

NEW SOUTH WALES COMPANIES ACT 1961  
ASSOCIATION NOT FOR GAIN

COMPANY LIMITED BY GUARANTEE



**Memorandum**  
**and**  
**Articles of Association**  
**of**  
**Matraville R.S.L. Sub-Branch**  
**Club Limited**

**Solicitors:**

**VINCENT J. BRADY, DONALD & CO.**  
**60 Hunter Street**  
**SYDNEY**  
**9221-2666**

# Matraverse R.S.L. Sub-Branch Club Limited

## Life Members

- + Cyril Pyle
- + Tom O'Shea
- + Ralph Tanner
- + Jim Wood
- + Reg Adams
- + Sydney Riley
- + Ron Angus
- + Kevin McGrath
- + Franck Walsh
- Paul Vallis

+ Marks a deceased life member

Updated 24/12/20

NEW SOUTH WALES COMPANIES ACT, 1961  
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**Memorandum of Association**  
**of**  
**Matraville R.S.L. Sub-Branch**  
**Club Limited**

A.C.N. 000 965 720

1. The name of the Company (hereinafter called “the Club”) is “Matraville R.S.L. Sub-Branch Club Limited.”
2. The registered office of the Club shall be situated in Matraville or in such other place in New South Wales as the Board may from time to time determine.
3. The objects for which the Club is established are:
  - (a) To provide for members and for members’ guests a social 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 Matraville R.S.L. Sub-Branch Club and to assume and carry on the functions and objects of such association or club.
  - (c) To purchase hire lease or otherwise acquire for the purposes of the Club any real or personal property and any rights and privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
  - (d) To give sell mortgage exchange hire lease (not being premises covered by Certificate of Registration) or otherwise dispose of the property of the Club or any part or parts thereof.
  - (e) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments.
  - (f) To make draw accept endorse discount executive and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
  - (g) To borrow money from time to time and for such purposes to give debentures liens, mortgages, charges or other security over the whole or any part of the property real or personal of the Club.
  - (h) 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 Certificate 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 General 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.

- (i) In furtherance of the objects 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 provisions required used or desired by members.
  - (j) To take or reject any gift of property money or goods whether subject to any special trust or not.
  - (k) To erect maintain improve or alter any building or buildings for the purposes of the Club.
  - (l) To promote all or any of the object of the Returned Services League of Australia (New South Wales Branch) Incorporated.
  - (m) To indemnify any person or persons whether members of the Club or not who may incur or have incurred any personal liability for the benefit of the Club and for that purpose to give such 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.
  - (n) 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 dependants 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.
  - (o) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
  - (p) To all such acts deeds matters and things and enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Club or any of them.
4. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst the members of the Club provided that nothing herein contained shall present 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 out-of-pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Club. The amount of any honorarium shall be approved by the members of the Club at a General Meeting.
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 of 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 Five Dollars (\$5.00).

7. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to the Matraville Sub-Branch of the Returned Services League of Australia (New South Wales Branch) Incorporated.
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 Institute Association or Body of Accountants.
9. The full names, addresses and occupations of the subscribers hereto are:  
 James Frederick Thomas Wood, 6/2 Unsted Crescent, Hillsdale (Driver).  
 Harry Leander Vandenberg, 6a Dampier Street, Matraville (Clerk).  
 Frederick James Gorman, 314 Beauchamp Road, Matraville (Builder).  
 John Johnson, 16 Moorina Avenue, Matraville (Paper Tester).  
 Raymond John McDonald, 171 Belmont Street, Alexandria (Body Builder)  
 Vincent James McNally, 12/172 Marine Parade, Maroubra (Representative)  
 Victor Rudolph Whitwell, 66 Daunt Avenue, Matraville (Mechanic).  
 Arthur William Hill, 15 Solander Street, Matraville (Plant Operator).  
 William Roy Tucker, 4 Drive Street, Matraville (Storeman).  
 Marcel Eugene Doyon, 45 Milroy Avenue, Kensington (Elec. Mechanic)  
 Alfred Frederick George Linsley, 1 Solander Street, Matraville (Trade Asst)  
 Reginald Hester, 51 Windsor Street, Matraville (Salesman).
10. The subscribers are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Signatures of Subscribers	Witness to Signatures and Addresses
J. Wood H. Vandenberg F. Gorman J. Johnson R. Hester R.J. McDonald W.R. Tucker M.E. Doyon V.J. McNally V.R. Whitwell A.F.G. Linsley A.W. Hill	Allan K. Jones 32 Busby Parade, Waverley

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DATED this 3<sup>rd</sup> day of December, 1971

NEW SOUTH WALES COMPANIES ACT, 1961  
ASSOCIATION NOT FOR GAIN  
COMPANY LIMITED BY GUARANTEE

**Articles of Association  
of  
Matrville R.S.L. Sub-Branch  
Club Limited**

**DEFINITIONS**

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

“The Act” means the Corporations Law 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 above named Company.

