

Companies Act 1961  
Company Limited by Guarantee and not having a Share Capital

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**MEMORANDUM**

**and**

**ARTICLES OF ASSOCIATION**

**of**

**WARREN AND DISTRICT UNITED SERVICES  
CLUB LIMITED**

(Incorporating all amendments to 19<sup>th</sup> February, 1999)

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Lovett & Green  
Solicitors  
91 Dubbo Street  
WARREN  
NSW

NEW SOUTH WALES  
CORPORATE AFFAIRS COMMISSION

No. Of Company  
149815

COMPANIES ACT, 1961  
(Section 16 (3))

CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY

THIS IS TO CERTIFY that

WARREN AND DISTRICT UNITED SERVICES  
CLUB LIMITED

is, on and from the twenty-fifth day of August, 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 twenty-fifth day of August, 1972.

F. J. O. RYAN  
COMMISSIONER

**Companies Act 1961**  
**Company Limited by Guarantee and not having a Share Capital**

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**MEMORANDUM OF ASSOCIATION**

of

**WARREN AND DISTRICT UNITED SERVICES  
CLUB LIMITED**

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1. The name of the Company (hereinafter called "the Company") is "WARREN AND DISTRICT UNITED SERVICES CLUB LIMITED".
2. The registered office of the Company will be situate at Dubbo Street, Warren in the State of New South Wales, or at such other place in the said State as the Board of Directors of the Company might decide.
3. The objects for which the Company is established are:-
  - (a) To take over the whole of the assets and liabilities of the unincorporated association known as Warren and District United Services [REDACTED] Club.
  - (b) To promote good fellowship and social wellbeing of its members.
  - (c) To provide facilities for lawful outdoor and/or indoor recreational games including but without limiting the generality thereof billiards tables, dart boards, quoits and dominoes.
  - (d) To advance the interest of ex-servicemen and ex-servicewomen.
  - (e) To acquire by purchase or lease or otherwise and hold and maintain premises suitable to the said objects.
  - (f) To provide accommodation for members of the Company and their guests upon the said premises.
  - (g) To supply refreshments of all kinds to persons using or visitors to the lands and premises occupied by the Company and to apply for, take out and hold in the name of the Company or its nominees, licences for the sale of tobacco, liquor or any other goods requiring licences for the sale thereof and to buy, sell and deal in all kinds of goods and commodities and all kinds of provisions either liquid or solid which might reasonably be required by persons frequenting or using the Company's property and premises.
  - (h) To sell or otherwise dispose of by lease or in any way whatsoever the whole or any part of the property and undertaking of the Company either together or in portions for such considerations as may be agreed and in particular for stock shares or securities of or interest in any other Company having objects altogether or in part similar to those of this Company.
  - (i) To borrow, raise and secure payment of money in such manner and on such terms as the Company shall think fit and in particular to give mortgages and liens over

the real and personal property of the Company and to issue debentures and debenture stock, perpetual or redeemable, unsecured notes, promissory notes or other writings charged upon all or any of the Company's property both present and future including uncalled capital and purchase, redeem, pay off or liquidate in any other way such security as aforesaid.

- (j) To raise money by entrance fees, subscriptions, levies or otherwise and to grant any rights or privileges to the members of the Company.
- (k) To receive on deposit or at call money to be employed in the business of the Company with or without interest.
- (l) In furtherance of the objects of the Company to lend and advance money and to give credit to such persons, firms and companies on such terms as may be thought fit and in particular to customers, members and persons dealing with the company.
- (m) To lease, accept surrenders of lease, let improve, fence, manage, develop, exchange, dispose of, grant, give or dedicate roads, lanes or rights of way, turn to account or otherwise deal with all or any part of the real or personal property of the Company.
- (n) To invest and deal with moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined including power to invest on unsecured deposit with any company or bank carrying on business in New South Wales or to lend on mortgage of real or personal property of any nature whatsoever or to buy, take up or acquire in any other way shares, debentures, notes, securities, land, livestock, chattels or any other real or personal property in which the Company deems it advisable to invest.
- (o) To enter into any arrangement with any government or with any authorities, municipal, local or otherwise that may seem conducive to the objects of the Company or any of them. To obtain from any such government or authority any rights, privileges and concessions which the company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (p) To establish and support and to join with any other person or company in establishing or supporting or to aid in the support and establishment of companies, associations, institutions, funds and conveniences calculated to benefit employees or ex-employees of the Company or the dependants of such persons and to make payment for all or any such purposes or objects.
- (q) To subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
- (r) To make, draw, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable securities.
- (s) To do all such acts, deeds, matters and things and to enter into and make such agreements as may be calculated to directly or indirectly enhance or render profitable or useful any of the property or rights of the Company or such as may be incidental or conducive to the attainment of all or any of the above objects.
- (t) To make any gifts of property whether subject to a special trust or not for any one or more of the objects of the Company.
- (u) To print and publish any newspapers periodicals, books or leaflets that the Company may deem desirable for the promotion of its objects.

