

NEW SOUTH WALES

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THE COMPANIES ACT 1936

---

A COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A CAPITAL DIVIDED INTO SHARES

---

**Memorandum**  
**and**  
**Articles of Association**  
**of**  
**THE BRIARS**  
**SPORTING CLUB**  
**LIMITED**

ALFRED J. MORGAN & SON,  
Solicitors,  
129 Pitt Street,  
SYDNEY  
28-8244-5-6

*(Reprinted December, 1971)*

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New South Wales  
One pound  
Stamp Duty  
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NEW SOUTH WALES

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**Certificate of Incorporation  
of Company**

No. 299194.

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THE COMPANIES ACT, 1936.  
(SECTION 28.)

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THIS IS TO CERTIFY—

(1) that THE BRIARS SPORTING CLUB LIMITED is incorporated under the Companies Act, 1936.

(2) that the date of Incorporation of the said Company is the second day of August one thousand nine hundred and fifty.

(3) that the said Company is limited by guarantee.

GIVEN under my hand, at Sydney, this Second day of August One thousand nine hundred and fifty.

P. W. BROWNE (L.S.)  
Deputy Registrar-General.

NEW SOUTH WALES

The Companies Act, 1936

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A COMPANY LIMITED BY GUARANTEE AND NOT  
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Memorandum of Association

of

**THE BRIARS SPORTING CLUB LIMITED**

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1. The name of the Company is "The Briars Sporting Club Limited".
2. The objects for which the Company is established are:-
  - (a) To establish and maintain a club and to provide all or any of the amenities facilities conveniences and other advantages of a club including residential and other accommodation libraries and reading rooms and facilities for sports games and recreation of all kinds and descriptions both indoor and outdoor.
  - (b) To promote give and provide concerts entertainments and amusements banquets and dinners balls and dances and generally to promote foster encourage and support social activities of all kinds and descriptions.
  - (c) To promote and conduct matches competitions and exhibitions in relation to all kinds of sports and games both indoor and outdoor and to give or contribute to prizes and trophies and to guarantee prize money and expenses in connection with any such matches competitions and exhibitions and generally to foster promote encourage and support sports and games of all kinds and descriptions.

- (d) To provide and maintain club-houses club-rooms cricket and football grounds tennis courts bowling greens golf links pavilions grandstands dining and refreshment rooms kitchens laundries garages stables and generally all such lands buildings and other facilities as may be required for indulgence in sports games and pastimes and social activities of all kinds and descriptions.
- (e) To provide meals and liquid and other refreshments and to purchase and sell foodstuffs and liquors both intoxicating and non-intoxicating tobacco cigars and cigarettes sports equipment of all kinds and descriptions and other goods wares and merchandise likely to be required by members and others.
- (f) To apply for obtain and hold any license or licenses necessary to be obtained and held for the purpose of effectuating all or any of the other objects of the Company including a license or licenses for the sale and consumption of intoxicating liquors and the sale of tobacco cigars and cigarettes and to procure any person or persons to act as licensee or licensees and to hold any such license or licenses on behalf of the Company.
- (g) To engage employ and pay managers chefs stewards waiters clerks and other servants.
- (h) To permit all or any of the amenities facilities conveniences and advantages provided by the Company in effectuating all or any of the other objects of the Company to be used availed of and enjoyed by members of the Company and others either gratuitously or for payment.
- (i) To prescribe the qualifications and conditions for admittance to and for continued membership of the Company and to determine the eligibility of any applicant for membership or continued membership of the Company and to expel or otherwise terminate the membership of any member of the Company.
- (j) To raise money by the levying of subscriptions and contributions by all or some of the members and others and to fix and determine the rates of such subscriptions and contributions and to enforce payment thereof by the imposition and levying of fines or other penalties or otherwise.
- (k) To divide the members of the Company into different classes and to discriminate between such classes respecting subscriptions and voting powers and the use and enjoyment of the property of the Company and the privileges of membership and otherwise.

