

**CORPORATIONS LAW**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF**  
**EPPING R.S.L. (SUB-BRANCH) AND COMMUNITY CLUB LIMITED**

1. The name of the Company is "EPPING R.S.L. (SUB-BRANCH) AND COMMUNITY CLUB LIMITED".
2. The registered office of the Company shall be situated at 45-47 Rawson Street, Epping, in the state of New South Wales as the Directors from time to time determine.
3. The objects for which the Company is established are:
  - (i) To provide for members and for members' guests a social and sporting Club with all the usual facilities of a Club including residential and other accommodation, liquid and other refreshment, libraries and provision for sporting musical and educational activities and other social amenities.
  - (ii) To take over or otherwise acquire all the assets and liabilities of the unincorporated association or Club known as the Epping R.S.L. (Sub-Branch) Club as at the Thirty – first day of December, 1971 and to assume and carry on the functions and objects of such association or Club.
  - (iii) To erect a fitting memorial to the valour and sacrifice of those who served the nation in the Great War of 1914-1918, the World War of 1939-1945 and the subsequent conflicts and those who suffered the supreme sacrifice.
  - (iv) To purchase hire lease or otherwise acquire for the purposes of the Company any real or personal property and any rights and privileges which the Company may think necessary or convenient for the carrying out of its objects or any of them.
  - (v) To sell convey transfer lease mortgage charge give in exchange dispose of manage or otherwise deal with all or any of the property real or personal of the Company but if the Company shall take or hold any property which may be subject to any trust it shall only deal with the same in such manner as allowed by law having regard to such trusts. Provided always that no portion of the Company premises which is covered by the certificate of registration under the Registered Clubs Act shall be so leased or demised.
  - (vi) To invest and deal with the funds and moneys of the Company not immediately required for the purposes of the Company in and upon such securities and investments and in such manner and on such terms and conditions as may from time to time be determined and from time to time vary and realise such securities and investments.
  - (vii) To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
  - (viii) To borrow raise or give security for any money on such terms as the Company may think fit and in particular by the issue of bonds bills of exchange promissory notes securities mortgages or debentures charges upon all or any part of the property of the Company and to purchase redeem or pay off any such securities.
  - (ix) In furtherance of the objects of the Company to apply for and hold a Club or Hotel Licence or any other licence or licences or certificates of registration under the Registered Clubs Act Gaming and Betting (Amendment) Act or Laws or any other Act or Laws for the time being operative and for such purpose or purposes to appoint if necessary or desirable a Manager or Managers or other officer or officers to act as Licensee or Licensees and hold the Licence or Licences or Certificate of Registration on behalf of the Company.

- (x) In furtherance of the objects of the Company to obtain and hold any licence or permit necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco cigars and cigarettes and all kinds of goods and provisions required used or desired by members.
- (xi) To promote all or any of the objects of the Returned and Services League of Australia (New South Wales Branch) incorporated.
- (xii) From time to time as occasion shall require to construct erect or alter any buildings homes houses halls pavilions workshops stables garages sheds and other conveniences and works necessary or convenient for the purpose of the Company and to furnish and maintain erections lawns grounds and areas and means of recreation and to permit the same to be used by residents and other persons either gratuitously or for payments.
- (xiii) To take or reject any gift of property money or goods whether subject to any special trust or not.
- (xiv) To give any guarantee or enter into any bond in connection with the affairs of the Company and to indemnify any person or persons who may incur or have incurred any personal liability for the benefit of the Company.
- (xv) To raise and collect funds by private subscription public appeal Art Unions donations or otherwise and to accept any legacy bequest devise or gift of property whether subject to any special trust or not for all or any of the objects of the Company.
- (xvi) In pursuance of the objects of the Company to hold promote assist or encourage sales of work bazaars entertainments competitions displays public and other meetings and to take on hire any public hall or other buildings for any such purpose and to procure or authorise the delivery of lecture or addresses calculated to benefit the Company or any branch of its work and to distribute gratuitously or otherwise literature of any kind connected with or calculated to assist any of the objects of the Company. To promote and hold either alone or jointly with any other Company Association Club or persons sports meetings and competitions and to offer give or contribute towards prizes medals and awards and to promote give or support dinners balls or other entertainments and to establish promote or assist in establishing or promoting and to subscribe or become a member of or co-operate with any other Company or Club whose objects are similar or in part similar to the objects of the Company the establishment or promotion of which may be beneficial to the Company.
- (xvii) To undertake and execute any trusts or any agency business which may seem to the Company conducive to any of its objects.
- (xviii) To engage or appoint with or without remuneration such managers superintendent organisers secretaries organising secretaries accountants solicitors employees of all kinds and others as may be required or found necessary for the proper working administration or carrying on of the Company and any one or more at pleasure or otherwise to discharge.
- (xix) To do such other lawful acts deeds matters and things and to enter into and make such arrangements as may be incidental or conducive to the attainment of the above objects or any of them.
- (xx) To establish support or aid in the establishment and support of associations funds trusts and conveniences calculated to benefit the members of the Company or the dependents or connections of such members and to make payments towards insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public general or useful object.
- (xxi) To pay all costs charges and expenses of the promotion and establishment of the Company and the costs and expenses of the transfer of the assets of the "Epping R.S.L. (Sub-Branch) Club" to the Company.
- (xxii) To use and employ any profits from the activities and other income of the Company which shall be applied to the promotion of the purposes and objects for which the members are associated together.

