

COMPANIES (VICTORIA) CODE
ARTICLES OF ASSOCIATION
OF
HILL TOP GOLF AND COUNTRY CLUB LIMITED

Number of Members

1. The Company for the purpose of registration is declared to consist of one thousand one hundred and twenty members.
2. The Company in general meeting may if thought fit from time to time register an increase of members.

Interpretation

3. These Articles shall be construed with reference to the provisions of the Code and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Code.

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

"Club" means the abovenamed Company.

"Code" means the Companies (Victoria) Code as applied by the Companies (Application of Laws) Act 1981 of the State of Victoria.

"Golf Course" means the golf links playing facilities provided by the Club.

"Year" means the Club's financial year.

"Month" means calendar month.

"Secretary" means the person for the time being performing duties of the office of Secretary of the Club.

"The General Body of Members" means the persons elected to the categories of the membership of the Club referred to in Article 6 (b).

"The Committee" means the persons referred to in Article 33.

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

The headings to these Articles shall not be taken as part thereof or in any manner affect the interpretation or construction of the same.

Objects

4. The Club is established for the purposes expressed in the Memorandum of Association and particularly for the purposes of providing and maintaining from the joint funds of the Club a suitable golf course, bowling green and Club house for the members and their guests. 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 the said Memorandum of Association and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, gratuity or otherwise howsoever by way of profit to the members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any member of the

Club in return for any services actually rendered to the Club or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the lowest rate for the time being paid by the Club's chosen banker on term deposits on money borrowed from any members of the Club or reasonable and proper rent for premises demised or let by any member to the Club but so that no member of the Committee of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any member of such Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club. Provided further that no person shall receive a greater profit benefit or advantage from the Club other than that received by every member of the Club other than a remuneration of honorarium approved by the Liquor Licensing Commission for work done by the Secretary, Treasurer or other officer of the Club or salary or wages paid to employees.

Members and Transitional Arrangements

5. (a) Every amateur golfer or bowler shall be qualified to be elected a member of the Club. All classes of membership of the Club are open to persons of either sex.
- (b) Where as a consequence of adoption of these Articles of Association there is no category of membership which corresponds exactly with a category of membership of the Club in existence immediately prior to the adoption of these Articles of Association, the Committee shall allocate to each member of the Club so effected a category of membership available under these Articles of Association which corresponds mutatis mutandis to the category of membership enjoyed by such member immediately prior to the coming into operation of these Articles of Association. The decision of the Committee shall be final and binding in each case.
6. (a) The members of the Club shall be the following persons:-
 - (i) Every person who is a member of the Club as at the date hereof.
 - (ii) Every person who on or after the date hereof is elected as a member of the Club.
- (b) The General Body of Members of the Club shall be those set out hereunder:-
 - (1) Honorary Life Members
 - (2) Ordinary Members (including Ordinary (Family) Members, Ordinary (Student) Members and Ordinary (Senior) Members)
 - (3) Non-playing Members
 - (4) Country Members
 - (5) Bowling Members

Subject to any provision to the contrary, they shall have full rights and privileges to those parts of the Club premises licensed under the relevant Liquor Licensing Act as in force from time to time ("the licensed premises") and the right to elect the Committee to manage the business and affairs of the Club.

- (c) The categories of members of the Club shall be those referred to in Article 6(b), plus Junior Members, Honorary Members, Temporary Members, Short term Members, Social Members, Remote Members and Gaming Members.
- (d) Honorary and Temporary Members may be elected as hereinafter provided. No person shall be allowed to become an Honorary or Temporary Member of the Club or be relieved of the payment of the regular subscription except those possessing the qualifications defined in these Articles and subject to conditions and regulations prescribed herein.
- (e) Subject to these Articles, the Committee shall have the power from time to time to define by by-laws or in special cases by resolution the rights of these various categories of members to the use of the golf course and other Club facilities.

7. A Register of members of the Club for the time being shall be kept by the Secretary on the Club's premises and such register shall set forth in full the names and addresses of all members of the Club and the date of the latest payment by each member of his/her subscription.

Ordinary Members

8. (a) Any person over the age of eighteen years may be elected as an Ordinary Member of the Club in accordance with the provisions of these Articles. Ordinary Members shall be entitled to all the privileges of membership.
- (b) Any two Ordinary Members of the Club who are the two cohabiting members of either a married couple or a de facto married couple may, upon application to the Committee, be elected as Ordinary (Family) Members of the Club. Ordinary (Family) Members shall be entitled to all the privileges of membership and shall also be entitled to receive a reduction of their annual subscription dues of an amount as shall be determined from time to time by the Committee.
- (c) Any person of the Club who is under the age of twenty-five years and who is engaged in either full-time studies or a traineeship or an apprenticeship at or through a recognised educational institution may, upon application to the Committee, be elected as an Ordinary (Student) Member of the Club. Ordinary (Student) Members shall be entitled to all the privileges of membership and shall also be entitled to a reduction of their annual subscription dues of an amount as shall be determined from time to time by the Committee.
- (d) Any Ordinary Member of the Club who has been such for a period of not less than fifteen years and who has reached the age of sixty-five years and who is the holder of a Pensioner Concession Card issued by the Commonwealth Department of Family Health and Community Services or who is the holder of a Repatriation Health Card issued by the Commonwealth Department of Veteran Affairs, may upon application to the Committee, be elected as an Ordinary (Senior) Member of the Club. Ordinary (Senior) Members shall be entitled to all the privileges of membership and shall also be entitled to receive a reduction of their annual subscription dues of an amount as shall be determined from time to time by the Committee.