- (l) To make and prescribe rules regulations and by-laws to be observed by members and others regulating their conduct and their use and enjoyment of the property of the Company and the privileges of membership and otherwise and to enforce the observance of such rules regulations and by-laws by the imposition and levying of fines and other penalties and otherwise.
- (m) To provide by Articles of Association and in any manner and to any extent permitted by law for the government of the Company and the management of its affairs and the exercise of the powers of the Company and otherwise.
- (n) To use and employ the moneys and other property of the Company in such manner as the Company may from time to time determine.
- (o) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as the Company may from time to time determine.
- (p) To borrow and raise and give security for money by the issue of or upon bonds debentures promissory notes or other securities or by mortgage or charge upon all or any part of the property of the Company.
- (q) To sell dispose of realise upon lease or otherwise deal with the property of the Company in such manner as the Company may from time to time determine.
- (r) To purchase take on lease hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for effectuating the other objects of the Company or any of them.
- (s) To adopt and carry into effect with or without modification a certain contract dated the 10th day of May, 1950 made between Cyril John Whippell and Beatrice Maria Greenhill Hallard as vendors and Horace Geoffrey Whiddon and Robert Bruce Clark as purchasers on behalf of the Company being a contract for the sale and purchase of the premises known as Numbers 30, 32 and 34 George Street West in the Municipality of Burwood as comprised in Certificate of Title Registered Volume 3764 Folios 206 and 207.
- (t) To take over the assets and pay satisfy and discharge the liabilities of the existing unincorporated club known as "The Briars Sporting Club".
- (u) To reimburse any person or persons who has or have paid any legal costs and disbursements of and incidental to

the said contract and the incorporation of the Company and otherwise the amounts paid by such person or persons.

- (v) To establish promote or assist in establishing and promoting and to subscribe to or become a member of any other club society institution or association whose objects are similar to the objects of the Company.
- (w) To join or associate with any other club society institution or association in effectuating all or any of the other objects of the Company.
- (x) To do all such other lawful things as in the opinion of the Company are incidental or conducive to the attainment of all or any of the other objects of the Company.

3. The sports games and pastimes hereinbefore referred to shall be of the class known as amateur.

4. The liability of the members is limited.

5. Each and every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member, or within one year afterwards, for the payment of the debts and liabilities of the Company, contracted before the time at which he ceases to be a member, and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding One pound.

6. The place in New South Wales in which the registered office of the Company is proposed to be situate is Sydney.

7. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Company or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding six pounds per centum per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Company but so that no member of the Board of Directors or Management Committee of the Company shall be appointed to any salaried office of the

Company or any office of the Company paid by fees, and so that no remuneration or other benefit in money or moneysworth shall be given by the Company to any member of such Board of Directors or Management Committee of the Company 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 Company Provided that the provision last aforesaid shall not apply to any payment to any railway gas electric light water or telephone company of which a member of the said board or committee may be a member or any other company in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment. Nor shall the preceding provisions of this clause apply to prevent the gratuitous distribution among or sale at a discount to subscribers to the funds of the Company of any books or other publications whether published by the Company or otherwise relating to all or any of its objects as above set forth nor to prevent any member who may be a successful competitor or exhibitor at any competition exhibition or show held or promoted by the Company under the said objects or to the cost of establishing or holding of which the Company may have subscribed out of its income or property from receiving as such competitor or exhibitor a prize medal or other recognition which may under the regulations affecting the said competition exhibition or show be awarded to him.

8. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of this Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 7 hereof, such institution or institutions to be determined by members of the Company in general meeting at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.



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.

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Names, Addresses and Descriptions of Subscribers

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D. V. PROWSE

Chartered Accountant (Aust.), 5 Grantham Street,  
BURWOOD.

R. CLARK

Clerk, 7 Ilfracombe Avenue, BURWOOD.

E. F. WATT

Works Manager, 32 Penberton Street, HOMEBUSH.

L. B. MEULMAN

Public Servant, 2 Coventry Road, HOMEBUSH.

R. J. THOMSON

Public Servant, 3 Mount Street, STRATHFIELD.

HARVEY C. FORD

Solicitor, 11 Boden Avenue, STRATHFIELD.

D. P. WALKER

Company Manager, 19 Orpington Street, ASHFIELD.

HORACE GEOFFREY WHIDDON

Company Director, 44 Bridge Street, Sydney

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Witness to above eight signatures:

A. J. LAND, Burwood.

DATED the Twenty-fourth day of July One thousand nine hundred and fifty.

NEW SOUTH WALES

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The Companies Act, 1936

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A COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A CAPITAL DIVIDED INTO SHARES

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Articles of Association

of

**THE BRIARS SPORTING CLUB LIMITED**

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PRELIMINARY

1. The regulations contained in Table "C" in the Second Schedule to the Act shall not apply to the Club except in so far as the same are contained in these Articles.

2. In these Articles and except where the context or subject matter otherwise indicates or requires the word:-

"Act" means the Companies Act 1936 or any statutory modification thereof for the time being in force.

"Articles" means the Articles of Association of the Club for the time being in force.

"Board" means the Board of Directors of the Club.

"Club" means this Company.

"Committee" means the management committee of the Club.

"Directors" means the directors for the time being of the Club and "Director" has a meaning corresponding.

"Extraordinary Resolution" has the meaning assigned thereto by the Act.

"Members" means the members for the time being of the Club and "Member" and "Membership" have meanings corresponding.

"Office" means the office of the Club for the time being registered under the Act.