4. To use and employ the income and property of the Company whencesoever derived which shall be applied solely towards the promotion of the objects of the Company 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 the persons who at any time are or have been members of the Company or to any of them or to any person claiming through any of them provided that nothing herein contained shall prevent in good faith payment of remuneration and/or superannuation to any of the officers or servants of the Company or to any members thereof or other person in return for any services actually rendered to the Company nor prevent payment of interest at the rate of interest to be determined from time to time by the Directors on money borrowed from any member of the Company but so that no member of the Board of Directors of the Company shall be appointed to any salaried office of the Company or to any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Board of Directors except repayment of the 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 Company provided that the provision as last aforesaid shall not herewith apply to any payment made by such Board of Directors in respect of any service given in goods supplied to the Company by any Company Firm or Business in which such member has any share or interest where full disclosure of such share or interest is made by such member of the said Board of Directors prior to the incurring of liability by the Board of Directors and provided further that such member is not present at any meeting if the said Board of Directors when the subject matter of such contract or liability is under discussion or any payment is authorised by the Board of Directors to be made in respect of such service or contract. PROVIDED THAT nothing herein contained shall be construed so as to prevent the allowance of an honorarium to any such member of the Board of Directors in respect of special honorary services rendered or the repayments 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.
  
5. The liability of 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/she 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/she 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 (\$2.00).
  
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 the Epping R.S.L. Sub-Branch of the Returned and Services League of Australia (N.S.W. Branch) incorporated OR given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Company and which shall also prohibit the distribution of its or their property among its or their members, such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof by the Chief Judge of such court as may have or acquire jurisdiction in this matter.
  
8. The names and addresses and occupations of the subscribers hereto are:
 

Alan Leslie Frazer Blunden 6 Oakland Avenue, Beecroft	Solicitor
Norman John Russel 123 Carlingford Road, Epping	Bakery Manager
John Augustus Greenlees 56 Darvall Road, Eastwood	Bank Manager
William Dick Fletcher 2 Dalwood Avenue, Epping	Accountant
Ronald Allen Smith 12 Oxford Street, Epping	Bootmaker
Robert Cain 145 Vimiera Road, Eastwood	Police Sergeant

Reginald William Forsyth 10 Sussex Street, Epping	Retired
George Raymond McCarthy 25 Surrey Street, Epping	Railway Employee
Leonard James Mullens 5 Epping Road, Epping	Electrical Inspector
Neville Ross Gardner 53 Chelmsford Avenue, Epping	Clerk
Leslie Edward Taylor 161 Boundary Road, Epping North	Accountant
Warden Stewart Smith 61 Boundary Road, Epping North	Engineer

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

**SIGNATURE, ADDRESS AND DESCRIPTION OF SUBSCRIBERS**

**WITNESS TO SIGNATURE**

ALAN LESLIE FRAZER BLUNDEN 6 Oakland Avenue, Beecroft. Solicitor	J A Greenlees J P
NORMAN JOHN RUSSELL 123 Carlingford Road, Epping. Bakery Manager	J A Greenlees J P
JOHN AUGUSTUS GREENLEES 56 Darvall Road, Eastwood. Bank Manager	R A Smith J P
WILLIAM DICK FLETCHER 2 Dalwood Avenue, Epping. Accountant	J A Greenlees J P
RONALD ALLEN SMITH 12 Oxford Street, Epping. Bootmaker	J A Greenlees J P
ROBERT CAIN 145 Vimiera Road, Eastwood. Police Sergeant	J A Greenlees J P
REGINALD WILLIAM FORSYTH 10 Sussex Street, Epping. Retired	R A Smith J P
GEORGE RAYMOND McCARTHY 25 Surrey Street, Epping. Railway Employee	J A Greenlees J P
LEONARD JAMES MULLENS 5 Epping Road, Epping. Electrical Inspector	R A Smith J P
NEVILLE ROSS GARDNER 53 Chelmsford Avenue, Epping. Clerk	J A Greenlees J P
LESLIE EDWARD TAYLOR 161 Boundary Road, Epping North. Accountant	R A Smith J P
WARDEN STEWART SMITH 61 Boundary Road, Epping North. Engineer	R A Smith J P

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Dated at Sydney this 1<sup>st</sup> day of December 1971.