Social Members

9. Any person over the age of eighteen years may be elected as a Social Member of the Club in accordance with the provisions of these Articles. Social Members shall be entitled to the same rights and privileges as an Ordinary Member save for the provisions of Article 34 and Article 52 and save that they shall be entitled to use the golf course for social rounds of golf as determined by the Committee and can participate in bowls events as determined by the Bowls Committee as save that the purpose of this membership is social only, they shall not be deemed to be members for affiliation with bowls and golf governing bodies and may therefore not participate in any events conducted under the auspices of these governing bodies... .

Non-playing Members

10. Any Ordinary Member or Bowling Member who, because of age or ill-health, is unable to continue as an active golfer or bowler may upon giving notice to the Committee of the Club of his or her intention to retire as an active golfer or bowler be elected by the Committee of the Club as a Non-playing Member. Upon the election of an Ordinary Member or Bowling Member as a Non-playing Member his or her name shall be removed from the list of Ordinary Members or Bowling Members and he or she shall cease to be an Ordinary Member or Bowling Member. A non playing member may retain such membership by payment of social membership fees. Save for the right to use the golf course or bowling greens a non playing member shall have the same rights and privileges as an Ordinary member.

Country Members

11. (a) Any person over the age of eighteen years whose ordinary place of residence is outside a thirty kilometre radius from the Club premises may be elected as a Country Member in accordance with the provisions of these Articles. If any Country Member so elected shall be resident within a thirty kilometre radius from the Club premises for a period exceeding six months in any one year he or she shall cease to be a Country Member.
- (b) Any person over the age of eighteen years who is a bona fide financial golf-playing member of another golf club and whose ordinary place of residence is outside a fifteen kilometre radius from the Club premises may be elected as a Country Member in accordance with the provisions of these Articles. If any Country Member so elected shall be resident within a fifteen kilometre radius of the Club premises for a period exceeding six months in any one year or who shall cease to be a bona fide financial golf-playing member of another golf club he or she shall cease to be a Country Member.
- (c) Save for the provisions of Article 34 a Country Member shall have the rights and privileges of an Ordinary Member.

Bowling Members

12. Any person over the age of eighteen years may be elected as a Bowling Member in accordance with the provisions of these Articles. Bowling Members shall be entitled to the same rights and privileges as an Ordinary Member save that they shall not be entitled to use the golf course except upon such terms and conditions as the Committee may from time to time prescribe.

Short-term Members

13. (a) **Summer Member:** Any person who is over the age of eighteen years may be elected as a Summer Member of the Club in accordance with the provisions of these Articles. Summer Members shall be entitled to the same rights and privileges as an Ordinary Member save for the provisions of Article 34 and Article 52 and save that the right to use the golf course without the requirement to pay a green fee shall be limited to the period between the 1st day of October in any one year and the 31st day of March in the next succeeding calendar year.
- (b) **Winter Member:** Any person who is over the age of eighteen years may be elected as a Winter Member of the Club in accordance with the provisions of these Articles. Winter Members shall be entitled to the same rights and privileges as an Ordinary Member save for the provisions of Article 34 and Article 52 and save that the right to use the golf course without the requirement to pay a green fee shall be limited to the period between the 1st day of April and the 30th day of September in any calendar year
- (c) **Three Day Member:** Any person who is over the age of eighteen years may be elected as a Three Day Member of the Club in accordance with the provisions of these Articles. Three Day Members shall be entitled to the same rights and privileges as an Ordinary Member save for the provisions of Article 34 and Article 52 and save that the right to use the golf course without the requirement to pay a green fee shall be limited to Sunday, Monday and Tuesday of each week and furthermore such members, unless with handicap and affiliation through another club shall not be able to play in competitions.
- (d) **Two Day Member:** Any person who is over the age of eighteen years may be elected as a Two Day Member of the Club in accordance with the provisions of these Articles. Two Day Members shall be entitled to the same rights and privileges as an Ordinary Member save for the provisions of Article 34 and Article 52 and save that the right to use the golf course without the requirement to pay a green fee shall be limited to Monday and Tuesday of each week and furthermore such

members unless with handicap and affiliation through another club shall not be able to play in competitions.

(e) **Twilight Member:** Any person who is over the age of eighteen years may be elected as a Twilight Member of the Club in accordance with the provisions of these Articles. Twilight Members shall be entitled to the same rights and privileges as an Ordinary Member save for the provisions of Article 34 and Article 52 and save that the right to use the golf course or bowls green without the requirement to pay a green fee shall be limited to after 3pm on any day in the period between the 1st day of October in any one year and the 31st day of March in the next succeeding calendar year and may participate in twilight golf events on payment of any fee as charged to Ordinary members

Remote Members

14. Any person over the age of eighteen whose ordinary place of residence is outside a seventy kilometre radius from the club premises may be elected as a Remote Member in accordance with the provisions of these articles. If any Remote Member so elected shall be resident within a seventy kilometres radius of the club premises for a period exceeding six months in any one year he or she shall cease to be a Remote Member. Save for the provisions of Article 34 and Article 52 Remote Members shall have the rights and privileges as an Ordinary Member.