"Prescribed" means prescribed by the Board.

"Register" means the register of members to be kept pursuant to the Act.

"Rules" means the rules made pursuant to the Articles and for the time being in force.

"Secretary" means the Secretary to the Club.

"Special Resolution" has the meaning assigned thereto by the Act

and words importing the singular number include the plural number and vice versa and words importing persons include corporations.

#### MEMBERS

3. The number of members with which the Club proposes to be registered is five hundred. The Club from time to time may register an increase of members. The number of members shall not exceed the number for the time being registered. Members shall be of the male sex and divided into five classes namely: Full Members, Junior Members, Life Members, City Associate Members and Country Associate Members. Members shall be deemed Full Members except as hereinafter otherwise provided. No person shall become a member except as hereinafter provided.

4. The subscribers to the Club's Memorandum of Association being members by virtue of the Act shall be deemed to have been admitted as Full Members. The persons who at the date of the incorporation of the Club were members of the unincorporated club known as "The Briars Sporting Club" shall on applying for admission to membership on the prescribed form be deemed to have been admitted as members and shall be classed in accordance with their classification as members of the said unincorporated club.

5. A Junior Member is a member who is under the age of nineteen years and who has been admitted as such under the

foregoing Articles or under the Articles hereinafter contained. On a Junior Member attaining the age of nineteen years he shall be admitted as and become a Full Member.

6. A Life Member is a member who has been admitted as such under the foregoing Articles or who has been elected as such by the Club in general meeting pursuant to this Article. The Company may in general meeting on the recommendation of the Board elect to life membership such persons as have in the opinion of the Board and the Club in general meeting rendered conspicuous service to the Club.

7. A City Associate Member is a member who is resident within a radius of twenty miles from the General Post Office at Sydney and who was admitted as such. On a City Associate Member becoming resident outside that radius and notifying the Club of his change of address he shall be admitted as and become a Country Associate Member. A Country Associate Member is a member who is resident outside the said radius and who was admitted as such. On a Country Associate Member becoming resident inside that radius and notifying the Club of his change of address he shall be admitted as and become a City Associate Member.

8. The Secretary shall keep posted up in some conspicuous place in the Club rooms a list of applicants for admission to Full and Junior Membership with their addresses and occupations and subject as hereinbefore provided the conditions for admission to membership shall be in accordance with the following:-

- (a) No person shall be admitted to Full or Junior Membership unless his name shall have appeared on the said list for at least fourteen days prior to his admission.
- (b) No person of the age of nineteen years or over shall be admitted to Junior Membership.
- (c) No person shall be admitted to City or Country Associate Membership unless he shall at the date of his application for admission have been a full member of the club and or the said unincorporated club for at least five years continuously immediately preceding the date of his application.
- (d) No person other than a person then holding the office of Vice-President shall be admitted to full or junior membership unless in the opinion of the Board he is both willing and qualified:

- (1) to play at least one of the major sports for a period of at least two consecutive years following his admission;
  - (2) to coach at least one of the teams of a major sport, having been appointed to that position by the Management Committee, for a period of at least two consecutive years following his admission.
- (e) No person shall be admitted to Full Junior or City or Country Associate Membership unless he shall have signed an application for admission in the prescribed form and such application shall have been signed by at least two full members as his proposers and unless he shall have paid or shall pay before or on admission the entrance fee (if any) and the whole or such proportion as the Board may determine of the first annual subscription (if any) payable by the applicant and unless the granting of such application shall have been recommended by the committee and such application shall have been granted by the Board provided that an application for admission to City or Country Associate Membership need not be signed by any proposer. Provided further that no applicant for membership who is under the age of twenty-one years shall be admitted to membership unless the two full members who sign the application for membership are themselves over the age of twenty-one years.

At all meetings of the Committee at which nominations for membership are considered a record shall be kept by the Secretary of the Club of the names of members present and voting at such meetings.

9. For the purpose of the last preceding Article major sports shall be such sports as may from time to time be declared by the Board on the recommendation of the Committee to be major sports and failing any declaration to the contrary the sports of cricket hockey and rugby union football shall be deemed to be major sports for the purpose of the last preceding Article.

10. The Committee shall not recommend the granting of any applications for admission to membership and the Board shall not grant any such application unless all the conditions for admission have been fulfilled and except in the case of an applicant for admission to City or Country Associate Membership the Committee may refuse to recommend and the Board to grant any application for admission to membership and without assigning any reason for such refusal

11. As the conditions for continued membership a member shall duly and punctually pay the moneys (if any) payable by him to the Club and well and faithfully observe and comply with the Articles and rules in so far as they are to be observed and complied with by him and shall not incur the penalty of expulsion or termination of membership under the provisions in that behalf hereinafter contained.