**CORPORATION LAW  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**CONSTITUTION OF  
EPPING R.S.L. (SUB-BRANCH) AND COMMUNITY CLUB LIMITED  
ACN 000 964 938 TRADING AS EPPING RSL AND COMMUNITY CLUB**

1. In this Constitution, unless there be something in the subject or context inconsistent therewith, the following words shall have the respective meanings:

**“Annual General Meeting”** has the meaning prescribed by the Corporations Law.

**“Articles”** and **“these presents”** and **“The Articles”** means the Articles referred to in the Constitution of the Company and the Constitution of the Company respectively.

**“Board”** means the whole or any number of the Directors of the Company for the time being assembled at a meeting of the Directors of the Company and not being less than a quorum.

**“By-Laws”** means the By-Laws of the Company for the time being in force.

**“Club”** means the Company and/or its premises and shall include the Old Club as the context presents.

**“Company”** means Epping R.S.L. (Sub-Branch) and Community Club Limited ACN 000 964 938.

**“Constitution”** means this constitution of the Company and all supplementary substituted or amending Articles for the time being in force.

**“Corporations Law”** means the Corporations Law or any other act or acts of Parliament extending, amending or re-enacting the same or substituted therefor.

**“Director”** includes any person occupying the position of Director of the Company and by whatever name called and includes “President (Chairperson)” “Vice President (Deputy Chairperson)” and “Vice President (Finance).”

**“Executive”** means the President (Chairperson), Vice President (Deputy Chairperson) and Vice President (Finance).

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

**“House Rules”** means the House Rules of the Company for the time being in force.

**“Life Member”** means any member on whom life membership has been conferred pursuant to Article 8 of the Articles.

**“Member”** means any person who is a R.S.L. Member, Ordinary Member, or Life Member, who has been elected to membership of the Company in accordance with the provisions of this Constitution, and also includes Honorary and Temporary Members.

**“Memorandum”** means the Memorandum of Association of the Company.

**“Month”** means calendar month.

**“Notice Board”** means the Board or Boards provided in the Company's premises on which notices for the information of members are posted.

**“The Office”** means the registered office for the time being of the Company in New South Wales.

**“Old Club”** means the unincorporated Club Known as the Epping R.S.L. (Sub-Branch) Club referred to in Clause 3 (ii) of the Memorandum of Association.

**“Ordinary Member”** means any member other than a member of the Returned and Services League of Australia (N.S.W.) Branch and a life member.

**“President”** means President of the Company and in the absence of the President, a Vice President.

**“Register”** means the Register of Members to be kept pursuant to the Corporations Law.

**“Registered Clubs Act”** means the Registered Clubs Act 1976 as amended.

**“Regulation”** or **“Rule”** means any advice, direction or instruction not being a By-Law issued by the Board under the provision of the Constitution or of the By-Laws for the guidance of members and others.

**“R.S.L.”** means the Returned and Services League of Australia (N.S.W.) Branch.

**“R.S.L. Member”** means any member who is a member of the Returned and Services League of Australia (N.S.W.) Branch.

**“Seal”** means the Common Seal of the Company.

**“Secretary”** means any person appointed to perform any of the duties of the Company and includes the Chief Executive Officer.

**“Special Resolution”** means a resolution passed by a majority of not less than three fourths of such members as being entitled to vote in person at a general meeting of which NOT less than twenty-one (21) days notice specifying the intention to propose the resolution as a special resolution has been duly given.

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

Words importing the singular number only include the plural and vice-versa.

Words importing persons include corporation mutatis mutandis.

## **INTERPRETATION**

2. The decision of the Board on the construction or interpretation of the Memorandum and Constitution, By-Laws or Rules or on any matter arising thereout shall be conclusive and binding on all members of the Company unless and until the same shall be varied or reversed by a General Meeting or the Supreme Court of New South Wales.

## **MEMBERSHIP (Number)**

3. (a) For the purposes of registration but not by way of limitation the number of members of the Company is declared not to exceed 25,000 but the Board may from time to time register an increase or decrease in members.  
  
(b) A Subscriber to the Memorandum of Association shall be a member of the Company and any person who shall be admitted as a member in accordance with the Constitution shall become and be a member of the Company.

## **MEMBERSHIP (First Members)**

4. The first members of the Company Shall be:
  - (a) The Subscribers to the Memorandum of Association and this Constitution.
  - (b) Any other person who at the date of incorporation of the Company is a member of the present unincorporated Club and who shall on or before the 31<sup>st</sup> day of January 1972 apply in writing to become a member of the Company and agrees in writing to be bound by the Memorandum of Association and this Constitution.

PROVIDED THAT any such person referred to in (a) and (b) above shall not be liable to any Entrance Fee or Subscription prior to the first day of January, 1972 and shall be deemed to be a financial member of the Club up until that date.

## **MEMBERSHIP (Classification)**

5. The Membership of the Company shall consist of the following Classes:
  - (a) R.S.L. Members.
  - (b) Ordinary Members.
  - (c) Life Members.

