming a member or prejudicial to the interests of the Club.

ADDRESS OF MEMBERS

26. Every member shall on becoming a member furnish to the Secretary/Manager particulars of his address and occupation if those particulars have not already been stated on the nomination for membership and shall notify the Secretary/Manager 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.

PENALTIES AND PROCEDURES

27. (a) A member may be reprimanded suspended expelled fined or ordered to pay for damage to Club premises or property or to replace any article destroyed.

- (b) The President Secretary/Manager or then nominated deputy of the Secretary/Manager is empowered to order and if necessary effect the removal of any member or person who is alleged to have contravened any of the Articles or by-laws or the directions of the President Secretary/Manager or the nominated deputy of the Secretary/Manager.
- (c) The officer ordering the withdrawal of such members or person or having cause to reprimand any member for any alleged misconduct shall prior to his leaving the Club premises record in writing the details of the alleged misconduct.
- (d) Should the President or Secretary/Manager or the nominated deputy of the Secretary/Manager whoever be present in the Club at the time of the alleged offence it shall be competent for any one of them to determine whether such member be immediately suspended pending subsequent action by the Board provided however that no member suspended by the President or Secretary/Manager or the nominated deputy of the Secretary/Manager shall remain under suspension for one month except by direction of the Board and provided further that in the event of any member being suspended hereunder the Secretary/Manager shall notify the member in writing of his suspension and the charge laid against him.
- (e) A member committing an alleged offence for which he is to be charged before the Board shall be advised by the Secretary/Manager by notice in writing within seven days of the alleged offence being brought under the notice of the Secretary/Manager provided that such charge shall be dealt with by the Board not later than one month from the date of the offence except as otherwise provided in these articles.
- (f) Written notice of the charge shall set out the alleged offence and shall advise the date of the Board meeting and time at which the member is asked to appear. At least three days' notice of the Board meeting shall be given by the Secretary/Manager.
- (g) Subject as hereinbefore provided no member shall be reprimanded suspended fined or expelled unless he shall have due notice in writing of the charge made against him and the date of the meeting at which the alleged charge is to be heard and every opportunity afforded him to explain his conduct.
- (h) A member reprimanded suspended fined or expelled by the Board shall have the right of appeal to a properly convened extraordinary general meeting by notification in writing to the Secretary/Manager within seven days of the Board's decision. The Secretary/Manager shall convene the extraordinary general meeting in accordance with article 36(f).

- (i) If the extraordinary general meeting upholds the appeal the member shall forthwith be reinstated.
- (j) If the extraordinary general meeting disallows the appeal the decision of the Board shall stand; and should the members have been expelled his membership shall automatically cease.
- (k) If a member refuses or fails to attend the Board meeting when summoned unless his absence is satisfactorily explained at the time or unless he tenders a satisfactory explanation in writing either as to his absence or requests a postponement not exceeding one month he may be dealt with by the Board as they deem fit within these presents.
- (l) A member dealt with in accordance with sub-clause (k) shall forfeit all right of appeal to an extraordinary general meeting.
- (m) A member who has been suspended by either the President Secretary/Manager or the nominated deputy of the Secretary/Manager or member of the Board as provided in sub-clause (d) of these presents pending the charge being heard by the Board shall not attend the Club except with the express consent of the President.
- (n) A member who has been suspended by the Board and has not lodged an appeal within seven days shall forfeit during his period of suspension all rights and privileges as a member.
- (o) A member fined or otherwise ordered to pay damages for destruction or removal of Club property who fails to comply with the order of the Board within the time set down in such order may be further charged to appear before the Board in manner set down heretofore for failure to comply with the Board's orders and the Board may proceed to take such action as they deem expedient in the interests of the Club and the welfare of the members.
- (p) A member fined reprimanded suspended or expelled by the Board shall receive notice in writing within seven days of the decision being given by the meeting.

REGISTER OF MEMBERS
AND HONORARY MEMBERS

28. (a) The Secretary/Manager shall keep in the Club's premises a register of members setting forth the name in full occupation and address of each member and setting out the date of the latest payment by each member of his subscription.
- (b) The Secretary/Manager shall keep on the Club premises a register in which he shall enter or cause to be entered the names and addresses of all persons (not being persons whose names and other particulars have been entered in the register kept pursuant to clause (a) of this article) who are admitted as honorary or temporary member of the Club for a limited period and the dates upon which such period commences and terminates.