Junior Members

15. Any person under the age of eighteen years may be elected as a Junior Member of the Club in accordance with the provisions of these Articles. On attaining the age of eighteen years Junior Members shall be transferred either to the list of Ordinary Members or to the list of Bowling Members as is appropriate. Subject to the provisions of the authority issued to the Club by the Liquor Licensing Commission under Section 128 (2) (d) of the Liquor Control Act 1987 Junior Members shall have the same rights and privileges as an Ordinary Member save for the provisions of Article 34 and Article 52 and save that they shall not be supplied with or allowed to consume liquor on the Club premises except as provided in Article 70 (b).

Honorary Life Members

16. Any member who has rendered outstanding services to the Club may be nominated for Honorary Life Membership of the Club. A comprehensive nomination form shall be completed by the nominator and seconder and submitted to the Committee for consideration. If the Committee approves the nomination, the Honorary Life Membership shall be presented by the Club President at the next Annual General Meeting of the Club.

The following privileges and conditions to Honorary Life Membership shall apply:

- (a) Honorary Life Members shall have the same rights as Ordinary Members.
- (b) Honorary Life Members are not required to pay an annual subscription.
- (c) Honorary Life Membership may be revoked by a majority vote of the Committee.
- (d) The number of living Honorary Life Members shall not exceed twenty.

Temporary Members

17. Any person over the age of eighteen years who resides outside an eighty kilometre radius from the Club premises but who is temporarily staying or residing within a thirty kilometre radius from the Club premises may be elected as a Temporary Member of the Club. Such persons must be nominated in writing by a member of the Club who is one of the General Body of Members and shall be elected by the passing of a resolution of the Committee. Temporary Members shall be elected for a period not exceeding three months and shall be required to pay a subscription as determined by the Committee.

Honorary Members

18. The following persons shall be eligible to be elected as Honorary Members of the Club:-
- (a) Any person over the age of eighteen years who is a member of any recognised golf or bowling Club and who is temporarily visiting Tatura;
 - (b) Any person who is competing in any inter-Club match or any tournament organised by the Club and taking place on the Club golf course or bowling green;
 - (c) Any person over the age of eighteen years who is an official of any other recognised golf or bowling Club and who is attending the Club premises in connection with any such match or tournament as is referred to in paragraph (b) ;
 - (d) Clergymen of any denomination ;
 - (e) Any member of the staff or any person who in the opinion of the Committee has rendered outstanding service to the community or special services to the Club.
 - (f) For the purpose of the election of Honorary Members pursuant to this Article there shall be an election committee which shall consist of any two members of the Committee and the Secretary or the nominee of the Secretary in his absence.
 - (g) The Secretary shall keep appropriate records of the names and addresses of those Honorary Members referred to in paragraphs (a), (d) and (e) and the voting on their election. Such records shall specify the period in respect of which such Honorary Membership is granted.
 - (h) The Secretary shall keep appropriate records of the occasion or period in respect of which Honorary Membership is granted to those persons referred to in paragraphs (b) and (c).
 - (i) Persons referred to in paragraph (a) may be elected for a period not exceeding one month provided that they may not be so elected on more than four occasions in any one year. The number of Honorary Members pursuant to paragraph (a) hereof is limited to twenty. Persons referred to in paragraphs (b) and (c) may be elected for a period not exceeding one week prior to the inter-club match or tournament and for the duration of any match or tournament in which they are competing or attending.
 - (j) Persons referred to in paragraphs (d) and (e) may be elected for a period not exceeding one year but such persons may be re-elected in succeeding years.
 - (k) The Committee or the election committee shall have the power to cancel the membership of any Honorary Member without assigning any cause therefor.

Gaming Members and Visitors

19. (a) Any person over the age of eighteen (18) years may be elected to be a Gaming Member. The rights of the Gaming Member will be limited to the use of the clubhouse facilities only. The Gaming Member will have no voting rights at General Meetings, no rights to seek office, no rights to nominate a member for office, no rights to attend General Meetings and the same rights as green fee paying visitors on the golfing and bowling facilities.

- (b) Gambling Rules: No member is permitted to make a betting book in the Club. Gambling games of any description may only be permitted when such games are authorised by an Act of Parliament.
- (c) Authorised Gaming Visitor :
 - (i) Subject at all times to the Club being the holder of a Venue Operators Licence issued under the provisions of the Legislation and Regulations in force from time to time , an Authorised Gaming Visitor (as herein after defined), being a person who is not a member or a guest of a member, may be admitted to the Club on any day when guests are allowed for the purposes of playing gaming machines and for the use of such other facilities as the Committee may from time to time permit. Authorised Gaming Visitors may not introduce visitors to the Club.
 - (ii) The Secretary must keep on the Club premises a register of Authorised Gaming Visitors containing the name and residential address of each authorised gaming visitor and the date of that admission.
 - (iii) An Authorised Gaming Visitor must:
 - A. Produce evidence of his or her residential address before being admitted to the Club premises;
 - B. Carry identification at all times whilst on the Club premises;
 - C. Comply with any relevant rules of the Club whilst on the Club premises.
 - (iv) For the purpose of these Articles of Association an Authorised Gaming Visitor is hereby defined as a person who:
 - A. Is over the age of eighteen years;
 - B. Whose place of residence is outside a ten kilometre radius from the Club premises. ;
 - C. Is not a person whom the Committee of the Club has determined should not be admitted.