## **MEMBERSHIP (Eligibility)**

6. No person under the age of eighteen (18) years shall be admitted as a member of the Company.
7. (a) R.S.L. Members shall be those persons who are financial or affiliate members of the Epping Sub-Branch of the R.S.L. and who shall have made application for membership of the Company in accordance with this Constitution and have been duly admitted.  
  
(b) Ordinary members shall be those persons who shall have made application for membership in accordance with this Constitution and have been duly admitted.

8.
  - (a) Life Membership of the Company may be conferred on any Member of the Company who has been a Member of the Old Club and/or the Company for a continuous period of not less than seven (7) years and who, in the opinion of the Board and Members, has rendered the Company distinguished and meritorious service. Such membership shall only be conferred by a resolution of an Annual General Meeting and on the recommendation of the Board of the Company. Not more than two (2) members shall be made Life Members in any one financial year.
  - (b) A Life Member shall be relieved of any obligation or liability with respect to payment of the Annual Subscription but in all other matters shall be subject to the Memorandum of Association and this Constitution.

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

9.
  - (a) Every candidate for membership of the Company shall be proposed by one member and seconded by another member. Every nomination shall be made in writing on such forms or form as the Board of Directors shall from time to time require and shall give the name address and occupation of the candidate, his/her proposer and seconder. Such application shall state whether the candidate is a member of the R.S.L.
  - (b) The Application for membership may be accompanied by the amount of any entrance fee and subscription.
  - (c) Names and addresses and occupations of every applicant for ordinary membership shall be posted on the Notice Board in a conspicuous place on the Company premises and shall remain posted for at least fourteen (14) days prior to the date of the meeting of the Board of Directors at which the application is to be considered.
  - (d) An interval of at least fourteen (14) days shall elapse between the date of application and date of election of all candidates.
  - (e) The election of members shall be by the Board of Directors at a duly convened meeting. The Secretary of the Company shall keep a record of the names of members of the Board of Directors present and voting at such meetings and the names of the members elected.
  - (f) The Board of Directors may reject any application for membership without assigning any reason for such rejection. The Secretary shall forthwith return to such rejected candidate the amount of the entrance fee and subscription lodged with the application.
10. On the election of an ordinary member the Secretary shall give to such member notice of his/her election and shall issue with such notice an account for the entrance fees and subscriptions if same have not already been paid and such account shall specify the due date of payment.
11. Every person elected to membership and informed of his/her election as directed by the foregoing Articles shall be deemed to agree to pay the Entrance Fee and Annual Subscription and other fees and charges as prescribed in the Memorandum and Constitution of the Company and to be bound by the Memorandum and Constitution of the Company and by the Company's By-Laws from time to time in force and the payment of the said Entrance Fee or part thereof and/or the said Subscription or part thereof shall be conclusive evidence of such agreement.
12. Every person elected to membership shall be required to pay within one month of the date of notice of election the fees and/or subscription specified in the account rendered to him/her with the notice of election failing which payment the election may be declared null and void.

## CESSATION OF MEMBERSHIP

13. Membership of the Company shall be terminated on the death or resignation of a member or as otherwise determined by this Constitution.
14. Any member at any time by giving notice in writing to the Secretary may resign his/her membership of the Company but shall continue liable for any entrance or annual subscription and all arrears due and unpaid at the date of his/her resignation and for any sum not exceeding Two Dollars (\$2.00) as a member of the Company under Clause 6 of the Memorandum of Association of the Company.
15. If any member refuses or neglects to comply with the provisions of the Memorandum, Constitution, By-Laws, Rules or Regulations of the Company or if any member shall in the opinion of the Board be guilty of conduct deemed by the Board to be unbecoming of a member or prejudicial to the interest of the Company such member may be suspended or expelled by resolution of the Board and such resolution need not state the grounds, facts or opinions upon which it is based PROVIDED:
- a) That at least seven (7) days before the meeting at which such resolution is moved the member concerned shall have been notified in writing and requested to be present at the meeting and that he/she shall at such meeting and before such resolution is moved have had an opportunity of giving in writing or orally any explanation or defence he/she may think fit.
  - b) \*That the Meeting referred to in Clause 15(a) shall be held within one (1) month of the date of the alleged offence or the date on which the complaint is laid or the next meeting of the Board of Directors and that seven (7) days written notice thereof shall be given to each member of the Board of Directors.
  - c) That any resolution under this Article requires for its passing the affirmative vote of not less than two-thirds of the members of the Board present at such meeting and the decision of the Board shall be final. \*The Board of Directors may decide the matter notwithstanding the member, properly notified, fails to attend the said Meeting.
  - d) Any member notified or any member proposed to be notified in accordance with Clause (a) above may immediately be suspended from all privileges of the Company until such time as the meeting is held.
- \*Approved at the Annual General Meeting on Thursday, 21 September 2017.
16. Should any member incur any debt to the Company (which debt is not covered by the provisions of these Articles) or to the Company's staff or servants or persons under contract to the Company and fail to discharge such debt upon request in writing by the Secretary he/she may by resolution of a meeting of the Board of Directors 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 15 shall not apply.
17. Any member whose subscriptions shall remain unpaid for a period of one month after same has fallen due shall cease to be a member and his/her name shall be removed from the register of members.
18. Any R.S.L. Member of the Company who shall fail to pay to the R.S.L. his/her Subscription or any fees due within the time for payment thereof shall have his/her name removed from the Register as an R.S.L. Member and transferred to the Register as an Ordinary Member. Any Member whose name shall have been so transferred from the Register as an R.S.L. Member under the provisions of this Rule Article may if the Directors think fit be restored to the Register as an R.S.L. Member upon payment of his/her subscription and any fees and other moneys due to the R.S.L.
19. Every person ceasing to be a member of the Company whether by retirement expulsion death neglecting to pay the entrance fee or subscription or otherwise shall forfeit ipso facto all rights as a member of the Company but shall remain liable for any moneys due or payable under the provisions of Clause 6 of the Memorandum of Association.