12. The Secretary shall keep a register of members as prescribed by the Act and also a register of the addresses of members and each member shall on the prescribed form register with the Secretary his address and also every change of address.

13. If a member shall be in default in the payment of any moneys payable by him to the Club or in the observance of the Articles or rules and such default shall continue for the period of at least one calendar month after notice in the prescribed form has been given to him to remedy such default or if in the opinion of the Board a member has been guilty of conduct unworthy of a gentleman or likely to be injurious to the Club or its reputation the Board may impose on such member the payment of a sum of money by way of a fine or expel such member provided that no member shall be fined or expelled unless he shall have been given at least fourteen days notice in the proscribed form of the Board's intention to fine or expel him and of the reason for the intended fine or expulsion and shall have been given the opportunity before the imposition of such fine or before such expulsion of giving or making to the Board either orally or in writing such explanation or such defence as he may think fit to give or make and provided further that before or in lieu of exercising the said power to fine or expel and without prejudice to the exercise of either of such powers the Board may by notice to such member in the prescribed form suspend his membership until the default referred to has been remedied and provided further that if a member shall be in default in the payment of any moneys payable by him to the Club for the period of at least one calendar year the Board may terminate his membership without the necessity of giving to such member any such notice as aforesaid or affording him any such opportunity as aforesaid. During the period of any such suspension as aforesaid the member whose membership has been suspended shall be debarred from all the privileges of the Club.

14. A member may by notice in writing to the Club resign his membership on a date to be stated in such notice which date shall not be earlier than the date of the giving of such

notice and if such notice shall be given the member giving the same shall cease to be a member accordingly.

15. Every person on ceasing to be a member whether by death resignation expulsion or otherwise shall forfeit and cease to have the interest in or claim upon or right to the Club or its property or privileges which such person had in his capacity as a member but shall nevertheless remain liable for and shall pay to the Club all moneys which at the time of his ceasing to be a member may have been payable by him to the Club provided that the Board in its discretion may remit the whole or any part of such moneys and may refund to such person the whole or any part of any subscription paid in advance by such person.

16. The rights and privileges of a member as such shall be personal to himself and shall not be transferable by his own act or by operation of law and except as may be provided by the other Articles:-

- (a) Full Members, Junior Members and Life Members shall be entitled to all the privileges of the Club.
- (b) City and Country Associate Members shall be entitled to all the privileges of the Club except that they shall not be entitled to participate in sport as representatives of the Club.

16a. A visitor shall not be supplied with liquor on the Club premises unless on invitation and in the presence of a member.

#### ENTRANCE FEES AND SUBSCRIPTIONS

17. The Club in general meeting may from time to time but only if it be so recommended by the Board exempt members generally or any class or classes of members from the payment of an entrance fee or discriminate between classes of members relative to the amount of the entrance fee payable by members of a class. The amount of the entrance fee (if any) payable by a Member shall be such as may from time to time be determined by the Club in general meeting provided that the Club shall not determine an entrance fee at an amount less than that recommended by the Board and provided that no entrance fee shall be payable by a Life Member. The entrance fee (if any) payable by a member shall be payable on or before his admission as a member provided that no entrance fee shall be payable by a member deemed to have been admitted as a member under the

foregoing Articles or by a full member on his admission to associate membership.

18. The financial year of the Club shall be from and including the first day of October up to and including the last day of the next ensuing September provided that the first financial year shall be from the incorporation of the Club up to and including the last day of the next ensuing September.

19. The Club in general meeting may from time to time but only if it be so recommended by the Board exempt members generally or any class or classes of members from the payment of subscriptions or discriminate between classes of members relative to the amount of the subscription payable by members of a class. The amount of the subscription (if any) payable by a member shall be such as may from time to time be determined by the Club in general meeting provided that the Club shall not determine a subscription at an amount less than that recommended by the Board and provided that no subscription shall be payable by a Life Member. A subscription (if any) payable by a member shall be payable in respect of each financial year or part of a financial year during his membership and shall be paid quarterly in advance provided that a first annual subscription or such proportion thereof as the Board may determine shall be paid on or before the member's admission to membership and provided further that on admission to membership a member shall be bound to pay only a proportion of the annual subscription according to the proportion of the then current financial year unexpired at the date of admission and provided further that a member admitted as a member under the foregoing Articles who has paid an annual subscription to the said unincorporated Club shall be credited on account of the annual subscription or proportion thereof payable by him as aforesaid with a proportion of the annual subscription paid by him to the said unincorporated Club according to the proportion of the year in respect of which such subscription was paid unexpired at the date of the incorporation of the Club. Pending any such determination as aforesaid the annual subscription payable by a member shall be:-

- (a) In the case of a full member £1/10/-.
- (b) In the case of a City Associate member 10/-.
- (c) In the case of a Country Associate member 5/-.
- (d) In the case of a junior member 15/-.