20. Honorary Members and Temporary Members shall be subject to the following conditions and regulations:

- (a) Their membership may be cancelled at any time by the Committee ;
- (b) They shall not be entitled to be elected as members of the Committee or officers of the Club;
- (c) They shall not be entitled to take part in any discussion at any meeting of the Club without the permission of the Chairman or vote on any matter before the meeting;
- (d) They shall be only entitled to use the Club golf course or bowling greens at such time or times as are prescribed by the Committee

Entrance Fees and Annual Subscriptions

21. (a) The entrance fees for the various categories of members shall be such sums as the Committee shall from time to time by resolution prescribe.

- (b) The annual subscriptions for the various categories of members shall be such sums as the Committee shall from time to time by resolution prescribe.
- (c) Any member of any class who fails to pay his or her subscription and/or entrance fee and/or call within one month after it is due shall pay a fine as shall be declared by the Committee not exceeding ten percent of the amount owing. If the subscription and/or entrance fee and/or call remains unpaid for a further period of one month a notice of default shall be sent to the member by the Secretary or Treasurer. If the subscription and/or entrance fee and/or call remains unpaid for a further period of two weeks from the date of sending such notice of default the defaulting member shall thereupon cease to exercise any of the privileges of the membership, and his/her name may be erased by the Committee from the list of members, but may be replaced thereon by the Committee on the payment of all arrears and fines.
- (d) All annual subscriptions shall become due and payable in advance on the 1st day of July in every year. All categories of members if elected on and after the 1st day of January in any year shall pay only half the annual subscription for that year and if elected on and after the 1st day of April in any year shall pay only one fourth of the annual subscription for that year
- (e) Any member who has left Australia for any portion of any year greater than the period of six months shall, provided previous notice in writing is given of the intention to be so absent, be entitled if the Committee so decides to a remission of such portion of the annual subscription fee as the Committee may decide
- (f) A person shall not be exempted from the obligation to pay the ordinary subscription for membership of the Club unless the person is of a class specified in the rules and the exemption is in accordance with the rules.

Application for Membership

- 22. (a) Every candidate for membership of the Club (other than an Honorary or Temporary Member) shall be proposed by one and seconded by another of the General Body of Members of the Club to both of whom the candidate shall be personally known.
- (b) Until the Committee shall otherwise prescribe every application for membership shall be in writing and in the following form:
- (c) Any inaccuracy in the information in the nomination form relating to the candidate shall render that person's election voidable at any time at the direction of the Committee.

MEMBERSHIP NOMINATION FORM

*The Secretary
Hill Top Golf and Country Club Limited*

Sir,
I desire to become aMember of Hill Top Golf and Country Club Limited and I hereby agree, if elected, to be bound by the Memorandum and Articles of Association and the By-Laws of the Club as amended or altered from time to time and with the present form of which I am familiar

Full Name of Candidate

Address

E-mail Address

Date of birth

If Member of any other Club or Clubs

Name of Clubs

Handicap

I warrant the correctness of the above information

Candidate's signature

The abovenamed Candidate is personally known to us and we believe him/her to be a person suitable to be elected a member of the Hill Top Golf and Country Club Limited.

Proposer's name and signature

Seconder's name and signature

Election of Candidate for Membership

23. The name and address of every candidate for election as a member of the Club (other than an Honorary or Temporary Member) shall be displayed in a conspicuous place in the Club premises for at least a week before the candidate's election and an interval of not less than two weeks shall elapse between nomination and election of each such candidate.
24. All members (except Honorary and Temporary Members) shall be elected by the Committee by a resolution of members in favour of which at least four members of the committee have voted. If a majority of members of the committee vote against a candidate he shall not be elected. A record shall be kept by the Secretary of the number of members of the Committee voting at each election. The Committee shall not be bound to assign any reason for the rejection of any candidate for membership. The committee shall be an Election Committee for the purposes of all Liquor and Gaming Legislation and Regulations which shall be in force from time to time. .
25. On the election of a candidate, the Secretary shall forthwith send to the candidate notice in writing thereof and upon payment of the entrance fee (if any) and the first subscription the candidate shall become a member of the Club and be enrolled on the register of members, but if all such payments are not made within two months of such notification, the election may be declared void by the Committee.
- 25.(A) A person shall not be admitted as an Honorary or Temporary Member of the Club unless the person is of a class specified in the rules and the admission is in accordance with the rules.

Resignation

26. Any member wishing to resign from membership may at any time give notice to that effect which notice shall be in writing addressed to the Secretary and deposited at the registered office of the Club but any such member or temporary member so resigning shall be liable to pay his annual subscription for the year ending 30th day of June after such notice is deposited.
27. A member who has resigned for a reason submitted in writing and approved by the Committee and is subsequently re-elected, may not be required to pay any entrance fee unless in the meantime such fee has been increased when he shall pay at least the amount of the increase but otherwise any member who has resigned and is subsequently re-elected shall pay in full any entrance fee applicable to the category in which he is re-elected.