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

#### **ADDRESS OF MEMBERS**

21. (a) The Secretary shall keep on the Company premises a Register of full members setting forth the name, occupation and address of each member and specifying the class of members to which he/she belongs and the date of the last payment by each member of his/her subscription.
- (b) The Secretary shall keep on the Company premises a Register in which he/she shall enter or cause to be entered the names and addresses and particulars of qualifications for Honorary or temporary membership of all persons not being persons whose names and other particulars have been entered in the Register kept pursuant to Clause (a) of this Article who are admitted as Honorary or temporary Members of the Company for a limited period and the dates upon which such period commences and terminates, and the qualifications for such honorary or temporary membership. The provisions of this Article shall not apply to temporary members admitted to the Company in accordance with Article 22 (2).

#### **HONORARY MEMBERS**

22. (1) The following persons may be admitted as Honorary Members of the Company:
- (a) The Patron or Patrons for the time being of the Company provided that this number shall not exceed six (6).
- (b) Visiting ex-servicemen or visiting members of the Defence Forces and members of other R.S.L. and Ex-Service Clubs for the duration of such visit or one month, whichever should first expire.
- (c) Any prominent citizen visiting the Company for a special occasion or special function.
- (d) Overseas country or interstate visitors for the duration of such visit or one month, whichever should first expire.

#### **TEMPORARY MEMBERS**

22. (2) The following shall be admitted as temporary members of the Club at the discretion of the Board.
- (a) A person whose ordinary place of residence is more than five (5) kilometres from the registered Club.
- (b) A person who is a member of another registered Club with similar objects to those of the host Club.
- (c) Any member of another registered Club who is attending the host Club for the purpose of taking part in an organised sport or competition.

23. Honorary members admitted in accordance with Article 22. (1) hereof shall be relieved of any obligation or liability with respect to the payment of entrance fee and/or subscription provided such honorary membership shall be terminable at the discretion of the Board of Directors.

## **VOTES OF MEMBERS**

24. (a) Every financial member when eligible to vote shall both on a show of hands and on the taking of a poll have one vote.
- (b) All members shall be entitled to vote for the elections of the Board of the Company.
- (c) All members shall be entitled to vote on all matters and resolutions at any General Meeting of the Company.
- (d) No member of the Company who is also a servant of the Company shall be eligible to vote at any Meeting of the Company.
25. No member other than a Life Member shall be entitled to be present or vote at any meeting of the Company or to be elected to any office unless he/she shall have paid all instalments of entrance fee and annual subscriptions and all other moneys due to the Company at the time of such meeting.

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

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

## **ENTRANCE FEE AND SUBSCRIPTION**

27. (a) The Entrance Fee 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 matters pertaining thereto not by this Constitution specially provided for shall be such as shall from time to time be prescribed by the Board of Directors provided that the Annual Subscription shall not be less than Two Dollars (\$2.00)
- (b) All Annual Subscriptions shall be paid annually and in advance.
28. The Annual Subscription shall fall due on the first day of January in each year. If any fee or subscription or any instalment thereof shall remain unpaid for a period of one month after it becomes due the member concerned shall be notified by the Secretary in writing of the default, if such subscriptions still remains unpaid for a further period of one (1) month the member's name shall be removed from the Register.
29. The Board may at any time or times suspend the payment of entrance fees and shall have a discretionary power to fix and determine the entrance fees or annual subscription chargeable to any member under any circumstances that may arise provided that such subscription shall not be less than Two Dollars (\$2.00) per annum.
30. The Board of Directors may, at its discretion, fix a charge or charges for the use of property or services of the Company by its members and may at any time amend or remove such charge or charges.

## **MANAGEMENT (Board of Directors)**

31. The business and affairs of the Company and the custody and control of its funds shall be managed by the Board of Directors consisting of eight (8) Directors, of which at least three (3) shall be members of the Epping R.S.L. Sub-Branch. The Board shall elect their own President (Chairperson), Vice President (Deputy Chairperson) and Vice President (Finance) who will comprise the Executive.
32. Members of the Company who have been financial members of the Epping R.S.L. (Sub-Branch) and Community Club Limited for a minimum period of three (3) years shall be eligible to stand as Directors of the Company.