19a. Honorary members of the Club shall consist of such persons as are elected Life Members or are elected to the office of Patron, President or Vice-Presidents by the members of the Club in general meeting or as herein otherwise provided. There shall be no temporary members of the Club

#### GOVERNING BODIES AND OFFICERS

20. The Club shall have as governing bodies a Board of Directors and a management Committee and as officers, a Patron, a President, at least two Vice-Presidents, a Treasurer, an Assistant Treasurer, a Secretary, an Assistant Secretary, Senior Steward and Chairman of such Sub-Committee as may be established in pursuance of Article 31 hereof in respect of major sports declared under Article 9 hereof or in respect of such other activities as may from time to time be declared by the Board on the recommendation of the Committee. Subject as aforesaid the number of Vice-Presidents shall be as may from time to time be determined by the Club in general meeting. The officers, directors and members of the Committee shall be honorary. The Patron and Vice-Presidents need not be members of the Club and no person holding the office of Patron or Vice-President shall be or be deemed to be a member of the Club merely by reason of his holding that office. Except as aforesaid no person shall be capable of holding any office or of being a director or member of the Committee unless he is a member of the Club. Subject as aforesaid any person shall be capable of holding one or more offices and also of being a director and member of the Committee.

21. The Board shall consist of eight directors. The President shall be by virtue of that office a director and chairman of the Board. The Committee shall consist of such number of members as may from time to time be determined by the Club in general meeting not being less than three. The President shall by virtue of that office be a member and chairman of the Committee and the following shall by virtue of their respective offices be members of the Committee -

- (a) Treasurer or in his absence the Assistant Treasurer.
- (b) Secretary or in his absence the Assistant Secretary.
- (c) Senior Steward.
- (d) Chairman of such sub-committees as may be established in pursuance of Article 31 hereof in respect of major sports declared under Article 9 hereof or in respect of such other activities as may from time to time be declared by the Board on the recommendation of the Committee.

22. The officers directors and members of the Committee shall be elected or appointed as hereinafter provided and pending such election or appointment the officers directors and members of the Committee shall be as follow:-

Patron: Hon. H. W. Whiddon, M.L.C.

President: E. F. Watt.

Treasurer: N. Walker.

Assistant Treasurer: B. Adcock.

Secretary: R. Clark.

Assistant Secretary: R. Thomson.

Directors: R. Clark, H. Ford, L. Meulman, D. Prowse,  
R. J. Thomson, D. P. Walker, E. F. Watt,  
H. G. Whiddon.

Members of the Committee: W. Elder, R. Fay, J. Hollands, B. Trevenar, I. R. Vanderfield,  
J. H. Walker.

#### ELECTION AND APPOINTMENT TO AND VACATION OF OFFICE

23. The offices of Patron, President, Vice-President, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary, Director, Senior Steward, Chairman of any Sub-Committee established in pursuance of Article 31 hereof in respect of a major sport declared under Article 9 hereof or in respect of such other activities as may from time to time be declared by the Board on the recommendation of the Committee and Member of the Committee are hereinafter referred to as Elective Offices. Except as to the persons appointed to such offices by the Articles no person shall be capable of holding an Elective Office unless elected or appointed thereto under the Articles in that behalf hereinafter contained. A person (including the President) who has been so elected a director is hereinafter referred to as an elected director and a person who has been so appointed a director is hereinafter referred to as an appointed director.

24. No person other than a person then retiring from that same office shall be eligible for election at any general meeting of the Club to an elective office unless he has at least fourteen clear days and not more than twenty-one clear days before such meeting left at the office a notice in writing signed by him signifying his candidature for that office.

25. An elective office shall become vacant if the holder thereof ceases to have the necessary qualification for that office or by notice to the Club resigns from that office. The Club in general meeting may vacate any elective office by

removing the holder thereof from office. Unless their offices shall be sooner vacated the persons appointed by the Articles to elective offices shall retire therefrom at the first ordinary general meeting of the Club.

26. The President in his capacity as such but not in his capacity as an elected director and each other holder of an elective office not being an elected director shall retire from office at the ordinary general meeting of the Club first held after his election or appointment to that office.

27. Two of the elected directors then in office shall retire from office at the second and every succeeding ordinary general meeting of the Club. The two directors who are to retire shall be those two directors who have been longest in office provided that if two or more directors have been in office for an equal period they shall decide by agreement between them or by ballot as to which director or directors is or are to retire to give effect to this article and the director or directors so decided upon shall retire accordingly.