Expulsion and/or Suspension

28. If any member of any category shall wilfully refuse or neglect to comply with the provisions of the memorandum and articles or by-laws or Code of Conduct of the Club or shall in the opinion of the Committee, be guilty of any conduct unworthy of a member or detrimental to the interest of the Club, the Committee shall have power by resolution to censure, suspend or expel that member from the Club and in the latter case to remove his name from the Register of Members, save for immediate expulsion under the Code of Conduct, provided that at least one week before the meeting of the Committee at which such resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at that meeting before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and if at the Committee meeting such resolution be passed by a majority of those present and voting the member concerned shall be punished accordingly and in the case of a resolution for his expulsion, the member shall be expelled and his name removed from the Register of Members and he shall forfeit all right and claim upon the Club and its assets (except under any debenture or debentures held by him which he shall, if required, surrender to the Club on payment in cash of the face value thereof).

Forfeiture of Membership

29. Any member who after the expiration of two months from the date of posting by the Secretary of a statement of debiting him with all amounts owing to the Club for entrance fees subscriptions levy or for any other justifiable charge but crediting him with all amounts owing by the Club to him for debenture interest declared payable by the Committee fails and/or neglects to pay to the Club the amount shown in such statement to be justly owing to the Club may at any time after such failure and/or neglect be adjudged by the Committee to have ceased to be a member but any such member may be re-elected by the Committee at its discretion upon payment of the amount owing by him as aforesaid.

Avoidance of Membership by Bankruptcy etc.

30. If any member shall be adjudged a bankrupt or shall make any composition or arrangement with his creditors or being engaged in any profession shall on account of his misconduct be prohibited by the governing body of such profession from continuing to practise under their regulations he shall ipso facto cease to be a member of the Club and shall forfeit all right in and claim upon the Club and its property (except under any debenture or debentures held by him) but upon application being made by such member to the Committee stating the cause of such adjudication in bankruptcy making of any composition or arrangement or prohibition as aforesaid as the case maybe such member may be re-admitted and restored to his former rights by the Committee.

Visitors

31. A member of the General Body of Members may introduce visitors to the privileges of the golf course and other playing facilities and any other amenities of the Club upon payment of such fees as may from time to time be determined by the Committee but such a member shall not introduce more than four visitors into the Club House on any one day and the same visitor shall not be introduced more than twelve times in the same year but these restrictions shall not apply to the spouse fiancé or the fiancée of a member. The visitor's name and address and the name of the member introducer shall be entered in the Visitor's book and payment of the prescribed fees made before play. No fees shall be charged in respect of the Presidents Captains or Secretaries of Clubs affiliated with the State and National Governing bodies of Bowls and Golf. .

Rights of Members

32. Subject to the express provisions of these Articles and to the Memorandum of Association and to any by-laws for the time being in force made by the Committee of the Club as herein provided all members of the Club shall be entitled to be supplied at such charges as the Committee shall from time to time determine with such meals refreshments and things as are provided by the Club for the use of its members and no person shall be entitled under these Articles to derive any profit benefit or advantage from the Club which is not shared equally by every member, save as provided in Article 4

Committee

33. The business and affairs of the Club shall be under the management of the Committee each member of which shall be elected for a period of not less than twelve months. The committee shall consist of the President, Vice President, Honorary Treasurer, ("the Officers") and four (4) other members ("the general members of the Committee").

Eligibility for Committee

34. (a) Members eligible to be elected to the Committee of the Club shall be Honorary Life Members, Ordinary Members (including Ordinary (Family) Members, Ordinary (Student) Members and Ordinary (Senior) Members, Non-playing Members and Bowling Members.
- (b) No employee of the Club shall be eligible to stand for a position on the Committee. This shall not however bar an employee from serving on a sub committee.

Officers Honorary

35. No Officer or general member of the Committee shall be entitled to remuneration for his services save as provided in Article 4.

Secretary

36. There shall be a Secretary to the Club to be appointed by the Committee and he shall be paid such remuneration (if any) for his services as the Committee may from time to time determine. He shall not be a member of the Committee of the Club and it shall not be necessary that he should be a member of the Club. He shall act as Secretary and perform all such duties in relation to the Club as these Articles require to be performed by the Secretary and such other duties as the Committee requires of him.

Retirement of Officers and General Members of the Committee

37. Subject as hereinafter provided each of the Officers of the Club and each of the four general members of the Committee shall retire at each Annual General Meeting. All retiring Officers and General Members of Committee shall be eligible for re-election.