MANAGEMENT

BOARD OF DIRECTORS AND FIRST BOARD OF DIRECTORS

- 29 (a) The Board of directors of the Club shall consist of the following:-
- (i) the President;
 - (ii) the Senior Vice-President;
 - (iii) the Junior Vice-President;
 - (iv) the Treasurer; and
 - (v) directors.
- (b) The Board shall, prior to the calling for nominations, by resolution decide the number of directors to be elected for the ensuing year, provided such number is not less than three (3).
- (c) In accordance with Article 30 and subject to Article 9 the Board shall be elected biennially by the general body of the members, commencing with the election in 2018.
- (d) The President, the two (2) Vice-Presidents and the Treasurer shall constitute the Executive and shall exercise such powers as the Board may from time to time direct.
- (e) No person shall be elected to the office of Senior Vice President, Junior Vice President or Treasurer unless he or she shall have been a member of the Board of the Club for one (1) consecutive period of twenty-four (24) months.

- (f) The first Board shall be the signatories to the Memorandum of Association and these Articles and the members of the first Board shall hold the respective offices held by them at the date of incorporation of the Club in the unincorporated Club and shall hold office in the Club until the first annual general meeting of the Club. The first Board while in existence shall exercise all the powers and functions conferred by these Articles on the Board of Directors.
- (g) No person shall be elected President unless he shall have been a member of the Executive for a period of at least two (2) consecutive years.

30 (a) Except as hereinafter provided:

- (i) Life Members;
- (ii) Honorary Life Members;
- (iii) Service Members
- (iv) Life Subscriber Members;
- (v) Club Members;
- (vi) Military Members and Descendant Members; and
- (vii) Gallipoli Scholarship Recipient Members.

with the exception of members in the employ of the Club, who have been financial members for twelve (12) consecutive months preceding the date for closing of nominations for election to the Board in each election year shall be eligible to stand for and if elected to hold office on the Board PROVIDING however, a member of the Club who:

- a. is currently under suspension;
- b. is not a financial member;
- c. is an:
 - i. owner;
 - ii. lessee;

j. has failed to carry out any mandatory director training that he or she was required to carry out under the Registered Clubs Act as a director of the Club or any other training as prescribed by a resolution of the Board.

k. has at any time been declared ineligible or not a fit and proper person to hold the position of director or has had an order made against them to the same effect.

l. has at any time been declared ineligible or not a fit and proper person to hold the position of director or has had an order made against them to the same effect.

m. has, at any time, had imposed upon him or her:

i. a loading on the usual premium; or

ii. a higher than usual excess;

as a result of an assessment by a management liability underwriter when determining coverage under a directors and officers insurance policy or similar.

shall not be eligible to stand for election to the Board of the Club.

(i) Any member of the Club who shall have been reprimanded suspended or fined by the Board for any offence involving dishonesty and who shall not have appealed to an extraordinary general meeting against the decision of the Board or shall have appealed and have had his appeal disallowed by an extraordinary general meeting shall not thereafter be

(b) Subject to clause (a) a member may nominate one or more members in writing for any office in the Club.

(c) Nomination shall be on a form obtained from the Secretary/Manager, signed by both candidate and proposer and shall be lodged with the Secretary/Manager on or before the 21st February in each year. Notification of such nomination shall be posted by Secretary/Manager on the notice board immediately after receipt thereof but the failure to post such notification shall not invalidate the nominations.

(d) If the number of candidates duly nominated for the Board does not exceed the number required to be elected then the candidates

nominated shall at the General Meeting be declared elected but if the number of candidates nominated shall exceed the number required to be elected a ballot shall be conducted in the following manner, namely;