“Executive” means the President, Vice-Presidents and two (2) Executive Directors.

“Ex-Servicemen” means any person who served in the Armed Forces of His or Her Majesty in World War I; World War II; the Korean or Malayan and/or Vietnam Campaigns and has been duly discharged.

“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 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 Act.

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

“R.S.L.” means the Returned Services League of Australia (New South Wales Branch) Incorporated.

“Secretary” includes General Manager.

“Unincorporated Club” means Matrville R.S.L. Sub-Branch 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 insofar as they are repeated or contained in these Articles.

**MEMBERSHIP  
(Number)**

3. (a) For the purpose of registration but not by way of limitation the number of members of the Club is declared not to exceed 6,250 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 First Day of February 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) and (b) above shall not be liable to any Entrance Fee or Subscription prior to the First Day of January 1972 and shall be deemed to be a financial member of the Club up until that date.

**MEMBERSHIP  
(Classification)**

5. The Membership of the Club shall be divided into the following classes:
  - (a) Ordinary Members;
  - (b) Associate Members;
  - (c) Honorary Life Members;
  - (d) Provisional Members;
  - (e) Temporary Members.

**MEMBERSHIP  
(Eligibility)**

6. No person under the age of eighteen (18) years shall be admitted as a member of the Club.
7. (a) Ordinary members shall be:
  - (i) Those persons who are financial or associate members of the Matraville Sub-Branch of the R.S.L. and who shall have made application for membership of the Club in accordance with the Articles of Associations and have been duly admitted.
- (b) Associate members shall be:
  - (i) Any person who is an Ex-service Person and who shall have made application for membership of the Club in accordance with the Articles of Association and have been duly admitted.
  - (ii) Any other person who shall have made application for membership in accordance with the Articles of Association and have been duly admitted.
- (c) Honorary Life Membership may be conferred upon a Member who has rendered outstanding service to the Club or to the unincorporated Club. To be eligible for Honorary Life Membership a member must be nominated by one Member and seconded

by another. The nomination shall then be forwarded to the Board of the Club for approval. If such nomination is approved by the Board the nomination shall be then referred to the next general meeting of the Club and if such nomination is approved at such General Meeting the person nominated shall be an Honorary Life Member and such Honorary Life Member shall have all the rights and privileges of a Member.

Not more than one Member shall be made an Honorary Life Member in any one financial year. Notwithstanding anything hereinbefore contained all persons who at the date of incorporation of the Club were Honorary Life Members of the unincorporated Club shall upon becoming members of the Club be deemed to be Honorary Life Members of the Club.

## **MEMBERSHIP**

### **(Admission of Other than First Members)**

8. (a) The application for membership must be accompanied by the amount of any entrance fee and subscription.
  - (b) Particulars of the nomination for membership shall be posted on the Notice Board in a conspicuous place in the Club premises and shall remain posted for at least seven (7) days prior to the date of the meeting of the Board at which the application is to be considered.
  - (c) An interval of at least seven (7) days shall elapse between the date of application and date of election of all candidates.
  - (d) The election of members shall be by the Board at a meeting or meetings duly convened. The Secretary of the Club shall keep a record of the names of the Members of the Board present and voting at such meetings and the names of the members elected.
  - (e) The Board may reject any application for membership without assigning any reason for such rejection. The Secretary shall return to such rejected candidates the amount of entrance fee and subscription lodged with the application.
9. On the election of a member the Secretary shall give to such member notice of his election and shall issue with such notice an account for the entrance fees and subscriptions if same have not already been paid and such account shall specify the due date of payment.
  10. Every person elected to membership and informed of his election as directed by the foregoing Article shall be deemed to agree to pay the Entrance Fee and Annual Subscription and other fees and charges as prescribed in the Memorandum and Articles of Association of the Club and 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 Entrance Fee or part thereof and/or the said Subscription or part thereof shall be conclusive evidence of such agreement.
  11. Every person elected to membership shall be required to pay within one month of the date of notice of election the fees and/or subscription specified in the account rendered to him with the notice of election failing which payment the election may be declared null and void.

## **PROVISIONAL MEMBERS**

- 11.A (a) Any person who has lodged with the Club a nomination form duly completed in accordance with these Articles seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form may be granted provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.



- (b) Should a person who is admitted as a provisional member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Club or should his application for membership be refused (whichever is the sooner) he shall cease to be a provisional member of the Club and the annual subscription submitted with his nomination shall be forthwith returned to him.
- (c) Provisional members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

### **CESSATION OF MEMBERSHIP**

- 12. A member, at any time by giving notice in writing to the Secretary, may resign his membership of the Club but shall continue to be liable for any entrance fee of \$1.00 or annual subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding Five Dollars (\$5.00) as a member of the Club under Clause 6 of the Memorandum of Association of the Club.
- 13. If any member shall refuse or neglect to comply with the provisions of the Memorandum and Articles of Association By-Laws Rules of Regulations of the Club or if any member shall in the opinion of the Board be guilty of conduct deemed by the Board to be unbecoming of a member or prejudicial to the interest of the Club such member may be suspended or expelled by resolution of the Board and such resolution need not state the grounds facts or opinions upon which it is based PROVIDED.
  - (a) That at least seven (7) days before the meeting at which such resolution is passed the member concerned shall have been notified in writing of the intended resolution and requested to be present at the meeting and that he shall be 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) The meeting shall be held within one (1) month of the date of the alleged offence or the date on which the charge is laid.
  - (c) 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 present at such meeting and the decision of the Board shall be final.
  - (d) 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 time as the meeting is held.
- 14. Should a member incur any debit to the Club or to the Club's staff or servants or persons under Contract to the Club and fail to discharge such debt upon request in writing by the Secretary he may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall give the member concerned due notice of its intention or take such course, but the provisions of Article 13 shall not apply.
- 15. Any member eligible for Ordinary Membership of the Club who shall fail to pay to the R.S.L. his subscription or any fees due to the R.S.L. within two months after same shall fall due and payable may at the discretion of the Board have his name removed from the register and shall thereupon cease to be a member. Any member whose name shall have been so removed from the register may at the discretion of the Board be re-admitted as an ordinary member on payment by him of all subscriptions and fees due to the R.S.L. and upon making application for membership in the manner laid down in these Articles.

16. Every person ceasing to be a member of the Club whether by retirement, expulsion, death, neglecting to pay the entrance fee or subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable under the provisions of Clause 6 of the Memorandum of Association.

#### **ADDRESS OF MEMBERS**

17. Every member shall on becoming a member furnish to the Secretary particulars of his date of birth, address and occupation if those particulars have not already been stated on the nomination for membership and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

#### **REGISTER OF MEMBERS AND HONORARY MEMBERS**

18. (a) The Secretary 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 shall keep a Register of Honorary Members of the Club which shall record the name and address of each Honorary Member and the date on which he entered as an Honorary Member.
- (c) The Secretary shall keep a Register of Temporary Members of the Club (other than Temporary Members attending the Club for the purpose of taking part in an organised sport or competition) which shall record the name, address, email address and telephone and/or mobile number of each Temporary Member and the date on which he entered as a Temporary Member.

#### **VOTES OF MEMBERS**

- (a) Every financial member when eligible to vote shall both on a show of hands and on the taking of a poll have one vote.
- (b) All members of the Club shall be entitled to vote on all matters and resolutions at any general meeting or Extra Ordinary meeting of the Club other than that covered by the provision of Article 69(A).
- (c) No member of the Club who is also a servant of the Club shall be eligible to vote at any meeting of the Club.

#### **HONORARY MEMBERS**

19. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club;
  - (ii) any prominent citizen or local dignitary visiting the Club;
- (b) Honorary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate, or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.

- (c) When Honorary membership is conferred on any person the following particulars shall be entered in the club's Register of Honorary Members:
- (i) the name in full of the Honorary Member;
  - (ii) the residential address of the Honorary Member;
  - (iii) the email address of the Honorary Member;
  - (iv) the telephone and/or mobile number of the Honorary Member;
  - (v) the date on which Honorary membership is conferred;
  - (vi) the date on which Honorary membership is to cease.
  - (vii) the number of children accompanying the Honorary Member if applicable.