Election of Officers and Committee

38. The election of Officers and Committee of the Club shall take place in the following manner :
- (a) Any two financial members of the General Body of members of the Club shall be at liberty to nominate a member eligible under Article 34 hereof to serve as an Officer or General Member of the Committee of the Club.
- (b) At least twenty-one (21) clear days before the Annual General Meeting the name of each member so nominated together with the names of the proposer and seconder shall be sent in writing to the Secretary of the Club accompanied by a memorandum signed by the candidate consenting to serve if elected.
- (c) A list of the names and addresses of the candidates for election as Officers and of the candidates for election as General Members of the Committee (such last named candidates to be listed in alphabetical order) with the proposer's and seconder's names shall be posted in a conspicuous place in the Club House for at least seven (7) days immediately preceding the Annual General Meeting.
- (d) The Secretary shall if the number of candidates exceeds the number of vacancies for Officers and other Committee members cause balloting lists to be printed containing in alphabetical order the names of such candidates and the positions for which they are proposed showing by an asterisk the name or names of the retiring candidate or candidates that the ballot lists be distinctively marked in a different colour after printing and before issue to eligible members and shall post, by conventional or electronic mail, one of such lists to each member of the General Body of Members at least seven (7) days before the date fixed

for the Annual General Meeting. The members voting shall vote for as many candidates as there are vacancies to be filled and no more otherwise his ballot paper shall be declared informal. They shall post or deliver such list in the envelope marked outside "Voting Paper" to the Secretary or indicate voting preferences by attaching a voting list to an electronic mail so as to reach him on or before 3pm on the day fixed for the Annual General Meeting.

- (e) The Secretary shall appoint at or before the said Annual General Meeting three members not being candidates to act as scrutineers. Subject to Article 39 the report of the scrutineers as to the number of votes polled for the candidate for their respective positions shall be final and conclusive.
- (f) The Secretary shall on the day fixed for the Annual General Meeting hand unopened all the said envelopes and printed copies of electronic mail votes, received by him from members within the period mentioned in the last but one clause of this Article to the scrutineers (to be appointed as herein provided) who shall count the effective votes and hand to the Chairman at the beginning of or during the Annual General Meeting their report as to the number of votes given to each candidate.
- (g) Subject to Article 39 the Chairman shall read the report of the scrutineers at the Annual General Meeting and shall declare elected the candidates who have received most votes for the respective positions. In the case of two or more candidates receiving an equal number of votes the Chairman shall have the casting vote in addition to his deliberative vote who is or are to be elected.
- (h) All Officers and General Members of the Committee shall be elected by the General Body of Members.
- (i) If and so long as the number of members of the Club entitled to vote for the election of the Committee is below sixty per centum of the total membership of the Club (excluding Temporary or Honorary Members and persons who are members by reason only of reciprocal arrangements with another club and persons whose rights as members are limited to rights as social, short-term, gaming or neighbourhood members, hereafter called "the excluded members"), then all members of the Club (excluding the excluded members) shall be entitled to vote on the election of the Committee.

39. When required by a majority of members present at a meeting at which an election of Officers and General Members of the Committee is to be declared the Chairman shall appoint three members not being candidates as scrutineers to examine and report upon any aspect of election procedure indicated by a majority of members present. The declaration of the Chairman upon the receipt of the report of such members shall be final and conclusive.

Filling of Vacancies in Committee

40. The committee shall have the power at any time to appoint any eligible member of the Club to fill any casual vacancy occurring amongst Officers or general members of the Committee but so that the total number of Officers or general members of that Committee does not at any time exceed the number fixed in accordance with these Articles. Any officer or general member of the Committee appointed pursuant to this Article shall hold office only for the balance of the normal term during which the Officer or Committee member he replaces would have held office if such casual vacancy had not occurred, but shall, if duly nominated, be eligible for re-election. It shall be within the discretion of the Committee to determine whether any casual vacancy or casual vacancies shall be filled in accordance with this Article unless there exists at any one time two vacancies in which event the Committee shall fill the casual vacancies within one month of the most recently occurring casual vacancy.

Meetings of the Committee

41. The President or in his absence the Vice-President shall preside as Chairman at every meeting of the Committee. If neither the President nor the Vice-President is present within ten minutes of the time appointed for holding the meeting the members of the Committee present may choose one of their number to be temporary Chairman. In the case of equality of votes the Chairman or temporary Chairman in addition to his deliberative vote shall have a second or casting vote. No business shall be transacted at any meeting of the Committee unless a quorum which shall be five (5) members of the Committee is present at the time when the meeting proceeds to business. Any member of the Committee absenting himself without leave of absence from three consecutive meetings of the Committee after receiving notice thereof shall be deemed to have vacated his position as a member of the Committee and also as an Officer of the Club if he be an Officer.
42. The Committee shall hold periodical meetings and shall meet together at intervals of not more than two calendar months, and minutes of all resolutions and proceedings of the Committee shall be entered in a book to be provided for that purpose or kept as electronic/computerised record.

Delegation by Committee

43. Save where powers have been expressly vested in the Committee of the Club by these Articles or the general law, the Committee may from time to time delegate any of its powers to such Sub-Committee or Sub-committees consisting of one or more members of the Committee as they shall think fit to appoint and may recall or revoke any such delegation or appointment. Any such Sub-Committee shall in the exercise of powers so delegated conform to any regulations that may be prescribed by the Committee. Provided always that the Committee shall have no power to delegate their control of the supply of liquor and gaming to the Club.
44. All acts done by any meeting of the Committee or a Sub-Committee of the Committee or by any person acting as a member of the committee shall notwithstanding that it is afterwards discovered that there is some defect in the appointment of any such person or persons acting as aforesaid or that they or any of them were disqualified be as valid as if any such person had been duly appointed and was qualified to be a member of the Committee.