- (1) The Board shall appoint a Returning Officer, a Deputy Returning Officer and one or more poll clerks in connection with the impending ballot who shall be members of the Club but shall not be candidates for election.
- (2) Immediately after the closing date for nominations the Secretary/Manager shall cause to be printed the ballot papers necessary to enable the election to be held. Such ballot papers shall be placed in the charge of the Returning Officer and each ballot paper shall be initialled by him before it is issued.
- (3) All such ballots shall be by postal ballot.
- (4) Ballot papers shall be posted to each financial member ten (10) days before the date fixed for the annual general meeting with a prepaid envelope addressed to such member at his registered place of address.
- (5) The order in which the names of the candidates shall appear on the ballot paper shall be decided by lot or lots as the case may be, to be drawn by the Returning Officer at the last Board meeting prior to the date on which the ballot paper is to be printed. No rank or distinguishing feature shall appear at the foot of the ballot paper. The order of voting shall be by ruling out the names of the candidates not required.
- (6) The completed ballot paper enclosed in a covering envelope shall be forwarded so as to reach the Returning Officer no later than noon on the day preceding the date fixed for the annual general meeting. On receipt of the ballot papers the Returning Officer or such person or persons as he shall authorise, shall immediately deposit such ballot paper in a sealed box provided for that purpose. The ballot box so provided shall have two locks the keys of which shall be held one by the Returning Officer and the other by the Deputy Returning Officer.
- (7) A member may be nominated for more than one office but shall not be elected for more than one position. In the event of any member being nominated for more than one position his

name shall appear on the several appropriate ballot papers and should he receive a majority of votes for more than one position he shall be declared elected to whichever position has the higher priority and the votes cast for him for the other position or positions shall be disregarded. For the purpose of this article the priority of positions shall be in accordance with the order in which the officers named in article 29(a) to which this applies are set out.

- (8) In the case of an equality of votes for any candidate or candidates the candidates concerned shall decide the issue by lot in such manner as they may mutually decide.
 - (9) Any candidate may appoint one scrutineer to observe the count on his behalf; such appointment to be notified to the returning officer at least seven days prior to the close of the ballot.
 - (10) Immediately after the close of the ballot the ballot box shall be unlocked in the presence of the returning officer, deputy returning officer and the scrutineers. The count shall be proceeded with immediately and shall continue without interruption until completed.
 - (11) The returning officer shall decide which votes (if any) are informal.
 - (12) For the purpose of the annual ballot or any special ballot the Board shall furnish the returning officer with a list of members who are entitled to vote in accordance with these Articles.
- (e) The returning officer shall report in writing the result of the ballot to the chairman of each annual meeting who shall declare the same at the meeting and thereupon the persons elected under the said ballot to be officers of the Club and the members of the Board shall be and be elected to be the holders of the respective offices of the Club and to be the Board thereof.
 - (f) If an insufficient number of nominations be received for any office within the prescribed times the annual general meeting may fill such vacancies.
 - (g) The ballot papers used at each annual ballot shall be retained by the Secretary/Manager for two months after the closing date of the ballot and shall be available for inspection by any candidate.

- (h) The Board may from time to time make such by-laws consistent with these Articles as they may think necessary for the conduct of any election and all matters in connection therewith.

DIRECTORS - DISQUALIFICATION

- 31. (a) The office of a director shall be declared vacant by a resolution of the board if he:
 - (i) Voluntarily or compulsorily sequesters his estate or enters into any deed of composition or arrangement with his creditors; or
 - (ii) Becomes prohibited from being a director by reason of any order made under these Articles; or
 - (iii) 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; or
 - (iv) Resigns his office in writing to the board; or
 - (v) Fails without leave of absence to attend more than three (3) consecutive duly constituted meetings of the board; or
 - (vi) Is directly or indirectly interested in any contract with the Club or participates in the profits of any contracts with the Club. PROVIDED HOWEVER that a director shall not vacate his office by reason only of his being a member of any corporation firm or society or association which has entered into contracts with or done work for the Club if he shall have declared the nature of his interest to the board; or
 - (vii) Ceases to be a member of the Club; or
 - (viii) In the opinion of the Board has been guilty of conduct unbecoming a member of the Club or detrimental to the reputation and interests of the Club; or
 - (ix) A member of Board who is suspended or otherwise dealt with shall cease for the time being to act on the Board or
 - (x) If a member of the Board is suspended for any charge and after due enquiry is found not guilty of such charge he may resume his seat on the Board and continue to perform the duties allotted to him but if he is found guilty his office and seat shall be declared vacant.