- (v) To apply for and obtain either in the name of the Company or in the name of any one or more members or servants of the Company or in the name of the nominee on behalf of the Company, any registration, licence or renewal or extension thereof which may be necessary or desirable including any licence under the provisions of the Liquor Act for the time being in force and to comply with all requirements of such Act or any other Act governing such licences or registrations.
- (w) Generally to do all such acts and things as are from time to time incidental or conducive to the attainment of the foregoing objects or any of them.

AND IT IS HEREBY DECLARED that all or any of the objects specified in this clause shall be in no way limited or restricted by reference to or inference from any other paragraph or paragraphs of this clause or by the name of the Company and shall be capable of being pursued as an independent object or as independent objects either alone or in conjunction with all or any one or more of the objects specified in the same or in any other paragraph or paragraphs.

4. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Company 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 Company. Provided that nothing herein contained shall prevent the payment in good faith or interest to any such member in respect of moneys advanced by him to the Company or otherwise owing by the Company to him or of remuneration to any officer or servants of the Company or to any member of the Company or other person in return for any services actually rendered to the Company. Provided further that no member of the Board of Directors or Governing Body shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration shall be given by the Company to any member of the Board of Directors or Governing Body provided that nothing herein contained shall be construed so as to prevent the allowance of any honorarium to any such member 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 Company; provided that the provisions last aforesaid shall not apply to any payment to any railway gas electric lighting water cable or telephone company or corporation of which a member of the Board of Directors or Governing Body may be a member or to any other company in which the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.
5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company 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 Company contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding up the Company and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding two dollars.
7. If upon the winding up or dissolution of the Company 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 Company but shall be given or transferred to some other institution or institutions having objects similar to those of this Company and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 3 hereof such institution or institutions to be determined by the members at or before the time of the dissolution or in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that court as may have or acquire jurisdiction in the manner and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Company 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 of the Company are as follows:-

Name	Address	Occupation
Keith Gordon Stephens	"Box Farm" WARREN	Farmer
Harold Ernest Francisco	171 Dubbo Street WARREN	Electrical Retailer
Douglas Maurice Wright	191 Dubbo Street WARREN	Electrical Installation
Clarence Raymond Ney	6 Bundemar Street WARREN	Inspector
Joseph Andrew Ney	Showground WARREN	Grazier
Matthew Collins	202 Dubbo Street WARREN	Retired
Bryan James McKay	"Winnabri" TRANGIE	Hospital Executive
Lawrence Stirling du Vernet	48 River Avenue WARREN	Officer
Ian William Miller	12 Chester Street WARREN	Grazier
John Earle Saunders	1 River View Street WARREN	Stock and Station Agent
Keith Edward Saunders	50 Dubbo Street WARREN	School Principal
		Builder
		Farmer

Aubrey Rex Parnell	39 Bundemar Street WARREN	Grazier
Jack Carlyle Ward	80 Chester Street WARREN	Painter
Thomas Haywood Lacey	“Dalwood” WARREN	Grazier

10. The subscribers are desirous of being formed into a Company in pursuance of the Memorandum of Association. DATED this 31st day of July, 1972.

**Signature of Subscriber**

Keith Gordon Stephens “Box Farm” Warren, Farmer

Witness: Frere Reginald Green 115A Dubbo Street Warren, Solicitor

Harold Ernest Francisco 171 Dubbo Street Warren, Electrical Retailer

Witness: Frere Reginald Green 115A Dubbo Street Warren, Solicitor

Douglas Maurice Wright 191 Dubbo Street Warren, Electrical Installation Inspector