## **FIRST BOARD OF DIRECTORS**

34. (a) The first Board of Directors shall be the signatories to the Memorandum of Association and the Constitution of the Company at that time and the first Board of Directors shall hold office until the first Annual General Meeting of the Company.
- (b) The first Board of Directors while in existence shall exercise all the powers and functions conferred by the Constitution on the Board of Directors. The first Board of Directors may elect such officers as it considers necessary and may fill any vacancy that may occur in the Board of Directors.

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

35. (a) The members elected to the Board at the first General Meeting at which the Triennial rule applies shall be divided into three groups.

The Groups –

- (a) Shall be determined by drawing Lots, and
- (b) Shall be as nearly as practicable equal in number, and
- (c) Shall be designated as Group 1, Group 2, and Group 3.
- Unless otherwise disqualified, the Members of the Board –
- (i) In Group 1 shall hold office for one (1) year (Two (2) Directors)
- (ii) In Group 2 shall hold office for two (2) years (Three (3) Directors)
- (iii) In Group 3 shall hold office for three (3) years (Three (3) Directors)
- (b) Nominations for the election of Directors shall be made in writing and signed by two (2) financial members of the Company and by the nominee who shall so signify consent to the nomination and be lodged with the Secretary seven (7) days before the date on which voting for the election of Directors is to commence.
- (c) At each Annual General Meeting held while the Triennial rule is in force (other than the first such meeting) the number of members required to fill vacancies on the Board shall be elected and shall, unless otherwise disqualified, hold office for three (3) years.
- (d) The Secretary shall immediately after receiving the nominations, post the names of the candidates on the Notice Board.
- (e) If the full numbers of candidates are not nominated for any position as prescribed, additional nominations may, with the consent of the nominee or nominees, be made at the Annual General Meeting of the Company. If there be more than the required number nominated an election by ballot or by show of hands (as the Board shall have determined) at the meeting shall take place, but if there be only the requisite number nominated the Returning Officer, at the Annual General Meeting of the Company, shall declare those nominated duly elected.
- (f) No person currently under suspension by the Board of Directors in accordance with this Constitution shall be eligible to nominate, stand for or be elected to the Board of the Company.

36. An election by ballot of the members of the Board of Directors shall be conducted in such manner as may be determined by the Board of Directors.

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

37. (1) A person who fills a Casual Vacancy in the Office of a member of the Board elected in accordance with this Constitution shall, unless otherwise disqualified, hold office until the election of Directors by members at the time of the next succeeding Annual General Meeting.

(2) The vacancy caused by a person ceasing to hold office under Article 37 (1) shall be filled by the election of Directors by members at the time of the next Annual General Meeting and the person elected shall unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy, initially filled by the person who ceased to hold office at the Annual General Meeting.

#### **VACANCIES IN BOARD OF DIRECTORS**

38. (a) If any Director shall die or shall fail to attend a regular Board Meeting for three (3) consecutive meetings without leave of absence or his/her office shall be declared vacant by the Board by reason of the provisions of Article 38(b) he/she shall ipso facto cease to be a Director and the Board may appoint a successor to hold office until the next election of Directors by the members and until such appointment is made the continuing Directors may act notwithstanding such vacancy.
- (b) The office of Director shall become vacant if the Director:
- (i) ceases to be a Director by virtue of section 231 of the Corporations Law;
  - (ii) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
  - (iii) becomes prohibited from being a Director of a company by reason of any order made under the Corporations Law;
  - (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (v) resigns his office by notice in writing to the Company; or
  - (vi) is directly or indirectly interested in any contract or proposed contract with the Company which has not been disclosed to the Board.

#### **BOARD OF DIRECTORS (Acts of)**

39. All acts done at any Board Meeting or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or Directors or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

#### **BOARD OF DIRECTORS (Services Voluntary)**

40. Subject to the provisions of Clause 4 of the Memorandum, no Director shall receive any remuneration for his/her services in his/her capacity as a director, and no Director may hold a remunerative professional office within the Company.

#### **BOARD OF DIRECTORS (Powers and Duties)**

41. The business and general affairs of the company shall be under the management of the Board of Directors which may exercise all such powers of the Company as are not, by the Corporations Law or by this Constitution, required to be exercised by the Company in General Meeting, subject nevertheless:
- (a) to any of these Articles;
  - (b) to the provisions of the Corporations Law; and
  - (c) to such Articles not being inconsistent with these Articles or provisions, as may be prescribed by the company in General Meeting, but no Article made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that resolution or Article had not been made and the Directors shall have full control of the property of the Company 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 Company including the rights and privileges of members in respect of the Company except in so far as is otherwise expressly provided by this Constitution.
42. Any By-Law Rule or Regulation made under this Constitution shall come into force and be duly operative upon the posting of an appropriate notice containing such By-Law Rule or Regulation on the Notice Board.