Power to Borrow Money

45. The Committee of the Club may issue debentures, debenture stock, bonds or give any other security for a debt, liability or obligation of the Club at the time in any form or manner and for any amount including a power to restrict the transfer assignment or charge thereof or of any of them and for any amount and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge of any of the property at the Club or on bonds or debentures charging all or any of such property or without any security or as otherwise as it thinks fit. Provided nevertheless that no mortgagee or other person advancing money to the Club shall be concerned to see that any money advanced by him is wanted for any purpose of the Club or that no more than is wanted is raised or borrowed.
46. The Committee of the Club shall have the power to extend the period for payment of any debenture or debentures or mortgage or charge or any part thereof on such terms and conditions as the Committee may from time to time determine.

Restriction on Power to Sell or Alienate Land

47. The Committee of the Club shall not without the sanction of a general meeting of the Club demise underlet exchange sell or otherwise dispose of the whole or any part of the real property of the Club.

Power to make By-Laws

48. The Committee of the Club shall have power to make alter and repeal by-laws for the conduct and management of the Club PROVIDED HOWEVER that no by-law shall be inconsistent with or affect or repeal anything contained in the Memorandum or Articles of Association of the Club.

Powers of Committee

49. (a) The Committee shall exercise all such powers and do all such things as may be exercised or done by the Club save such as are by these Articles or by any statute for the time being in force required to be exercised or done by the Club in general meeting.
- (b) Subject to the provisions of Section 78(3) of the Code the Committee may from time to time make a levy on all members for such amount or amounts and payable at such time or times as shall be determined by the Committee but so that the total amount of the levy or levies made on any member shall not in any one year exceed twenty-five per cent of the current annual subscription for the category of membership to which the member is elected.

General Meetings

50. A general meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the Committee.
51. The above-mentioned general meetings shall be called Annual General Meetings. All other general meetings shall be called Extraordinary General Meetings.

Voting Rights

52. Every member of the General body of Members shall have one vote and no more. No other member or person shall be entitled to vote and no member otherwise eligible shall be entitled to vote at any meeting unless the annual subscription and/or entrance fee and/or call for the current year has been paid or the time of payment thereof or of the unpaid part thereof extended.

Extraordinary General Meetings

53. The Committee may whenever it thinks fit and shall on a requisition made in writing by five per centum or more of the members of the General Body of Members convene an Extraordinary General Meeting.
54. Any requisition made must state the object of the meeting proposed to be called and must be signed by the requisitionists and deposited at the registered office of the Club.
55. On receipt of the requisition the Committee shall forthwith proceed to convene an Extraordinary General Meeting. If it does not proceed to cause a meeting to be held within twenty-eight days from the date of the Requisition being so deposited the requisitionists or any twenty-five members of the General Body of Members may themselves convene a meeting and for such purpose shall have access to the Register showing the names and addresses of the General Body of Members of the Club.

Proceedings at General Meetings

56. Fourteen days notice at the least specifying the place and date and the hour of meeting (unless at any such meeting it is proposed to pass a special resolution requiring twenty-one (21) days notice) and in case of special business the general nature of the business shall be given to the General Body of Members in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Club in general meeting but the non-receipt or such a notice by or the accidental omission to give such notice to any eligible member shall not invalidate the proceedings at any general meeting.

Special Business

57. All business shall be deemed special that is transacted at an Extraordinary General Meeting or that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets, the ordinary reports of the Committee and auditor or Auditors, the election of Officers and Committee in the place of those retiring and the fixing of any remuneration of the Auditor or Auditors.

Quorum

58. No business except to adjourn the meeting shall be transacted at any general meeting unless a quorum of the General Body of Members is present at the time when the meeting proceeds to business. Fifteen of the General Body of Members present personally shall be a quorum.

Meeting to be Dissolved or Adjourned if no Quorum

59. If within half an hour from the time appointed for the meeting a quorum of eligible members is not present the meeting if convened on the requisition of the eligible members shall be dissolved. In any other case it shall stand to be adjourned to such day time and place as the Committee may within the period of ten days next following decide and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those eligible members personally present if more than one shall be a quorum.

Chairman of Meeting

60. The President and failing him the Vice-President shall preside as Chairman at every general meeting of the Club. In case of an equality of votes the Chairman shall be entitled to a second or casting vote.
61. If there is no such Chairman or if at any meeting he is not present within five minutes at the time of holding the same the eligible members present shall choose someone of their number to be Chairman of that meeting.

Adjournment of Meeting

62. The Chairman may with the consent of the meeting adjourn the meeting 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.
63. (1). At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
- (a) by the Chairman;
 - (b) by at least three members present in person or by proxy;
 - (c) by a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.
- (2). Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the Minutes of the 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 the resolution.
- (3). The demand for a poll may be withdrawn.

Poll

64. If a poll is demanded in manner aforesaid the same shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Notices

65. A notice may be given by the Club to any member either personally or by sending it by post to him at his registered or last known address or by electronic mail to the last known address or in case of an Extraordinary General Meeting only, by posting a notice in conspicuous place in the Club House and maintaining such notice from the date of posting up to and including the date of the meeting. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post. Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected 24 hours after it is sent.