### **TEMPORARY MEMBERS**

22. (a) The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (i) Any visitor whose permanent place of residence in New South Wales is not less than a distance from the Club as may be determined from time to time by the Board by By-Law pursuant to these Articles (but being not less than a radius of 5 kilometres from the Club);
  - (ii) Full Members (as defined in the Registered Clubs Act) of other clubs are registered under the Registered Club Act and which have objects similar to those of the Club;
  - (iii) A full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club or a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day.
  - (iv) Any interstate or overseas visitor.
- (b) Temporary members shall not be required to pay an entrance fee or subscription.
- (c) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
- (d) Temporary members shall not be permitted to introduce guests into the Club;
- (e) A Director or the Secretary of the Club may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore;
- (f) No person under the age of 18 years may be admitted as a temporary member of the Club;
- (g) When a Temporary Member (other than a Temporary Member admitted pursuant to paragraph (a)(iii) of this Article) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary members:

- (i) the name in full of the Temporary Member;
- (ii) the residential address of the Temporary Member;
- (iii) the email address of the Temporary Member;
- (iv) the telephone and/or mobile number of the Temporary Member;
- (v) the date on which Temporary Membership is granted;
- (vi) the signature of the Temporary Member;
- (vii) the number of children accompanying the Temporary Member if applicable.

**ENTRANCE FEE AND SUBSCRIPTION  
(First Members)**

23. There shall be no Entrance Fee or Subscription for first members up until the first day of January 1972 and such members shall be deemed to be financial up until that date.

**ENTRANCE FEE AND SUBSCRIPTION**

- 24 (a) The Entrance Fees Subscriptions and other fees or charges payable by any class of members the amount thereof and the time and manner of payment thereof and all other matters pertaining thereto not by these Articles specially provided for shall be such as shall from time to time be prescribed by the Board provided that the Annual Subscriptions shall not be less than two dollars (\$2.00).
- (b) All Subscriptions shall be paid in advance.
- (c) Any member whose subscription is in arrears shall be restricted from entering the Club premises except as a Guest of a member or as a Temporary Member.
25. The Annual Subscription shall fall due on the first day of January in each year due. The Secretary shall notify the members of fees due prior to the first of January in the year due. If any fees or subscription or call or any instalment thereof shall remain unpaid for a period of one month after it becomes due the member's name shall be removed from the Register.
26. The Board may at any time suspend the payment of Entrance Fees either generally or in respect to individual cases and shall have discretionary power to fix and determine or waive the Entrance Fee chargeable to any member under any special circumstances that may arise.

**MANAGEMENT  
(Board of Directors)**

27. The business and affairs of the Club and the custody and control of its funds shall be managed by the Board of Directors consisting of seven (7) Directors which Board shall be elected annually by the general body of members. The Board shall consist of a President, Vice-President, and five (5) other members.
28. Ordinary Members who are full members of the Matraville Sub-Branch of the R.S.L. and Associate Members of the Club shall be entitled to take part in the Management of the Club and to stand for or be elected to any office of the Board of Directors provided that:-
- (i) Only Ordinary Members of the Matraville R.S.L. shall be entitled to nominate or stand for or be elected to the Office of President, Vice President and two (2) Executive Members on the Board of Directors.
  - (ii) No more than three (3) Associate Members of the Club shall be Members of or be elected to the Board of the Club at one and the same time.
  - (iii) Additionally, two (2) positions will be appointed by the Elected Board and these will be Advisory Only. As per the *Statutory Regulations of the Registered Clubs Act: Section [40,150]*.

Advisory Positions may be appointed for a term not exceeding three (3) years. The appointed members must have a relevant background in the industry or in business and they must display an interest in assisting the Club to succeed in the future.

29. 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 the Club.

### **FIRST BOARD OF DIRECTORS**

30. Deleted 22nd March 2009.

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

31. The Board of Directors shall be elected annually by the general body of members from persons nominated as hereinafter provided:
- (i) Not less than twenty-one (21) days before the Annual General Meeting nominations for the offices of Directors shall be delivered to the Secretary.
  - (ii) Out of the persons nominated the general body of members shall elect the Board of Directors to hold office until the next annual General Meeting.
32. (a) Nominations for elections of the Directors shall be made in writing and signed by two members of the Club and by the nominee who shall also signify consent to the nomination.
- (b) The Secretary shall in respect of such nominations post the names of the candidates and their proposers on the Notice Board upon receipt and not later than fourteen (14) days prior to the date of the Annual General Meeting.
- (c) All full members nominated for the position of Director shall be required to undertake induction training. This training shall introduce members to their lawful obligations as set out in the Memorandum and Articles of Association of Matraville RSL Sub-Branch Club Limited, or any other Act or Statutory Law or requirement of the State of NSW.
- (d) No person currently under suspension by the Board in accordance with these Articles shall be eligible to nominate, stand for or be elected to the Board of the Club.
33. The Board reserves the right not to accept the nomination for the position of Director of any member who has at any time been -
- (a) Charged and found guilty in any Civil or Criminal Jurisdiction of any offence;
  - (b) Whose name appears on the Club's "No Cheque" list;
  - (c) Been before the Board of the Club on any charge and been found guilty thereof.
34. An election by ballot of the members of the Board of Directors shall be conducted in the following manner -
- (a) The President and one (1) Vice-President shall be elected separately from the other ordinary directors of the Club. Any person who is nominated for President or other office shall if not elected to that office and who is nominated for the position of another office or as an ordinary Director be eligible for election to such other office or as an ordinary Director.

- (b) The ballot shall be taken on the date fixed for the Annual General Meeting at such hours and on such days as the Board may from time to time direct.
- (c) The ballot shall be conducted at the place appointed for the holding of such meeting.
- (d) The voting papers shall contain in balloted order the names of all duly nominated candidates for the respective positions and there shall be indicated by the use of an asterisk (\*) those candidates for election who are associate members of the Club.
- (e) The voter shall mark his voting paper by placing a number or cross (x) beside the names of the candidates for whom he wishes to vote.
- (f) No votes recorded on a voting paper shall be invalid by reason only that a voter places a number or cross (x) against a lesser number of the names of candidates than the number of candidates to be elected but all votes recorded on a voting paper shall be invalid where a voter places a number or cross (x) against a greater number of the names of candidates than the number of candidates to be elected.
- (g) The ballot shall be conducted by a person appointed and authorised for such purpose by the Board which authorised person shall not be a candidate and shall be assisted by the number nominated by the Board prior to the Annual General Meeting who shall not be candidates. Such scrutineers shall be appointed by such authorised person and not directly by the Board.
- (h) At the closing of the ballot the authorised person assisted by the scrutineers shall proceed with the examination of the voting papers and shall report the result to the Returning Officer of the meeting who shall then declare such candidate or candidates who received the greatest number of votes to be duly elected.
- (i) In any case of doubt as to the formality of the voting paper the matter shall be referred to the Returning Officer who shall be appointed by the Board for such purpose prior to any such ballot and whose decision shall be final.
- (j) In the event of an equality of votes in favour of two or more candidates the Returning Officer of the meeting shall ensure the election of not more than the number necessary to fill the vacancies by the drawing of lots.
- (k) All ballot papers shall be retained by the Secretary or other person nominated by the Board for a period of not less than one (1) month after the date of the ballot to which such papers relate.

34A. No member shall circulate or cause to be circulated in respect of the election or proposed election of any member of the Board of Directors or any Committee of the Club any literature, circulars, advertisements, articles, statements or any other writing of a similar nature in any newspaper, periodical or any other journal and the provisions of this article shall extend to the preparation and distribution of how to vote tickets or any other writing or literature of a similar kind.

34D. The voting papers shall contain in balloted order the names of all duly nominated candidates for the respective positions and there shall be indicated by the use of an asterisk (\*) those candidates for election who are associate members of the Club.

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

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

## **VACANCIES IN BOARD OF DIRECTORS**

- 36 (a) If any Director shall die or shall fail to attend a regular Board Meeting for three consecutive meetings without leave of absence or if he shall resign or if he shall become bankrupt or of unsound mind his office shall be declared vacant by the Board and he shall ipso facto cease to be a Director and the Board may appoint a successor to hold office until the next election by the Annual General Meeting and until such appointment is made the continuing Directors may act notwithstanding such vacancy.
- (b) Subject to the provisions of these Articles the members in General Meeting may by Ordinary Resolution of which special notice has been given remove any member or members of the Board whomsoever or the whole of the Board before the expiration of his or their period of office and may by Ordinary Resolution appoint another person or persons in his or their stead providing any person so appointed has the qualifications required by these Articles to hold office as a Director of the Club. Any person so appointed shall hold office during such time only as the person whose place he has appointed would have held the same if he had not been so removed.

### **BOARD OF DIRECTORS (Act Of)**

37. 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)**

38. 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 (Power and Duties)**

39. 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 insofar as is otherwise expressly provided by these Articles. In particular, but without derogating from the general powers hereinbefore conferred, the Board shall have power from time to time:
- (a) 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-committee such powers as it may think fit. Unless otherwise specified in the minutes of the Directors appointing the sub-committee the quorum of all sub-committees shall consist of a majority of the members of such sub-committee.
- (b) To make such By-Laws Rules or Regulations not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs, interests, effects and property and for the convenience comfort and well-being of the members of the Club and to amend or rescind from time to time any such Rules and Regulations.

- (c) To enforce the observance of all By-Laws Rules and Regulations by suspension from enjoyment of Club privileges or any of them.
- (d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (e) To engage, appoint, control, remove, discharge, suspend and dismiss such managers, secretaries, officers, representatives, agents and servants or other employees as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration but no payment or part payment of any secretary manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- (f) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (g) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (h) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allow time for payment and satisfaction of any debts due to and any claims or demands by or against the Club.
- (i) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents or instruments.
- (j) To invest and deal with any of the moneys of the Club not immediately required for the purpose of the Club upon such securities and in such manner as the Board may think fit and from time to time vary or realise such investments.
- (k) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it 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 may think proper to confer on the holders.
- (l) To sell exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and to let any property of the Club with the sanction of a general meeting of the Club to lease, demise, exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED THAT the power to lease, let or demise shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Liquor Act 1912 as amended without the consent of the Licensing Court being obtained.
- (m) To fix the maximum number of each class of members who may be admitted to the Club.



- (n) To fine, caution or suspend for such period as it thinks fit any member who shall 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 interest of the Club.
  - (o) To impose any restrictions or limitations on the rights and privileges of members, honorary members and visitors relating to the use of them of the Club premises and/or amenity or facility therein contained or relating to their conduct, behaviour clothing and dress whilst on the said premises.
  - (p) To recommend the amount of honorarium payable to any member of the Board under Clause 4 of the Memorandum and subject to approval by a General Meeting to pay such honorarium.
  - (q) To repay actual out-of-pocket expenses incurred by any member of the Board.
40. Any By-Law Rule or Regulation made under these Articles shall come into force and be duly operative upon the posting of an appropriate notice contained such By-Law or Regulation on the Notice Board.

**BOARD OF DIRECTORS**  
**(Meeting)**

41. (a) The Board shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be three (3) members of the Board.
- (b) The President of the Club shall if present preside at all meetings of the Board in his absence a Vice-President shall preside and in the event of both President and Vice-Presidents being absent the meeting shall elect a member of the Board to be Chairman of the Meeting. The President or Chairman of such meeting will have a deliberative vote only.
- (c) If a quorum be not present within fifteen (15) minutes of the time fixed for the meeting it shall stand adjourned for 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.
- (d) The continuing members of the Board may act notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Article as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Club, but for no other purpose.
- (e) Notwithstanding any rule of law or equity to the contrary a Director of the Company shall not be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise, nor shall any such contract or and contract transaction or arrangement entered into by or on behalf of the Company in which any Director shall in any way be interested be avoided or be rendered voidable nor shall any Director so contracting or being interested be liable to account to the Company for any profit realised by any such contract, transaction or arrangement and may take part in the actual affixing of the Company's seal to and/or sign any deed, document or instrument giving effect to evidencing or any way relating to any such contract, transaction or arrangement but disclosure of such interestedness of the Corporations Law. Failure to make and/or to

record such disclosures as aforesaid shall not operate to void or render voidable any such contract, transaction or arrangement.

42. The Annual General Meeting of the Club shall be held if practicable in the month of March in each year at such date, time and place as may be prescribed by the Board but shall in every instance be held no later than the last day of May each year.

**GENERAL MEETING  
(Extraordinary General Meeting)**

43. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
44. An Extraordinary Meeting may be called on any date by the President or the Board and shall be called by the Secretary upon receipt by him of a requisition which need not be in one document signed by not less than five (5) percent of members entitled to vote (calculated as at the midnight immediately before the day that the requisition is received) stating the business to be considered at such meeting. The date set by the Secretary for the holding of such meeting shall be no longer than two (2) months after receipt of the requisition. Provided that if such meeting is not called by the Club within twenty-one (21) days of receipt of the requisition the requisitionists or a majority of them may themselves call the meeting and shall have access to the register of members and any other records necessary for the purpose of calling a general meeting. A meeting called by the requisitionists must be called in the same way in which a general meeting of the Club may be called for the purpose specified in the requisition and for that purpose only. A meeting called by the requisitionists is to be held no later than three (3) months after the date the Club received the requisition. A meeting shall not be called or held if the business to be transacted is a power or a duty of the Board as provided by these Articles

**GENERAL MEETING  
(Notice Of)**

45. (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 such information concerning the business proposed to be transacted as is required to be given by these Articles or the Act.
- (b) The period of notice in respect of all General Meetings of the Club shall be at least twenty-one (21) clear days before the date fixed for such meeting.

**GENERAL MEETING  
(Quorum)**

46. At an annual or extraordinary general meeting called by the President or the Board twenty (20) 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-five (35) ordinary members present and entitled to vote shall constitute a quorum. If a quorum be not present within fifteen minutes of the time fixed for an annual or extraordinary general meeting, the meeting, if convened on or by the requisition of members shall be dissolved; if convened by the President or by the of the Board it shall be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be a quorum.

**ANNUAL GENERAL MEETING**  
**(Business)**

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

- (a) The Chairman of the Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.
- (b) If the Club's Auditor or representative is at the Annual General Meeting, the Chairman of the meeting shall allow reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.
- (c) To receive and consider the Balance Sheet Income and Expenditure Account and the report of the Auditor.
- (d) The members hereby approve and agree to expenditure by the Club in a sum not exceeding ( ) until the next Annual General Meeting of the Club for the following activities of Directors:
  - (i) The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee meeting on the day of that meeting when that meeting corresponds with a normal meal time.
  - (ii) Reasonable expenses incurred by Directors in travelling to and from Directors meetings or other duly constituted committee meeting as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure;
  - (iii) Reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by Directors which activities and the expenses there from are approved by the Board before payment is made on production of receipts, invoices or other proper documentary evidence of such expenditure.
  - (iv) The reasonable cost of provision Blazers, Jackets, Blouses and/or shirts and Ties for the use of Directors whilst engaged on Club business.
  - (v) The members acknowledge that the benefits in paragraph (d) above are not available to members generally but only for those who are Directors of the Club.
- (e) The members hereby approve and agree to expenditure by the Club in a sum not exceeding ( ) for the professional development and education of Directors until the next Annual General Meeting and being:
  - (i) The reasonable cost of Directors attending at the Registered Clubs Association Annual General Meeting;
  - (ii) The reasonable cost of Directors attending seminars, lectures, trade displays and other similar events as may be determined by the Board from time to time;
  - (iii) The reasonable cost of Directors attending other Registered Clubs for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are approved by the Board as being necessary for the betterment of the Club;
  - (vi) The members acknowledge that the benefits in paragraph (e) above are not available to members generally but only for those who are Directors of the Club.

- (f) That Pursuant to the Registered Clubs Act, the Members hereby approve and agree to the following honoraria to be provided to the Directors elected to President and Treasurer for the (12 ) months period preceding the Annual General Meeting.

As follows: (a) President \$

(b) Director \$ Nominated each month by the Board.

Dated:.....

By direction of the Board

.....  
General Manager

- (g) To elect the Board for the ensuing year.
- (h) To deal with any business of which due notice has been given.
- (i) Notice in writing of any resolution or special business must be given to the Secretary and shall be considered at the first general meeting held at least two (2) months after receipt of the notice. If the Club calls a general meeting after the notice is received, and provided that the Club can give at least twenty-one (21) days' notice of the resolution or special business to members, the Club may, at its discretion, and with due notice, present the resolution or special business to members for consideration.
- (j) A The Chairman of the Annual General Meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the Club.
- B If the Club's Auditor representative is at the Annual General Meeting, the Chairman of the meeting shall allow reasonable opportunity for the members as a whole at the meeting to ask the Auditor or representative questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

**ANNUAL GENERAL MEETING  
(Proceedings)**

48. The President shall if present be entitled to preside at all general meetings of the Club. In the event of the President not being present within fifteen (15) minutes of the commencement of the meeting a Vice-President shall preside and in the event of the Vice-President being absent the Board shall elect a member of the Board to preside and in the event of no Director of the Board being present the members shall elect a member to Chair the meeting from amongst their number.
49. 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 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.
50. At any general meeting unless a poll is demanded by the Chairman or by at least five members present and entitled to vote at the Meeting a Declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

51. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the Meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith be final and conclusive.
52. The Chairman of a general meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
53. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
54. 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 MEETING (Minutes)**

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

### **FINANCIAL YEAR**

56. The financial year of the Club shall commence on the first day of January and end on the last day of December each year.

### **ACCOUNTS AND AUDIT**

57. The Board shall cause correct accounts and books to be kept showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature and showing in particular and without limiting the generality hereof:
  - (a) All sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place.
  - (b) All sales and purchases of goods by the Club.
  - (c) The assets credits and liabilities of the Club.
58. The books of account shall be kept at the registered office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.

59. (a) The Board shall comply with the provisions The Corporations Act 2001 and once every year cause to be prepared a Balance Sheet as at the end of the Club's financial year and an Income and Expenditure Account made up to the end of the financial year which Balance Sheet and Income and Expenditure Account shall together with the report of the Board and the Auditor's Report be laid before the Annual General Meeting of the Club as provided for in Article 47 of these Articles.
- (b) The report of the Board referred to in the foregoing Clause (a) shall include statements showing:
- (i) The amount (if any) written off for depreciation.
  - (ii) The amount (if any) which the Board proposes to transfer to the Reserve Fund or funds of the Club.
  - (iii) The number of members of each class registered in the register of members at the date of the preparation of the report.
  - (iv) The names of Directors.
- (c) A copy of the Balance Sheet, Auditor's Report, and Income and Expenditure Account or Profit and Loss Account accompanied by a copy of the Report of the Board shall be posted no later than four (4) months after the end of the Financial Year and at least twenty-one (21) clear days before the date of the General Meeting at which the said accounts and reports are to be presented to every member entitled to vote at a General Meeting.

#### **AUDITORS**

60. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.
- 60A. At least two (2) months' notice of a resolution to remove the Auditor must be given to the Club. Immediately, such notice is received by the Club, it shall forward a copy of the notice to the Auditor and a copy to the Australian Securities and Investments Commission.

#### **SEAL**

61. 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 counter-signed by the Secretary or some other person appointed by the Board.

#### **GUESTS**

62. (a) All members other than Temporary members shall have the privilege of introducing guests to the Club and on each day a member first brings a guest into the Club he shall enter in the Register of Guests the name and address of the guest and shall counter-sign that entry.
- (b) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law nor shall he introduce any person as a guest who has been expelled from the Club for misconduct or non payment of subscription or fees who has been suspended by the Board of the Club.
- (c) Members shall be responsible for the conduct of any guests they may introduce to the Club.

- (d) The Board shall have power to make By-laws from time to time not consistent with these Articles or the Registered Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (e) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (f) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (g) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.

#### **SUPPLY OF LIQUOR AND USE OF POKER MACHINES**

63. No person under the age of eighteen (18) years shall be sold or supplied with liquor or shall be permitted to use, operate or play poker machines.

#### **NOTICES**

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

Where a notice is sent by post services 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.

If a member has no registered address within the State of New South Wales and has not supplied to the Club an address within the said State for the giving of notices to him a notice posted up on the Notice Board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

#### **INDEMNITY**

65. Every Director and every member of any Sub-Committee constituted under Article 39 and the General Manager 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 the Act in which relief is granted to him by the Court or in which he has been authorised to defend by the Board.

#### **MISCELLANEOUS**

66. Any heading attached to any of these Articles shall not affect the Memorandum of Association or these Articles.
67. No person other than the Club or its members shall directly or indirectly derive any profit or advantage from the fact that the Club is or may be registered in accordance with the provisions of the Registered Clubs Act 1976 or from any added value which may accrue because of such registration to the land upon which the club's premises are situated.

68. The power to lease contained in the Memorandum of Association and these Articles shall not be exercised in respect of any part or parts of the premises of the Club which may be the subject of a Certificate of Registration granted under the provisions of the Registered Clubs Act 1976 as amended without the consent of the Licensing Court being first obtained.

**AMENDMENTS TO MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

69. 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 members present and voting at the said meeting.

Notwithstanding the provisions of Article 69 and the foregoing Articles of Association only full financial members of the Matraville Sub-Branch of the R.S.L. shall be entitled to vote on any resolution relating to the alteration and amendments of Article 27, 28 and 29 of these Articles of Association.

The majority required for passing of a resolution relating to any such alterations or amendments of the said Clauses shall be (75%) seventy five percent of the full ordinary members present and voting.