28. The Company in general meeting may elect qualified persons to fill any elective offices then vacant.

29. Where at any general meeting of the Club all the vacancies in elective offices other than the office of member of the Committee are not filled or where a casual vacancy in those offices occurs the Board may appoint some qualified person or persons to the vacant office or offices.

30. Where at any general meeting of the Club all the vacancies in the office of member of the Committee are not filled or where a casual vacancy in that office occurs the Committee may appoint some qualified person or persons to the vacant office or offices.

#### MANAGEMENT

31. The Committee shall be empowered but subject to the other Articles to arrange manage conduct supervise and control the sporting and social activities of the Club and the conduct of members in relation to their use and enjoyment of the property and privileges of the Club and from time to time to delegate all or any of its powers in those respects to a sub-committee or sub-committees consisting of some of the members of the Club and from time to time to revoke any such delegation provided that in so far as the implementation of any resolution or other decision of the Committee or any of its sub-committees

shall involve the raising or expenditure of money such resolution or decision shall operate only as a recommendation to the Board until such time as it has been approved of by the Board and so that the Board shall be under no obligation to give such approval. The Committee shall be elected annually by the general body of members.

31a. The Committee shall hold periodical meetings and minutes of all resolutions and proceedings of such Committee shall be entered in a book to be provided for that purpose.

32. The Committee shall be empowered from time to time to make rules for the purpose of exercising or effectuating the exercise of all or any of the powers vested in the Committee by the last preceding Article and from time to time to amend or repeal any rules so made and to make new rules for all or any of the purposes aforesaid provided that any rules so made shall be within the scope of the powers vested in the Committee as aforesaid and shall not be inconsistent with any of the other Articles.

33. The management of the Club and its property and affairs shall be vested in the Board and the Board shall have and may exercise all such powers authorities and discretions and do all such acts and things as the Club is by its Memorandum of Association or otherwise authorised to have and exercise or do and are not by statute or the other Articles required to be had and exercised or done by the Club in general meeting but subject nevertheless to the provisions of the Act and the other Articles and any regulations not being inconsistent with the Act or the other Articles made by the Club in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulations had not been made and in particular and without prejudice to the generality of the foregoing -

- (a) The Board may from time to time at its discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the Club.
- (b) The Board may raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by the issue of bonds perpetual or redeemable debentures or debenture stock of the Club, or any charge or other security on the undertaking or the whole or any part of the property of the Club (both present and future).

- (c) Debentures, debenture stock, bonds or other securities may be made assignable free from any equities between the Club and the person to whom the same may be issued.
- (d) Any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, attending and voting at general meetings of the Club, appointment of Directors and otherwise.
- (e) The Board shall cause a proper register to be kept in accordance with Section 194 of the Companies Act of all mortgages and charges specifically affecting the property of the Club; and shall duly comply with the requirements of the Act in regard to the registration of mortgages and charges therein specified and otherwise.
- (f) If the directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Club the Board may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Club by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

34. The Board shall be empowered from time to time to make rules for the purpose of exercising or effectuating the exercise of all or any of the powers vested in the Board and from time to time to amend or repeal any rules so made and to make new rules for all or any of the purposes aforesaid provided that any rules so made shall not be inconsistent with any of the other Articles.

35. If any question or dispute shall arise as to the nature or extent of the powers vested by the Articles in the Committee the decision of the Board thereon shall be final and conclusive and no person dealing with the Club or the Board shall be concerned to see or enquire as to whether, or be affected by notice express implied or constructive that, any power authority or discretion act or thing actually exercised or done or proposed to be exercised or done by the Board is a power authority or discretion act or thing which should have been exercised or done or should be exercised or done by the Committee and not by the Board.

36. The Board 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 at least two directors who shall sign every instrument to which the

seal is affixed and every such instrument shall be countersigned by the Secretary or some other person appointed by the Board in that behalf.

#### VOTING POWERS

37. At any general meeting of the Club and except as hereinafter provided each and every member present in person or by proxy or attorney shall have one vote both on a show of hands and at a poll provided that only full members shall be entitled to vote:-

- (a) On any special or extraordinary resolution.
- (b) On the election of a director or directors other than the President.
- (c) On a resolution to remove the President or any other director from office.
- (d) On a resolution determining the amount of an entrance fee or subscription or exempting any class of members from payment of an entrance fee or subscription.
- (e) On any resolution for approving of or adopting any regulation or regulations for limiting or controlling in any way the exercise by the Board of the powers authorities or discretions vested in or made exercisable by the Board by the act or the other articles.
- (f) On any resolution for determining the institution or institutions to which the property of the Club is to be given on its dissolution as provided by the Club's Memorandum of Association.