Books of Accounts

66. Correct accounts and books shall be kept by the Secretary or Honorary Treasurer or by the Manager of the Club at their direction showing the financial affairs of the Club and the particulars usually showing in the books of account of a like nature.
67. The Secretary shall have the custody of all documents belonging to the Club and shall conduct all correspondence. He shall keep full and correct minutes of all resolutions and proceedings at general meetings of the Club and meetings of the Committee which shall be entered in books provided for that purpose and shall produce them at all meetings and shall generally carry out direction of the Committee. He shall pay into credit of the Club at such bank as the Committee may from time to time direct all monies received by him. He shall in co-operation with the Honorary Treasurer make the annual statement of accounts and balance sheet of the Club to the last day of June in each year. Such balance sheet shall when duly reviewed by the auditor in accordance with legal requirements be printed or electronically formatted and circulated amongst the members with the notice of the annual general meeting.
68. All payments out of the funds of the Club shall be made by order of the Committee by cheque signed by any two of the Secretary, the Honorary Treasurer and one other member of the Committee or in such manner as the Committee may otherwise determine.

Seal

69. The Seal of the Club shall not be affixed to any instrument except by the authority of a resolution of a Committee and in the presence of at least two members of the Committee and of the Secretary or such other person as the Committee may appoint for the purpose and those two members of the Committee and the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Club is so affixed in their presence.

Supply of Liquor

70. (a) No liquor shall be sold or supplied to any person except on the days during the hours and in the manner prescribed or permitted by the provisions of the relevant Legislation and Regulations in force from time to time

- (b) No liquor shall be sold or supplied to any person under the age of eighteen years of age except where any such person is accompanied by a spouse or parent or guardian and the liquor sold is supplied for consumption as part of a meal supplied on the Club premises.
- (c) No liquor shall be sold or supplied for consumption elsewhere than on the Club premises unless the same is supplied during the hours in which liquor may be supplied for consumption on the Club premises and unless the liquor is removed from the Club premises by the member purchasing the same.
- (d) A visitor to the Club must not be supplied with liquor in the Club premises unless the visitor is :
 - (i) a guest in the company of a member of the Club, or
 - (ii) an authorised gaming visitor admitted in accordance with the rules of the Club, or
 - (iii) present at an occasion or function in the Club premises in respect of which a limited licence pursuant to the relevant law or regulation as issued authorising the sale and disposal of liquor to that visitor.
- (e) No payment or part payment to any Secretary, Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- (f) For the purposes of this Article the word "liquor" where appearing shall be deemed liquor within the meaning of the relevant Legislation which may be in force from time to time and the words "Club premises" where appearing shall be deemed to mean such portion of the Club's premises as is for the time being "Licensed premises" within the meaning of the relevant Legislation.
- (g) No person under eighteen years of age, except persons who are being trained as waiters and are not allowed to serve behind the bar, shall be employed in the Club.
- (h) The number of persons who may be accommodated in the clubhouse at any one time shall be no more than such number as the Liquor Licensing Commission shall from time to time approve.

Winding up

71. If upon the winding up or dissolution (other than for the purpose of reconstruction or amalgamation) of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Club but shall be given or transferred to some other Club company institution or institutions having objects similar or in part similar to the objects of the Club in 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 imposed on the Club under by virtue of Article 4 hereof such other Club Company institution or institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

Indemnity

72. Every Officer of the Club as hereinbefore defined and every general member of the Committee of the Club shall be indemnified by the Club against any liability arising out of the execution of his duties and it shall be the duty of the Committee out of the funds of the Club to pay all costs losses and expenses which any such Officer or general member of the Committee may incur or become liable to by reason of any contract entered into or act or things done by him as such Officer or general member of the Committee or in any way in discharge or purported discharge of his duties.

73. No Officer or general member of the Committee of the Club shall be liable for the acts, receipts, neglects or defaults of any other Officer or general member of the Committee of the Club or for joining in any receipt of other act for conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Committee for and on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested or for any loss or damage arising from the bankruptcy or tortious act of any person owing monies to the Club or with whom any monies securities or effects shall be deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.

Proxy

74. (a) At meetings of members each member entitled to vote may vote in person or by proxy.
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing. A proxy must be a member of the Club entitled to vote at the meeting. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority shall be deposited at the registered office of the Club, or at such other place within the State of Victoria as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hour before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- (d) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Club at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

Variation of Articles

75. (a) These articles of association may be amended or altered by a special resolution of a General Meeting. Twenty-one days notice of such a special resolution shall be given to the General Body of Members.
- (b) While and so long as the Club is licensed under the relevant Legislation the Secretary shall within fourteen days after the making of an amendment or alteration in these Articles forward to the Chief Executive Officer of the Liquor Licensing Commission (or such relevant body as established by law) a certified copy of such amendment or alteration.

These Articles shall be the Articles of the Club as from the 1st day of November 2010.

I hereby certify that these are the Articles of Association as adopted by the Annual General Meeting of the members of the Club held on the 25th day of October , 2010 .

Graham Smith
President of the Club and Chairman of the Meeting