Witness: Frere Reginald Green 115A Dubbo Street Warren, Solicitor

Clarence Raymond Ney 6 Bundemar Street Warren, Farmer

Witness: Frere Reginald Green 115A Dubbo Street Warren, Solicitor

Joseph Andrew Ney Showground Warren, Retired

Witness: Frere Reginald Green 115A Dubbo Street Warren, Solicitor

Matthew Collins 202 Dubbo Street Warren, Hospital Executive Officer

Witness: Frere Reginald Green 115A Dubbo Street Warren, Solicitor

Bryan James McKay “Winnabri” Trangie, Farmer

Witness: Frere Reginald Green 115A Dubbo Street Warren, Solicitor

Lawrence Stirling Du Vernet 48 River Avenue Warren, Stock and Station Agent

Witness: Frere Reginald Green 115A Dubbo Street Warren, Solicitor

Ian William Miller 12 Chester Street Warren, Teacher

Witness: Frere Reginald Green 115A Dubbo Street Warren, Solicitor

John Earle Saunders 1 River View Street Warren, Builder

Witness: Frere Reginald Green 115A Dubbo Street Warren, Solicitor

Keith Edward Saunders 50 Dubbo Street Warren Farmer

Witness: Frere Reginald Green 115A Dubbo Street Warren, Solicitor

Aubrey Rex Parnell 39 Bundemar Street Warren, Grazier

Witness: Frere Reginald Green 115A Dubbo Street Warren, Solicitor

Jack Carlyle Ward 80 Chester Street Warren, Painter

Witness: Frere Reginald Green 115A Dubbo Street Warren, Solicitor

Thomas Haywood Lacey “Dalwood” Warren, Grazier & Saw Miller

Witness: Frere Reginald Green 115A Dubbo Street Warren, Solicitor

**Companies Act 1961**

**Company Limited by Guarantee and not having a Share Capital**

**ARTICLES OF ASSOCIATION**  
**of**  
**WARREN AND DISTRICT UNITED SERVICES CLUB LIMITED**

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

“The Act” means the Companies Act of New South Wales 1961 as amended from time to time or any reenactment thereof.

“The Company” shall mean the Warren and District United Services Club Limited.

“The Club” shall mean the abovenamed Company.

“The Annual General Meeting” means the general meeting held each year as required by the Act and by these Articles.

“Board” means the members for the time being of the Board of Directors as constituted in accordance with these Articles.

“The Office” means the registered office for the time being of the Company.

“The Register” means the register of members kept pursuant to the Act.

“Secretary” includes acting Secretary and Secretary Manager.

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

2. The members of the committee of the Club as hereinafter appointed shall for the time being be deemed to be the Directors of the Company.

**MEMBERSHIP**

3. (a) The Club shall consist of Ordinary, Associate and Social Members provided that all such Members shall be deemed to be Ordinary Members for the purposes of the Registered Clubs Act, 1976 and provided that no person under the age of eighteen (18) years shall be eligible to be a Member of the Club and provided further that the Members proposing and seconding the admission of any Member shall have attained the age of twenty one (21) years.  
(b) The members of the Club shall consist of all financial members as at the date hereof of the unincorporated body known as The Warren & District United

Services Club and all such other persons who may from time to time be elected as members pursuant to these Articles and all existing members of the said unincorporated body shall be deemed to have had notice of and to have approved of the Memorandum and Articles and by-laws made thereunder and to be bound thereby.

(c) A subscriber to the Memorandum of Association shall upon registration be deemed to be a member of the Club and any person who shall have made application for membership of the Club in the manner hereinafter prescribed and who shall have been duly elected to the membership shall also upon payment to the Club of all necessary fees and subscriptions become and be a member of the Club.

4. The membership of the Club shall consist of or include not more than six thousand two hundred and fifty (6,250) Full Members.

#### ORDINARY MEMBERSHIP

5. Ordinary Membership shall be open to:-

(a) Any ex-serviceman or ex-servicewoman over the age of eighteen years who has had six months fulltime continuous service and has been honourably discharged from any of Her Majesty's Forces and who has made application for membership in accordance with the rules.

(b) Serving members of Her Majesty's Forces who have had six months full-time continuous service and who have made application for membership in accordance with the rules.

(c) Persons who have served full-time in any Allied Forces in any War in which Australia has taken part (whether War has been declared or not) and who have made application for membership in accordance with the rules.

Ordinary membership shall not be open to any ex-member of the Volunteer Defence Corps nor to any alien who served as a member of the Army Labour Corps.

5A. An Ordinary Member shall be any person who shall have become an Ordinary Member in manner herein provided and who shall pay to the Club the full annual subscription and the other fees hereinafter prescribed. Such Members shall be entitled to enjoy all the privileges of the Club.

#### ASSOCIATE MEMBERSHIP

6. (a) Associate membership shall be open to any person over the age of eighteen (18) years who is not eligible for Ordinary Membership but who is possessed of such qualifications as the Board may from time to time determine and who has made application for membership in accordance with the rules.

(b) An Associate Member shall be any person who shall have become an Associate Member in manner herein provided and who shall pay to the Club the full annual subscription and the others fees hereinafter prescribed. Such members shall be

entitled to enjoy all the privileges of the Club.

#### SOCIAL MEMBERSHIP

7. (a) Social Membership shall be open to any person who is in receipt of a full pension of any class.  
(b) Social Members shall be entitled to enjoy all the privileges of the Club.

#### HONORARY LIFE MEMBERSHIP

8. Notwithstanding anything hereinbefore or hereinafter mentioned Honorary Life Membership of the Club shall be granted only at a general meeting and then only to persons who have rendered outstanding services to the Club provided that the number of Honorary Life Members shall not at any one time exceed twelve.

#### TEMPORARY MEMBERSHIP

9. Temporary membership may be granted by the Club without the payment of any subscription to any person over the age of eighteen (18) possessing one of the following qualifications:-
  - (a) Any serving members of the Armed Forces and visiting ex-servicemen and ex-servicewomen but only for the duration of their visit or for one month which ever be the shorter period.
  - (b) Members of other Clubs visiting the Club for the purposes of taking part in sport, competition or social functions being held on the Club premises but then only for the duration of such sport, competition or function.
  - (c) Any prominent citizen visiting the Club for any special occasion or function.
  - (d) Any visitor from overseas, interstate, or any part of New South Wales outside a radius of 50 kilometres from the town of Warren but only for the duration of such visit or one month which ever shall be the shorter period.

The Board shall have the power to cancel the Temporary Membership of any person at any time and without assigning any reason. Temporary Members shall not be entitled to vote at any meeting of the Club nor shall they be entitled to be elected as Officers of the Club nor shall they be permitted to bring any visitors to the Club.

#### ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

10. (a) The entrance fees, annual subscriptions and other annual fees or charges payable by any class of members, the amount thereof and the time and manner of payment thereof and all other matter 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 subscription shall not be less than two dollars payable by members quarterly half-yearly or annually in advance.  
(b) Entrance fees and annual subscriptions and any other fees or charges payable

annually shall be payable in advance in full or by quarterly or half-yearly instalments according to the provisions of any by-laws or other decisions of the Board.

(c) If any fee or subscription or call or charge or any instalment thereof shall remain unpaid for a period of two months after it becomes due the member concerned shall be notified by the Secretary in writing of the default and if the sum due still remains unpaid for a further period of fourteen (14) days after the date of issue of the default notice the Board shall remove the name of such member from the register.

(d) The Board may at any time or times 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 circumstance that may arise.

#### MEMBERSHIP APPLICATIONS

11. All new members (other than Honorary Life Members and Temporary Members) must be elected by secret ballot of the Board at a duly convened meeting thereof in the following manner; the name and address of the candidate and the names of the proposer and seconder must be delivered in writing to the Secretary who shall exhibit the same on the notice board which notice board shall be displayed in a conspicuous place in the Club premises in the Club House at least fourteen days before the date of such meeting of the Board.

Such election shall be by a three-fourths majority of the members of the Board present at such meeting voting thereon. The Secretary shall keep a record of the names of the members of the Board present at such meeting and voting thereon. If elected the Secretary shall forthwith notify any candidate who has been duly elected a member of his election and send him a copy of the rules of the Club and request him to pay his subscription and fees as prescribed in these Articles. If an elected candidate does not pay the subscription and fees within one month after the date of his election the Board may annul his election. When an elected candidate has paid such subscription and fees he shall become a member as the case may be and shall then and not till then be entitled to all the privileges of such membership and shall be deemed to agree to be bound by the rules of the Club and all by-laws and regulations made in accordance therewith.

#### CESSATION OF MEMBERSHIP

12. (a) A member desirous of resigning must forward his resignation in writing to the Secretary together with any arrears of fees due.

(b) Any ex-member may apply in writing for re-admission to the Club and the Board shall have power to decide whether such member may be re-admitted to membership.

(c) Any member whose membership of the Club has been terminated for any reason and who is in arrears of fees shall not be re-admitted to the Club at any future time either as a member or as a visitor or otherwise unless such arrears of fees have been paid and then only at the discretion of the Board.

13. If any member shall refuse or neglect to comply with the provisions of the Memorandum and Articles of Association by-laws rules or regulations of the Club or if any member shall in the option of the Board be guilty of any conduct deemed by the Board to be unbecoming of a member or prejudicial to the interest of the Club such member may be expelled by resolution of the Board and such resolution need not state the grounds facts or options upon which it is based; PROVIDED:-

(a) That at least seven 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 at such meeting and before such resolution is passed have had an opportunity of giving orally or in writing any explanation of defence he may think fit.

(b) That seven (7) days written notice of the meeting to consider the case of a member under this Article shall be given to the members of the Board and that the notice convening the meeting shall state that the case of the particular member or members and the question of his or their membership is to be considered.

Any resolution under this Article shall require for its passage a majority of three-quarters of the Directors present at the meeting and voting by Secret Ballot.

14. Should a member incur any debt 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 to take such course but the provisions of Article 13 shall not apply.

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

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

REGISTRATION OF MEMBERS

17. A register of members of the Club for the time being shall be kept on the Club premises and it shall be the duty of the Secretary to ensure that this constitutes a true record of

membership and that it is available for immediate perusal by any proper public authority or any other person duly authorised and that it contains the information required by Section 151 of the Liquor Act, 1912 as amended. There shall also be provided in the Club House a notice board which shall be placed in a conspicuous position.

#### VISITORS AND GUESTS

18.
  - (a) A visitor shall not be supplied with liquor on the Club premises unless on invitation and in the company of a member.
  - (b) No liquor shall be supplied to any person under the age of eighteen years.
  - (c) Admittance of visitors shall be subject to such regulations as the Board may from time to time determine.

#### CONDUCT

19.
  - (a) All members shall at all time conduct themselves in a seemly manner and in accordance with the Club's Rules and by-laws as may be laid down by the Board.
  - (b) The members of the Board are responsible for the conduct of members and shall warn any member considered to be guilty of misbehaviour.
  - (c) Any member failing to obey an order or direction by any member of the Board or the Secretary will render himself liable to penalties as laid down by the Board.
  - (d) Any member deemed guilty of misbehaviour and failing to obey the orders of a member of the Board or the Secretary may be suspended by that member of the Board or the Secretary until the matter has been investigated by a meeting of the Board.
  - (e) Such member under suspension shall remain under suspension until any penalty has been complied with.
  - (f) Penalties imposed may include suspension of membership or expulsion in accordance with the provisions of Article 13.

#### BOARD OF DIRECTORS

20. The business and affairs of the Club shall be managed by the Board of Directors consisting of nine Directors from whose number there shall be elected at the Annual General Meeting the President, two Vice-Presidents and Treasurer, provided that, if the Board of Directors as elected does not comprise members who are qualified or able to carry out the duties of Treasurer, the Board is then empowered to appoint a Treasurer from the members of the Club irrespective of the class of membership to which that member belongs, and any such Treasurer who is so appointed shall not become a member of the Board nor shall he be entitled to vote at any meeting of the Board.

The first Directors shall be:-

Keith Gordon Stephens  
Harold Ernest Francisco  
Douglas Maurice Wright  
Clarence Raymond Ney  
Joseph Andrew Ney  
Matthew Collins  
Bryan James McKay  
Lawrence Stirling du Vernet  
Ian William Miller  
John Earle Saunders  
Keith Edward Saunders  
Aubrey Carlyle Ward  
Thomas Haywood Lacey

The Secretary of the Club shall be appointed from time to time by the Board and the Secretary shall be deemed to be an employee of the Club.

21. No person shall be qualified to be a Director who is not a financial member of the Club.
22. The Annual General Meeting may also elect one or more Patrons who shall be entitled to attend all Board meetings if so desired but who will not be entitled to vote at any Board Meeting.
  - (a) Except as hereinafter provided nominations for election to the Board shall be made in writing signed by two (2) Ordinary/ or Associate members of the Club and signed by the nominee who shall be an Ordinary/ or Associate member of the Club and shall state the office or offices for which the nominee is nominated and be delivered to the Secretary. The proposer, seconder and nominee shall be Financial Ordinary/ or Associate members at the time the nomination form is signed. The Secretary shall forthwith post the nominations on the Club notice board.
  - (b) If there be not a nomination for the office of President or Treasurer or if a person or persons nominated for such office declare at the Annual General Meeting verbally or in writing that he or they are unwilling to stand for that office or if the number or numbers required for election as members of the Board be not nominated the members may propose and second orally at such Annual General Meeting Ordinary/ or Associate members to fill any such office or offices. If there be more than the required number nominated for election an election by ballot shall take place but if there be only the requisite number the Chairman shall declare those nominated to be duly elected.
  - (c) The Ballot shall be counted by two or more scrutineers appointed by the Chairman of the meeting. A candidate for any position shall not be a scrutineer and in the event of an equality of votes in favour of two or more candidates the Chairman of the meeting shall draw lots between the candidates having an equality of votes so as to ensure the election of the necessary number to fill the vacancies.
  - (d) Any candidate for the position of President, Vice-President or Treasurer who fails to gain election to such position shall automatically be deemed to be a candidate for election to the Board.

- (e) At the Annual General Meeting the members of the Board of Directors shall be elected in the following order:- President, Vice-President, Treasurer and Directors.
- (f) If at the Annual General Meeting any of the positions of President, Vice-President or Treasurer are not filled then the number of Directors elected shall be increased by the number of the said positions not filled and the Board shall from its numbers appoint members to fill any of the said unfilled positions.
- (g) The Quorum for Ordinary Board Meetings shall be five provided that the President or one Vice-President is present but for Special Board Meetings the Quorum shall be 6 including the President or one Vice-President.
- (h) No employee (whether fulltime or casual) of the Club shall be a member or eligible to be elected as a member of the Board of the Club or be entitled to vote at any meeting of the Club.

#### VACANCIES IN BOARD OF DIRECTORS

- 23. 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 shall cease to be qualified under the provisions of these Articles hereof 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.

#### POWERS AND DUTIES OF THE DIRECTORS

- 24. The business and general affairs of the Club shall be under the management of the Board of Directors who shall have full control of the property of the Club and absolute authority subject to the Memorandum of Association regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect to the Club except insofar as is otherwise expressly provided by these Articles.

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

- (a) To appoint from among its members or from members of the Club sub-committees for any purpose whatever which from time to time it may think desirable and to delegate to any such sub-committee such powers as it may think fit and any such appointment or delegation from time to time to revoke or alter. Unless otherwise specified in the minute of the Directors appointing the sub-committee a quorum of all sub-committees shall consist of a majority of the members of such sub-committee.
- (b) Subject to Article 25 to make such by-laws rules or regulations not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects and property and for the convenience comfort and well being of the members of the Club and to amend

or rescind from time to time any such by-laws rules and regulations.

- (c) To enforce the observance of all by-laws rules or regulations by suspension from enjoyment of the Club privileges or any of them or otherwise as the Board thinks fit.
- (d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
- (e) To engage, appoint, control, remove, discharge, suspend and dismiss such managers, secretaries, officers, solicitors, accountants, surveyors, bankers, clerks, representatives, agents and servants or other employees in respect to permanent, temporary or special services as it may from time to time think fit and to determine the duties, pay, salary, emoluments or other remuneration but no payment or part payment of any Secretary manager or other officer or servant of the club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- (f) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit.
- (g) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as may be thought fit.
- (h) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound or allot time for payment and satisfaction of any debts due to, and any claims or demands by or against the Club and to refer any claims or demands by or against the Club to arbitration and to observe and perform the award.
- (i) To determine who shall be entitled to sign or endorse on the Club's behalf contracts, receipts, acceptances, cheques, bills of exchange, promissory notes and other documents and instruments.
- (j) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time to vary or realise such investments.
- (k) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the 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 stock perpetual or otherwise and either charged upon all or any of the Club's property both present and future or not so charged or by any mortgage charge or other security upon or over all or any part of the Club's property both present and future. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.
- (l) To sell exchange or otherwise dispose of any furniture, fittings, equipment, plant or other goods or chattels belonging to the Club and to let any property of the Club and 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 however that notwithstanding

anything elsewhere herein contained that portion of the Club premises and property licensed under Part 10 of the Liquor Act 1912-1954 or under the Gaming and Betting Act 1912 shall not be sold, exchanged, hired, let, demised, leased, lent or otherwise disposed of without the prior consent of the Licensing Court.

(m) To fix the maximum number of each class of members who may be admitted to the Club.

(n) In addition to the powers contained in these Articles to fine caution or suspend for such period as it thinks fit any member who shall wilfully infringe any provisions of the Memorandum or Articles of Association or of the by-laws rules or regulations of the Club or who shall in the opinion of the Directors be guilty either in or out of the Club premises of conduct unbecoming of a member or prejudicial to the interest of the Club.

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

25. (a) Any by-law rule or regulation made under these Articles shall come into force and be fully operative upon the posting of an appropriate notice containing such by-law rule or regulation on the notice board.

(b) The Club in general meeting may revoke and disallow any such by-law rule or regulation provided that the notice convening the meeting states that notice has been received as provided for in clause (c) of this Article and also specified the by-law rule or regulation objected to.

(c) Without limiting the rights of members under these Articles any twenty members may at any time during the month of July in any year give to the Secretary notice in writing signed by them that they object to one or more specified by-laws rules or regulations and the Secretary shall then include a statement to that effect on the notice convening the next general meeting.

(d) Neither the revocation or disallowance by the Club in general meeting of any by-law rule or regulation or the knowledge that it might take place nor its amendment or rescission by the Board shall invalidate any act by the Board or by an officer or servant of the Club prior to such amendments or rescission.

26. All acts done at any Board meetings 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.

27. No Director shall receive any remuneration for his services in his capacity as a Director, otherwise than as provided in Clause 4 of the Memorandum of Association.

#### MEETINGS OF THE BOARD

28. (a) The Board shall meet at least once in every month for the transaction of business.

Minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The Chairman may at any time and the Secretary shall upon the request in writing of three Directors convene a meeting of the Board.

(b) The Chairman if present shall be entitled to preside at all meetings of the Board; in his absence the meeting shall elect another Director to be Chairman of the meeting the Secretary taking the chair for the purpose only of the election but without the right to vote. Any person except the Secretary acting as Chairman of a meeting of the Board shall have the same voting powers as are provided in Article 33 of these powers.

#### GENERAL MEETINGS

29. (a) The Annual General Meeting of the Club shall be held if practicable in September of each year at such time and place as prescribed by the Board.

(b) An extraordinary general meeting may be called by the Board on not less than fourteen (14) days notice.

(c) Members shall be notified by post of all general meetings, the date of posting to be not less than fourteen (14) days prior to the meeting and the business stated on the notice paper; a notice of all such meetings shall also be displayed on the Club's notice board.

(d) All meetings shall be conducted according to the recognised rules of debate and minutes of all resolutions and proceedings shall be entered in a book to be provided for the purpose by the Board.

(e) Should a general meeting lapse for lack of a quorum such lapsed meeting shall automatically be adjourned to a date not less than fourteen (14) days or more than twenty-eight (28) days later and the Secretary shall notify all members of the date set down.

(f) Should a quorum not be present within one hour of the set time of the due date of such adjourned meeting those present may, at their discretion, proceed with the business or fix a new date for the meeting.

(g) Neither the accidental omission to give notice of a meeting to nor the non-receipt of a notice of a meeting by any member nor the omission to post a copy on the notice board shall invalidate the proceedings at any meeting.

#### QUORUM FOR GENERAL MEETING

30. The quorum for the Annual and extraordinary general meetings shall be thirty (30) financial members.

#### PROCEEDINGS AT GENERAL MEETINGS

31. The business of an Annual General Meeting shall be to receive and consider the report of the Board, the income and expenditure account, the balance sheet and the report of the Auditors, to elect Directors and an Auditor or Auditors, and to fix the remuneration payable to such Auditor and to transact any other business which under these Articles is to be transacted at an Annual General Meeting and all business transacted at an

extraordinary general meeting shall be deemed special.

32. The President shall if present be entitled to preside at all general meetings of the club. Should he be absent the same procedure for the appointment of the Chairman shall be followed as is provided in Article 28 (b) of these Articles for the appointment of a Chairman at a meeting of the Board.

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

34. At any general meeting unless a poll is demanded by the Chairman or by at least five members present and entitled to vote at the meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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

36. The Chairman of a general meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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

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

#### VOTES OF MEMBERS

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

40. No member other than a Life member shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless he shall have paid all instalments of

entrance fee and annual subscription and all other moneys due to the Club at the time of such meeting.

41. Unfinancial members shall not vote at general meetings or hold office.

#### REMOVAL OF BOARD FROM OFFICE

42. (a) Should the actions of the Board at any time cause offence or dissatisfaction to a member or members the Secretary shall be notified in writing by the member or members concerned and a formal request made for remedial action.

(b) Should a petition be presented, signed by not less than ten percent (10%) of financial, ordinary or associate members, requesting that an extraordinary general meeting be called to consider the actions of the Board the Secretary shall convene an extraordinary general meeting at which no business other than the subject of the petition shall be dealt with.

(c) Such extraordinary general meeting shall not be called without fourteen days (14) clear notice and all members shall be notified in the manner set down for general meetings, and the Secretary must take necessary steps to convene the meeting immediately the petition is received.

(d) The extraordinary general meeting may remove or suspend from office any or all members of the Board.

(e) If a number of members not exceeding half of the total number of the Board be removed from office, the meeting may appoint fresh appointees to the vacant seats, but if the number of persons removed from office exceeds half the total office-bearers then the whole Board shall be deemed to be suspended and fresh Board elected in the manner set out for the Annual General Meeting.

(f) Such election of a new Board shall be held two months from the date of dismissal of the old Board, and the extraordinary general meeting shall elect a Management Board of three (3) or five (5) members to conduct the affairs of the Club pending such election.

(g) Should the extraordinary general meeting decide that the grounds of the petition are frivolous, vexatious or unnecessary, the signatories to the petition shall be required to pay the cost of calling the meeting.

#### MINUTES

43. The Board shall cause minutes to be kept by the Secretary in books provided for that purpose:-

(a) of all appointments of officers made by the Club in general meeting or by the Board;

(b) of the names of the Directors present and voting at each meeting of the Board;

(c) of the number of members present and voting at general meetings of the Club;

(d) of all resolutions and proceedings at all meetings either of the Club or of the Board.

#### ACCOUNTS AND AUDIT

44. 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.

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

46. (a) The Board shall comply with the provisions of Section 162 of the Act and once in every year cause to be prepared a balance sheet as at the end of the Club's financial year and an income and expenditure account made up to the end of the financial year which balance sheet and income and expenditure account shall together with the report of the Board and the Auditor's report be laid before the Annual General Meeting of the Club as provided for in these Articles.

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

- (i) the amount 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.

(c) A copy of the balance sheet, Auditor's report and income and expenditure account accompanied by a copy of the report of the Board shall be posted to every member other than honorary members at least fourteen (14) clear days before the date of the general meeting at which the said accounts and reports are to be presented.

47. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections 165 and 167 of the Act.

SEAL

48. 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 Directors at 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 or some other person appointed by the Board.

NOTICES

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

for the giving of notices to him.

Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day in which the same shall have been posted.

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 upon the notice board shall be deemed to be well served on such member at the expiration of twenty four hours after it is so posted up.

50. Every Director and every member of any sub-committee constituted under Article 24 and the Secretary and other officer of the Club and any person (whether an officer of the Club or not) employed by the Club as Auditor shall be indemnified out of the funds of the Club against all liability incurred by him as such Director or member of sub-committee or as Secretary officer or Auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or which he is acquitted or in connection with any application under Section 365 of the Act in which relief is granted him by the Court.

#### MISCELLANEOUS

51. Any heading attached to any of these Articles shall not effect the construction.
52. No member shall give any money fee or gratuity or other gift or any tip to any employee of the Club in any circumstances whatsoever except in the course of a general collection approved by the Directors. Any breach of this Article may in the discretion of the Directors be deemed conduct unbecoming of a member and prejudicial to the interest of the Club and dealt with by the Board accordingly.
53. 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 part X of the Liquor Act 1912 or from any added value which may accrue because of such registration to the land upon which the Club's premises are situated.
54. The banking accounts of the Club shall be operated upon by any two of the President Secretary and Treasurer. The Club's bank shall be determined by the Board from time to time.
55. The Regulations contained in Table "A" of the Fourth Schedule of the Companies Act shall not apply to the Company.

WE, the several persons whose names addresses and descriptions are subscribed to the Memorandum of Association hereby agree to the foregoing Articles of Association.  
DATED this 31st day of July, 1972.

Names Addresses & Description of Subscribers		Witness to Signatures
Keith Gordon Stephens "Box Farm"		Frere Reginald Green 115A Dubbo Street
Warren Farmer	Warren Solicitor	
Harold Ernest Francisco 171 Dubbo Street		Frere Reginald Green 115A Dubbo Street
Warren Electrical Retailer	Warren	Solicitor
Douglas Maurice Wright 191 Dubbo Street		Frere Reginald Green 115A Dubbo Street
Warren Electrical Installation Inspector	Warren	Solicitor
Clarence Raymond Ney 6 Bundemar Street		Frere Reginald Green 115A Dubbo Street
Warren Farmer	Warren Solicitor	
Joseph Andrew Ney Showground		Frere Reginald Green 115A Dubbo Street
Warren Retired	Warren Solicitor	
Matthew Collins 202 Dubbo Street		Frere Reginald Green 115A Dubbo Street
Warren Hospital Executive Officer	Warren	Solicitor
Bryan James McKay "Winnabri"		Frere Reginald Green 115A Dubbo Street
Trangie Farmer	Solicitor	Warren
Lawrence Stirling Du Vernet 48 River Avenue		Frere Reginald Green 115A Dubbo Street
Warren Stock and Station Agent	Warren	Solicitor

Ian William Miller 12 Chester Street Warren Teacher	Warren	Frere Reginald Green 115A Dubbo Street Solicitor
John Earle Saunders 1 River View Street Warren Builder	Warren Solicitor	Frere Reginald Green 115A Dubbo Street
Keith Edward Saunders 50 Dubbo Street Warren Farmer	Solicitor	Frere Reginald Green 115A Dubbo Street Warren
Aubrey Rex Parnell 39 Bundemar Street Warren Grazier	Warren Solicitor	Frere Reginald Green 115A Dubbo Street
Jack Carlyle Ward 80 Chester Street Warren Painter	Warren	Frere Reginald Green 115A Dubbo Street Solicitor
Thomas Haywood Lacey “Dalwood” Warren Grazier & Saw Miller	Warren	Frere Reginald Green 115A Dubbo Street Solicitor