38. The instrument appointing a proxy shall be in writing and signed by the appointor or his attorney duly authorised by deed. The power of attorney under the authority of which the attorney proposes to vote or has appointed a proxy together with the instrument appointing the proxy shall be deposited at the office not less than forty-eight hours before the time fixed for the holding of the general meeting at which the attorney or proxy proposes to vote. Every instrument of proxy shall be in the form prescribed. A vote given in accordance with the terms of a power of attorney or instrument of proxy shall be valid notwithstanding the previous death of the principal or the revocation of the power of attorney or instrument of proxy under the authority of which the vote was given provided no intimation in writing of the death or revocation shall have been received at

the office or by the chairman of the meeting before the vote was given.

39. No person shall be appointed an attorney or proxy who is not a member and entitled to vote. No member shall be entitled to be present or to vote on any question either personally or by attorney or proxy or as attorney or proxy for another member at any general meeting or upon a poll or be reckoned in a quorum whilst any entrance fee subscription or other money due and payable by such member to the Club shall be more than three months in arrear.

40. Only full members and junior members shall be deemed to have voting rights for the purpose of the provisions of the Act relating to the convening of a general meeting on the requisition of members.

#### GENERAL MEETINGS

41. A general meeting of the Club shall be held once at least in every calendar year. Meetings held pursuant to the foregoing provisions of this article shall be called ordinary general meetings and shall be held at such time not being more than fifteen months after the holding of the last preceding ordinary general meeting and at such place as may be determined by the Board. All other general meetings shall be called extraordinary general meetings. The Board may whenever it thinks fit convene an extraordinary general meeting.

42. Where it is proposed to pass a special resolution twenty-one clear days' notice and in other cases seven days' notice specifying the place day and hour of the meeting and in case of special business the general nature of such business shall be given to the members entitled to vote at the meeting in the manner provided by the articles. The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any member shall not invalidate any resolution passed at such meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

43. The business of an ordinary general meeting shall be to receive and consider the profit and loss account the balance sheet the report of the Board and the Auditors to elect elective officers to fill the then existing vacancies in the elective offices and to transact any other business which under the Articles ought to be transacted at an

ordinary general meeting. All other business transacted at an ordinary general meeting and all business transacted at an extraordinary general meeting shall be deemed special.

44. Eleven members present in person or by proxy or attorney and entitled to vote thereat shall be a quorum for a general meeting for all purposes. No business shall be transacted at any general meeting unless the quorum requisite be present at the commencement of the business.

45. The President if present and able and willing to act shall be entitled to take the chair at a general meeting. Failing that officer the Directors may choose a chairman and in default thereof the members present in person shall choose one of the directors to be chairman and if no director present shall be willing to take the chair shall choose one of their number to be chairman.

46. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon requisition of the members pursuant to the provisions of the Act in that behalf shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may by notice to the members appoint. If at such adjourned meeting a quorum is not present any five members who are personally present and entitled to vote shall be a quorum and may transact the business for which the meeting was called.

47. Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman both on a show of hands and on a poll shall have a casting vote in addition to the vote to which he may be entitled as a member.

48. At any general meeting unless a poll is demanded by the Chairman or by at least three members present and entitled to vote at the meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

49. If a poll is demanded as aforesaid it shall be taken



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

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

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

#### PROCEEDINGS OF THE BOARD AND COMMITTEE

52. The directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit and may determine the quorum necessary for the transaction of business. Until otherwise determined three directors shall be a quorum. A director interested is to be counted in a quorum notwithstanding his interest.

53. Questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes the Chairman shall not have a second or casting vote.

54. A director may at any time and the secretary upon the request of a director shall convene a meeting of the Board. A director who is at any time not in the State of New South Wales shall not during such time be entitled to notice of any such meeting.

55. The President if present and able and willing to act shall be entitled to take the chair at a meeting of the Board. Failing that officer the directors present shall choose one of their number to be chairman of the meeting.

56. A meeting of the Board at which a quorum is present

shall be competent to exercise all or any of the powers authorities and discretions for the time being vested in or exercisable by the Board generally.

57. All acts done at any meeting of the Board shall notwithstanding that it shall afterwards be discovered that there was some defect in the election or appointment of a person acting at such meeting as a director be as valid as if such person had been duly elected or appointed a director.

58. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted.

59. The foregoing Articles relative to proceedings of the Board shall mutatis mutandis apply to the committee for the regulation of its proceedings.

#### TREASURER, SECRETARY AND THEIR ASSISTANTS

60. The Treasurer shall perform such duties and attend to such matters as may from time to time but subject to the Articles be allotted to him by the Board for performance and attention and in performing such duties and attending to such matters the Treasurer shall observe the lawful directions of the Board.