## **BOARD OF DIRECTORS (Meetings)**

43.

- (a) The Board of Directors shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions of proceedings of the Board shall be entered in a Book provided for the purpose. The quorum of the Board shall be five (5) members of the Board.
- (b) The President of the Company shall if present preside at all meetings of the Board. In his/her absence the Vice President (Deputy Chairperson) shall preside and in the event of the President and Vice President (Deputy Chairperson) being absent the Vice President (Finance) shall preside and if the aforesaid is absent the meeting shall elect a member of the Board to be Chairperson of the Meeting. The Chairperson of such meeting whether the President, Vice President or elected Chairperson shall have a deliberative vote.

## **ANNUAL GENERAL MEETING**

44. The Annual General Meeting of the Company shall be held if practicable in the month of September each year at such time and place as may be prescribed by the Board. At least twenty-one (21) days written notice of all meetings shall be given to each member of the Company entitled to attend and vote at such meeting.

## **GENERAL MEETING**

45. All Meetings other than the Annual General Meeting shall be called General Meetings.
46. A General Meeting may be called by the Board of Directors on giving not less than twenty-one (21) days written notice to each member entitled to attend at meetings and vote.
47. A General Meeting shall be called by the Board of Directors on the requisition of at least one hundred (100) Members. On receipt of such a requisition the Board shall cause such meetings to be concerned within twenty-one (21) days after receipt thereof. At least twenty-one (21) days written notice of such meeting shall be given to each member entitled to attend and vote.

## **GENERAL MEETING (Notice of)**

48. (a) Every notice convening a General Meeting shall be in writing and shall specify the place, the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by this Constitution of the Corporations Law.
- (b) Such business only of which notice is given shall be transacted at such Meeting. Any other business shall be in the nature of recommendation only.

## **GENERAL MEETINGS (Quorum)**

49. \*At any Annual General Meeting and General Meeting twenty (20) members present in person shall form a quorum. If a quorum be not present within fifteen (15) minutes of the time fixed or such meeting same shall be adjourned to the same day in the next week at the same time and place provided. However when such meeting has been convened on or by requisition of members same shall be dissolved. If at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time fixed the members present shall form a quorum.

\* Approved at the Annual General Meeting on Thursday, 20 September 2007.

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

50. The Business of the Annual General Meeting shall be as follows:
- (a) To confirm the Minutes of the previous Annual General Meeting.
  - (b) To receive and consider the reports of the Board.
  - (c) To receive and consider the Balance Sheet Income and Expenditure Account and the report of the Auditor.
  - (d) To elect the Board for the ensuing year.
  - (e) To deal with any business of which due notice has been given.
  - (f) All businesses and notices of motion to be dealt with at the Annual General Meeting shall be handed to the Secretary at least twenty-eight (28) days prior to the date of such meeting.
  - (g) An employee of the Club shall if also a member not be entitled to vote at any meeting of the Club nor be entitled to hold office as a Director.

## **GENERAL MEETING (Proceedings)**

51. The President shall if present be entitled to preside at all General Meetings of the Company. In the event of the President being absent, the Vice President (Deputy Chairperson) shall preside and in the event of the President and Vice President (Deputy Chairperson) being absent the Vice President (Finance) shall preside and if the aforesaid is absent the Board shall elect a member of the Board to be Chairperson of the Meeting.
52. Every question or motion submitted to a General Meeting of the Company shall be decided in the first instance by a show of hands and in the case of equality of votes the Chairperson shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he/she is entitled as a member.
53. At any General Meeting unless a poll is demanded by the Chairperson or by at least five (5) members present and entitled to vote at the Meeting a Declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution.
54. If a poll is demanded as aforesaid it shall be taken in such a manner and at such time and place as the Chairperson of the Meeting directs and either at once or after an interval or adjournment or otherwise an 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 the admission or rejection of a vote the Chairperson shall determine the same and such determination made in good faith shall be final and conclusive.
55. The Chairperson 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.
56. 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 Chairperson of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
57. Any General Meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.

## **GENERAL MEETING (Minutes)**

58. The Board shall cause minutes to be kept by the Secretary in books provided for the purpose:
- (a) Of all appointments of officers made by the Company 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 Company.
  - (d) Of all resolutions and proceedings at all meetings of the Company.

## **FINANCIAL YEAR**

59. The Financial year of the Company shall commence on the first day of July and end on the last day of June each year.

## **ACCOUNTS AND AUDIT**

60. The Board shall cause correct accounts and books to be kept showing the financial affairs of the Company 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 Company and the matters in respect of which the receipt and expenditure takes place.
  - (b) All sales and purchases of goods by the Company.
  - (c) The assets credits and liabilities of the Company.
61. The books of account shall be kept at the registered office of the Company or at such other place as the Board thinks fit and shall always be open to the inspection of Directors.
- 62.1 (a) The Board shall comply with the provisions of the Corporations Law and once every year cause to be prepared a Balance Sheet as at the end of the 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 Company as provided for in Article 50 of these Articles.
- (b) The report of the Board referred to in the foregoing Clause (a) shall include statements showing:
- (i) The amount (if any) written off for depreciation.
  - (ii) The amount (if any) which the Board proposes to transfer to the Reserve Funds or Funds of the Company.
  - (iii) The number of members of each class registered in the register of members at the date of the preparation of the report.
  - (iv) The names of Directors.
- (c) A copy of the Balance Sheet Auditor's Report and Income and Expenditure Account accompanied by a copy of the Report of the Board shall be posted to every member at least twenty-one (21) days before the date of the General Meeting at which the said accounts and reports are to be presented.
- 62.2 The Board shall also comply with the provisions of Section 40 (1) of the Registered Clubs Act.

## **AUDITORS**

63. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Corporations Law.

## **SEAL**

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

## **VISITORS**

65. (a) Visitors may be admitted at the discretion of the Board according to the Registered Clubs Act and Licensing Laws enforced at the time.
- (b) An expelled member of the Company or a member under suspension shall not be eligible as a visitor.

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

66. (a) No person under the age of eighteen (18) years shall be sold or supplied with liquor.
- (b) No person under the age of eighteen (18) years shall use or operate or be allowed to use or operate poker machines in the Company's premises.

## **CONDUCT OF MEMBERS**

67. It shall be an offence for any member to:
- (a) Introduce visitors to the Company's premises except in accordance with the Memorandum, Articles, By-Laws and Rules of the Company.
  - (b) Be under the influence of liquor or introduce liquor on the premises without permission.
  - (c) Use objectionable or obscene language.
  - (d) Damage Company property or remove Company property without proper authority.
  - (e) Enter or remain on Company premises at unauthorised times.
  - (f) Disregard the instructions of any Director, the Chief Executive Officer or other authorised person when duly warned by same.
  - (g) Infringe the Rules and By-Laws of the Company, or this Constitution.
  - (h) Cause offence to any member or members of the Company, which is prejudicial to the good order of the Company or to the comfort or welfare of any such member or members.
  - (i) To take liquor from the premises without proper authority or contrary to the provisions of the Liquor Act or the Memorandum and Articles or By-Laws or Rules of the Company.
  - (j) To sell or supply liquor to any person under the age of eighteen (18) years or permit any person under eighteen (18) years of age to operate or play the poker machines.

## **NOTICES**

68. (a) A notice may be given by the Company to any member either personally or by facsimile transmission or by sending it by post to him/her to his/her registered address or if he/she has no registered address within the State of New South Wales to the address if any within the said State supplied by him/her to the Company for the giving of notices to him/her.
- (b) 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 third day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post and in the case of a notice being sent by facsimile transmission, the notice shall be deemed to be served on the following business day.
- (c) If a member has no registered address with the State of New South Wales and has not supplied to the Company an address within the said State for the giving of notices to him/her a notice posted up on the Notice Board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

## **INDEMNITY**

69. Every Director and every member of any Sub-Committee constituted under Article 41 and the Secretary and other officers of the Company and any person (whether an officer of the Company or not) employed by the Company as Auditor shall be indemnified out of assets of the Company against a liability incurred by him/her as such Director or member of a Sub-Committee or as Secretary Officer or Auditor in defending any proceedings whether civil or criminal in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application under the Corporations Law in which relief is granted to him/her by the Court or in which he/she has been authorised to defend by the Board.

#### **MISCELLANEOUS**

70. Any heading attached to any of these Articles shall not affect the interpretation of the Memorandum of Association or this Constitution.
71. No person other than the Company or its members shall directly or indirectly derive any profit or advantage from the fact that the Company is or may be registered in accordance with the provisions of the Registered Clubs Act 1976 or under the Gaming and Betting (Poker Machines) Act 1956 or from any added value which may accrue because of such registration to the land upon which the Company's premises are situated.
72. \*The Board of Directors is authorised to determine at its discretion bonus and differential levels of rewards received by members under any club membership loyalty programs based on certain levels of usage of particular Club products and services. Any increased levels of rewards must be available to all members who achieve the levels of usage of the particular products and services.

\*Approved at the Annual General Meeting on Thursday, 23 September 2010

#### **AMMENDMENTS TO MEMORANDUM AND CONSTITUTION**

73. The Memorandum of Association and this Constitution may be altered or amended at an Annual General Meeting or General Meeting of which due notice has been given to members of the Company. The majority required for passing of a resolution relating to such alterations or amendments to the Memorandum of Association or this Constitution shall be seventy-five (75) per cent of the members present and voting at the said meeting. Only financial members of the Epping R.S.L. (Sub-Branch) and Community Club Limited shall be entitled to vote on any resolution relating to alterations or amendments to the Memorandum of Association or this Constitution. Any alteration or amendment to the Memorandum of Association shall be subject to the Corporations Law.