REMOVAL OF BOARD

- 32.(a) Any member of the Club who becomes dissatisfied with the management by the Board of the affairs of the Club may inform the Secretary/Manager in writing setting forth his grounds of complaint and if supported by at least fifty (50) financial members in the form of a petition requesting that such complaint be placed before an extraordinary general meeting the Secretary/Manager shall within fourteen (14) days of such petition being lodged with him proceed to convene an extraordinary general meeting to be held within twenty-eight (28) days of receipt of petition to consider the complaint.
- (b) The extraordinary general meeting so convened shall deal with no other business except that for which it is expressly convened.
- (c) The extraordinary general meeting shall after hearing the complaint decide the issue by a majority vote.
- (d) In the event of a vote of no-confidence being carried against the Board as a whole or a named member or members thereof the meeting may resolve that the seats of the Board or of members thereof be declared vacant and the member or those members thereof concerned or the Board as the case may be or member or members concerned shall thereupon automatically cease to hold office.
- (e) In the event of the whole of the Board being removed from office the general meeting shall appoint an acting Board of not more than five (5) Full Members with one as chairman to manage the affairs of the Club until the election of a Board as provided by Articles 29 and 30 hereof.
- (f) The acting Board shall not engage in any contracts or elect any new members or discharge any employees or dispose of any of the funds except in payment of the lawful debts of the Club or to enable it to effectively manage the Club until the new Board shall be duly elected at the annual general meeting.

BOARD (CASUAL VACANCIES)

- 33.(a) Except in the event of the whole of the Board being removed from office should a vacancy or vacancies occur on the Club Board through resignations or otherwise for any office other than that of President or Vice-President of the Board may at its discretion appoint an eligible member or members to fill such vacancy or vacancies as the case may be.
- (b) Except in the event of the whole of the Board being removed from

office should the position of President or Vice-President become vacant such vacancy will be filled from and by the Board by ballot at a Board meeting at least three (3) days notice in writing of intention to fill such vacancy having been given to each member of the Board by the Secretary/Manager.

- (c) The person or persons taking office by virtue of this article shall continue to hold office until the next annual general meeting or until otherwise removed.

POWERS OF THE BOARD

- 34.(a) Subject to the provisions of clause 4 of the Memorandum of Association no director shall receive any remuneration for his services in his capacity as a director.
- (b) The business and general affairs of the Club shall be under the management of the Board which shall have full control of the property of the Club and in the conduct and administration of all the affairs and business of the Club except in so far as is otherwise expressly provided by these articles. In particular but without derogating from the general power hereinbefore conferred the Board shall have power from time to time:-
 - (i) To appoint from among its members or members of the Club sub-committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such sub-committees such powers as it may think fit and from time to time to revoke or alter any such appointments or delegation.
 - (ii) To make such by-laws as in the opinion of the Board are necessary for the proper control administration and internal management of the Club's affairs interests effects and property and for the convenience comfort and well being of the members of the Club and to amend or rescind from time to time any such by-laws. Any power conferred in the foregoing shall not be deemed to include power to amend this Memorandum and Articles of Association.
 - (iii) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
 - (iv) To engage control and dismiss the Club's servants employees or paid officials.
 - (v) To appoint and discharge and arrange the duties of the Secretary/Manager and to decide the conditions of his employment.

- (vi) 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.
 - (vii) 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 whether real or personal.
 - (viii) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club.
 - (ix) 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 provided no director or office bearer shall have the right to debate or vote on the acceptance or rejection of any contract to which he tenders or which he has a right title or interest to or in such tender.
 - (x) To invest and deal with any of the moneys of the Club.
 - (xi) From time to time to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums of money 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 whether charged upon all or any 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.
 - (xii) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and let property of the Club and to lease demise exchange or sell all or any of the lands and buildings or other property or rights of the Club PROVIDED THAT the power to lease 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.
 - (xiii) To fix the amount of honorarium payable to any member of the Board under clause 4 of the Memorandum.
- (c) (i) Any by-law made under these articles shall come into force and be fully operative upon the posting of an appropriate notice on the

notice board.

- (ii) All acts done by the Board or by a Board of Directors or by any person acting as a director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or any person as aforesaid or that they or any of them were disqualified be as valid as if every such person was qualified to be a director.
- (iii) It shall not be necessary to send notice of any meetings of the Board to any director or directors who may be absent from the State of New South Wales nor shall any meeting of the Board be invalid on the ground that notice of such meeting was not sent to or received by any Director in sufficient time to enable him to be present at such meeting.

BOARD MEETINGS

- 35. (a) The Board shall meet at least once in each month to transact business.
- (b) The President shall preside or in his absence the Senior Vice-President present or in absence of the Vice-Presidents one of the Board shall be appointed to act as chairman for the meeting. The chairman of a meeting of the Board shall have both a deliberate and a casting vote.
- (c) A quorum shall be the first whole number in excess of half of the number of board members.
- (d) The Board shall cause to be kept in a minute book a record of all resolutions of the Board elections of members appointments removals and resignations.
- (e) All accounts passed for payment must be recorded in the minute book or such other book as the Board may approve.

MEETINGS OF MEMBERS AND QUORUMS

- 36. (a) Every notice convening a general meeting shall be in writing and shall specify the place the day and the hour of the meeting and in the case of special

business the general nature of that business and such other information concerning the business proposed to be transacted as is required to be given by these articles or the Act. The period of notice in respect of general meetings shall be as follows:-

- (i) Twenty-one (21) days in respect of annual general meetings and such extraordinary general meetings as are convened for a purpose other than those requiring the passage of a special resolution;
 - (ii) Twenty-one (21) days in respect of extraordinary general meetings convened for the purpose of passing a special resolution;
 - (iii) The above periods of notice shall be exclusive of the day upon which notice is served but inclusive of the day for which notice is given.
- (b) The annual general meeting shall be held in the month of April on a day to be decided by the Board.
- (c) The annual general meeting shall be held for the following purposes:-
- (i) To receive reports from the President Secretary/Manager and Auditor;
 - (ii) To receive and consider the balance sheet income and expenditure account;
 - (iii) To declare elected the officers and board for the ensuing twelve (12) months in accordance with the report of the Returning Officer pursuant to Article 30.
 - (iv) To deal with any business set out in the agenda paper; all business transacted at an annual general meeting other than that referred to in sub-clauses (i) to (iii) inclusive hereof and all business transacted at an extraordinary general meeting shall be deemed special.
- (d) The agenda paper shall be prepared by the Board and shall include any notices of motion submitted by members.
- (e) Each member shall receive a copy of the annual report and balance sheet and a copy of the agenda paper.
- (f) Extraordinary general meetings shall be convened by the Secretary/Manager as otherwise prescribed by these articles and

- (i) At the direction of the Board; or
 - (ii) On a requisition signed by at least fifty (50) financial members stating the object thereof.
- (g) (i) The quorum at all general meetings shall be ten (10) financial members present and entitled to vote.
- (g) (ii) The quorum at any general meeting at which a Special Resolution to amend any or all of Articles 29, 30 and 48 of these Articles is proposed to be considered, shall be ten (10) Life Members, Honorary Life Members, Service Members, Life Subscriber Members, Club Members, Military Members and Descendant Members; and Gallipoli Scholarship Recipient Members present and entitled to vote.
- (h) In the event of no quorum being available within one half hour of the time set down for commencement of any general meeting such meeting shall lapse.
- (i) In the case of the annual general meeting lapsing through lack of a quorum a further meeting shall be convened by due notice within a period of twenty-eight (28) days and should no quorum be available within an hour of the time set down for the further meeting to commence those present may proceed with business set down on the agenda paper as if there were a quorum present.
- (j) Any member wishing to bring before an annual general meeting any notice of motion shall give notice thereof in writing to the Secretary/Manager not later than the seventh (7th) day in the month of February preceding such meeting and no notice of motion shall be put to the meeting unless so lodged within the prescribed time.
- (k) The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.
- (l) All members of the Club other than honorary member shall be entitled to attend at any general meeting of the Club. All members of the Club shall be entitled to vote at any general meeting of the Club and to have one vote both on a poll and on a show of hands, provided however that a member who is in the employ of the Club shall not be entitled to vote in any meeting of the Club.
- (m) No member shall be entitled to vote at any meeting unless all moneys presently payable by him to the Club have been paid.

(n) The President of the Club or in his absence the Senior Vice-President or in the absence of both the President and the Senior Vice-President the Junior Vice-President shall be entitled to take the chair at every general meeting but if at any general meeting none of such office-bearers shall be present within 10 minutes after the time appointed for holding such meeting, the members present shall choose one of the other members of the Board to be Chairman, members present decline to take the chair then the members present shall choose one of their number to be Chairman, provided that such delay of 10 minutes may be dispensed with if the President and Senior Vice-President and the Junior Vice-President have respectively notified their intention of not being present.

DUTIES OF SECRETARY/MANAGER

37. The Secretary/Manager shall be a full time employee of the Club who shall be engaged by the Board for that purpose. The position of Secretary/Manager on becoming vacant shall be filled from amongst applicants advertised for and considered most suitable by the Board. The Secretary/Manager shall comply with all proper directions given to him by the Board from time to time.

FINANCE

38. (a) All payments by cheque shall be signed by any two of the President Secretary/Manager Treasurer Vice-Presidents or by such other office-bearers as the Board may appoint in their absence.
- (b) All moneys received shall be paid to the Secretary/Manager or his assistant who shall make regular deposits into the bank.
- (c) The Board shall authorise all items of expenditure which shall be recorded in a book for that purpose for inspection by the auditor.
- (d) The financial year shall close on the 31st day of December in each year.
- (e) The Secretary/Manager shall keep control of all books of receipt and keep such books of account as the Board shall require of him from time to time. Notwithstanding the provisions of this clause the Secretary/Manager of the Club shall keep correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature.
- (f) No payment or part payment to any Secretary/Manager or other officer or servant of the Club shall be made by way of commission or allowance from

or upon the receipts of the Club for liquor supplied or from or upon the receipts of the Club from the keeping use and operation of poker machines.

- (g) The President and/or the Board may require of the Secretary/Manager at any time a statement of the finances of the Club.

SPORTING AND SOCIAL BODIES WITHIN THE CLUB

- 39. All sporting and social bodies formed within the Club will at all times be bound by the Memorandum and Articles of Association of the Club and its officers will be held responsible at all times to uphold the good order and prestige of the Club and the regulations formed to govern such bodies must be approved by the Board. Each sporting and social body shall submit a financial statement of receipts and expenditure to the Board when called upon.

AUDIT

- 40.
 - (a) At each annual general meeting auditors shall be appointed for the ensuing year at such remuneration as the Board may determine.
 - (b) No paid or honorary office-bearer or director or employee of the Club shall be eligible for election as auditor.
 - (c) The auditors shall at all times have access to all books accounts vouchers documents and other records of the Club and shall be entitled to demand of all office-bearers members and servants any information or explanation regarding any matter relating to the finance or property of the Club.

SEAL

- 41. 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 previously given and in the presence of two (2) directors at the least who shall sign every instrument to which such seal is affixed and every such instrument to which the seal is affixed shall be countersigned by the Secretary/Manager or some other person appointed by the Board.

NON-POLITICAL AND NON-SECTARIAN

- 42. The Club shall be strictly non-party and non-sectarian and shall not directly or indirectly allow any subject bearing on politics or religion to be introduced at any meeting in the Club or within the Club rooms. Any member of the Club who

participates in any political gathering or meeting shall not act as if he represented the views of the members of the Club. The Club reserves the right of conducting memorial services either within or without the Club which relate to the commemoration of our fallen comrades.

NOTICES

43(A)

(1) The Club may give Notice to a Member by any of the following means at the Board's discretion:

- (i) delivering it to that Member;
- (ii) delivering it or sending it by post to the address of the Member in the register or the alternative address (if any) nominated by that Member for that purpose;
- (iii) sending it to the fax number or electronic address (if any) nominated by the Member or person for that purpose; or
- (iv) any other means permitted by the Corporations Act.

(2) The Club must send all documents to a Member whose address for Notices is not within Australia by air-mail, air courier, fax or electronic transmission.

(3) Any Notice required or allowed to be given by the Club to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia and published on the Club's website.

43(B) The Club may give Notice to a Director by:

- (a) delivering it to that person;
- (b) sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person for that purpose;
- (c) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or
- (d) any other means agreed between the Club and that person.

43(C) A person may give Notice to the Club by:

- (a) delivering it or sending it by post to the registered office of the Club, and marking it for the attention of the Secretary;

- (b) delivering it or sending it by post to a place nominated by the Club for that purpose, and marking it for the attention of the Secretary;
- (c) sending it to the fax number at the registered office of the Club nominated by the Club for that purpose, and marking it for the attention of the Secretary;
- (d) sending it to the electronic address (if any) nominated by the Club for that purpose; or
- (e) any other means permitted by the Corporations Act.

43(D)

(1) A Notice:

- (a) sent by post or air-mail is taken to be given on the day after the date it is posted.
 - (b) sent by fax or other electronic transmission is taken to be given when the transmission is sent provided that in the case of notice to the Club or a Director, the sender meets any action required by the recipient to verify the receipt of the document by the recipient.
 - (c) given by notifying that Member of the Notice's availability by an electronic means nominated by the Member for that purpose is taken to be given on the day after the date on which the Member is notified that the Notice is available.
- (2) A certificate by a Director or Secretary to the effect that a Notice by the Club has been given in accordance with this Constitution is conclusive evidence of that fact.

43(E) The Board may specify, generally or in a particular case, requirements in relation to Notices given by any electronic means, including requirements as to:

- (a) the classes of, and circumstances in which, Notices may be sent;
- (b) verification (whether by encryption code or otherwise); and
- (c) the circumstances in which and the time when the Notice is taken to be given.

43(F)

(1) 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 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.

(2) 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 giving of Notices to the Member, a Notice posted up on the Notice Board shall be deemed to be well served on such Member as at the expiration of twenty-four (24) hours after it is so posted up.

INDEMNITY

44. Every office-bearer director employee and every member of the Club shall be indemnified out of the funds of the Club against all losses expenses and penalties incurred in the discharge of his duties on behalf of the Club except such as shall happen through his own willful act neglect or default and each one shall be chargeable only for such money or property as he shall himself actually receive for in the discharge of the business of the Club and each one shall be answerable only for his own acts neglects or defaults and not for the insufficiency of any security for money invested or the title to any property acquired nor for any loss or damage through insufficiency of proper provision for safe custody or other causes which may happen in the discharge of his duties unless the same shall happen through his own wilful neglect or default.

MISCELLANEOUS

45. Any heading attached to any of these Articles shall not effect the meaning thereof.
46. No person other than the Club or its member shall directly or indirectly derive any profit or advantage from the fact that the Club is or may be registered in accordance with the provisions of Part X of the Liquor Act 1912 or under the Gaming and Betting (Poker Machines) Act 1956 or from any added value which may accrue because of such registration to the land upon which the Club's premises are situated.
47. These Articles can only be amended by way of Special Resolution passed at a general meeting (including an Annual General Meeting) of the members of the Club.
48. Life Members, Honorary Life Members, Service Members, Life Subscriber Members, Club Members, Military Members and Descendant members; and Gallipoli Scholarship Recipient Members shall be the only members entitled to vote on a Special Resolution to amend the Articles of Associati

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

Signature of Subscriber

Witness

Andrew Russell Johnston)
87 William Edward Street,)
Longueville.)
General Office Manager)

James Christopher Cuddihy)
8/13 Gilbert Street,)
Manly. N.S.W. 2095)
Retired)

Morris Solomon)
5A Howarth Road,)
Artarmon. 2064)
Retired)

Peter Sutherland Kennedy
185 Elizabeth Street,
Sydney.
Solicitor

Archibald McDonald)
10/167 Belmore Road,)
Riverwood.)
Retired)

Terence Murphy)
24 Warrimoo Avenue)
St. Ives.)
Sales Manager)

DATED this 10th day of August, 1972

Signature of Subscriber

Witness

Robert Joseph Dawson)
194 Elizabeth Street)
Sydney.)

Retired)

Frederick George Leer)
6 Fitzroy Street)
Newtown.)

Lift Maintenance Mechanic)

Westley William Easterbrook)
34 Pavilion Street)
Queenscliff via Manly.)

Retired.)

Clarence Wilhelm Rien)
7 Varna Street)
Mt Colah.)

Retired)

Reginald Howard Davenport)
38 Blight Street)
Northbridge.)

Clerk)

Peter Sutherland Kennedy
185 Elizabeth Street,
Sydney.

Solicitor

DATED this 10th day of August 1972

Signature of Subscriber

Witness

Percy Harry Richardson)
45 Westblock,)
War Veterans Home,)
Narrabeen.)

Retired)

Allan Keith Mudie)
Flat 19/640 Crown Street,)
Surry Hills.)

Railway Guard)

Allen Frederick Lindsay)
21A Mirral Road,)
Caringbah.)

Accountant)

Albert Arthur Dare)
15 Fromelles Avenue,)
Seaforth.)

Retired)

George Frederick Edmund Knox)
18 Brentwood Avenue,)
Turramurra. N.S.W. 2074)

CDR. R.A.N. (RET))
Senior Technical Officer)
Garden Island Dockyard.)

Peter Sutherland Kennedy
185 Elizabeth Street,
Sydney.

Solicitor

DATED this 10th day of August 1972