61. The Secretary shall perform such duties and attend to such matters as are required by the Act and the Articles to be performed and attended to by the Secretary and such other duties and matters as may from time to time but subject to the Articles be allotted to him by the Board for performance and attention and in performing such duties and attending to such matters the Secretary shall observe the lawful directions of the Board.

62. Each of them the Assistant Treasurer and Assistant Secretary shall perform such duties and attend to such matters as may from time to time but subject to the Articles be allotted to him by the Board for performance and attention and in performing such duties and attending to such matters he shall observe the lawful directions of the Board. Except as may be required by the Act or directed by the Board anything that may be done by the Treasurer or the Secretary may be done by his assistant.

## ACCOUNTS

63. The Board shall cause true accounts to be kept of the sums of money received and expended by the Club and the matters in respect of which such receipt and expenditure takes place of all sales and purchases of goods and of the assets, credits and liabilities of the Club. The accounts shall be kept at the registered office of the Club or at such other place as the Board thinks fit and shall at all times be open to inspection by any director.

64. The Board shall from time to time (subject to the provisions of Sections 81, 102 and 103 of the Companies Act) determine whether and to what extent, and at what times and places, and under what conditions or regulations the accounts and books of the Club, or any of them, shall be open to the inspection of the members; and no member shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Board and no member not being a director shall be entitled to require or receive any information concerning the business of the Club.

65. At the Ordinary General Meeting in every year the Board shall lay before the Club a profit and loss account and a balance sheet containing a summary of the property and liabilities of the Club made up to a date not more than three months before the meeting from the date up to which the last preceding account and balance sheet were made up and such balance sheet and account shall comply with the provisions of Sections 103 to 110 of the Companies Act but the Board shall not be bound to disclose greater details of the result or extent of the transactions of the Club than they may deem expedient.

66. Every such account and balance sheet shall be accompanied by a report of the Board with respect to the state of the Club's affairs including information as to what amount has been written off for depreciation and the account report and balance sheet shall be signed by two directors or if there is only one director resident in New South Wales then by that director.

67. The Club shall observe the provisions of the Companies Act with regard to the Club's accounts and balance sheets.

68. Once at least in every year the accounts of the Club shall be examined, and the correctness of the profit and

loss account and balance sheet ascertained and certified by one or more auditor or auditors.

69. The Club at each ordinary general meeting shall appoint an auditor or auditors to hold office until the next ordinary general meeting. If an auditor is not appointed at an ordinary general meeting the Board shall forthwith call an extraordinary general meeting for the purpose of appointing an auditor. The appointment remuneration rights and duties of an auditor or auditors shall be regulated by Sections 113 to 115 of the Companies Act.

70. Every account of the Board, when audited and approved by general meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

#### NOTICES

71. A notice may be served by the Club upon any member either personally or by leaving it for him at his registered place of address or by sending it through the post in a prepaid letter envelope or wrapper addressed to such member at such registered place of address.

72. As regards those members who have no registered place of address a notice posted up in the office shall be deemed to be well served on them at the time the same is so posted up.

73. Any notice by a Court of Law or otherwise required or allowed to be given by the club to the members or any of them by advertisement shall be sufficiently advertised if advertised once in two Sydney daily newspapers.

74. Any notice sent by post shall be deemed to have been served on the day on which the letter envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle. A certificate in writing signed by the Secretary or other officer of the club that the letter envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

75. Where a given number of days' notice, or notice extending over any other period, is required to be given, the day of service shall unless it is otherwise provided be counted in such number of days or other period but this provision does not apply to a notice convening a meeting to pass a special resolution.

76. The signature to any notice to be given by the Club may be written or printed.

77. No liquor shall be sold or supplied on the premises of the Club to any person under the age of eighteen (18) years.

78. No poker machines shall be installed, used or operated on the premises of the Club.

79. No servant of the Club shall be a member or be eligible to be elected a member of the Committee of the Club or be entitled to vote at any meeting of the Club.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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D. V. PROWSE

Chartered Accountant (Aust.) 5 Grantham Street,  
BURWOOD.

R. CLARK

Clerk, 7 Ilfracombe Avenue, BURWOOD.

E. F. WATT

Works Manager, 32 Pemberton Street, HOMEBUSH.

L. B. MEULMAN

Public Servant, 2 Coventry Road, HOMEBUSH.

R. J. THOMSON

Public Servant, 3 Mount Street, STRATHFIELD.

HARVEY C. FORD

Solicitor, 11 Boden Avenue, STRATHFIELD.

D. P. WALKER

Company Manager, 19 Orpington Street, ASHFIELD.

HORACE GEOFFREY WHIDDON

Company Director, 44 Bridge Street, SYDNEY.

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Witness to above eight signatures -

A. J. LAND, Burwood.

DATED the Twenty-fourth day of July, One thousand nine  
hundred and fifty: